



REF: GTL/CS-SE/2016-17/09

August 26, 2016

The Secretary BSE Limited Phiroze Jeejeebhoy Towers, 25th Floor, Dalal Street, Fort, Mumbai 400 023.	The Secretary National Stock Exchange of India Ltd. Exchange Plaza, 5th Floor, Plot No. C/1, G Block, Bandra Kurla Complex, Bandra (East), Mumbai 400 051.
(BSE Code: 500160 NSE Symbol: GTL ISIN: INE043A01012)	

Dear Sir,

Sub: 28th Notice for convening Annual General Meeting and intimation of remote e-voting facility.

Pursuant to the provisions of Section 101 of the Companies Act, 2013 (the Act) and other applicable provisions, if any, please note that the Company has issued Notice convening the 28th Annual General Meeting of the members of the Company on September 21, 2016 at 11:00 AM at Navi Mumbai, containing the ordinary and special businesses to be transacted thereat and a copy of the said Notice is appended hereto.

Pursuant to provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is providing to its members the facility to cast their vote by electronic means on all resolutions set forth in the Notice. The instructions for e-voting are detailed in the said Notice.

Please acknowledge receipt.

Thanking you,

Yours truly,
For GTL Limited

Vidyadhar A. Apte
Company Secretary

Milind Bapat
Chief Financial Officer

Encl. as above

Note: This letter is submitted electronically with BSE & NSE through their respective web-portals

NOTICE FOR AGM

NOTICE is hereby given that the Twenty Eighth Annual General Meeting of the Members of GTL Limited will be held on Wednesday, September 21, 2016, at 11:00 a.m. at Vishnudas Bhawe Natyagruha, Sector 16–A, Vashi, Navi Mumbai 400703, Maharashtra, to transact the following business:

Ordinary Business

1. To consider and adopt:
 - a. the Audited Financial Statements of the Company for the financial year ended March 31, 2016, together with the Reports of the Board of Directors and Auditors thereon; and
 - b. the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2016, together with the Reports of the Auditors thereon.
2. To appoint a Director in place of Mr. Manoj G. Tirodkar, who retires by rotation and is eligible for re-appointment.
3. To consider and, if thought fit, to pass, with or without modification, the following resolution as an **Ordinary resolution**:

“RESOLVED that, pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made there under, pursuant to the recommendations of the Audit Committee of the Board of Directors and further to the resolution passed by the members in the 26th Annual General Meeting (AGM) held on September 16, 2014, the appointment of M/s. Godbole Bhawe & Co., Chartered Accountants, Mumbai (Firm Registration No.114445W) and M/s. Yeolekar & Associates, Chartered Accountants, Mumbai (Firm Registration No. 102489W) as the Joint Auditors of the Company to hold the office from the conclusion of this AGM till the conclusion of the Twenty Ninth AGM to be held in the calendar year 2017, be and is hereby ratified and the Board be and is hereby authorized to fix the remuneration payable to the Joint Auditors for the Financial Year 2016–17, as may be recommended by the Audit Committee in consultation with the Joint Auditors.”

Special Business

4. To consider and, if thought fit, to pass, with or without modification, the following resolution as a **Special Resolution**:

“RESOLVED that in continuation of and pursuant to the special resolutions passed by the shareholders of the Company through Postal Ballot, results of which were declared on September 25, 2014 and September 30, 2015, in terms of which the shareholders of the Company had *inter alia*, approved the sale / lease or otherwise disposal of the whole or substantially the

whole of any of the undertakings of the Company including sale of any or all businesses of the Company such as Network Services viz. Operations, Maintenance & Energy Management (OME) business, sale of core / non-core assets, sale of surplus assets / investments, realization of current assets including inventories, sundry debtors, supplier advances and other current assets, subject to the approval of CDR / other Lenders, as may be required, consent of the members be and is hereby accorded for selling / disposing of the Company's shareholding in its subsidiary company(ies), whether material subsidiary or not, held either directly or through the Company's subsidiary(ies) (thereby resulting in reduction in shareholding, either on its own or together with subsidiaries to less than 50% or cease the exercise of control over the subsidiaries) and / or selling, disposing and leasing of assets amounting to more than twenty percent of the assets of the subsidiary company(ies), whether material subsidiary or not, on an aggregate basis during a financial year, as part of the overall negotiated settlement proposed with the lenders of the Company and such approval being accorded under the relevant provisions of the applicable laws (including, if and to the extent applicable, sub-regulations 5 & 6 of Regulation 24 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the Listing Regulations) and other applicable regulations, if any, of the Listing Regulations,.

RESOLVED FURTHER that for the purpose of giving effect to this resolution, the Board [hereinafter referred to as the “Board”, which term shall include any Committee(s) constituted / to be constituted by the Board to exercise the powers conferred on the Board by this Resolution] be and is hereby authorised to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, proper or desirable and also authorized to settle any question, difficulty or doubt that may arise in this regard and further authorised to execute all documents and writings as may be necessary, proper, desirable or expedient as it may deem fit.”

By Order of the Board of Directors,

Place: Mumbai
Date: April 28, 2016

Vidyadhar A. Apte
Company Secretary

Registered Office:

GTL Limited
“Global Vision”, Electronic Sadan No. II,
M.I.D.C., T.T.C. Industrial Area,
Mahape, Navi Mumbai – 400710,
Maharashtra, India.
Tel: +91–22–27612929 Ext. Nos.: 2232–2235
Fax: +91–22– 27689990 / 27680171
E-mail: gtlshares@gtllimited.com
Website: www.gtllimited.com
CIN: L40300MH1987PLC045675



NOTICE FOR AGM

Notes:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.

A person can act as proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights:

Provided that a member holding more than ten percent, of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder.

The instrument of proxy should, however, be deposited at the Registered Office of the Company not less than 48 hours before the commencement of the Meeting i.e. by 11:00 a.m. on September 19, 2016. Proxies / authorizations submitted on behalf of body corporate, societies etc. must be supported by appropriate resolutions / authority, as applicable.

2. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
3. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, in respect of business under Item No. 4 to be transacted at the 28th Annual General Meeting is annexed hereto.
4. Pursuant to the provisions of Section 205A and 205C of the Companies Act, 1956, the Company has transferred unclaimed dividends up to the Financial Year (FY) 2007–08 to the Investor Education and Protection Fund (IEPF). Unclaimed dividend for the FY 2008–09 will be transferred to the IEPF in September 2016. The Company has sent reminders to shareholders who have not claimed Dividend for FY 2008–09 or the same is still unpaid and has also issued Demand Drafts / Pay Orders to the shareholders who have responded.

Please refer to 'Unpaid / Unclaimed Dividends' in the Corporate Governance Report forming part of the Annual Report, for the due dates of transfer of unclaimed dividends to the IEPF. The members who have not received / claimed their dividend for FY 2009–10 may claim it from the Company sufficiently in advance.

Pursuant to the provisions of IEPF (Uploading of information regarding unpaid & unclaimed amounts lying with companies) Rules, 2012, the Company has uploaded the said details as of September 23, 2015

(date of last AGM) on the website of the Company as also on the website of the Ministry of Corporate Affairs.

5. Members holding shares in physical form are requested to notify, immediately, any change in their address or bank details to the Company at its 'Investor Service Centre', "Global Vision", Electronic Sadan-II, M.I.D.C., T.T.C. Industrial Area, Mahape, Navi Mumbai – 400710 Maharashtra. Members holding shares in electronic form should update such details directly with their respective Depository Participants.
6. All documents referred to in the above Notice and the accompanying Explanatory Statement *inter-alia* Register of Contracts and Register of Directors and Key Managerial Personnel and their shareholding are open for inspection at the Registered Office of the Company on all working days (except Saturdays, Sundays and holidays) between 10.00 a.m. and 12.30 p.m. up to the date of the Annual General Meeting.
7. The Notice of the AGM along with the Annual Report 2015–16 is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company / Depositories, unless any Member has requested for a physical copy. For Members who have not registered their e-mail addresses, physical copies are being sent by the permitted or requested modes. The Notice is being sent to all Members whose names would appear in the Register of Members as on Friday, August 19, 2016 and to the Directors and Auditors of the Company.
8. The Company's Equity Shares are listed on BSE Limited (BSE) and National Stock Exchange of India Limited (NSE). Further, the Listing Fees in respect of equity shares of the Company have been paid to BSE and NSE for the FY 2016–17.

Privately placed Rated Redeemable Unsecured Rupee Non-Convertible Debentures (NCDs) issued by the Company in February 2010 are listed with BSE under the Debt Segment. In view of pending restructuring of NCDs due to non-completion of documentation, currently, the same are suspended for trading.
9. Members are requested to forward their queries pertaining to Financial Statements and other Sections of Annual Report to the Company by e-mail to gtlshares@gtlimited.com at least 10 days in advance, for enabling the management to keep the information ready at the AGM.
10. Members / Proxies are requested to bring their copy of the Annual Report to the Meeting.
11. In keeping with the provisions of Section 101 of the Companies Act, 2013 and Regulation 36 of the Listing Regulations, for the purpose of sending Notices and

other documents to its members through electronic mode to the email address furnished to the Company / Depositories, members who have so far not provided their email addresses to the Company (for holdings in physical form) or the Depositories (for holdings in electronic form) are requested to provide the same to the Company / Depository Participant respectively, in support of this initiative and for savings on paper / printing & postage cost. Members are further requested to note that they shall be entitled to be furnished free of cost with a physical copy of such documents sent by email upon receipt of a requisition from such members.

12. Voting through electronic means:

Pursuant to Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of the Listing Regulations, the Company is pleased to provide its members the facility to exercise their right to vote for the 28th Annual General Meeting (AGM) by electronic means (remote e-voting) and the business may be transacted through such voting. The Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating the e-voting. The process for remote e-voting is appended hereto.

13. The Members who have already cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.

14. The facility for voting, either through electronic voting system or polling paper shall also be made available at the AGM and the Members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their right to vote at the AGM.

15. The instructions for shareholders voting electronically (remote e-voting) are as under:

- (i) The voting period begins on Sunday, September 18, 2016 at 09:00 a.m. and ends on Tuesday, September 20, 2016 at 05:00 p.m. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of Wednesday, September 14, 2016 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) The shareholders should log on to the e-voting website www.evotingindia.com

- (iv) Click on Shareholders.
- (v) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (viii) If you are a first time user follow the steps given below:

For Members holding shares in De-mat Form and Physical Form	
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company / Depository Participant are requested to use the first two letters of their name and the 8 digits of the voting serial number in the PAN field. • In case the voting serial number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. E.g. If your name is Ramesh Kumar with voting serial number 1 then enter RA00000001 in the PAN field..
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> • If both the details are not recorded with the depository or company please enter the 16 digit member-id or folio number in the Dividend Bank details field as mentioned in instruction (v).

- (ix) After entering these details appropriately, click on "SUBMIT" tab.



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- (x) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that other company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN of "GTL LIMITED" on which you choose to vote.
- (xiii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xv) After selecting the resolution(s) you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xviii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xix) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. iPhone and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xx) Note for Non – Individual Shareholders and Custodians
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xxi) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com.
16. The Company has appointed Mr. Virendra G. Bhatt, a Practicing Company Secretary, as the Scrutinizer for conducting the entire remote e-voting / ballot process in a fair and transparent manner.
17. The Scrutinizer shall immediately after the conclusion of voting at the General Meeting first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and make not later than three days of conclusion of the meeting, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the

Chairman or a person authorised by him in writing, who shall countersign the same.

18. The Results on resolutions shall be declared on or after the AGM of the Company and the resolutions will be deemed to be passed on the AGM date subject to receipt of the requisite numbers of votes in favour of the Resolutions.
19. The results declared along with the Scrutinizer's Report will be hosted on the Company's website at www.gtllimited.com and on CDSL's website at www.evotingindia.com for information of the Members, besides being communicated to BSE Limited and National Stock Exchange of India Limited, where the shares of the Company are listed.

ANNEXURE TO THE NOTICE

Explanatory Statement pursuant to Section 102 of the Companies Act, 2013

Item No. 4

The Company is engaged in providing turnkey services in Telecom space. In the course of undertaking these businesses, the Company has incorporated / set-up subsidiary / step-down subsidiary companies, either in India or overseas. The details of existing subsidiary companies are furnished in the Company's consolidated accounts, appended in the Annual Report.

Members are aware that due to the downtrend in economic conditions at macro and micro levels particularly adversely affecting the telecom and power sectors, the Company was required to restructure its debts in FY 2011-12. However, taking into account the various factors adversely affecting the performance of the Company, all three sets of lenders viz. CDR, ECB and NCD agreed in-principle for settlement of the dues of the lenders by monetization of the Company's core / non-core assets and investments. Thus, for the purpose of discharging its obligations under the settlement proposal, the Company is required to sell / dispose of its core / non-core assets, businesses, investments etc., as may be issued by way of security to secured lenders, for which requisite approvals from shareholders were obtained by way of passing of special resolutions through Postal Ballot, results of which were declared on September 25, 2014 and September 30, 2015.

In furtherance of the Company's debt settlement objective, the Company is also required to sell / dispose of its investments in subsidiary companies and / or selling, disposing and leasing of more than twenty percent of the

assets of the material subsidiary, if any, on an aggregate basis, during a financial year.

The provisions of Regulation 24(5) and (6) of Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015, (the Listing Regulations) provide that a listed entity shall not dispose of shares in its material subsidiary resulting in reduction of its shareholding (either on its own or together with other subsidiaries) to less than 50% or cease the exercise of control over the subsidiary and selling / disposing and leasing of assets amounting to more than 20% of the assets of the material subsidiary on aggregate basis during a financial year without passing a special resolution, unless such sale / disposal / lease is made under a scheme of arrangement duly approved by a Court / Tribunal.

As at March 31, 2016, none of the Company's subsidiaries and / or step down subsidiaries is 'material subsidiary' as defined under the Listing Regulations, however, as a prudent corporate governance practice, the matter is placed before the shareholders for approval by way of passing a Special Resolution.

The Board commends passing of the resolution set out at Item No. 4 of the accompanying Notice.

Except Mr. Milind Bapat – Chief Financial Officer of the Company in his capacity as Director in International Global Tele-Systems Ltd., GTL International Limited and GTL Singapore Pte. Ltd. none of the Directors / Key Managerial Personnel of the Company and their relatives is, in anyway, concerned or interested, financially or otherwise, in passing of the Resolution.

By Order of the Board of Directors,

Place: Mumbai
Date: April 28, 2016

Vidyadhar A. Apte
Company Secretary

Registered Office:

GTL Limited
"Global Vision", Electronic Sadan No. II,
M.I.D.C., T.T.C. Industrial Area,
Mahape, Navi Mumbai – 400710.
Maharashtra, India.
Tel: +91-22-27612929 Ext. Nos.: 2232-2235
Fax: +91-22- 27689990 / 27680171
E-mail: gtlshares@gtllimited.com
Website: www.gtllimited.com
CIN: L40300MH1987PLC045657

GTL LIMITED**Regd. Office:** "Global Vision", Electronic Sadan-II, MIDC,

TTC Industrial Area, Mahape, Navi Mumbai – 400 710. MH., INDIA

Tel: +91 22 2761 2929 Extn: 2232-2235; **Fax:** +91 22 2768 9990 / 2768 0171.**Email:** gtlshares@gtllimited.com; **Website:** www.gtllimited.com; **CIN:** L40300MH1987PLC045657**ATTENDANCE SLIP**

Folio No. / DP ID & Client ID No.: No. of Shares:

NAME AND ADDRESS OF THE MEMBER / PROXYHOLDER:

.....

PLEASE COMPLETE THIS ATTENDANCE SLIP AND
 HANDOVER AT THE ENTRANCE OF THE MEETING HALL

I certify that I am a registered member / proxyholder for the registered member of the Company.

I hereby record my presence at the Twenty Eighth (28th) Annual General Meeting of the Company being held on Wednesday, September 21, 2016, at 11:00 a.m. at Vishnudas Bhawe Natyagraha, Sector 16-A, Vashi, Navi Mumbai – 400 703, Maharashtra, India.

Name of the attending Member / Proxyholder*

Member's / Proxyholder's* Signature

* Strike out whichever is not applicable

GLOBALGroup Enterprise**GTL LIMITED****Regd. Office:** "Global Vision", Electronic Sadan-II, MIDC,

TTC Industrial Area, Mahape, Navi Mumbai – 400 710. MH., INDIA

Tel: +91 22 2761 2929 Extn: 2232-2235; **Fax:** +91 22 2768 9990 / 2768 0171.**Email:** gtlshares@gtllimited.com; **Website:** www.gtllimited.com; **CIN:** L40300MH1987PLC045657**FORM NO. MGT-11****PROXY FORM**

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the member (s):

Registered address:

Email ID:

Folio No / DP ID & Client ID:

I / We, being the member of GTL Limited holding shares, hereby appoint,

1. Name:

Address:

E-mail Id: Signature, or failing him

2. Name:

Address:

E-mail Id: Signature, or failing him

3. Name:

Address:

E-mail Id: Signature



GTL LIMITED

as my / our proxy to attend and vote (on a poll) for me / us and on my / our behalf at the Twenty Eighth (28th) Annual General Meeting of the Company, to be held on Wednesday, September 21, 2016, at 11:00 a.m. at Vishnudas Bhave Natyagruha, Sector 16–A, Vashi, Navi Mumbai – 400 703, Maharashtra and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution Nos.:

1. Adoption of Audited Financial Statements for the year ended March 31, 2016 on standalone and consolidated basis and the Reports of the Board of Directors and Auditors thereon.
2. Appointment of Mr. Manoj G. Tirodkar as a Director, who retires by rotation and is eligible for reappointment.
3. Ratification of appointment of M/s Godbole Bhave & Co., Chartered Accountants and M/s Yeolekar & Associates, Chartered Accountants as Joint Auditors and fixing their remuneration.
4. Approval for selling / disposing of the Company's shareholding in its subsidiary company(ies), whether material or not, held either directly or through the Company's subsidiary(ies) and / or selling, disposing and leasing of assets amounting to more than twenty percent of the assets of the subsidiary company(ies), whether material subsidiary or not.

Signed this day of 2016

Signature of shareholder:

Signature of Proxy holder(s):

Affix Revenue Stamp

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

Route Map to the venue of 28th AGM

