

GIL/SE/AGM/2016-17/43

August 26, 2016

Department of Corporate Services,
BSE Ltd (BSE)
P. J. Tower, Dalal Street,
Mumbai 400 023

Corporate Communication Department
National Stock Exchange of India Ltd.
Exchange Plaza, 5th Floor,
Plot No. C/1, G Block, BKC,
Bandra (East), Mumbai 400 051

Scrip Code : 532775
Fax No. 2272 2037/2272 3719

Trading Symbol : GTLINFRA
Fax No. : 2659 8237/38

Dear Sir/Madam,

Sub: 13th 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 13th Annual General Meeting of the members of the Company on September 21, 2016 at 1:30 PM at Navi Mumbai, containing the ordinary 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 Infrastructure Limited


Nitesh A. Mhatre
Company Secretary


Laxmikant Y. Desai
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 Thirteenth (13th) Annual General Meeting of the Members of GTL Infrastructure Limited will be held on Wednesday, September 21, 2016, at 1.30 p.m., at Vishnudas Bhawe Natyagruha, Sector 16–A, Vashi, Navi Mumbai – 400 703, Maharashtra, India, to transact the following business:

Ordinary Business

1. To consider and adopt 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.
2. To appoint a Director in place of Mr. Manoj G. Tirodkar (DIN: 00298407), 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 resolution passed by the members in the 11th Annual General Meeting (AGM) held on September 16, 2014, the appointment of M/s. Chaturvedi & Shah, Chartered Accountants, Mumbai (Firm Registration No. 101720W) and M/s. Yeolekar & Associates, Chartered Accountants, Mumbai (Firm Registration No. 102489W) as the Joint Auditors of the Company to hold office from the conclusion of this AGM till the conclusion of the Fifteenth (15th) AGM to be held in the calendar year 2018 be and is hereby ratified and the Board of Directors 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.”

By Order of the Board of Directors

Nitesh A. Mhatre
Company Secretary

Place: Mumbai
Date : April 26, 2016

Registered Office:

GTL Infrastructure Limited
‘Global Vision’, 3rd Floor, Electronic Sadan No. II,
M.I.D.C., T.T.C. Industrial Area, Mahape,
Navi Mumbai – 400 710
Tel: +91 22 27673500 **Fax:** +91 22 27673666
E-mail: gilshares@gtlinfra.com
Website: www.gtlinfra.com
CIN: L74210MH2004PLC144367

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.**

The instrument appointing proxy should, however, be deposited at the Registered Office of the Company not less than 48 (forty-eight) hours before the commencement of the meeting i.e. by 1.30 p.m. on September 19, 2016. Proxies / authorisations submitted on behalf of body corporate, societies etc. must be supported by appropriate resolution / authority, as applicable.

2. 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 a proxy for any other person or member.
3. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names as per the Register of Members of the Company will be entitled to vote.
4. All documents referred in the accompanying Notice 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.
5. 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 through email / courier / post.
6. Members holding shares in physical form are requested to notify, any change in their name, address, e-mail address, bank account details, nominations, power of attorney, etc., to the Share Transfer Agent at GTL Limited–Investor Service Centre, Unit: GTL Infrastructure Ltd., ‘Global Vision’, Electronic Sadan No. II, M.I.D.C., T.T.C. Industrial

Area, Mahape, Navi Mumbai – 400 710. Members holding shares in electronic form should update such details with their respective Depository Participants.

7. Members holding shares in physical form are requested to get their shares dematerialized by approaching their respective Depository Participants, if they are already operating a Demat Account. Members who have not yet opened a Demat Account are requested to open an account and dematerialize their shares, as the shares of the Company are compulsorily traded in electronic form. For any assistance or guidance for dematerialization, Members are requested to contact the Share Transfer Agent, GTL Limited or send an email to gilshares@gtlinfra.com.
8. Members are requested to forward their queries pertaining to Financial Statements and other Sections of Annual Report to the Company by e-mail to gilshares@gtlinfra.com at least 10 days in advance, for enabling the management to keep the information ready at the AGM.
9. 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 financial year 2016–17. The Company's Foreign Currency Convertible Bonds are listed on Singapore Exchange Securities Trading Limited (SGX).
10. Members / proxies are requested to bring the attendance slips duly filled in and signed for attending the Annual General Meeting.
11. Members are requested to bring their copy of the Annual Report to the Annual General Meeting.
12. In keeping with provisions of the Companies Act, 2013, Securities Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulation, 2015 (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.

13. Voting through electronic means

In compliance with the provision of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of Listing Regulations, the Company is pleased to provide e-voting facility as an option to all the Members of the Company to exercise their right to vote at the 13th AGM. The Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating the e-voting.

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 AM and ends on Tuesday, September 20, 2016 at 05:00 PM. 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 Demat 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.
- 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 INFRASTRUCTURE 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.
14. The Company has appointed Mr. Chetan A. Joshi, a practicing Company Secretary as the Scrutinizer for conducting the entire remote e–voting process/ ballot process in a fair and transparent manner.
15. 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 authorized by him in writing, who shall countersign the same.
16. 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.
17. The results declared along with the Scrutinizer’s Report will be hosted on the Company’s website at www.gtlinfra.com and on CDSL’s website at www.evotingindia.com for information of the Members, besides being communicated to BSE and NSE, where the shares of the Company are listed.

By Order of the Board of Directors

Nitesh A. Mhatre
 Company Secretary

Place: Mumbai

Date : April 26, 2016

Registered Office:

GTL Infrastructure Limited
 ‘Global Vision’, 3rd Floor, Electronic Sadan No.II,
 M.I.D.C., T.T.C. Industrial Area, Mahape,
 Navi Mumbai – 400 710

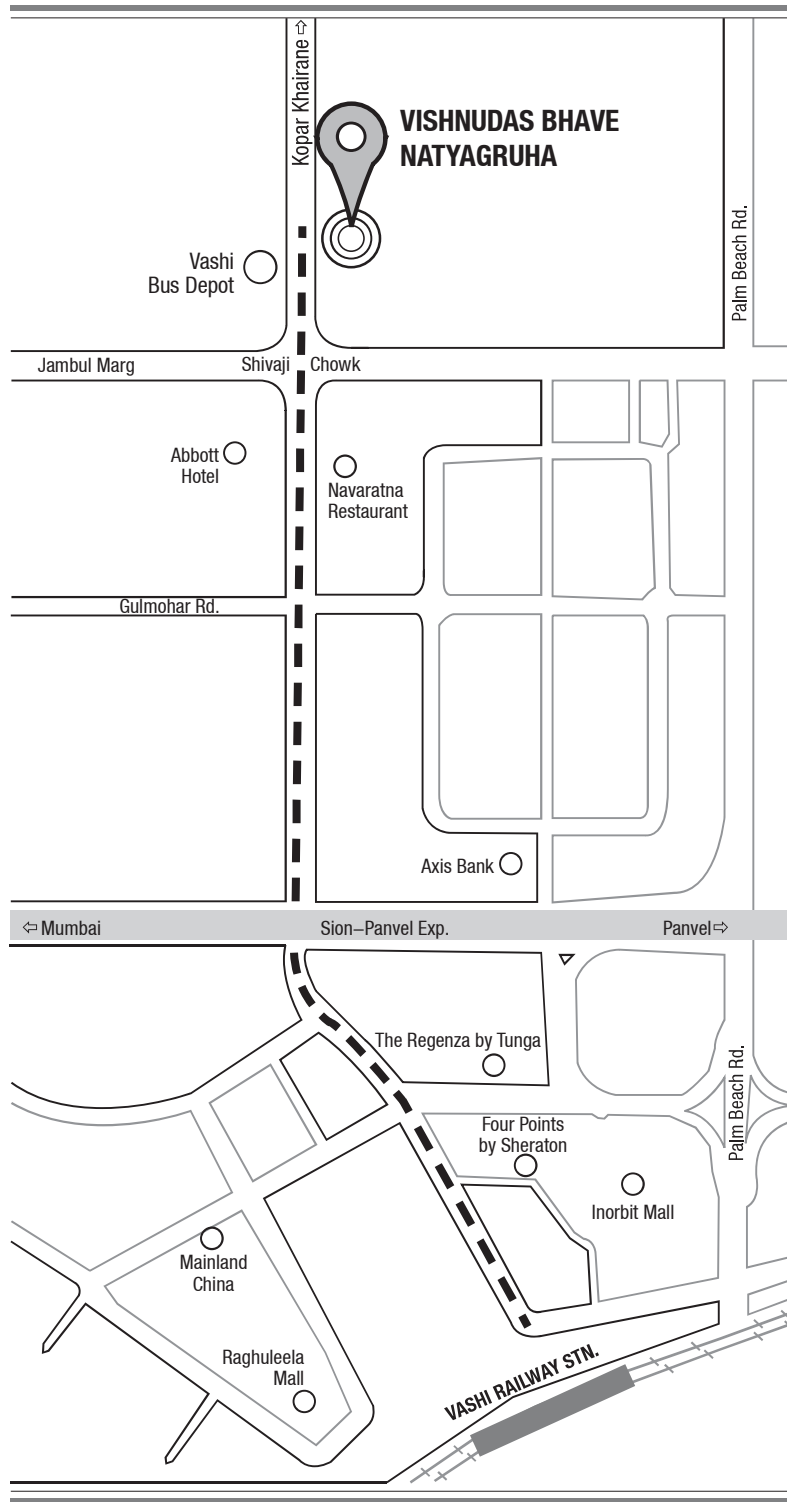
Tel: +91 22 27673500; **Fax:** +91 22 27673666

E–mail: gilshares@gtlinfra.com

Website: www.gtlinfra.com

CIN: L74210MH2004PLC144367

Route Map to the venue of 13th AGM



GTL INFRASTRUCTURE LIMITED

Regd. Office: "Global Vision", 3rd Floor, Electronic Sadan-II, MIDC,
TTC Industrial Area, Mahape, Navi Mumbai – 400 710, Maharashtra, India.

Tel: +91 22 2767 3500 **Fax:** +91 22 2767 3666

E-mail: gilshares@gtlinfra.com **Website:** www.gtlinfra.com **CIN:** L74210MH2004PLC144367



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 HAND OVER 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 Thirteenth (13th) Annual General Meeting of the Company being held on Wednesday, September 21, 2016, at 1.30 p.m. at Vishnudas Bhawe Natyagraha, Sector 16-A, Vashi, Navi Mumbai – 400 703, Maharashtra, India.

.....
Name of the attending Member/Proxyholder*

GLOBAL Group Enterprise

.....
Member's/Proxyholder's* Signature

* Strike out whichever is not applicable

GTL INFRASTRUCTURE LIMITED

Regd. Office: "Global Vision", 3rd Floor, Electronic Sadan-II, MIDC,
TTC Industrial Area, Mahape, Navi Mumbai – 400 710, Maharashtra, India

Tel: +91 22 2767 3500 **Fax:** +91 22 2767 3666.

E-mail: gilshares@gtlinfra.com **Website:** www.gtlinfra.com **CIN:** L74210MH2004PLC144367



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:

E-mail Id:

Folio No / DP ID & Client ID :

I / We, being the member of GTL Infrastructure 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 INFRASTRUCTURE LIMITED

as my / our proxy to attend and vote (on a poll) for me / us and on my / our behalf at the Thirteenth (13th) Annual General Meeting of the Company, to be held on Wednesday, September 21, 2016, at 1.30 p.m. at Vishnudas Bhawe Natyagruha, Sector 16–A, Vashi, Navi Mumbai – 400 703, Maharashtra, India and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution Nos.

1. Adoption of 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.
2. Appointment of Mr. Manoj G. Tirodkar (DIN: 00298407) as a Director of the Company, who retires by rotation and is eligible for re-appointment.
3. Ratification of appointment of M/s. Chaturvedi & Shah, Chartered Accountants, Mumbai (FR No.101720W) and M/s. Yeolekar & Associates, Chartered Accountants, Mumbai (FR No.102489W) as the Joint Auditors and fixing their remuneration.

Signed this day of 2016

Signature of shareholder

Signature of Proxy holder(s)



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.