

Ref: GIL/SE/AGM/2025-26/035

September 08, 2025

The Secretary
BSE Limited
Phiroze Jeejeebhoy Towers,
25th Floor, Dalal Street,
Fort, Mumbai 400023

The Secretary
National Stock Exchange of India Ltd.
Exchange Plaza, 5th Floor,
Plot No. C/1, G Block,
Bandra Kurla Complex,
Bandra (East), Mumbai 400051

Scrip Code: 532775

Trading Symbol: GTLINFRA

Dear Sir/s,

Sub: Notice convening 22nd Annual General Meeting & intimation of Remote E-voting facility

We wish to inform you that the Twenty Second (22nd) Annual General Meeting ("AGM") of the Members of the Company will be held on Tuesday, September 30, 2025, at 11:00 A.M. (IST) through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") in accordance with General Circular no. 9/2024 dated September 19, 2024 and other circulars issued by the Ministry of Corporate Affairs and Circular No. SEBI/HO/CFD/ CFD-PoD-2/P/CIR/2024/133 dated October 3, 2024 and other circulars issued by the Securities and Exchange Board of India.

Pursuant to provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations"), 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 entire e-voting are detailed in the said Notice.

Pursuant to Regulation 30 read with clause 12 of Part A of Schedule III to the Listing Regulations, please find enclosed Notice convening the 22nd AGM of the Company for your records.

Thanking you,

Yours truly,
For **GTL Infrastructure Limited**

Nitesh A. Mhatre
Company Secretary

Vikas Arora
Whole-time Director

Encl. as above

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

GTL INFRASTRUCTURE LIMITED

NOTICE is hereby given that the Twenty Second (22nd) Annual General Meeting of the Members of GTL Infrastructure Limited (“Company”) will be held on Tuesday, September 30, 2025, at 11:00 a.m. (IST), through Video Conferencing (“VC”) / Other Audio–Visual Means (“OAVM”) to transact the following business:

Ordinary Business

- To consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2025, together with the Reports of the Board of Directors and Auditors thereon.
- To appoint a director in place of Mr. Vikas Arora (DIN: 09785527), who retires by rotation and, being eligible, offers himself for re–appointment.

Special Business

- To consider and, if thought fit, to pass, with or without modification, the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to Sections 179 and 204 of the Companies Act, 2013 read with Rule 8 of the Companies (Meetings of Board and its Powers) Rules, 2014 and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014; and Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable laws / statutory provisions, if any, as amended from time to time, Mr. Chetan A. Joshi – Practising Company Secretary (Membership No. FCS 7052, CP 7744) be and is hereby appointed as Secretarial Auditor of the Company for a term of five consecutive years commencing from financial year 2025–26 to financial year 2029–30, at such remuneration as may be mutually agreed upon between the Board of Directors of the Company and the Secretarial Auditor.”

“**RESOLVED FURTHER THAT** the Board of Directors of the Company, (including its committees thereof), be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, proper or expedient to give effect to this resolution.”

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

“**RESOLVED that** pursuant to the provisions of Sections 196, 197, 198 and 203 and other applicable provisions, if any, read with Schedule V of the Companies Act, 2013 (the “Act”) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other applicable provisions, if any, including any statutory modifications or re–enactment thereof, for the time being force and subject to such other approval/s, as may be necessary, consent of the Members be and is hereby accorded for re–appointment of Mr. Vikas Arora (DIN: 09785527) as a Whole–time Director of the Company for a period of three years with effect from November 10, 2025 on the terms and conditions as set out in the Explanatory Statement annexed to the Notice convening Annual General Meeting

RESOLVED FURTHER that the Board of Directors be and is hereby authorised to alter, vary and modify the said terms including salary, allowances, perquisites and designation in such manner as may be agreed between

the Board of Directors and Mr. Vikas Arora within and in accordance with and subject to the limits prescribed in Schedule V to the Act, and if necessary, as may be stipulated by the concerned authorities.

RESOLVED FURTHER that the Board of Directors be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary or expedient for giving effect to this resolution.”

By Order of the Board of Directors

Place: Navi Mumbai
Date : September 03, 2025

Nitesh A. Mhatre
Company Secretary

Registered Office:

GTL Infrastructure Limited,
Floor 7, Building No. A, Plot EL–207,
MIDC, TTC Industrial Area,
Mahape, Navi Mumbai – 400710, Maharashtra, India.
Tel: +91–22–6829 3500
Fax: +91–22–6829 3545
E–mail: gilshares@gtlinfra.com
Website: www.gtlinfra.com
CIN: L74210MH2004PLC144367

Notes:

- Pursuant to General Circular no. 9/2024 dated September 19, 2024 and other circulars issued by the Ministry of Corporate Affairs (“MCA”) and Circular No. SEBI/HO/CFD/CFD–PoD–2/P/CIR/2024/133 dated October 3, 2024 and other circulars issued by the Securities and Exchange Board of India (“SEBI”), (hereinafter collectively referred to as “the Circulars”), the 22nd Annual General Meeting (“AGM”) of the Company is being conducted through Video Conferencing (“VC”) / Other Audio–Visual Means (“OAVM”).
- The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (the “Act”) setting out material facts concerning the business under Item Nos. 3 and 4 of the Notice is annexed hereto. Further, the relevant details with respect to Item Nos. 2 and 4 pursuant to Regulation 36 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended) (“SEBI Listing Regulations”) and Secretarial Standards on General Meetings issued by the Institute of Company Secretaries of India (“Secretarial Standards”) in respect of director/s seeking appointment / re–appointment at this AGM are annexed.
- Since the 22nd AGM is being held pursuant to the Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the Proxy Form, Attendance Slip and Route Map are not annexed to this Notice.
- Pursuant to the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI Listing Regulations, the Company is providing facility of e–voting to its Members in respect of the businesses to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (“CDSL”) for facilitating voting through electronic means, as the authorized e–Voting agency. The facility of e–voting for casting votes by a member during the 4 days period prior

to the AGM (“Remote e–voting”) and during the course of the AGM (“Venue e–voting”) will be provided by CDSL.

5. The Members can join the AGM in the VC/OAVM mode 30 minutes before the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to at least 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without the restriction of first come first served basis.
6. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Act.
7. Pursuant to the Circulars, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, pursuant to Sections 112 and 113 of the Act, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e–voting.
8. In line with the Circulars, the Annual Report for FY 2024–25 containing the Notice of AGM, Financial Statements, Directors’ Report, Auditors’ Report, Corporate Governance Report, Business Responsibility and Sustainability Report and Management Discussion & Analysis, is being sent by electronic mode to those Members whose names appear in the Register of Members as on Friday, August 29, 2025 and whose e–mail addresses are registered with the Company’s Registrar and Share Transfer Agent, Bigshare Services Private Limited (“BSPL”)/Depositories. The Annual Report has been uploaded on the website of the Company at www.gtlinfra.com and can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited (“BSE”) and National Stock Exchange of India Limited (“NSE”) at www.bseindia.com and www.nseindia.com respectively. A copy of the same will also be available on the website of CDSL (agency for providing the Remote e–Voting and Venue e–voting system during the AGM) i.e. www.evotingindia.com.
9. The procedure for participating in the AGM through VC / OAVM is explained below in this Notice.
10. 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.
11. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone / mobile numbers, Permanent Account Number (“PAN”), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, IFSC code, etc., to their Depository Participants in case the shares are held in electronic form. In respect of shares held in physical form, as requested by the Registrar and Share Transfer Agent (“RTA”), members are requested to intimate changes, if any, in respect of the

above information, to the RTA at Bigshare Services Private Limited, Office No. S6–2, 6th Floor, Pinnacle Business Park, Next to Ahura Centre, Mahakali Caves Road, Andheri East, Mumbai 400093, Maharashtra, in the prescribed Form.

12. Attention of Members is also drawn to SEBI Circular No. SEBI / HO / MIRSD / MIRSD_RTAMB / P / CIR / 2022 / 8 dated January 25, 2022 which mandates that listed companies issue securities only in dematerialized form while processing service requests viz. Issue of duplicate securities certificate; claim from unclaimed suspense account; renewal / exchange of securities certificate; endorsement; sub–division / splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition. Members are therefore requested to make service requests by submitting a duly filled and signed Form ISR–4, the format of which is available under Investor Information on the Company’s website <https://www.gtlinfra.com/investors/investor-services/> and on the website of the Company’s RTA, at <https://www.bigshareonline.com/Resources.aspx>. It may be noted that any service request will be processed only after the related folio is KYC compliant. Members may also note that the above referred circular also stipulates crediting of the shares to Suspense Escrow Demat Account, in case concerned shareholder fails to submit demat request within the prescribed timelines.

Further, in terms of SEBI circular No. SEBI/HO/MIRSD/MIRSD–PoD/P/CIR/2025/97 dated July 2, 2025, the Company along with its RTA has opened a special window for a period of six months from July 07, 2025 till January 06, 2026, only for re–lodgement of transfer deeds, which were lodged prior to April 01, 2019 and rejected/returned/not attended by the Company / RTA due to deficiency in the documents/process/or otherwise.

13. All documents referred to in this Notice and the Register of Contracts & Directors’ shareholdings are open for inspection up to the date of AGM, for which purpose, members may send their request to gilshares@gtlinfra.com.
14. The Company’s Equity Shares are listed on BSE and NSE. The Listing Fees for the FY 2025–26 in respect of equity shares of the Company have been paid.
15. The venue of the 22nd AGM shall be deemed to be the Registered Office of the Company at “Floor 7, Building No. A, Plot EL–207, MIDC, TTC Industrial Area, Mahape, Navi Mumbai – 400710, Maharashtra, India.”.

16. THE INSTRUCTIONS FOR SHAREHOLDERS FOR E–VOTING ARE AS UNDER:

- (i) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020, under Regulation 44 of SEBI Listing Regulations, GTL Infrastructure Limited, being a listed entity is providing e–voting facility to its shareholders, in respect of all shareholders’ resolutions.
- (ii) The 4 days remote e–voting period prior to AGM begins on Friday, September 26, 2025 at 09:00 a.m (IST) and ends on Monday, September 29, 2025 at 05:00 p.m. (IST). During this period shareholders’ of the Company, holding shares either in physical form or in dematerialized form, as on the cut–

off date (“record date”) of Tuesday, September 23, 2025 may cast their vote electronically. The e–voting module shall be disabled by CDSL for voting thereafter.

(iii) Shareholders who have already voted as above prior to the meeting date would not be entitled to vote during the course of AGM.

(iv) In terms of SEBI Circular No. SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated December 9, 2020 on e–Voting facility provided by Listed Companies, Demat account holders would now be able to cast their vote by way of a single login credential, through their respective Demat accounts / websites of Depositories / Depository Participants, without having to register again with the E–voting Service Providers (“ESPs”).

17.(A) PROCESS FOR LOGIN FOR E–VOTING AND JOINING VIRTUAL MEETINGS, FOR INDIVIDUAL SHAREHOLDERS HOLDING SECURITIES IN DEMAT MODE:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> 1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e–Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasitoken/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. 2) After successful login the Easi / Easiest user will be able to see the e–Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e–Voting page of the CDSL e–Voting service provider for casting his/ her vote during the remote e–Voting period or joining virtual meeting & voting during the course of the meeting. Additionally, there are also links provided to access the system of all e–Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e–Voting service providers’ website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration 4) Alternatively, the user can directly access e–Voting page by providing Demat Account Number and PAN No. from a e–Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e–Voting option where the e–voting is in progress and also able to directly access the system of all e–Voting Service Providers.
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"> 1) If user is already registered for NSDL IDeAS facility, they may visit the e–Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e–Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. User will have to enter User ID and Password. After successful authentication, user will be able to see e–Voting services. Click on “Access to e–Voting” under e–Voting services and user will be able to see e–Voting page. Click on company name or e–Voting service provider name and user will be re–directed to e–Voting service provider website for casting vote during the remote e–Voting period or joining virtual meeting & voting during the course of the meeting. 2) If the user is not registered for IDeAS e–Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS “Portal or click at https://eservices.nsdl.com/SecureWeb/ideasDirectReg.jsp 3) Visit the e–Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e–Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/ Member’ section. A new screen will open. User will have to enter User ID (i.e. Sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, user will be redirected to NSDL Depository site wherein user can see e–Voting page. Click on company name or e–Voting service provider name and user will be redirected to e–Voting service provider website for casting vote during the remote e–Voting period or joining virtual meeting and voting during the course of the meeting.
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	User can also login using the login credentials of demat account through Depository Participant registered with NSDL/CDSL for e–Voting facility. After Successful login, user will be able to see e–Voting option. Once user clicks on e–Voting option, user will be redirected to NSDL/CDSL Depository site after successful authentication, wherein user can see e–Voting feature. Click on company name or e–Voting service provider name and user will be redirected to e–Voting service provider website for casting vote during the remote e–Voting period or joining virtual meeting and voting during the course of the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at +91 22 48867000 and +91 22 24997000

17.(B) PROCESS FOR LOGIN FOR E-VOTING AND JOINING VIRTUAL MEETINGS, FOR INDIVIDUAL SHAREHOLDERS HOLDING SECURITIES IN DEMAT MODE:

- a. The shareholders should log on to the e-voting website www.evotingindia.com.
- b. Click on “Shareholders” module.
- c. 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.
- d. Next enter the Image Verification as displayed and Click on Login.
- e. If you are holding shares in electronic (‘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.
- f. If you are a first time user follow the steps given below:

For Shareholders holding shares in Demat Form other than individual and Physical Form

PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) *Shareholders who have not updated their PAN with the Company / Depository Participant are requested to use the Sequence Number as provided in the email, in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	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. 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 17(B)c.

- g. After entering these details appropriately, click on “SUBMIT” tab
- h. Shareholders holding shares in physical form will then directly reach the Company selection screen. However, Shareholders 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 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.
- i. For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- j. Click on the EVSN of “GTL INFRASTRUCTURE LIMITED” on which you choose to vote.
- k. 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.
- l. Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- m. After selecting the resolution 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.
- n. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- o. You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- p. 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.

FACILITY FOR NON – INDIVIDUAL SHAREHOLDERS AND CUSTODIANS – REMOTE VOTING

- Non–Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
- 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.
- Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz. gilshares@gtlinfra.com, if they have voted from individual tab and not uploaded same in the CDSL e–voting system for the scrutinizer to verify the same.

17.(C) INSTRUCTIONS FOR SHAREHOLDERS ATTENDING AND PARTICIPATING IN THE AGM THROUGH VC/OAVM ARE AS UNDER:

- 1) The procedure for attending meeting and voting on the day of the AGM is same as the instructions mentioned above for e–voting.
- 2) The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for Remote e–voting.
- 3) Shareholders who have voted through Remote e–Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
- 4) Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
- 5) Shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- 6) Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may

experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use Stable Wi–Fi or LAN Connection to mitigate any kind of aforesaid glitches.

- 7) For the ease of conduct of AGM, Shareholders who would like to express their views or ask questions during the meeting may register themselves as a speaker by sending their request along with questions mentioning their name, demat account number/folio number, email–id, mobile number at gilshares@gtlinfra.com from September 20, 2025 (09.00 A.M. IST) to September 24, 2025 (05.00 P.M. IST). The Company reserves the right to answer the queries suitably in the AGM, depending upon the availability of time.
- 8) Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e–Voting and are otherwise not barred from doing so, shall be eligible to vote through e–Voting system available during the AGM.
- 9) If any Votes are cast by the shareholders through the venue e–voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of venue e–voting during the meeting is available only to the shareholders attending the meeting.

17.(D) PROCESS FOR SHAREHOLDERS WHOSE EMAIL ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORIES – FOR OBTAINING LOGIN CREDENTIALS FOR E–VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE:

- 1) **Shareholders holding shares in physical form** – please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self–attested scanned copy of PAN card), AADHAR (self–attested scanned copy of Aadhar Card) by email to Company/RTA email–id.
- 2) **Shareholders holdings shares in demat form** – please provide Demat account details (CDSL–16 digit beneficiary ID or NSDL–16 digit DPID + CLID), Name, client master or copy of Consolidated Account statement, PAN (self–attested scanned copy of PAN card), AADHAR (self–attested scanned copy of Aadhar Card) to Company/RTA email–id. Queries or issues regarding attending AGM & e–Voting from the CDSL e–Voting System, may be raised by sending email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager Central Depository

Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N. M. Joshi Marg, Lower Parel (East), Mumbai – 400013 or by email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911.

18. The Company has appointed Mr. Chetan A. Joshi, a Practicing Company Secretary, (Membership No. FCS 7052, CP 7744) as the Scrutinizer, for conducting the entire Remote e-voting process and Venue e-voting process, in a fair and transparent manner.
19. The Scrutinizer shall, immediately after the conclusion of voting at AGM, unblock the votes cast through remote e-voting and venue e-voting and will submit a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairperson or Whole-time Director or a person authorized by the Chairperson in writing. The results will be announced within the time stipulated under the applicable laws.
20. 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

Place : Navi Mumbai
Date : September 03, 2025

Nitesh A. Mhatre
Company Secretary

Registered Office:

GTL Infrastructure Limited,
Floor 7, Building No. A, Plot EL-207,
MIDC, TTC Industrial Area,
Mahape, Navi Mumbai 400710, Maharashtra, India.
Tel: +91-22-6829 3500
Fax: +91-22-6829 3545
E-mail: gilshares@gtlinfra.com
Website: www.gtlinfra.com
CIN: L74210MH2004PLC144367

Annexure to the Notice

Explanatory Statement Pursuant to Section 102 of the Companies Act, 2013 (the "Act") and other applicable Rules made thereunder.

Item No. 3

In accordance with the provisions of Section 204 and other applicable provisions of the Act, read with Rule 9 of the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and Regulation 24A of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") every listed company is required to annex a Secretarial Audit Report, to the Annual Report.

In terms of Section 179 of the Act, read with Rule 8 of the Companies (Meetings of Board and its Powers) Rules, 2014, the Secretarial Auditor has to be appointed at the meeting of the

Board of Directors. SEBI, pursuant to amendment to Regulation 24A of SEBI Listing Regulations w.e.f. December 13, 2024 has made it mandatory that on the basis of recommendation of Board of Directors, a listed entity has to appoint or re-appoint: (i) an individual as Secretarial Auditor for not more than one term of five consecutive years; or (ii) a Secretarial Audit firm as Secretarial Auditor for not more than two terms of five consecutive years, with the approval of its shareholders in the Annual General Meeting.

Accordingly, for the purpose of appointment of Secretarial Auditor, the Board of Directors at its meeting held on September 03, 2025, has approved the appointment of Mr. Chetan A. Joshi – Practicing Company Secretary (FCS – 7052 / CP – 7744) as the Secretarial Auditor of the Company for a period of five (5) consecutive years, commencing from FY 2025–26 to FY 2029–30, subject to the approval of the shareholders.

Mr. Chetan A. Joshi is a Company Secretary, holding a Certificate of Practice (COP No. 7744) and Membership No. 7052. He has over 18 years of practicing experience in the areas of corporate law, SEBI Regulations, FEMA, Insolvency Law, Valuation and allied fields. He has confirmed that he holds a valid peer review certificate issued by the Institute of Company Secretaries of India and that he is not disqualified from being appointed as Secretarial Auditor. He is also the present Secretarial Auditor of the Company. He has given consent to act as the Secretarial Auditor of the Company for a period of five (5) consecutive years, commencing from FY 2025–26 to FY 2029–30.

The Board proposes remuneration of ₹ 1,50,000/- (Rupees One Lakh Fifty Thousand only) plus applicable taxes and other out-of-pocket expenses, for the FY 2025–26, subject to revision for the rest of the tenure on the terms as may be mutually agreed between the Board of Directors and the Secretarial Auditor.

The Board commends passing of the Ordinary Resolution as set out in Item No. 3 of the accompanying Notice.

None of the Directors / Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the Resolution set out at Item No. 3 above of the Notice.

Item No. 4

In terms of the provisions of Section 203 of the Act, Mr. Vikas Arora (DIN: 09785527) was appointed as Whole-time Director of the Company for a period of 3 years effective from November 10, 2022. Since the term of appointment of Mr. Vikas Arora is going to be expired on November 9, 2025, based on the recommendation of the Nomination & Remuneration Committee and subject to approvals, if any, the Board of Directors at their meeting held on September 03, 2025 approved the re-appointment of Mr. Vikas Arora as a Whole-time Director for a further period of 3 years w.e.f. November 10, 2025, on such remuneration and perquisites as detailed below.

In terms of the loan documents executed by the Company with the lenders, the Company shall take appropriate action to fulfil the regulatory requirement.

The salient features of the terms and conditions of appointment of Mr. Vikas Arora are as follows:

1.	Period	The appointment is effective from November 10, 2025 for a period of three years i.e. up to November 9, 2028.
2.	Remuneration	<p>Salary : ₹ 9,80,001/- p.m. (₹ 1,17,60,012/- p.a.) with annual increment of not exceeding 10% as may be decided as per Compensation Policy of the Company</p> <p>Leave : As per Company Rules</p> <p>Other Benefits : In addition to above, Mr. Arora will be entitled to Performance based incentives and other Benefits as may be decided by the Board / Nomination & Remuneration Committee from time to time, subject to maximum of ₹ 75 Lakh p.a.</p> <p>Other terms : The Company's contribution to Provident Fund or Group Gratuity or Annuity Fund to the extent not taxable under the Income Tax Act, Gratuity payable and encashment of leave at the end of the tenure shall not be included in the computation of limits of the remuneration.</p>
3.	Modification in terms	The terms and conditions of the appointment may, subject to the conditions laid down in Schedule V of the Act, be altered and varied in such manner as may be agreed to between the Board and the appointee.
4.	Termination	The agreement may be terminated by either party by giving three months' notice.
5.	Inspection	The draft Agreement to be entered into between the Company and the appointee is open for inspection by the Members up to the last date of remote e-voting.

In terms of the requirements as per sub-clause (iv) of the proviso to paragraph (1) of section II of Part II of Schedule V to the Act, the information is as furnished below:

I. General Information

Sr. No.	Particulars	Information																								
1	Nature of Industry	GTL Infrastructure Limited (the " Company ") is IP-1 registered with Department of Telecommunications, India. The Company provides passive infrastructure on shared basis to telecom operators (Telcos) for hosting their active network components. The business model of passive infrastructure sharing is based on building, owning, operating and maintaining passive telecom infrastructure sites capable of hosting active network components of various technologies of multiple Telcos.																								
2	Date or expected date of commencement of commercial production	The Company is an existing Company and carrying out business for last about 19 years.																								
3	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable																								
4	Financial Performance based on given indicators	<p>Amount ₹ in Lakhs</p> <table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="text-align: center;">Particulars</th> <th style="text-align: center;">March 31, 2025</th> <th style="text-align: center;">March 31, 2024</th> <th style="text-align: center;">March 31, 2023</th> </tr> </thead> <tbody> <tr> <td>Share Capital Equity</td> <td style="text-align: right;">1,280,911</td> <td style="text-align: right;">1,280,702</td> <td style="text-align: right;">1,267,110</td> </tr> <tr> <td>Other Equity</td> <td style="text-align: right;">(1,877,041)</td> <td style="text-align: right;">(1,789,358)</td> <td style="text-align: right;">(1,721,184)</td> </tr> <tr> <td>Total Income</td> <td style="text-align: right;">136,569</td> <td style="text-align: right;">1,42,325</td> <td style="text-align: right;">148,533</td> </tr> <tr> <td>Profit Before Tax</td> <td style="text-align: right;">(87,515)</td> <td style="text-align: right;">(68,136)</td> <td style="text-align: right;">(181,691)</td> </tr> <tr> <td>Profit After Tax</td> <td style="text-align: right;">(87,515)</td> <td style="text-align: right;">(68,136)</td> <td style="text-align: right;">(181,691)</td> </tr> </tbody> </table>	Particulars	March 31, 2025	March 31, 2024	March 31, 2023	Share Capital Equity	1,280,911	1,280,702	1,267,110	Other Equity	(1,877,041)	(1,789,358)	(1,721,184)	Total Income	136,569	1,42,325	148,533	Profit Before Tax	(87,515)	(68,136)	(181,691)	Profit After Tax	(87,515)	(68,136)	(181,691)
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5	Foreign Investment or collaborators, if any.	Not Applicable																								

II. Information about the Appointee

1.	Background details	Mr. Vikas Arora, aged about 54 years is an engineering graduate with a diploma in business management. He has over 28 years of experience in Business Operations, majorly in Business Development, Sales & Marketing. His experience spans across B2B businesses in the Telecom Towers and Enterprise Networks. Mr. Arora was heading the Business Development, Sales & Marketing in the Company earlier and designated as Whole-time Director of the Company w.e.f. November 10, 2022.
2.	Past Remuneration	₹ 9,80,001/- p.m. Details of his remuneration for financial year 2024-25 are given under Report on Corporate Governance section of Annual Report.

Sr. No.	Particulars	Information
3.	Recognition or awards	–
4.	Job profile and his suitability	<p>Mr. Vikas Arora has over 28 years of experience in Business Operations, with a strong background in Business Development, Sales & Marketing, and extensive exposure to B2B businesses in Telecom Towers and Enterprise Networks. He has been associated with the Company as Whole-time Director since November 2022 and is responsible for the overall day-to-day operations of the Company.</p> <p>Under his leadership over the past three years, the Company has maintained consistent network uptime, secured long-term tenancy renewals, achieved steady monthly collections, significant cost savings, successfully recovered past dues, and mitigated legal risks, thereby ensuring business continuity. He has also played a pivotal role in fostering employee morale and maintaining organisational stability in a challenging business environment.</p> <p>In view of his vital role in the operations of the Company and ability to lead the management of the Company, the Board considered his reappointment for the position of Whole-time Director.</p>
5.	Remuneration proposed	Details of the total remuneration which is proposed to be paid to Mr. Arora for period of his appointment are set out above.
6.	Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person (in case of expatriates the relevant details would be w.r.t. the country of his origin)	As per details furnished by some of the telecom infrastructure companies during last three years under Section 197(12) of the Act in their respective Annual Reports, the managerial remuneration paid to Executive Director or Whole-time Director or CEO or COO is ranging anywhere between ₹ 2 – ₹ 8 Cr. per annum.
7.	Pecuniary relationship directly or indirectly with the company or relationship with the managerial personnel or other Director, if any.	Apart from his employment and holding of 22,000 equity shares in the Company, Mr. Arora does not have any other pecuniary relationship with the Company or with any other managerial personnel or other Directors of the Company.

III. Other Information

1.	Reasons of loss or inadequate profit	<p>The Company is in the business of providing passive shared infrastructure to various telecom operators. This is capital intensive in nature.</p> <p>The Company has from time to time informed about various developments in Indian Telecom sector, which were beyond the control of the Company and the management. The first set of issues included the landmark judgement of the Hon'ble Supreme Court cancelling 122 2G telecom licenses in February 2012 (including licenses of Uninor, Videocon, Etisalat, Idea and Tata), the Vodafone Tax issues, the 3G auctions and the debt becoming unsustainable for the telecom companies. All these factors led to mass exits of operators and significant scale down by the remaining. As a result, majority of the Company's telecom sites turned into single tenant sites due to loss of tenants.</p> <p>Thereafter, the year 2017-18 saw unprecedented shutting down of some of the major telecom operators such as Aircel Group (then largest customer of the Company), Tata Teleservices, Reliance merged Airtel). These forced consolidation and exits in the telecom sector resulted in the number of telecom operators (national and regional) reducing from 18 to 4.</p> <p>All of these factors have had a material adverse effect on the Company and its future business prospects. The Company has lost more than 68,000 tenancies as a result of these events. Resultantly, these discontinued operators abandoned tower sites of the Company making more than 14,000 towers sites unoccupied, which is more than 50% of the total tower portfolio. These discontinuing operators did not make any payment of their contractual dues to the Company, including rent payable to landlords, statutory dues such as property tax, NA tax, local body tax, employees' dues and vendors' claims etc., many of which are pass through payments for the Company. Thus, the Company was saddled with substantial costs and liabilities including rents, vendors' claims and statutory dues on such unoccupied towers without any revenue, which coupled with high depreciation and interest cost resulted in losses for the Company.</p>
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Sr. No.	Particulars	Information
2.	Steps taken or proposed to be taken for improvement	Despite the headwinds of tenant attrition driven by industry consolidation, the Company is committed to reinforcing operational stability through strategic cost optimization, securing multi-year tenancy extensions, and capitalizing on incremental tenancy additions to maximize tower utilization. The Company remains bullish on capturing substantial co-location opportunities arising from the nationwide 5G densification led by major operators and the imminent pan-India 4G roll out by one of its customers. Concurrently, the Company continues its legal pursuit of approximately ₹ 15,41,651 Lakhs in contractual claims against operators that prematurely exited their lock-in obligations, even as many have entered insolvency or ceased operations. Additionally, the Company continues to focus on reduction in the debt level through OTS / restructuring measures with the objective of achieving sustainable levels aligned with projected cash flows and operational requirements.
3.	Expected increase in productivity and profits in measurable terms	Under the circumstances as stated above, increase in productivity and EBITDA levels depends upon the developments in the telecom industry, recovery of the Company's contractual claims and early resolution of debt issues.

IV. Disclosures

Disclosure on all elements of remuneration package of all the Directors of the Company including details of Stock Options, if any, issued by the Company, pension etc. for the financial year ended March 31, 2025 have been made in the Report on Corporate Governance which forms part of the Report of the Board of Directors in the Annual Report of the Company for FY 2024-25.

The Board commends passing of the Special Resolution as set out in Item No. 4 of the accompanying Notice.

Except Mr. Vikas Arora, none of the Directors / Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the Resolution set out at Item No. 4 above of the Notice.

Details of Director seeking appointment / re-appointment at the Annual General Meeting (In pursuance of Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard 2 on General Meetings)

Annexure -1

Sr. No.	Particulars	Mr. Vikas Arora
1	DIN	09785527
2	Age	54 years
3	Qualifications	<ul style="list-style-type: none"> Bachelor of Engineering – Nagpur University Diploma in Business Management – NMIMS, Mumbai 3TP Middle Management Program – Indian Institute of Management, Ahmedabad Diploma in CSR – Swedish Institute, Stockholm
4	Terms and Conditions of Appointment	Please refer to the text of explanatory statement to the resolution no. 4.
5	Brief Resume / Experience / Nature of expertise in specific functional area	Mr. Vikas Arora has over 28 years of experience in Business Operations, majorly in Sales, Marketing & Business Development and Corporate functions of Corporate Communications and CSR.
6	Remuneration last drawn (including Sitting Fees, if any)	₹ 9,80,001/- p.m. Details of his remuneration for the financial year 2024-25 are given under Report on Corporate Governance section of Annual Report.
7	Details of remuneration to be paid, if any	Please refer to the text of explanatory statement to the resolution no. 4.
8	Details of first appointment to the Board	November 10, 2022.
9	Shareholding in the Company	22,000 Equity Shares of ₹ 10/- each
10	Relationship with other Directors / Manager/ KMPs	Mr. Vikas Arora does not have any relationship with the Directors or Manager or any other Key managerial personnel of the Company.

Sr. No.	Particulars	Mr. Vikas Arora
11	No. of Meetings of the Board attended during the year	Mr. Arora attended all 10 (ten) meetings of the Board during FY 2024–25.
12	In case of Independent Directors, justification for choosing the appointee	Not Applicable
13	Directorship / Membership / Chairmanship of Committees in other entities	NIL
14	Listed entities from which the Director has resigned in the past three years	NIL

By Order of the Board of Directors

Nitesh A. Mhatre
Company Secretary

Place : Navi Mumbai
Date : September 03, 2025

Registered Office:

GTL Infrastructure Limited,
Floor 7, Building No. A, Plot EL–207,
MIDC, TTC Industrial Area,
Mahape, Navi Mumbai 400710, Maharashtra, India.
Tel: +91–22–6829 3500
Fax: +91–22–6829 3545
E–mail: gilshares@gtlinfra.com
Website: www.gtlinfra.com
CIN: L74210MH2004PLC144367