



REF: GTL/CS-SE/2026-27/15

September 08, 2026

Department of Corporate Services BSE Limited Phiroze Jeejeebhoy Towers, 25 th Floor, Dalal Street, Fort, Mumbai 400 001.	Corporate Communication Department National Stock Exchange of India Ltd. Exchange Plaza, 5 th 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/s,

Sub: Notice convening 38th Annual General Meeting & intimation of Remote E-voting facility

We wish to inform you that the Thirty-eighth (38th) Annual General Meeting ("AGM") of the Members of the Company will be held on Wednesday, September 30, 2026, at 02:00 p.m. (IST) through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") in accordance with General Circular no. 03/2025 dated September 22, 2025 and other circulars issued by the Ministry of Corporate Affairs.

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 of AGM. 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 38th AGM of the Company for your records.

Please acknowledge receipt.

Thanking you,

Yours faithfully,
For **GTL Limited**

Pratik Toprani
Company Secretary

Harshad Kulkarni
Chief Financial Officer

Encl: As above

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

GTL LIMITED

Regd Off: 6th Floor, Building No. A, Plot No EL-207, MIDC, TTC Industrial Area, Mahape, Navi Mumbai - 400 710 India.
Tel: + 91-22-2761 2929 | Fax : +91 -22-2768 9990 | www.gtllimited.com | CIN No. - L40300MH1987PLC045657
Corp Off: 412, Janmabhoomi Chambers, 29 Walchand Hirachand Marg, Ballard Estate, Mumbai - 400 001, India.
Tel : +91 - 22 -2271 5000 Fax : +91 -22-2271 5332

NOTICE is hereby given that the Thirty–eighth (“38th”) Annual General Meeting of the Members of GTL Limited (“Company”) will be held on Wednesday, September 30, 2026, at 02:00 p.m. (IST), through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”) 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, 2026, together with the Reports of the Board of Directors and Auditors thereon.

SPECIAL BUSINESS

2. 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 Section 152 and any other applicable provisions of the Companies Act, 2013 (including any amendment or re–enactment thereof), Mrs. Siddhi M. Thakur (DIN: 07142250), a Director liable to retire by rotation, who does not offer herself for re–appointment, be not re–appointed as a Director of the Company and the vacancy, so caused on the Board of the Company, be not filled up.”

By Order of the Board of Directors

Place : Navi Mumbai
Date : August 25, 2026

Pratik Toprani
Company Secretary

Registered Office:

GTL Limited,
6th Floor, Building No. A, Plot EL–207,
MIDC, TTC Industrial Area, Mahape,
Navi Mumbai 400710, Maharashtra, India.
Tel: +91–22–27612929
E–mail: gtlshares@gtllimited.com
Website: www.gtllimited.com
CIN: L40300MH1987PLC045657

Notes:

1. The Ministry of Corporate Affairs (“MCA”), vide its General Circular No. 20/2020 dated May 5, 2020 read with the subsequent circulars issued from time to time, the latest one being General Circular No. 03/2025 dated September 22, 2025 (“MCA Circulars”), has allowed the Companies to conduct the Annual General Meeting (“AGM”) through Video Conferencing (“VC”) or Other Audio–Visual Means (“OAVM”) until further notice. Thus, in compliance with the provisions of the Companies Act, 2013 (“the Act”), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, (Listing Regulations) and MCA Circulars, the 38th AGM of the Company is being conducted through VC/OAVM. Accordingly, the venue of the AGM shall be deemed to be the Registered Office of the Company.

2. The Company has provided an explanatory statement pursuant to Section 102 (1) of the Companies Act (“the Act”) in respect of item no. 2.
3. Since the 38th AGM is being held 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.
4. 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 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. The Annual Report for FY 2025–26 containing the Notice of AGM, Financial Statements, Directors’ Report, Auditors’ Report, Corporate Governance Report and Management Discussion & Analysis Report (Annual Report), is being sent by electronic mode to those Members whose names appear in the Register of Members as on Friday, August 28, 2026 and whose e–mail addresses are registered with the Company’s Registrar and Share Transfer Agent (“RTA”), Bigshare Services Private Limited (“BSPL”) / Depositories. The Annual Report has been uploaded on the website of the Company at www.gtllimited.com and can also be

NOTICE OF AGM

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, 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. Regulation 40 of Listing Regulations as amended, mandates that transfer, transmission and transposition of securities of listed companies held in physical form shall be effected only in demat mode. Further with effect from April 2, 2026, SEBI vide its circular HO/38/13(3)2026-MIRSD-POD/I/3763/2026 dated January 30, 2026 has dispensed with the requirement of issuance of a Letter of Confirmation (LOC) by the Company/RTA while processing service request. Accordingly, securities will be credited directly to the shareholder's demat account upon submission of investor service request in Form ISR - 4, (the format of which is available under Investor Information on the Company's website http://www.gtllimited.com/ind/inv_info.aspx and on the website of the Company's Registrar and Transfer Agents, at https://www.bigshareonline.com/resources-sebi_circular.aspx), accompanied with the required documents including share certificate and copy of the latest Client Master List of the demat account. In view of this as also to eliminate all risks associated with physical shares and for ease of portfolio management, Members holding shares in physical form are requested to consider converting their holdings to demat mode.

Further investors may note that in the case of transfer, the transfer of securities in physical mode was discontinued with effect from April 01, 2019. However, SEBI vide its Circular No. HO/38/13/11(2)2026-MIRSD-POD/I/3750/2026 dated January 30, 2026 has opened a special window for transfer and dematerialisation of physical securities which

were sold / purchased prior to April 1, 2019 but were either not lodged for transfer or were lodged and subsequently rejected, returned or not attended due to deficiency in the documents. Hence, eligible shareholders are requested to submit the requisite documents on or before February 4, 2027 to Company / RTA.

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 gtlshares@gtllimited.com.
14. The Company's Equity Shares are listed on BSE and NSE. The Listing Fees for FY 2026-27 in respect of equity shares of the Company have been paid.
15. Pursuant to the provisions of Sections 124 and 125 of the Act, the Company has transferred unclaimed dividends up to the Financial Year (FY) 2009-10 (except in respect of pending legal matters) to the Investor Education and Protection Fund ("IEPF"). The Company has not declared/paid any dividend for FY 2010-11 and thereafter. Therefore, no further Unclaimed / Unpaid Dividend(s) are due for transfer to the IEPF as of date. Members may refer to section 'Unpaid / Unclaimed Dividends' in the Corporate Governance Report forming part of this Annual Report, for full details.
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 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 Saturday, September 26, 2026 at 09:00 a.m. (IST) and ends on Tuesday, September 29, 2026 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 Wednesday, September 23, 2026 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) SEBI vide its Circular No. HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 dated January 30, 2026, has enabled e-voting to all the Demat account holders, by way of a single login credential, through their Demat accounts / websites of Depositories/Depository Participants. Accordingly, the Demat account holders, would be able to cast their vote without having to register again with the E-voting Service Providers ("ESPs"), thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

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

Type of shareholders	Login Method
Individual shareholders holding securities in Demat mode with CDSL Depository	- 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 users to login to Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & My Easi New (Token) Tab. - After successful login the Easi / Easiest user will be able to see the e-voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-voting page of the e-voting service provider for casting his/her vote during the remote e-voting period or joining virtual meeting & voting during the meeting. Additionally, there are also links provided to access the system of all e-voting Service Providers, so that the user can visit the e-voting service providers' website directly. - If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & My Easi New (Token) Tab and then click on registration option - 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 Depository	- 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 and voting during the meeting. - 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 - 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 meeting. - For OTP based login User can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. User will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. 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 re-directed to e-voting service provider website for casting their vote during the remote e-voting period or joining virtual meeting and voting during the meeting.

NOTICE OF AGM

Type of shareholders	Login Method
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	User can also login using the login credentials of demat account through DPRegistered 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 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.com or call at +91 22 48867000 and +91 22 24997000

17.(B) PROCESS FOR LOGIN FOR E-VOTING AND JOINING VIRTUAL MEETINGS, FOR PHYSICAL SHAREHOLDERS AND SHAREHOLDERS OTHER THAN INDIVIDUALS HOLDING SECURITIES IN DEMAT FORM:

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on "Shareholders" module.
- 3) 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) Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

For Physical Shareholders and other than individual shareholders holding shares in Demat Form	
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for demat shareholders as well as physical shareholders) <i>*Shareholders who have not updated their PAN with the Company / Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company / RTA..</i>
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 member-id /folio number in the Dividend Bank details field.

- 7) After entering these details appropriately, click on "SUBMIT" tab
- 8) 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.

- 9) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- 10) Click on the EVSN of "GTL LIMITED" on which you choose to vote.
- 11) 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.
- 12) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- 13) 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.
- 14) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- 15) You can also take a print of the votes cast by clicking on "Click here to print" option on the voting page.
- 16) 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 and enter the details as prompted by the system.
- 17) There is also an optional provision to upload Board Resolution (BR) /Power of Attorney (POA) if any uploaded, which will be made available to scrutinizer for verification.

ADDITIONAL FACILITY FOR NON – INDIVIDUAL SHAREHOLDERS AND CUSTODIANS – FOR 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 will be mapped automatically and can be delink incase of any wrong mapping.
- It is mandatory that, a scanned copy of the BR and 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 mandatorily 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. gtlshares@gtllimited.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 THE AGM THROUGH VC/OAVM AND E-VOTING DURING THE MEETING ARE AS UNDER:

- 1) The procedure for attending meeting and e-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) Further, the 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) Shareholders who would like to express their views / ask questions during the meeting may register themselves as a speaker by sending their request in advance along with questions mentioning their name, demat account number/folio number, email-id, mobile number at gtlshares@gtllimited.com. The Company reserves the right to answer the queries suitably in the AGM, depending upon the availability of time.

NOTICE OF AGM

- 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 THOSE SHAREHOLDERS WHOSE EMAIL ADDRESSES / MOBILE NO. ARE NOT REGISTERED WITH THE RTA/DEPOSITORIES FOR OBTAINING LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE:

- 1) For 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), AADHAAR (self attested scanned copy of Aadhaar Card) by email to Company/RTA email-id.
 - 2) For Shareholders holding shares in demat form – please update your email id & mobile no. with your respective Depository Participant (DP).
 - 3) Individual Demat Shareholders – Please update your email id & mobile no. with your respective DP which is mandatory while e-voting & joining virtual meetings through Depository.
 - 4) 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.
 - 5) All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, AVP, 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. Virendra G. Bhatt, a Practicing Company Secretary, (Membership No. ACS1157, COP: 124) as the Scrutinizer for conducting the entire e-voting process in a fair and transparent manner.
 19. The Scrutinizer shall, immediately after the conclusion of voting at the 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 Chairman or the whole time Director or any person authorised by the Chairman. The results will be announced within the time stipulated under the applicable laws.
 20. 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.
 21. 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 and NSE, where the shares of the Company are listed.

By Order of the Board of Directors

Place : Navi Mumbai
Date : August 25, 2026

Pratik Toprani
Company Secretary

Registered Office:

GTL Limited,
6th Floor, Building No. A, Plot EL-207,
MIDC, TTC Industrial Area, Mahape,
Navi Mumbai 400710, Maharashtra, India.
Tel: +91-22-27612929
E-mail: gtlshares@gtllimited.com
Website: www.gtllimited.com
CIN: L40300MH1987PLC045657

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. 2

Pursuant to the provisions of Section 152 of the Companies Act, 2013 read with the Articles of Association of the Company, Mrs. Siddhi M. Thakur, a Director of the Company (Non-Executive & Non-Independent), who is liable to retire by rotation at the ensuing Annual General Meeting, has by a written notice conveyed to the Board of Directors of the Company her decision to retire and not seek re-appointment. Accordingly, she will cease to be a Director of the Company on passing of

the resolution in the Annual General Meeting on September 30, 2026. The Board proposes that the vacancy caused by her retirement be not filled up forthwith at this AGM.

Mrs. Siddhi M. Thakur has been on the Board of the Company since March 31, 2015. The Board places on record its appreciation for the contribution and guidance of Mrs. Siddhi M. Thakur during her Directorship on the Board.

The Board commends passing of the Ordinary Resolution as set out in Item No. 2 of the accompanying Notice.

Except Mrs. Siddhi M. Thakur, 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. 2 above of the Notice.

By Order of the Board of Directors

Pratik Toprani
Company Secretary

Place : Navi Mumbai
Date : August 25, 2026

Registered Office:

GTL Limited,
6th Floor, Building No. A, Plot EL-207,
MIDC, TTC Industrial Area, Mahape,
Navi Mumbai 400710, Maharashtra, India.
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