

GIL/SE/Reg30/2024-25/060
November 11, 2024

The Secretary,
 BSE Limited
 Phiroze Jeejeebhoy Towers,
 Dalai Street,
 Mumbai 400 001
 Scrip Code: 532775

The Secretary
 National Stock Exchange of India Ltd.
 Exchange Plaza, 5th Floor,
 Plot No. C/1, G Block,
 Bandra Kurla Complex,
 Bandra (East), Mumbai 400 051
 Trading Symbol: GTLINFRA

Dear Sir/Madam,

Sub: Disclosure under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 – Postal Ballot Notice

Pursuant to Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find attached the Postal Ballot Notice dated October 29, 2024 seeking approval of the members of the Company, by way remote e-voting process for:

Item No.	Brief particulars of the resolution
1.	Special Resolution: Appointment of Mr. Vinod Balmukund Agarwala (DIN: 01725158) as a Non-Executive Non-Independent Director of the Company

Postal Ballot Notice is being sent only by electronic mode to those members whose names appear in the Register of Members / List of Beneficial Owners as on Thursday, November 07, 2024 ("Cut-Off Date") as received from the Depositories and whose email addresses are registered with the Company/ Registrar and Share Transfer Agent / Depository Participant/ Depositories.

The Company has entered into an agreement with Central Depository Services (India) Limited ("CDSL") for facilitating the e-voting.

The remote e-voting facility will be available during the following period:

Commencement of remote e-voting	Wednesday, November 13, 2024 at 9:00 a.m. (IST).
End of remote e-voting	Thursday, December 12, 2024 at 5:00 p.m. (IST).

GTL INFRASTRUCTURE LIMITED

Regd Off: Global Vision 3rd Floor Electronic Sadan - II MIDC TTC Industrial Area Mahape Navi Mumbai - 400 710 India
 Tel: +91-22-6829 3500 Fax: +91-22-6829 3545 www.gtlinfra.com CIN-L74210MH2004PLC144367
 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

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The Postal Ballot Notice is also available on the Company's website at www.gtlinfra.com and CDSL's website www.evotingindia.com

Request you to please take the same on your records.

Thanking you,

Yours truly,

For **GTL Infrastructure Limited**

NITESH
ASHOK
MHATRE

Digitally signed by
NITESH ASHOK
MHATRE
Date: 2024.11.11
18:24:24 +05'30'

Nitesh Mhatre

Company Secretary

VIKAS
ARORA

Digitally signed
by VIKAS ARORA
Date: 2024.11.11
18:24:49 +05'30'

Vikas Arora

Whole-time Director

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

GTL INFRASTRUCTURE LIMITED

Regd Off: Global Vision 3rd Floor Electronic Sadan - II MIDC TTC Industrial Area Mahape Navi Mumbai - 400 710 India
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Tel: +91-22-2271 5000 Fax: +91-22-2271 5332



GTL INFRASTRUCTURE LIMITED

CIN: L74210MH2004PLC144367

Registered Office: '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 68293500 | Email: gilshares@gtlinfra.com | Website: www.gtlinfra.com

NOTICE OF POSTAL BALLOT

[Pursuant to Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, each as amended]

To,
The Members,

NOTICE is hereby given pursuant to Section 110 and other applicable provisions, if any, of the Companies Act, 2013 (the "**Act**"), read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 (the "**Rules**") as amended from time to time, General Circular No. 14/ 2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020 read with other relevant circulars, including General Circular No. 09/2024 dated September 19, 2024, issued by the Ministry of Corporate Affairs (collectively the "**MCA Circulars**"), Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the "**Listing Regulations**") and Secretarial Standard on General Meetings ("**SS-2**") issued by the Institute of Company Secretaries of India, that the resolution seeking approval for appointment of Mr. Vinod Balmukand Agarwala (DIN: 01725158) as Non-Executive Non-Independent Director of the Company, is proposed to be passed by the Members of GTL Infrastructure Limited (hereinafter referred to as the "**Company**") by means of Postal Ballot only by voting through electronic means ("**remote e-voting process**").

The Explanatory Statement pertaining to the said resolution setting out all material facts and the reasons thereof also appended to this Postal Ballot Notice.

The Company has appointed Mr. Chetan A. Joshi, a Practicing Company Secretary, (Membership No. FCS 7052, CP 7744) as the Scrutinizer for conducting the Postal Ballot through remote e-voting process in a fair and transparent manner.

Pursuant to provisions of Sections 108 and 110 of the Act, read with Rule 20 and Rule 22 of the Rules and other applicable provisions, if any, Regulation 44 of Listing Regulations read with Section VI-C of the Securities and Exchange Board of India Master Circular bearing reference no. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023, as amended and SS-2 and any amendments thereto, the Company is providing the facility of remote e-voting to its Members. The Company has entered into an agreement with Central Depository Services (India) Limited ("**CDSL**") for facilitating the e-voting.

Members are requested to read the instructions in the Notes in this Postal Ballot Notice to cast their vote electronically.

The remote e-voting period commences from 9.00 a.m. (IST) on Wednesday, November 13, 2024 and ends on 5.00 p.m. (IST) on Thursday, December 12, 2024. The remote e-voting will be blocked by CDSL at 5.00 p.m. (IST) on Thursday, December 12, 2024 and remote e-voting shall not be allowed beyond the said date and time.

The Scrutinizer will submit his report to the Chairman / the Whole-time Director / any person authorized by the Chairman upon completion of the scrutiny. The results of the remote e-voting will be announced on or before Saturday, December 14, 2024. The results of the remote e-voting 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, besides being communicated to BSE Limited and National Stock Exchange of India Limited where the shares of the Company are listed for information of the Members.

SPECIAL BUSINESS:

Appointment of Mr. Vinod Balmukand Agarwala (DIN: 01725158) as Non-Executive Non-Independent Director of the Company

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

“RESOLVED that pursuant to provisions of Section 152 and other applicable provisions if any, of the Companies Act, 2013 (the **“Act”**) and the Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and Regulation 17(1A) and 17(1C) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors in their respective meetings held on September 14, 2024, Mr. Vinod Balmukand Agarwala (DIN: 01725158), who has attained age to 75 years and who was appointed by the Board of Directors as an Additional Director (in the capacity of Non-Executive Non-Independent Director) on the Board of the Company with effect from September 16, 2024 and who holds office up to the date of next Annual General Meeting of the Company in terms of Section 161(1) of the Act and Article 130 of the Articles of Association of the Company and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director of the Company, be and is hereby appointed as a Director (in capacity of Non- Executive Non- Independent Director) of the Company, liable to retire by rotation.

RESOLVED further that the Board of Directors be and is hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, proper or expedient to give effect to this resolution.”

**By Order of the Board of Directors
For GTL Infrastructure Limited**

**Place: Navi Mumbai
Date: October 29, 2024**

**Sd/-
Nitesh Mhatre
Company Secretary
Membership No.: A18487**

NOTES:

1. The Explanatory statement as required under Sections 102 and 110 of the Companies Act, 2013, as amended (the **“Act”**) setting out all material facts and reason for the proposed resolution, is annexed. It contains relevant details, pursuant to Regulation 36 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended) (**“Listing Regulations”**) and Secretarial Standards on General Meetings (**“SS-2”**) issued by the Institute of Company Secretaries of India.
2. In accordance with the MCA Circulars, this Postal Ballot Notice is being sent only by electronic mode to those members whose names appear in the Register of Members / List of Beneficial Owners as on Thursday, November 07, 2024 (**“Cut-Off Date”**) received from the Depositories and whose email addresses are registered with the Company / Registrar and Share Transfer Agent / Depository Participant / Depositories. Physical copies of Postal Ballot Notice along with Postal Ballot Forms and pre-paid Business Reply envelopes are not being sent to the Members for this Postal Ballot.
3. Relevant documents referred to in this Postal Ballot Notice and the Explanatory Statement are open for inspection electronically up to the last date of remote e-voting. The Members seeking to inspect such documents can send an email to gilshares@gtlinfra.com.
4. Members would be able to cast their votes and convey their assent or dissent to the proposed resolution only through the remote e-voting process. Members whose names appear on the Register of Members / List of Beneficiary Owners as on the Cut-Off Date will only be considered eligible for the purpose of remote e-voting. A person who becomes a Member after the Cut-Off Date should treat this notice for information purpose only.

Voting rights of a Member / Beneficial Owner shall be in proportion to his / her / its shareholding in the paid up equity share capital of the Company as on the Cut-Off Date.

5. The Resolution, if passed by requisite majority, will be deemed to have been passed on the last date of remote e-voting i.e. Thursday, December 12, 2024.

6. INSTRUCTIONS FOR SHAREHOLDERS VOTING ELECTRONICALLY:

The voting period begins on Wednesday, November 13, 2024 at 9.00 a.m. (IST) and ends on Thursday, December 12, 2024 at 5.00 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 i.e. Thursday, November 07, 2024 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

- A. Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in Dematerialized mode.

In terms of SEBI Master Circular bearing reference no. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for e-Voting for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	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 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 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/myeasi/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	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.

Type of shareholders	Login Method
	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.
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.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forgot User ID and Forgot Password option available at above mentioned 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

B. Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in Dematerialized mode.

Login method for remote e-Voting for Physical shareholders and shareholders other than individual holding in Demat form.

- Shareholders should log on to the e-voting website www.evotingindia.com.
- Click on "Shareholders" module.
- Now enter your User ID
 - For CDSL: 16 digits beneficiary ID,
 - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- Next enter the Image Verification as displayed and Click on Login.
- 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.

- f) If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
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 sent by Company/RTA or contact Company/RTA.
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.

- 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 for "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.
- q) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- r) Additional Facility for Non – Individual Shareholders and Custodians –For Remote E- Voting only.
- 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 & can be delink in case of any wrong mapping.
- It is Mandatory that, 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 mandatory 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 gilshares@gtlinfra.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

C. PROCESS FOR SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/ DEPOSITORIES.

- 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 mail to Company/RTA email id.
- Shareholders holding shares in Demat form** - Please update your email id & mobile no. with your respective Depository Participant (DP). Individual shareholders, please note your email id & mobile number is mandatory while e-Voting through Depository.

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an 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.

Member's also have the option of contacting the Company's Registrar & Share Transfer Agent, Bigshare Services Private Limited having office at Office No. S6-2, 6th Floor, Pinnacle Business Park, Next to Ahura Centre, Mahakali Caves Road, Andheri (East), Mumbai – 400093, Maharashtra, Tel No. +91-62638200 Extn. 221-222 Fax: +91-22-62638299, at their email-address investor@bigshareonline.com.

- 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 Postal Ballot through remote e-voting process in a fair and transparent manner.
- The results of remote e-voting will be declared by the Chairman or the whole-time Director or any person authorized by the Chairman on or before Saturday, December 14, 2024. 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, besides being communicated to BSE Limited and National Stock Exchange of India Limited where the shares of the Company are listed, for information of the Members.

Explanatory Statement Pursuant to Section 102 of the Companies Act, 2013 (the “Act”) read with Rule 22 of the Companies (Management and Administration) Rules, 2014

Item no. 1

The Board of Directors, based on the recommendation of the Nomination and Remuneration Committee, vide its resolution dated September 14, 2024 appointed Mr. Vinod Balmukand Agarwala (DIN: 01725158) as an Additional Director of the Company (in capacity of Non-Executive, Non-Independent Directors), liable to retire by rotation with effect from September 16, 2024 on completion of his tenure as Independent Director on September 15, 2024, subject to all necessary & required approvals, if any, including shareholders of the Company.

Pursuant to the provisions of Section 161(1) of the Act and Article 130 of the Articles of Association of the Company Mr. Vinod Agarwala shall hold office up to the date of next Annual General Meeting. As per Regulation 17(1C) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), a listed entity shall ensure that the approval of the members for the appointment of a person on the Board of Directors is taken at the next General Meeting or within a time period of three months from the date of appointment, whichever is earlier. Additionally, Regulation 17(1A) of the Listing Regulations, the Company has to take the approval of the members by way of special resolution for appointment of directors on attaining the age of 75 years. Accordingly, it is proposed to obtain the approval of the members for appointment of Mr. Vinod Agarwala as Non-Executive Non-Independent Director of the Company, liable to retire by rotation, by way of postal ballot. The profile / experience of Mr. Vinod Agarwala is provided as an Annexure to this Notice.

The Company has received a Notice from a Member in writing under Section 160(1) of the Act proposing Mr. Vinod Agarwala’s candidature for the office of Director. The Company has also received from Mr. Vinod Agarwala (i) consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014 (ii) intimation in Form DIR-8 in terms of the Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under Section 164(2) of the Act and (iii) a declaration to the effect that he has not been debarred or disqualified from being appointed or continuing as Director of a company by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other Statutory Authority.

In the opinion of the Board, Mr. Vinod Agarwala fulfils the conditions specified in the Act and the Rules thereunder and the Listing Regulations for appointment as Director. The Board is of the view that Mr. Vinod Agarwala possesses the requisite skills, experience and knowledge relevant to the Company’s business. Considering the significant benefits reaped by the Company from his experience, expertise and advise from time to time to the Company during his tenure as an Independent Director, the Board recommends continuation of his association as a Non-Executive Non-Independent Director of the Company.

Disclosure pursuant to the provisions of Regulation 36(3) of Listing Regulations and Secretarial Standard on General Meetings (“SS-2”) issued by the Institute of Company Secretaries of India, is annexed and forms part of this Postal Ballot Notice.

The Board commends passing of the Special resolution as set out in Item no. 1 of the accompanying Postal Ballot Notice. Except Mr. Vinod Agarwala and his relatives, none of the Directors / Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the passing of the Resolution.

**By Order of the Board of Directors
For GTL Infrastructure Limited**

**Place: Navi Mumbai
Date: October 29, 2024**

**Sd/-
Nitesh Mhatre
Company Secretary
Membership No.: A18487**

Annexure to the Postal Ballot Notice dated October 29, 2024

Sr. No.	Particulars	Mr. Vinod Balmukand Agarwala
1.	DIN	01725158
2.	Age	75 years
3.	Qualifications	• Bachelor of Science • LLB • Solicitor, High Court of Bombay and Solicitor, Supreme Court of England & Wales
4.	Terms and Conditions of Appointment	Appointment as a Director, liable to retire by rotation
5.	Brief Resume / Experience / Nature of expertise in specific functional area	Mr. Vinod Agarwala, is Advocate & Solicitor, Mumbai. He is also Solicitor, Supreme Court of England & Wales and Advocate of Supreme Court of India. He practices in Mumbai for the last 50 years. He specializes in corporate laws, Securities laws, Project Finance, Property Law, FDI and Commercial Laws. He currently serves on the board at IRIS Business Service Limited and West Coast Paper Mills Limited as an Independent Director. He was also an independent director of Technocraft Industries (India) Limited and Supreme Infrastructure India Limited earlier.
6.	Remuneration last drawn (including Sitting Fees, if any)	₹ 15,00,000/- (Sitting Fees paid during April 1, 2024 to September 15, 2024 for attending various Board, Committee and General Meetings as an Independent Director during such period)
7.	Details of remuneration to be paid, if any	Mr. Vinod Agarwala shall be paid sitting Fees as decided by the Board and or Committees thereof and reimbursement of expenses for participating in the Board and other meetings.
8.	Details of first appointment to the Board	Mr. Vinod Agarwala joined the Board as Independent Director on July 20, 2009. After the expiry of his term of Independent Director, he is continuing his directorship as Non-Executive Non-Independent w.e.f. September 16, 2024, subject to approval of the Members.
9.	Shareholding in the Company	459,000 Equity Shares
10.	Relationship with other Directors / Manager/ KMPs	Mr. Vinod Agarwala does not have any relationship with the Directors or Manager or any other Key managerial personnel of the Company.
11.	No. of Meetings of the Board attended during the year	Mr. Vinod Agarwala has attended 5 (Five) Board meetings during the period from April 1, 2024 till October 28, 2024.
12.	In case of Independent Directors, justification for choosing the appointee	Not Applicable
13.	Directorship / Membership / Chairmanship of Committees in other entities	<u>Directorships:</u> Listed Entities i. IRIS Business Services Limited ii. West Coast Paper Mills Limited Unlisted Entities iii. SBM Chemicals and Instruments Private Limited iv. Supreme Panvel Indapur Tollways Private Limited v. V-Magnum Opus Strategic Solutions Private Limited vi. Poorti Agri Services Private Limited vii. Supreme Infrastructure Bot Holdings Private Limited. <u>Chairmanship / Membership:</u> 1. IRIS Business Services Limited - Audit Committee – Member 2. IRIS Business Services Limited - Nomination & Remuneration Committee – Member 3. West Coast Paper Mills Limited – Nomination & Remuneration Committee – Chairman
14.	Listed entities from which the Director has resigned in the past three years	NIL