Ref: GIL/SE/AGM/2026-27/026

September 08, 2026

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 23rd Annual General Meeting & intimation of Remote E-voting facility

We wish to inform you that the Twenty Third (23rd) Annual General Meeting ("AGM") of the Members of the Company will be held on Wednesday, September 30, 2026, at 11:00 A.M. (IST) through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") in accordance with General Circular no. 3/2025 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. 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 23rd AGM of the Company for your records.

Thanking you,

Yours truly,
For **GTL Infrastructure Limited**

DEEPAK ARUN KELUSKAR
Digitally signed by: DEEPAK ARUN KELUSKAR
DN: CN = DEEPAK ARUN KELUSKAR C = IN O = Personal
Date: 2026.09.08 16:02:03 +05'30'

Deepak Keluskar
Company Secretary

AJIT MOHAN SHANBHAG
Digitally signed by: AJIT MOHAN SHANBHAG
DN: CN = AJIT MOHAN SHANBHAG C = IN O = Personal
Date: 2026.09.08 16:02:43 +05'30'

Ajit Shanbhag
Chief Financial Officer

Encl. as above

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

NOTICE is hereby given that the Twenty Third (23rd) Annual General Meeting of the Members of GTL Infrastructure Limited ("Company") will be held on Wednesday, September 30, 2026, at 11:00 a.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.

2. To appoint a director in place of Mr. Charudatta K. Naik (DIN: 00225472), who retires by rotation and, being eligible, offers himself for re–appointment.

SPECIAL BUSINESS

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

   "RESOLVED that Mr. Jayant Laxmikant Bhimanwar (DIN: 09033879), who was appointed by the Board of Directors, based on the recommendation of the Nomination & Remuneration Committee, as an Additional Director of the Company with effect from August 6, 2026 and who holds office up to the date of this Annual General Meeting of the Company pursuant to the provisions of Section 161(1) and any other applicable provisions, if any, of the Companies Act 2013 (the "Act") (including any modification and re–enactment thereof) and Article 130 of the Articles of Association of the Company and who is eligible for appointment and has consented to act as Director 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 of the Company, liable to retire by rotation."

4. 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 appointment of Mr. Jayant Laxmikant Bhimanwar (DIN: 09033879) as a Whole–time Director of the Company for a period of three years with effect from August 6, 2026 on the terms and conditions as set out in the Explanatory Statement annexed to the Notice convening Annual General Meeting (including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year during the tenure of his appointment).

   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. Jayant Laxmikant Bhimanwar within and in accordance with and subject to the limits prescribed in Schedule V of 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."

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

   "RESOLVED that Mr. Abhijit Padmanabh Deshpande (DIN: 05203925), who was appointed by the Board of Directors, based on the recommendation of the Nomination & Remuneration Committee, as an Additional Director of the Company with effect from August 6, 2026 and who holds office up to the date of this Annual General Meeting of the Company pursuant to the provisions of Section 161(1) and any other applicable provisions, if any, of the Companies Act 2013 (the "Act") (including any modification and re–enactment thereof) and Article 130 of Articles of Association of the Company and who is eligible for appointment and has consented to act as Director of the Company and in respect of whom the Company has received a notice under Section 160(1) of the Act in writing from a Member proposing his candidature for the office of Director of the Company, be and is hereby appointed as a Non–Executive / Non–Independent Director of the Company, liable to retire by rotation."

By Order of the Board of Directors

Place : Mumbai
Date : September 01, 2026

Deepak A. Keluskar
Company Secretary

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

Notes:

1. Pursuant to General Circular no. 3/2025 dated September 22, 2025 and other circulars issued by the Ministry of Corporate Affairs ("MCA"), (hereinafter collectively referred to as "the Circulars"), the 23rd Annual General Meeting ("AGM") of the Company is being conducted through Video Conferencing ("VC") / Other Audio–Visual Means ("OAVM").

2. 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, 4 and 5 of the Notice is annexed hereto. Further, the relevant details with respect to Item No. 2, Item Nos. 3 & 4 and Item No. 5 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 as Annexure – 1, Annexure – 2 and Annexure –3 respectively.

3. Since the 23rd 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 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. The Annual Report for FY 2025–26 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 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.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 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, as amended from time to time, including SEBI Circular No. HO/38/13/(3)2026–MIRSD–POD/I/3763/2026 dated January 30, 2026, effective April 2, 2026. Pursuant to the aforesaid circulars, listed companies shall process specified investor service requests only in dematerialised form. Accordingly, service requests such as 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 shall be processed only upon receipt of a duly completed Form ISR–4 together with the requisite documents, including the details of the investor's demat account.

    Members are therefore requested to submit duly filled and signed Form ISR–4 along with the prescribed supporting documents, the formats of which are available under the Investor Information section on the Company's website at https://www.gtlinfra.com/investors/investor–services/ and on the website of the Company's Registrar and Share Transfer Agent at https://www.bigshareonline.com/resources–sebi_circular.aspx. Members may note that such service requests shall be processed only after the concerned folio is KYC compliant. Upon successful verification of the request and completion of all prescribed formalities, the securities shall be credited directly to the Member's demat account in accordance with the applicable SEBI circulars. Consequently, the earlier requirement of issuance of a Letter of Confirmation has been dispensed with pursuant to SEBI Circular dated January 30, 2026.

    Further, in terms of SEBI circular No. HO/38/13/11(2)2026–MIRSD– PoD/I/3750/2026 dated January 30, 2026, the Company along with its RTA has opened a special window for transfer and dematerialisation of physical securities which were sold /purchased prior to April 01, 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 gilshares@gtlinfra.com.

14. The Company's Equity Shares are listed on BSE and NSE. The Listing Fees for the FY 2026–27 in respect of equity shares of the Company have been paid.

15. The venue of the 23rd AGM shall be deemed to be the Registered Office of the Company at "7th Floor, 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 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 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) In terms of SEBI Circular No. HO/49/14/14(7)2025–CFD–POD2/I/3762/2026 dated January 30, 2026, 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**	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 etc., 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/home/login 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 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.com or call at +91 22 48867000 and +91 22 24997000

17.(B) **PROCESS FOR LOGIN FOR E–VOTING AND JOINING VIRTUAL MEETINGS, FOR SHAREHOLDERS HOLDING SHARES IN PHYSICAL MODE AND OTHER THAN INDIVIDUAL SHAREHOLDERS HOLDING SHARES IN DEMAT FORM :**

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 – FOR REMOTE 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 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, 2026 (09.00 A.M. IST) to September 24, 2026 (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, MOBILE NO. 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), AADHAAR (self attested scanned copy of Aadhar Card) by email to Company / RTA email–id.

2) **Shareholders holdings shares in demat form:**
   – Please update your email id and mobile no. with your respective Depository Participant (DP)

   – 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), AADHAAR (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, 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. Chetan A. Joshi, a Practicing Company Secretary, (Membership No. FCS 7052, CP 7744) 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 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. 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 : Mumbai
Date : September 01, 2026

Deepak A. Keluskar
Company Secretary

Registered Office:
GTL Infrastructure Limited,
7th Floor, Building No. A, Plot EL–207,
MIDC, TTC Industrial Area,
Mahape, Navi Mumbai 400710,
Maharashtra, India.
Tel: +91–22–6829 3500
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 Nos. 3 & 4

In terms of the provisions of Section 203 of the Companies Act, 2013 (the "Act"), every listed company shall have either Managing Director or Chief Executive Officer or Manager and, in their absence, a Whole–time Director ("WTD"). Accordingly, to fill the vacancy created by resignation of Mr. Vikas Arora from the position of WTD and to fulfil the requirement of the said provision, on the basis of recommendation of the Nomination and Remuneration Committee and subject to approvals, if any, the Board of Directors at their meeting held on August 6, 2026 approved the appointment of Mr. Jayant Laxmikant Bhimanwar (DIN: 09033879) as an Additional Director liable to retire by rotation and as the Whole–time Director of the Company for a period of 3 years with effect from August 6, 2026.

Pursuant to the provisions of Section 161(1) of the Act and Article 130 of the Articles of Association of the Company, Mr. Jayant Bhimanwar 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 shareholders 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. Accordingly, with a view to comply with the said requirement, it is proposed to obtain the approval of the members for his appointment at this 23rd AGM.

The Company has received a Notice from a Member in writing under Section 160(1) of the Act proposing Mr. Jayant Bhimanwar's candidature for the office of Director. The Company has also received from Mr. Jayant Bhimanwar (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.

The salient features of the terms and conditions of appointment of Mr. Jayant Bhimanwar are as follows:

1.	Period	The appointment is effective from August 6, 2026 for a period of three years i.e. up to August 5, 2029.	
2.	Remuneration	Salary	: Salary: ₹ 6,66,667/– per month (₹ 80,00,000/– per annum), with an annual increment within the range of 10–30%, as per the Compensation Policy of the Company.
		Leave	: As per Company Rules
		Other Benefits	: In addition to above, Mr. Jayant Bhimanwar will be entitled to performance–based incentives and other benefits as may be decided by the Board / Nomination and Remuneration Committee.
		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.
3.	Modification in terms	The terms and conditions of the appointment may, subject to the conditions laid down in Schedule V of the Companies Act, 2013, be altered and varied in such manner as may be agreed to between the Board and the appointee.	
4.	Minimum Remuneration	Notwithstanding anything herein contained, in the event of loss or inadequacy of profits in any financial year during the period of his office as the Whole–time Director, the Company will, subject to applicable laws and such sanctions and approvals as may be required, pay remuneration to Mr. Jayant Bhimanwar as provided herein above	
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.	

The Company continues to carry accumulated losses from earlier years and had also incurred a loss before exceptional items during the financial year 2025–26. Accordingly, the availability of adequate profits in each financial year during the proposed tenure of Mr. Jayant Bhimanwar cannot be assured. Therefore, as a matter of prudence and to enable payment of remuneration to Mr. Jayant Bhimanwar during his tenure in the event of inadequacy or absence of profits in any financial year, approval of the Members is being sought by way of a Special Resolution in accordance with Sections 196, 197 and 198 read with Schedule V and other applicable provisions of the Act.

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 22 years.
3	In case of new companies, expected date of commencement of activities as per project approved by financial nstitutions appearing in the prospectus	Not Applicable

<table>
<tr><th>Sr. No.</th><th>Particulars</th><th colspan="4">Information</th></tr>
<tr><td rowspan="7">4</td><td rowspan="7">Financial Performance based on given indicators</td><td colspan="4">Amount ₹ in Lakhs</td></tr>
<tr><td>Particulars</td><td>March 31, 2026</td><td>March 31, 2025</td><td>March 31, 2024</td></tr>
<tr><td>Share Capital Equity</td><td>1,280,911</td><td>1,280,911</td><td>1,280,702</td></tr>
<tr><td>Other Equity</td><td>(1,802,414)</td><td>(1,877,041)</td><td>(1,789,358)</td></tr>
<tr><td>Total Income</td><td>141,907</td><td>136,569</td><td>142,325</td></tr>
<tr><td>Profit Before Tax</td><td>77,926</td><td>(87,515)</td><td>(68,136)</td></tr>
<tr><td>Profit After Tax</td><td>77,926</td><td>(87,515)</td><td>(68,136)</td></tr>
<tr><td>5</td><td>Foreign Investment or collaborators, if any.</td><td colspan="4">Not Applicable</td></tr>
</table>

II. Information about the Appointee

1.	Background details	Mr. Jayant Bhimanwar, aged 58 years, is a Commerce Graduate and holds a Master of Business Administration (MBA) in Marketing. He possesses over 30 years of experience in Telecommunications, Telecom Infrastructure and Information Technology sectors. During his long and distinguished tenure around 18 years with GTL Infrastructure Limited, he has held various leadership positions, including Regional Business Head and Strategic Key Account Manager.
2.	Past Remuneration	₹ 60.73 Lakhs /– p.a. in capacity of VP – Sales and Marketing
3.	Recognition or awards	–
4.	Job profile and his suitability	Mr. Jayant Bhimanwar possesses over 30 years of experience in Telecommunications, Telecom Infrastructure and Information Technology sectors. During his long and distinguished tenure around 18 years with GTL Infrastructure Limited, he has held various leadership positions, including Regional Business Head and Strategic Key Account Manager. During this, he was responsible for managing key customer relationships and has consistently delivered value through strategic commercial negotiations, customer relationship management, contract management, and business growth initiatives. He has demonstrated leadership in managing multi–regional operations, large operational teams, and complex service environments with strong focus on execution excellence, operational efficiency, cost optimization, and customer service reliability. Proven ability to translate strategic business objectives into scalable operating models and measurable business outcomes. Considering his long association with the Company, experience in various leadership positions and extensive knowledge and understanding of the Company's business and operations, the Board considered his appointment for the position of Whole–time Director.
5.	Remuneration proposed	Details of the total remuneration which is proposed to be paid to Mr. jayant Bhimanwar 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 7,000 equity shares in the Company, Mr. Jayant Bhimanwar 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	The Company is in the business of providing passive shared infrastructure to various telecom operators. This is capital intensive in nature. 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 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 unsustainable debt accumulated by the telecom companies materially impacted the operating environment. Thereafter, the year 2017–18 has seen unprecedented shutting down of some of the major telecom operators such as Aircel Group (then largest customer of the Company), Tata Teleservices, Reliance Communication, Shyam Sistema (merged with Reliance Communication) and Telenor (merged with Airtel). These events substantially reduced the number of telecom operators and resulted in significant tenancy losses for the Company, despite having long term binding contracts with telecom operators. Resultantly, the Company has lost approximately 69,743 tenancies as a result of these events. Consequently, more than 14,000 towers sites, abandoned by discontinuing operators became unoccupied (which was 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. As a result, the Company was saddled with substantial costs and liabilities including rents, vendors' claims and statutory dues on such unoccupied towers without any revenue.
2.	Steps taken or proposed to be taken for improvement	Despite the headwinds of tenant attrition driven by industry consolidation, the Company continues to undertake various resource optimisation measures, remains regular in payment of statutory dues, taxes and employee dues, and has secured extensions of customer lock–in periods providing greater revenue visibility. The Company continues to pursue contractual claims of approx. ₹ 15,01,135 Lakhs from various customers in respect of premature exits by them in the lock in period. The telecom sector is also witnessing positive developments supported by policy and regulatory measures, continued network expansion, increasing data consumption and investments in 4G / 5G, fibreisation and digital connectivity, which are expected to create long–term opportunities for telecom infrastructure providers. Additionally, the Company has also progressed its debt resolution, having settled dues with two secured lenders, received One–time Settlement / Negotiated Settlement sanction from the Lead Lender and continued discussions with the remaining Rupee Term Loan lenders.
3.	Expected increase in productivity and profits in measurable terms	Under the above 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, availability of cash flows and completion of remaining debt resolution.

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, 2026 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 2025–26.

The Board commends passing of the Resolutions as set out in Item Nos. 3 and 4 of the accompanying Notice respectively.

Except Mr. Jayant Bhimanwar, 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 Nos. 3 and 4 above of the Notice.

Item No. 5

Based on the recommendation of the Nomination and Remuneration Committee ("NRC"), the Board of Directors of the Company, at its meeting held on August 6, 2026, appointed Mr. Abhijit Padmanabh Deshpande (DIN: 05203925) as an Additional Director in the capacity of Non–Executive, Non–Independent Director of the Company with effect from August 6, 2026.

Pursuant to the provisions of Section 161(1) of the Companies Act, 2013 (the " Act") and Article 130 of the Articles of Association of the Company, Mr. Abhijit Deshpande 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 shareholders 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. Accordingly, with a view to comply with the said requirement, it is proposed to obtain the approval of the members for his appointment at this 23rd AGM.

The Company has received a Notice from a Member in writing under Section 160(1) of the Act proposing Mr. Abhijit Deshpande's candidature for the office of Director. The Company has also received from Mr. Abhijit Deshpande (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.

Mr. Deshpande, aged 61 years, is a Mechanical Engineer and holds postgraduate qualifications in Business Management and Production Management. He is also a Chartered Engineer and has over 41 years of extensive professional experience across diverse sectors including Telecom Infrastructure, Power Transmission & Distribution, Thermal Technology, Automobile and Oil & Gas.

He possesses domain experience in power distribution projects, including operation and maintenance of distribution networks and substations. His functional expertise encompasses manufacturing, project and contract management, materials and procurement management, quality assurance, business development and execution of domestic and overseas EPC projects.

The NRC, after considering his qualifications, professional experience, expertise and suitability, was of the view that his experience and expertise would complement the existing skills and competencies of the Board and recommended his appointment. The Board, considering the recommendation of the NRC and being of the view that his association would be beneficial to the Company, recommends his appointment as a Non–Executive, Non–Independent Director, liable to retire by rotation.

The Board commends passing of the Ordinary Resolution as set out in Item No. 5 of the accompanying Notice.

Except Mr. Abhijit Deshpande, 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. 5 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. Charudatta K. Naik
1	DIN	00225472
2	Age	61 years
3	Qualifications	Bachelor of Engineering – BE, Electronics & Telecom Engineering
4	Terms and Conditions of Appointment	Liable to retire by rotation.
5	Experience	Wide experience in telecom sector
6	Remuneration last drawn (including Sitting Fees, if any)	₹ 18 Lakhs
7	Details of remuneration to be paid, if any	Sitting Fees for attending Board meetings and Committee meetings, if any, where he is member.

Sr. No.	Particulars	Mr. Charudatta K. Naik
8	Details of first appointment to the Board	February 4, 2004
9	Shareholding in the Company	13,25,900 Equity Shares of ₹ 10 each
10	Relationship with other Directors / Manager/ KMPs	Mr. Charudatta Naik 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	11 (Eleven)
12	In case of Independent Directors, justification for choosing the appointee	Not Applicable
13	Directorship / Membership / Chairmanship of Committees in other entities	Director in Studio Ghar Private Limited
14	Listed entities from which the Director has resigned in the past three years	NIL

Annexure – 2

Sr. No.	Particulars	Mr. Jayant L. Bhimanwar
1	DIN	09033879
2	Age	58 years
3	Qualifications	Master of Business Administration (MBA) in Marketing
4	Terms and Conditions of Appointment	Please refer to the text of explanatory statement to the resolution no. 4.
5	Experience	Possesses over 30 years of experience in Telecommunications, Telecom Infrastructure and Information Technology sectors.
6	Remuneration last drawn (including Sitting Fees, if any)	₹ 60.73 Lakhs /– p.a. in capacity of VP – Sales and Marketing
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	August 6, 2026
9	Shareholding in the Company	7,000 Equity Shares of ₹ 10/– each
10	Relationship with other Directors / Manager/ KMPs	Mr. Jayant Bhimanwar 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	Not Applicable
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

Annexure – 3

Sr. No.	Particulars	Mr. Abhijit P. Deshpande
1	DIN	05203925
2	Age	61 years
3	Qualifications	• Mechanical Engineering; • Postgraduate qualifications in Business Management and Production Management; • Chartered Engineer
4	Terms and Conditions of Appointment	Liable to retire by rotation.
5	Experience	Extensive professional experience across diverse sectors viz. Telecom Infrastructure, Power Transmission & Distribution, Thermal Technology, Automobile, Oil & Gas.
6	Remuneration last drawn (including Sitting Fees, if any)	NIL
7	Details of remuneration to be paid, if any	Sitting Fees for attending Board meetings and Committee meetings, if any, where he is member.
8	Details of first appointment to the Board	August 6, 2026
9	Shareholding in the Company	NIL
10	Relationship with other Directors / Manager/ KMPs	Mr. Abhijit Deshpande 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	Not Applicable
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

Deepak A. Keluskar
Company Secretary

Place : Mumbai
Date : September 01, 2026

Registered Office:
GTL Infrastructure Limited,
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Website: www.gtlinfra.com
CIN: L74210MH2004PLC144367