# FORM NO. MGT-7

[Pursuant to sub-Section(1) of section 92 of the Companies Act, 2013 and sub-rule (1) of rule 11of the Companies (Management and Administration) Rules, 2014]



# **Annual Return**

(other than OPCs and Small Companies)

## I. REGISTRATION AND OTHER DETAILS

(i) \* Corporate Identification Number (CIN) of the company Pre-fill L74210MH2004PLC144367 Global Location Number (GLN) of the company \* Permanent Account Number (PAN) of the company AACCG2107K (ii) (a) Name of the company GTL INFRASTRUCTURE LTD (b) Registered office address 3rdFloor,GlobalVision,ElectronicSadanNo.IIMIDC,TTCIndustrial Area, Mahape NA Navi Mumbai Maharashtra 400710 +مثلم مرا (c) \*e-mail ID of the company niteshm@gtlinfra.com (d) \*Telephone number with STD code 02268293500 (e) Website http://www.gtlinfra.com Date of Incorporation (iii) 04/02/2004 (iv) Type of the Company Category of the Company Sub-category of the Company Public Company Company limited by shares Indian Non-Government company

(v) Whether company is having share capital
(vi) \*Whether shares listed on recognized Stock Exchange(s)
Yes
No

#### (a) Details of stock exchanges where shares are listed

S. No.		Stock Exchange Name			Code	]
		BSE LIMITED			1	
	NATIONA	L STOCK EXCHANGE OF IND	IA LIMITED		1,024	
				i		
(b) CIN	of the Registrar and	Transfer Agent		U9999	9MH1994PTC076534	Pre-fill
Name	of the Registrar and <sup>-</sup>	Fransfer Agent				
BIGSHA	ARE SERVICES PRIVATE	LIMITED				
Registe	ered office address o	f the Registrar and Transf	er Agents			
		e no S6-2 ,6th floor, Mahakal entre, Andheri East Mumbai				
(vii) *Financi	ial year From date 0	01/04/2023 (DI	D/MM/YYYY)	) To da	ate 31/03/2024	(DD/MM/YYYY)
(viii) *Wheth	er Annual general m	eeting (AGM) held	• Y	'es	○ No	
(a) If ye	es, date of AGM					
(b) Due	e date of AGM	30/09/2024				
(c) Whe	ether any extension f	or AGM granted	C	) Yes	No	
	-	ACTIVITIES OF THE		•	0	

\*Number of business activities 1

	Main Activity group code		Business Activity Code		% of turnover of the company
1	J	Information and communication	J8	Other information & communication service activities	100

# III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES (INCLUDING JOINT VENTURES)

*No. of Companies for which information is to be given	0		Pre-fill Al
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S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint Venture	% of shares held				
1								
IV. SHA	V. SHARE CAPITAL, DEBENTURES AND OTHER SECURITIES OF THE COMPANY							

## (i) \*SHARE CAPITAL

#### (a) Equity share capital

Particulars	Authorised capital	lssued capital	Subscribed capital	Paid up capital
Total number of equity shares	16,000,000,000	12,807,020,947	12,807,020,947	12,807,020,947
Total amount of equity shares (in Rupees)	160,000,000,000	128,070,209,470	128,070,209,470	128,070,209,47(

Number of classes

Class of Shares	Authorised capital	Icapital	Subscribed capital	Paid up capital
Number of equity shares	16,000,000,000	12,807,020,947	12,807,020,947	12,807,020,947
Nominal value per share (in rupees)	10	10	10	10
Total amount of equity shares (in rupees)	160,000,000,000	128,070,209,470	128,070,209,470	128,070,209,470 +

1

#### (b) Preference share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid-up capital
Total number of preference shares	200,000,000	0	0	0
Total amount of preference shares (in rupees)	20,000,000,000	0	0	0

Number of classes

Class of shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of preference shares	200,000,000	0	0	0
Nominal value per share (in rupees)	100	100	100	100
Total amount of preference shares (in rupees)	20,000,000,000	0	0	0

1

## (c) Unclassified share capital

Particulars	Authorised Capital
Total amount of unclassified shares	0

## (d) Break-up of paid-up share capital

Class of shares	Number of shares		Total nominal amount	Total Paid-up amount	Total premium	
Equity shares	Physical	DEMAT	Total			
At the beginning of the year	95,210,398	12,575,892, ±	1267110274	126,711,027 ±	126,711,02 #	

	1					,
Increase during the year	0	0	0	1,359,224,9	1,359,224,	0
i. Pubic Issues	0	0	0	0	0	0
ii. Rights issue	0	0	0	0	0	0
iii. Bonus issue	0	0	0	0	0	0
iv. Private Placement/ Preferential allotment	0	0	0	0	0	0
v. ESOPs	0	0	0	0	0	0
vi. Sweat equity shares allotted	0	0	0	0	0	0
vii. Conversion of Preference share	0	0	0	0	0	0
viii. Conversion of Debentures	0	0	0	0	0	0
ix. GDRs/ADRs	0	0	0	0	0	0
x. Others, specify				1,359,224,9	1.359.224.	
FCCB Conversion + Remat to Demat				±	_	
Decrease during the year	0	0	0	42,910	42,910	0
i. Buy-back of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify				42,910	42,910	
Remat to Demat				42,910	42,910	
At the end of the year	95,210,398	12,575,892,	1267110274	128,070,20§	128,070,20	
Preference shares						
At the beginning of the year	0	0	0	0	0	
Increase during the year	0	0	0	0	0	0
Increase during the year i. Issues of shares	0	0	0	0	0	0
i. Issues of shares	0	0	0	0	0	0
i. Issues of shares ii. Re-issue of forfeited shares	0	0	0	0	0	0

ii. Shares forfeited		0	0	0	0	0	0
iii. Reduction of share capi	ii. Reduction of share capital			0	0	0	0
iv. Others, specify							
At the end of the year	0	0	0	0	0		
SIN of the equity shares (ii) Details of stock spl	of the company it/consolidation during th	e year (for ea	ch class of s	hares)	0		
Class o	(i)	(i) (			(iii)		
Before split /	Number of shares						
Consolidation	Face value per share						
After split /	Number of shares						

# (iii) Details of shares/Debentures Transfers since closure date of last financial year (or in the case of the first return at any time since the incorporation of the company) \*

⊖ Yes	🔿 No	<ul> <li>Not Applicable</li> </ul>
C	C	
	O No	
	$\bigcirc$ No	
constato chool	- attachment (	ar submission in a CD/Digit
	) Yes	0

Note: In case list of transfer exceeds 10, option for submission as a separate sheet attachment or submission in a CD/Digital Media may be shown.

Date of the previous annual general meeting				
Date of registration of transfer (Date Month Year)				
Type of transfer 1 - Equity, 2- Preference Shares, 3 - Debentures, 4 - Stock				
Number of Shares/ Debentures/       Amount per Share/         Units Transferred       Debenture/Unit (in Rs.)				

Ledger Folio of Trans	sferor		
Transferor's Name			
	Surname	middle name	first name
Ledger Folio of Trans	sferee	·	
Transferee's Name			
	Surname	middle name	first name
Date of registration c	of transfer (Date Month Year)		
Type of transfe	r 1 - E	equity, 2- Preference Shares,3 -	Debentures, 4 - Stock
Number of Shares/ E Units Transferred	Debentures/	Amount per Share/ Debenture/Unit (in Rs.)	
Ledger Folio of Trans	sferor		
Transferor's Name			
	Surname	middle name	first name
Ledger Folio of Trans	sferee		
Transferee's Name			
	Surname	middle name	first name

# (iv) \*Debentures (Outstanding as at the end of financial year)

Particulars	Number of units	Nominal value per unit	Total value
Non-convertible debentures	0	0	0
Partly convertible debentures	0	0	0
Fully convertible debentures	0	0	0

Particulars	Nominal value per unit	Total value
Total		0

#### Details of debentures

Class of debentures	Outstanding as at the beginning of the year	-	Decrease during the year	Outstanding as at the end of the year
Non-convertible debentures	0	0	0	0
Partly convertible debentures	0	0	0	0
Fully convertible debentures	0	0	0	0

#### (v) Securities (other than shares and debentures)

Type of	Number of	Nominal Value of	Total Nominal	Paid up Value of	Total Paid up Value
Securities	Securities	each Unit	Value	each Únit	
Securities	Securities	each onn	value	each Onit	
Tatal					
Total					
	L				

# V. \*Turnover and net worth of the company (as defined in the Companies Act, 2013)

(i) Turnover

13,720,126,661

0

### (ii) Net worth of the Company

-50,865,612,471

## VI. (a) \*SHARE HOLDING PATTERN - Promoters

S. No.	Category	Equ	ity	Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	0	0	0	
	(ii) Non-resident Indian (NRI)	0	0	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	

	Total	420,144,016	3.28	0	0
10.	Others	0	0	0	
9.	Body corporate (not mentioned above)	420,144,016	3.28	0	
8.	Venture capital	0	0	0	
7.	Mutual funds	0	0	0	
6.	Foreign institutional investors	0	0	0	
5.	Financial institutions	0	0	0	
4.	Banks	0	0	0	
3.	Insurance companies	0	0	0	

1

# Total number of shareholders (promoters)

## (b) \*SHARE HOLDING PATTERN - Public/Other than promoters

S. No.	Category	Equi	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage	
1.	Individual/Hindu Undivided Family					
	(i) Indian	6,434,367,454	50.24	0		
	(ii) Non-resident Indian (NRI)	134,004,749	1.05	0		
	(iii) Foreign national (other than NRI)	0	0	0		
2.	Government					
	(i) Central Government	0	0	0		
	(ii) State Government	0	0	0		
	(iii) Government companies	0	0	0		
3.	Insurance companies	426,177,058	3.33	0		
4.	Banks	5,058,900,626	39.5	0		
5.	Financial institutions	54,427,094	0.42	0		
6.	Foreign institutional investors	0	0	0		
7.	Mutual funds	214	0	0		

8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	120,326,339	0.94	0	
10.	Others OCB, OFB, RFPI, Clearing Me	158,673,397	1.24	0	
	Total	12,386,876,931	96.72	0	0

Total number of shareholders (other than promoters)

1,505,843

Total number of shareholders (Promoters+Public/ Other than promoters)

1,505,844

#### VII. \*NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS (Details, Promoters, Members (other than promoters), Debenture holders)

Details	At the beginning of the year	At the end of the year
Promoters	1	1
Members (other than promoters)	1,167,523	1,505,843
Debenture holders	0	0

## VIII. DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

## (A) \*Composition of Board of Directors

Category		directors at the g of the year	Number of directors at the end of the year		Percentage of shares held by directors as at the end of year	
	Executive	Non-executive	Executive	Non-executive	Executive	Non-executive
A. <b>Promoter</b>	0	0	0	0	0	0
B. Non-Promoter	1	6	1	7	0	0.07
(i) Non-Independent	1	2	1	3	0	0.06
(ii) Independent	0	4	0	4	0	0.01
C. Nominee Directors representing	0	0	0	0	0	0
(i) Banks & FIs	0	0	0	0	0	0
(ii) Investing institutions	0	0	0	0	0	0
(iii) Government	0	0	0	0	0	0
(iv) Small share holders	0	0	0	0	0	0

(v) Others	0	0	0	0	0	0
Total	1	6	1	7	0	0.07

Number of Directors and Key managerial personnel (who is not director) as on the financial year end date

#### (B) (i) \*Details of directors and Key managerial personnel as on the closure of financial year

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
MANOJ GAJANAN TIF	00298407	Director	5,897,783	
NAGARAJAN BALASU	00288918	Director	530,046	
VINOD BALMUKUND	01725158	Director	459,000	
ANAND PRABHAKAR	00634761	Director	100,000	
CHARUDATTA KASHI	00225472	Director	1,325,000	
DINA S HATEKAR	08535438	Director	9,425	
VIKAS K. ARORA	09785527	Director	22,000	
SUNALI CHAUDHRY	07139326	Director	285,445	
BHUPENDRA JAYAVA	ADRPK2924K	CFO	90,041	
NITESH ASHOK MHA <sup>-</sup>	AKKPM1486C	Company Secretar	0	

(ii) Particulars of change in director(s) and Key managerial personnel during the year

Name			Date of appointment/ change in	Nature of change (Appointment/ Change in designation/ Cessation)
SUNALI CHAUDHR'	07139326	Additional director	05/09/2023	Appointment
SUNALI CHAUDHR'	07139326	Director	28/09/2023	Change in Designation

# IX. MEETINGS OF MEMBERS/CLASS OF MEMBERS/BOARD/COMMITTEES OF THE BOARD OF DIRECTORS

A. MEMBERS/CLASS /REQUISITIONED/NCLT/COURT CONVENED MEETINGS

Number of meetings held

10

2

Type of meeting	Date of meeting	Total Number of Members entitled to attend meeting	Attend	ance
				% of total shareholding
Annual General Meeting	28/09/2023	1,205,501	86	0.06

### **B. BOARD MEETINGS**

*Number of meetings held	7	
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S. No.	Date of meeting	Total Number of directors associated as on the date		Attendance
		of meeting	Number of directors attended	% of attendance
1	11/05/2023	7	7	100
2	25/05/2023	7	7	100
3	09/08/2023	7	7	100
4	05/09/2023	8	7	87.5
5	12/10/2023	8	8	100
6	09/11/2023	8	8	100
7	08/02/2024	8	8	100

#### C. COMMITTEE MEETINGS

per of meet	tings held		26		
S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	A Number of members attended	ttendance % of attendance
1	Audit Committe	11/05/2023	7	7	100
2	Audit Committe	09/08/2023	7	7	100
3	Audit Committe	24/08/2023	7	7	100
4	Audit Committe	05/09/2023	7	7	100
5	Audit Committe	09/11/2023	7	7	100
6	Audit Committe	08/02/2024	7	7	100
7	Audit Committe	19/03/2024	7	7	100
8	Nomination & I	10/05/2023	3	3	100
9	Nomination &	24/08/2023	3	3	100

S. No.	Type of meeting	Date of meeting			Attendance % of attendance
	Nomination &		3	3	100

#### D. \*ATTENDANCE OF DIRECTORS

		Board Meetings Committee Meetings					Whether attended AGM	
S. No.	Name of the director		Meetings	% of		Meetings	% of attendance	held on
		entitled to attend	attended		entitled to attend	attended	allendance	14/08/2024
								(Y/N/NA)
1	MANOJ GAJA	7	7	100	6	6	100	Yes
2	NAGARAJAN	7	7	100	12	12	100	Yes
3	VINOD BALM	7	7	100	22	22	100	Yes
4	ANAND PRAE	7	7	100	11	11	100	Yes
5	CHARUDATT	7	7	100	17	17	100	Yes
6	DINA S HATE	7	7	100	5	5	100	Yes
7	VIKAS K. ARC	7	6	85.71	4	4	100	Yes
8	SUNALI CHAU	4	4	100	5	5	100	Yes

#### X. \*REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

🗌 Nil

Number o	f Managing Director, W	/hole-time Directors	s and/or Manager v	whose remuneratio	n details to be ente	ered 1	
S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	VIKAS K ARORA	Whole-Time Dir∉ ∎					0
	Total		0				0
							•
Number o	f CEO, CFO and Comp	oany secretary who	se remuneration d	etails to be entered	ł	2	
Number o	f CEO, CFO and Comp Name	bany secretary who Designation	se remuneration d Gross Salary	etails to be entered	Stock Option/ Sweat equity	2 Others	Total Amount
		Designation		Г	Stock Option/	2 Others	

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
	Total						
lumber o	of other directors whose	remuneration deta	ails to be entered			7	
S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	MANOJ GAJANAN	Director	0	0	0	1,375,000	1,375,000
2	NAGARAJAN BALA	Director	0	0	0	2,075,000	2,075,000
3		Director	0	0	0	3,025,000	3,025,000
4	ANAND PRABHAK/	Director	0	0	0	1,950,000	1,950,000
5		Director	0	0	0	2,450,000	2,450,000
6	DINA S HATEKAR	Director	0	0	0	1,375,000	1,375,000
7	SUNALI CHAUDHR	Director	0	0	0	900,000	900,000
	Total		0	0	0	13,150,000	13,150,000

#### XI. MATTERS RELATED TO CERTIFICATION OF COMPLIANCES AND DISCLOSURES

* A.	Whether the company has made compliances and disclosures in respect of applicable	Yes	$\bigcirc$	No
	provisions of the Companies Act, 2013 during the year	100	$\bigcirc$	110

B. If No, give reasons/observations

#### XII. PENALTY AND PUNISHMENT - DETAILS THEREOF

# (A) DETAILS OF PENALTIES / PUNISHMENT IMPOSED ON COMPANY/DIRECTORS /OFFICERS $\bigotimes$ NiI

	Name of the court/ concerned Authority	Date of Order	Details of penalty/ punishment	Details of appeal (if any) including present status

(B) DETAILS OF COMPOUNDING OF OFFENCES NII

	section under which	Amount of compounding (in Rupees)

#### XIII. Whether complete list of shareholders, debenture holders has been enclosed as an attachment

🔿 Yes 💿 No

(In case of 'No', submit the details separately through the method specified in instruction kit)

#### XIV. COMPLIANCE OF SUB-SECTION (2) OF SECTION 92, IN CASE OF LISTED COMPANIES

In case of a listed company or a company having paid up share capital of Ten Crore rupees or more or turnover of Fifty Crore rupees or more, details of company secretary in whole time practice certifying the annual return in Form MGT-8.

Name	Chetan A. Joshi	
Whether associate or fellow	<ul> <li>Associate  Fellow</li> </ul>	
Certificate of practice number	7744	

#### I/We certify that:

(a) The return states the facts, as they stood on the date of the closure of the financial year aforesaid correctly and adequately.
(b) Unless otherwise expressly stated to the contrary elsewhere in this Return, the Company has complied with all the provisions of the Act during the financial year.

#### Declaration

I am Authorised by the Board of Directors of the company vide resolution no	10	dated	12/08/2014	

(DD/MM/YYYY) to sign this form and declare that all the requirements of the Companies Act, 2013 and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been compiled with. I further declare that:

1. Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the company.

2. All the required attachments have been completely and legibly attached to this form.

# Note: Attention is also drawn to the provisions of Section 447, section 448 and 449 of the Companies Act, 2013 which provide for punishment for fraud, punishment for false statement and punishment for false evidence respectively.

#### To be digitally signed by

Director				
DIN of the director	09785527			
To be digitally signed by				
Company Secretary				
Company secretary in practice	9			
Membership number 18487		Certificate of practice n	umber	

#### Attachments

List of attachments

<ol> <li>List of share holders, debenture holders</li> <li>Approval letter for extension of AGM;</li> </ol>	Attach Attach	
3. Copy of MGT-8;	Attach	
4. Optional Attachement(s), if any	Attach	
		Remove attachment
Modify Check Form	Prescrutiny	Submit

This eForm has been taken on file maintained by the Registrar of Companies through electronic mode and on the basis of statement of correctness given by the company