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]

सत्यमेव जयते

Annual Return

(other than OPCs and Small Companies)

Form language (●) English ( ) Hindi

Refer the instruction kit for filing the form.

I. REGISTRATION AND OTHER DETAILS

(i) * Corporate Identification Number (CIN) of the company: L40300MH1987PLC045657 [Pre-fill]

Global Location Number (GLN) of the company:

* Permanent Account Number (PAN) of the company: AAACG3742L

(ii) (a) Name of the company: GTL Limited

(b) Registered office address

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

(c) *e-mail ID of the company: gtlshares@gtllimited.com

(d) *Telephone number with STD code: 02227612929

(e) Website: www.gtllimited.com

(iii) Date of Incorporation:

(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 (●) Yes ( ) No

(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
1	BSE Limited	1
2	National Stock Exchange of India Limited	1,024

(b) CIN of the Registrar and Transfer Agent U99999MH1994PTC076534 Pre-fill

Name of the Registrar and Transfer Agent

BIGSHARE SERVICES PRIVATE LIMITED

Registered office address of the Registrar and Transfer Agents

Pinnacle Business Park, Office No. S6-2, 6th Floor, Mahakali Caves Road, Next to Ahura Centre, Andheri East, Mumbai

(vii) *Financial year From date 01/04/2024 (DD/MM/YYYY) To date 31/03/2025 (DD/MM/YYYY)

(viii) *Whether Annual general meeting (AGM) held ○ Yes ◉ No

(a) If yes, date of AGM

(b) Due date of AGM 30/09/2025

(c) Whether any extension for AGM granted ○ Yes ◉ No

(f) Specify the reasons for not holding the same

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

*Number of business activities 1

S.No	Main Activity group code	Description of Main Activity group	Business Activity Code	Description of Business Activity	% of turnover of the company
1	J	Information and communication	J5	Wired, wireless or satellite Telecommunication 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 All

S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint Venture	% of shares held
1				

IV. SHARE CAPITAL, DEBENTURES AND OTHER SECURITIES OF THE COMPANY

(i) *SHARE CAPITAL

(a) Equity share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Total number of equity shares	290,000,000	157,296,781	157,296,781	157,296,781
Total amount of equity shares (in Rupees)	2,900,000,000	1,572,967,810	1,572,967,810	1,572,967,810

Number of classes 1

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of equity shares	290,000,000	157,296,781	157,296,781	157,296,781
Nominal value per share (in rupees)	10	10	10	10
Total amount of equity shares (in rupees)	2,900,000,000	1,572,967,810	1,572,967,810	1,572,967,810

(b) Preference share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid-up capital
Total number of preference shares	810,000,000	650,000,000	650,000,000	650,000,000
Total amount of preference shares (in rupees)	8,100,000,000	6,500,000,000	6,500,000,000	6,500,000,000

Number of classes 1

Class of shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of preference shares	810,000,000	650,000,000	650,000,000	650,000,000
Nominal value per share (in rupees)	10	10	10	10
Total amount of preference shares (in rupees)	8,100,000,000	6,500,000,000	6,500,000,000	6,500,000,000

(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	202,080	157,094,701	157296781	157,967,81(	157,967,81	
Increase during the year	0	1,643	1643	16,430	16,430	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	
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 Remat to Demat	0	1,643	1643	16,430	16,430	0
Decrease during the year	0	1,643	1643	16,430	16,430	0
i. Buy-back of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify Remat to Demat	0	1,643	1643	16,430	16,430	
At the end of the year	202,080	157,094,701	157296781	157,967,81(	157,967,81	
Preference shares						
At the beginning of the year	650,000,00(	0	650000000	6,500,000,0	6,500,000,(	
Increase during the year	0	0	0	0	0	0
i. Issues of shares	0	0	0	0	0	0
ii. Re-issue of forfeited shares	0	0	0	0	0	0

iii. Others, specify						
Decrease during the year	0	0	0	0	0	0
i. Redemption 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						
At the end of the year	650,000,000	0	650000000	6,500,000,0	6,500,000,	

ISIN of the equity shares of the company: INE043A01012

(ii) Details of stock split/consolidation during the year (for each class of shares): 0

Class of shares		(i)	(ii)	(iii)
Before split / Consolidation	Number of shares			
	Face value per share			
After split / Consolidation	Number of shares			
	Face value per share			

(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) *

☒ Nil

[Details being provided in a CD/Digital Media] ○ Yes ○ No ○ Not Applicable

Separate sheet attached for details of transfers ○ Yes ○ No

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/ Units Transferred		Amount per Share/ Debenture/Unit (in Rs.)	
Ledger Folio of Transferor			
Transferor's Name			
	Surname	middle name	first name
Ledger Folio of Transferee			
Transferee's Name			
	Surname	middle name	first name

Date of registration of transfer (Date Month Year)			
Type of transfer		1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred		Amount per Share/ Debenture/Unit (in Rs.)	
Ledger Folio of Transferor			
Transferor's Name			
	Surname	middle name	first name
Ledger Folio of Transferee			
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	14,000	1000000	14,000,000,000
Partly convertible debentures	0	0	0
Fully convertible debentures	0	0	0
Total			14,000,000,000

Details of debentures

Class of debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Non-convertible debentures	14,000,000,000	0	0	14,000,000,000
Partly convertible debentures	0	0	0	0
Fully convertible debentures	0	0	0	0

(v) Securities (other than shares and debentures) 0

Type of Securities	Number of Securities	Nominal Value of each Unit	Total Nominal Value	Paid up Value of each Unit	Total Paid up Value
Total					

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

(i) Turnover

(ii) Net worth of the Company -60,293,197,280

VI. (a) *SHARE HOLDING PATTERN - Promoters

S. No.	Category	Equity		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	
3.	Insurance companies		0	0	
4.	Banks	0	0	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	0	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	22,480,559	14.29	0	
10.	Others	0	0	0	
	Total	22,480,559	14.29	0	0

Total number of shareholders (promoters) 1

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

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	112,892,828	71.77	0	
	(ii) Non-resident Indian (NRI)	1,971,717	1.25	0	
	(iii) Foreign national (other than NRI)	1,933	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	1,007,259	0.64	0	

4.	Banks	15,138,974	9.62	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	106	0	0	
7.	Mutual funds	0	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	3,135,083	1.99	0	
10.	Others (RFPI + OCBs + Demat Susp	668,322	0.42	0	
	Total	134,816,222	85.69	0	0

Total number of shareholders (other than promoters) 171,606

Total number of shareholders (Promoters+Public/ Other than promoters) 171,607

(c) *Details of Foreign institutional investors' (FIIs) holding shares of the company 2

Name of the FII	Address	Date of Incorporation	Country of Incorporation	Number of shares held	% of shares held
CREDIT SUISSE FIRST E	P O BOX 9008070 ZURICH		CH	100	
BANK JULIUS BAER CC	C/O CUSTODIAL SERVICES PHOEN		CH	6	

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)	144,991	171,606
Debenture holders	1	1

VIII. DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

(A) *Composition of Board of Directors

Category	Number of directors at the beginning 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. **Promoter**	0	0	0	0	0	0

B. Non-Promoter	1	5	1	6	0	0
(i) Non-Independent	1	0	1	3	0	0
(ii) Independent	0	5	0	3	0	0
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	5	1	6	0	0

Number of Directors and Key managerial personnel (who is not director) as on the financial year end date 9

(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)
Mr. D. S. Gunasingh	02081210	Director	100	
Mr. Navin J. Kripalani	05159768	Director	0	
Mr. Sunil S. Valavalkaı	01799698	Whole-time directo	0	
Mrs. Siddhi M. Thakur	07142250	Director	0	
Dr. Mahesh M. Borase	03330328	Director	0	
Ms. Sanjana S. Pawar	07139311	Director	0	
Ms. Jyotisana S. Kondh	10729811	Director	0	
Mr. Deepak A. Keluska	BNNPK1694R	Company Secretar	0	
Mr. Milind V. Bapat	AABPB6957G	CFO	15,100	06/08/2025

(ii) Particulars of change in director(s) and Key managerial personnel during the year 8

Name	DIN/PAN	Designation at the beginning / during the financial year	Date of appointment/ change in designation/ cessation	Nature of change (Appointment/ Change in designation/ Cessation)
Ms. Jyotisana S. Kor	10729811	Additional director	14/08/2024	Appointment
Ms. Jyotisana S. Kor	10729811	Director	12/09/2024	Change in Designation
Mr. D. S. Gunasingh	02081210	Director	15/09/2024	Cessation as Independent Dir
Mr. D. S. Gunasingh	02081210	Additional director	16/09/2024	Appointment
Mr. D. S. Gunasingh	02081210	Director	09/12/2024	Change in Designation
Mr. Navin Jethananc	05159768	Director	15/09/2024	Cessation as Independent Dir
Mr. Navin Jethananc	05159768	Additional director	16/09/2024	Appointment
Mr. Navin Jethananc	05159768	Director	09/12/2024	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: 1

Type of meeting	Date of meeting	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
Annual General Meeting	12/09/2024	153,836	51	

B. BOARD MEETINGS

*Number of meetings held: 9

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	15/05/2024	6	6	100
2	17/05/2024	6	6	100
3	14/08/2024	7	7	100
4	13/09/2024	7	7	100
5	29/10/2024	7	7	100

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
6	11/11/2024	7	7	100
7	12/12/2024	7	7	100
8	04/02/2025	7	7	100
9	25/03/2025	7	7	100

C. COMMITTEE MEETINGS

Number of meetings held: 15

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
1	Audit Committe	15/05/2024	4	4	100
2	Audit Committe	13/06/2024	4	4	100
3	Audit Committe	14/08/2024	4	4	100
4	Audit Committe	11/11/2024	4	4	100
5	Audit Committe	04/02/2025	4	4	100
6	Nomination & I	15/05/2024	4	4	100
7	Nomination & I	29/07/2024	4	4	100
8	Nomination & I	13/09/2024	4	4	100
9	Nomination & I	11/11/2024	4	4	100
10	Nomination & I	03/02/2025	4	4	100

D. *ATTENDANCE OF DIRECTORS

S. No.	Name of the director	Board Meetings			Committee Meetings			Whether attended AGM held on
		Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	(Y/N/NA)
1	Mr. D. S. Guna	9	9	100	14	14	100	
2	Mr. Navin J. K	9	9	100	8	8	100	

3	Mr. Sunil S. V	9	9	100	1	1	100	
4	Mrs. Siddhi M.	9	9	100	8	8	100	
5	Dr. Mahesh M	9	9	100	13	13	100	
6	Ms. Sanjana S	9	9	100	9	9	100	
7	Ms. Jyotisana	7	7	100	4	4	100	

X. *REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

☐ Nil

Number of Managing Director, Whole-time Directors and/or Manager whose remuneration details to be entered: 1

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Mr. Sunil S. Valaval	Whole-time Dire	2,288,176	138,766	0	0	2,426,942
	Total		2,288,176	138,766	0	0	2,426,942

Number of CEO, CFO and Company secretary whose remuneration details to be entered: 2

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Mr. Milind V. Bapat	Chief Financial (	17,079,608	0	0	441,129	17,520,737
2	Mr. Deepak A. Kelu	Company Secre	4,795,322	0	0	136,854	4,932,176
	Total		21,874,930	0	0	577,983	22,452,913

Number of other directors whose remuneration details to be entered: 6

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Mr. D. S. Gunasingh	Director	0	0	0	2,700,000	2,700,000
2	Mr. Navin J. Kripala	Director	0	0	0	1,900,000	1,900,000
3	Mrs. Siddhi M. Thak	Director	0	0	0	1,800,000	1,800,000
4	Dr. Mahesh M. Bora	Director	0	0	0	2,800,000	2,800,000
5	Ms. Sanjana S. Paw	Director	0	0	0	2,000,000	2,000,000
6	Ms. Jyotisana S. Ko	Director	0	0	0	1,600,000	1,600,000
	Total		0	0	0	12,800,000	12,800,000

XI. MATTERS RELATED TO CERTIFICATION OF COMPLIANCES AND DISCLOSURES

* A. Whether the company has made compliances and disclosures in respect of applicable provisions of the Companies Act, 2013 during the year (●) Yes ( ) No

B. If No, give reasons/observations

XII. PENALTY AND PUNISHMENT - DETAILS THEREOF

(A) DETAILS OF PENALTIES / PUNISHMENT IMPOSED ON COMPANY/DIRECTORS /OFFICERS ☒ Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which penalised / punished	Details of penalty/ punishment	Details of appeal (if any) including present status

(B) DETAILS OF COMPOUNDING OF OFFENCES ☒ Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which offence committed	Particulars of offence	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: Mr. Virendra G. Bhatt

Whether associate or fellow (●) Associate ( ) Fellow

Certificate of practice number: 124

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. .. 25 dated 20/05/2014 (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 01799698

To be digitally signed by

(●) Company Secretary

( ) Company secretary in practice

Membership number 62222

Certificate of practice number

Attachments

1. List of share holders, debenture holders — Attach
2. Approval letter for extension of AGM; — Attach
3. Copy of MGT-8; — Attach
4. Optional Attachement(s), if any — Attach

List of attachments

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