

## NOTICE

Notice is hereby given that the **Sixteenth Annual General Meeting** of the Members of GTPL Hathway Limited ("Company") will be held on **Friday, June 10, 2022 at 12:30 p.m. IST through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM")** to transact the following business: -

### ORDINARY BUSINESS:

1. To consider and adopt (a) the audited standalone financial statement of the Company for the financial year ended March 31, 2022 and the reports of the Board of Directors and Auditors thereon; and (b) the audited consolidated financial statement of the Company for the financial year ended March 31, 2022 and the report of Auditors thereon and in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolutions as an **Ordinary Resolutions:**

- "RESOLVED THAT** the audited standalone financial statement of the Company for the financial year ended March 31, 2022 and the reports of the Board of Directors and Auditors thereon, as circulated to the members, be and are hereby considered and adopted."
- "RESOLVED THAT** the audited consolidated financial statement of the Company for the financial year ended March 31, 2022 and the report of the Auditors thereon, as circulated to the members, be and are hereby considered and adopted."

2. To declare a dividend on equity shares for the financial year ended March 31, 2022 and in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution:**

**"RESOLVED THAT** a dividend at the rate of ₹ 4.00/- (Four rupees only) per equity share of ₹ 10/- (Ten rupees) each fully paid-up of the Company, as recommended by the Board of Directors, be and is hereby declared for the financial year ended March 31, 2022 and the same be paid out of the profits of the Company for the financial year ended March 31, 2022."

3. To appoint Mr. Amit Shah (DIN: 02450422), who retires by rotation as a Director and in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution:**

**"RESOLVED THAT** in accordance with the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Mr. Amit Shah (DIN: 02450422), who retires by rotation at this Meeting, be and is hereby appointed as a Director of the Company."

4. To appoint M/s Deloitte Haskins & Sells, Chartered Accountants (Firm Registration No. 117365W) as the Statutory Auditors of the Company and in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution:**

**"RESOLVED THAT** pursuant to the provisions of Section 139 and other applicable provisions of the Companies Act, 2013, M/s Deloitte Haskins & Sells, Chartered Accountants (Firm Registration No. 117365W) be and are hereby appointed as Statutory Auditors of the Company, in place of M/s Khimji Kunverji & Co. LLP, Chartered Accountants (Firm Registration No. 105146W/W100621), the retiring Statutory Auditors, to hold office from the conclusion of this Annual General Meeting ("AGM") till the conclusion of the Twenty First AGM of the Company on such remuneration as shall be fixed by the Board of Directors of the Company."

### SPECIAL BUSINESS:

5. To re-appoint Mr. Anirudhsinh Jadeja (DIN: 00461390) as a Managing Director and in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution:**

**"RESOLVED THAT** in accordance with the provisions of Section 196, 197 and 203 read with Schedule V, and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), approval of the members be and is hereby accorded to re-appoint Mr. Anirudhsinh Jadeja (DIN: 00461390) as a Managing Director of the Company, for a period of 3 (three) years, on expiry of his present term of office i.e. with effect from December 8, 2022 on the terms and conditions including remuneration as set out in the Statement annexed to the Notice convening this meeting, with a liberty to the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said re-appointment and / or remuneration as it may deem fit subject to the same not exceeding the overall limits of the managerial remuneration as prescribed under the Companies Act, 2013 or any statutory modification or re-enactment thereof, for the time being force and as agreed by and between the Board of Directors and Mr. Anirudhsinh Jadeja without any further reference to the Company in General Meeting, to obtain further approval from members;

**RESOLVED FURTHER THAT** notwithstanding anything contained to the contrary in the Companies Act, 2013, wherein any financial year the Company has no profits or inadequate profit, Mr. Anirudhsinh Jadeja will be paid minimum remuneration as stated in the Explanatory Statement or such remuneration as may be approved by the Board within the ceiling limit prescribed under Schedule V of the Companies Act, 2013 or any modification or re-enactment thereof;

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorised to do all acts and take all such steps as may be deemed necessary, proper or expedient to give effect to this resolution."

6. To appoint Mrs. Divya Momaya (DIN: 00365757) as an Independent Director and in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution:**

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mrs. Divya Momaya (DIN: 00365757), who was appointed as an Additional Director

Place : Ahmedabad  
Date : May 13, 2022

### Registered Office:

202, Sahajanand Shopping Center,  
Opp. Swaminarayan Mandir, Shahibaug,  
Ahmedabad - 380004, India  
CIN: L64204GJ2006PLC048908  
Phone: (079) 61400000  
E-mail: complianceofficer@gtpl.net  
Website: www.gtpl.net

pursuant to the provisions of Section 161(1) of the Act and the Articles of Association of the Company and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing her candidature for the office of Director, be appointed as an Independent Director, not liable to retire by rotation and to hold office for a term up to September 27, 2024;

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

7. To ratify the remuneration of Cost Auditors for the financial year ending March 31, 2023 and in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution:**

**"RESOLVED THAT** in accordance with the provisions of Section 148 and other applicable provisions of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the remuneration, as approved by the Board of Directors and set out in the Statement annexed to the Notice, to be paid to the Cost Auditors appointed by the Board of Directors, to conduct the audit of cost records of the Company for the financial year ending March 31, 2023, be and is hereby ratified."

By order of the Board of Directors

**Hardik Sanghvi**  
Company Secretary and Compliance Officer

**NOTES:**

1. Considering the present Covid-19 pandemic, the Ministry of Corporate Affairs ("MCA") has, vide its circular dated May 5, 2022 read together with circulars dated April 8, 2020, April 13, 2020, May 5, 2020, January 13, 2021, December 8, 2021 and December 14, 2021 (collectively referred to as "MCA Circulars") permitted convening the Annual General Meeting ("AGM" / "Meeting") through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM"), without the physical presence of the members at a common venue. In accordance with the MCA Circulars, provisions of the Companies Act, 2013 ('the Act') and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), the AGM of the Company is being held through VC / OAVM. The deemed venue for the AGM shall be the Registered Office of the Company.
2. A statement pursuant to Section 102(1) of the Act, relating to the Special Business to be transacted at the AGM is annexed hereto.
3. Generally, a member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on a poll instead of himself and the proxy need not be a member of the Company. Since this AGM is being held through VC / OAVM pursuant to the MCA Circulars, physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies by the members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed hereto.
4. Since the AGM will be held through VC / OAVM, the route map of the venue of the Meeting is not annexed hereto.
5. In terms of the provisions of Section 152 of the Act, Mr. Amit Shah, Director, retires by rotation at the Meeting. The Nomination and Remuneration Committee and the Board of Directors of the Company commend his re-appointment.  
  
Mr. Amit Shah is interested in the Ordinary Resolution set out at Item No. 3 of the Notice with regard to his re-appointment. The relatives of Mr. Amit Shah may be deemed to be interested in the resolution set out at Item No. 3 of the Notice, to the extent of their shareholding interest, if any, in the Company. Save and except the above, none of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the Ordinary Business set out under Item Nos. 1 to 4 of the Notice.
6. Details of Directors retiring by rotation /seeking re-appointment at this Meeting are provided in the "Annexure A" to the Notice.

**DISPATCH OF ANNUAL REPORT THROUGH ELECTRONIC MODE:**

7. **In compliance with the MCA Circulars and SEBI Circular dated May 13, 2022, Notice of the AGM along with the Annual Report FY 2021-22 is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/ Depositories. Members may note that the Notice and Annual Report FY 2021-22 will also be available on the Company's website www.gtpl.net, websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, and on the website of KFin Technologies Limited ("KFinTech") at https://evoting.kfintech.com.**
8. For receiving all communication (including Annual Report) from the Company electronically:
  - a. Members holding shares in physical mode and who have not registered/ updated their e-mail address may get their e-mail addresses registered with Link Intime India Private Limited, Registrar and Transfer Agent ("RTA"), by clicking the link: [https://web.linkintime.co.in/EmailReg/Email\\_Register.html](https://web.linkintime.co.in/EmailReg/Email_Register.html) on the website [www.linkintime.co.in](http://www.linkintime.co.in) under the Investor Services tab by choosing the E-mail / Bank Registration heading and following the registration process as guided therein. The members are requested to provide details such as Name, Folio Number, Certificate number, PAN, mobile number and e-mail id and also upload the image of share certificate in PDF or JPEG format. (upto 1 MB). In case of any query, a member may send an e-mail to RTA at [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in).
  - b. Members holding shares in dematerialised mode are requested to register/ update their e-mail addresses with the relevant Depository Participant with whom they maintain their account.

**PROCEDURE FOR JOINING THE AGM THROUGH VC/ OAVM:**

9. The Company will provide VC/OAVM facility to its Members for participating at the AGM.
  - a. **Members will be able to attend the AGM through VC/OAVM as per the procedure given below:**
    - i. Launch internet browser (Edge 80+, Firefox 78+, Chrome 83+, Safari 13+) by typing the URL: <https://jiomeet.jio.com/gtplagm>
    - ii. Select "Shareholders" option on the screen
    - iii. Enter the login credentials  
  
**User ID:** For demat shareholders: 16-digit DPID + Client ID is your User ID

(DP ID and Client ID to be typed continuously)  
For e.g. IN12345612345678 (NSDL)  
1402345612345678 (CDSL)

(Client ID is the last 8 digits of your demat account number as per your account statement / contract note / delivery instruction slip / e-mail sent by the Company); or

For holders of shares in physical form: Your EVEN+Folio No. is your User ID (to be typed continuously)

**Password:** Enter your password for e-voting sent by the Company through e-mail.

- iv. After logging in, you will be directed to the AGM.
  - b. **Members who do not have or who have forgotten their User ID and Password, may obtain/generate/retrieve the same, for attending the AGM, by following the procedure given in the instruction at Note No. 18C. vii III.**
10. Members who would like to express their views or ask questions during the AGM may register themselves by logging on to <https://emeetings.kfintech.com> and clicking on the 'Speaker Registration' option available on the screen after log in. The Speaker Registration will be open during Tuesday, June 7, 2022 at 9:00 a.m. IST to Wednesday, June 8, 2022 till 5:00 p.m. IST. Only those members who are registered will be allowed to express their views or ask questions. The Company reserves the right to restrict the number of questions and number of speakers, depending upon availability of time as appropriate for smooth conduct of the AGM.
  11. Members will be allowed to attend the AGM through VC/ OAVM on first come first serve basis.
  12. Facility to join the meeting shall be opened thirty minutes before the scheduled time of the AGM and shall be kept open throughout the proceedings of the AGM.
  13. Members who need assistance before or during the AGM, can contact KFinTech on [evoting@kfintech.com](mailto:evoting@kfintech.com) or call on toll free number 1800-309-4001 (from 9:00 a.m. IST to 5:00 p.m. IST). Kindly quote your name, DP ID-Client ID/ Folio no. and E-voting Event Number ("Even") in all your communications.
  14. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote at the AGM.
  15. Institutional /Corporate Members (that is, other than Individuals, HUFs, NRIs, etc.) are required to send the Board Resolution / Power of Attorney / Authority Letter, etc., together with attested specimen signature(s) of the duly authorised representative(s), at e-mail id: [pcschirag@gmail.com](mailto:pcschirag@gmail.com)

com with a copy marked to [evoting@kfintech.com](mailto:evoting@kfintech.com). Such authorisation shall contain necessary authority in favour of its authorised representative(s) to attend the AGM.

16. Members attending the AGM through VC/OAVM shall be reckoned for the purpose of quorum under Section 103 of the Act.
17. Members of the Company under the category of Institutional Investors are encouraged to attend and vote at the AGM.

**PROCEDURE FOR REMOTE E-VOTING AND E-VOTING AT THE AGM ("INSTA POLL"):**

- A. **E-VOTING FACILITY:**  
Pursuant to the provisions of Section 108 and other applicable provisions, if any, of the Act, read with the Companies (Management and Administration) Rules, 2014, as amended, and Regulation 44 of SEBI Listing Regulations, read with circular of SEBI on e-Voting Facility provided by Listed Entities, dated December 9, 2020, the Company is providing to its members facility to exercise their right to vote on resolutions proposed to be passed at AGM by electronic means ("e-voting"). Members may cast their votes remotely, using an electronic voting system on the dates mentioned herein below ("remote e-voting"). Further, the facility for voting through electronic voting system will also be made available at the Meeting ("Insta Poll") and members attending the Meeting who have not cast their vote(s) by remote e-voting will be able to vote at the Meeting through Insta Poll.

The Company has engaged the services of KFinTech as the agency to provide e-voting facility.

**The manner of voting, including voting remotely by (i) individual shareholders holding shares of the Company in demat mode, (ii) shareholders other than individuals holding shares of the Company in demat mode, (iii) shareholders holding shares of the Company in physical mode, and (iv) Members who have not registered their e-mail address is provided in the instructions given below.**

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

<b>Commencement of remote e-voting</b>	9:00 a.m. IST on Tuesday, June 7, 2022
<b>End of remote e-voting</b>	5:00 p.m. IST on Thursday, June 9, 2022

The remote e-voting will not be allowed beyond the aforesaid date and time and the remote e-voting module shall be forthwith disabled by KFinTech upon expiry of the aforesaid period.



Voting rights of a member/beneficial owner (in case of electronic shareholding) 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 i.e. Friday, June 3, 2022 ("Cut-Off Date").

The Board of Directors of the Company has appointed Mr. Chirag Shah, Practicing Company Secretary (Membership No. FCS: 5545) and failing him Mr. Raimeen Maradiya, Practicing Company Secretary (Membership No. F11283) of M/s. Chirag Shah and Associates, Practicing Company Secretaries, as Scrutiniser to scrutinise the remote e-voting and Insta Poll process in a fair and transparent manner and he has communicated his willingness to be appointed and will be available for the said purpose.

**B. INFORMATION AND INSTRUCTIONS RELATING TO E-VOTING ARE AS UNDER:**

- i. The members who have cast their vote(s) by remote e-voting may also attend the Meeting but shall not be entitled to cast their vote(s) again at the Meeting.
- ii. Once the vote on a resolution is cast by a member, whether partially or otherwise, the member shall not be allowed to change it subsequently or cast the vote again.
- iii. A member has to opt only single mode of voting i.e., through remote e-voting or Insta Poll. If a member casts vote(s) through remote e-voting then he/she shall not be allowed to vote again at the Meeting.
- iv. A person, whose name is recorded in the Register of Members or in the Register

of Beneficial Owners maintained by the Depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting or for participation at the AGM and voting through Insta Poll. A person who is not a member as on the cut-off date, should treat the Notice for information purpose only.

- v. The Company has opted to provide the same electronic voting system at the Meeting, as used during remote e-voting, and the said facility shall be operational till all the resolutions proposed in the Notice are considered and voted upon at the Meeting and may be used for voting only by the members holding shares as on the cut-off date who are attending the Meeting and who have not already cast their vote(s) through remote e-voting.

**C. REMOTE E-VOTING:**

- vi. Information and instructions for remote e-voting by individual shareholders holding shares of the Company in Demat mode:  
As per circular of SEBI on e-voting facility provided by listed entities, dated December 9, 2020, all "individual shareholders holding shares of the Company in demat mode" can cast their vote, by way of a single login credential, through their demat accounts / websites of Depositories / Depository Participants. The procedure to login and access remote e-voting, as devised by the Depositories/ Depository Participant(s), is given below:

**Procedure to login through websites of Depositories**

National Securities Depository Limited ("NSDL")	Central Depository Services (India) Limited ("CDSL")
<b>1. Users already registered for IDeAS e-Services facility of NSDL may follow the following procedure:</b>	<b>1. Users already registered for Easi/ Easiest facility of CDSL may follow the following procedure:</b>
i. Type in the browser / Click on the following e-Services link: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>	i. Type in the browser / Click on any of the following links: <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on <b>New System Myeasi / Login to My Easi</b> option under <b>Quick Login</b> (best operational in Internet Explorer 10 or above and Mozilla Firefox)
ii. Click on the button "Beneficial Owner" available for login under 'IDeAS' section.	ii. Enter your User ID and Password for accessing Easi/ Easiest.

National Securities Depository Limited ("NSDL")	Central Depository Services (India) Limited ("CDSL")
iii. A new page will open. Enter your User ID and Password for accessing IDeAS.	iii. You will see Company Name: "GTPL Hathway Limited" on the next screen. <b>Click on the e-Voting link available against GTPL Hathway Limited or select e-Voting service provider "KFinTech"</b> and you will be re-directed to the e-Voting page of KFinTech to cast your vote without any further authentication.
iv. On successful authentication, you will enter your IDeAS service login. Click on "Access to e-Voting" under <b>Value Added Services</b> on the panel available on the left hand side.	<b>2. Users not registered for Easi/Easiest facility of CDSL may follow the following procedure:</b>
v. Click on "Active E-voting Cycles" option under E-voting.	i. To register, type in the browser / Click on the following link: <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a>
vi. You will see Company Name: "GTPL Hathway Limited" on the next screen. <b>Click on the e-Voting link available against GTPL Hathway Limited or select e-Voting service provider "KFinTech"</b> and you will be re-directed to the e-Voting page of KFinTech to cast your vote without any further authentication.	ii. Proceed to complete registration using your DP ID-Client ID (BO ID), etc.
<b>2. Users not registered for IDeAS e-Services facility of NSDL may follow the following procedure:</b>	iii. After successful registration, please follow steps given under Sr. No. 1 above to cast your vote.
i. To register, type in the browser / Click on the following e-Services link: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>	<b>3. Users may directly access the e-Voting module of CDSL as per the following procedure:</b>
ii. Select option "Register Online for IDeAS" available on the left hand side of the page	i. Type in the browser / Click on the following links: <a href="http://www.cdslindia.com">www.cdslindia.com</a> / <a href="https://www.evotingindia.com">https://www.evotingindia.com</a>
iii. Proceed to complete registration using your DP ID, Client ID, Mobile Number etc.	ii. Provide Demat Account Number and PAN
iv. After successful registration, please follow steps given under Sr. No. 1 above to cast your vote.	iii. System will authenticate user by sending OTP on registered Mobile & E-mail as recorded in the Demat Account.
<b>3. Users may directly access the e-Voting module of NSDL as per the following procedure:</b>	iv. On successful authentication, you will enter the e-voting module of CDSL. <b>Click on the e-Voting link available against GTPL Hathway Limited or select e-Voting service provider "KFinTech"</b> and you will be re-directed to the e-Voting page of KFinTech to cast your vote without any further authentication.
i. Type in the browser / Click on the following link: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a>	
ii. Click on the button "Login" available under "Shareholder/Member" section.	
iii. On the login page, enter User ID (that is, 16-character demat account number held with NSDL, starting with IN), Login Type, that is, through typing Password (in case you are registered on NSDL's e-voting platform)/ through generation of OTP (in case your mobile/e-mail address is registered in your demat account) and Verification Code as shown on the screen.	
iv. On successful authentication, you will enter the e-voting module of NSDL. Click on "Active E-voting Cycles / VC or OAVMs" option under E-voting. You will see Company Name: "GTPL Hathway Limited" on the next screen. <b>Click on the e-Voting link available against GTPL Hathway Limited or select e-Voting service provider "KFinTech"</b> and you will be re-directed to the e-Voting page of KFinTech to cast your vote without any further authentication.	

### Procedure to login through their demat accounts / Website of Depository Participant

Individual shareholders holding shares of the Company in Demat mode can **access e-Voting facility provided by the Company using login credentials of their demat accounts** (online accounts) through their demat accounts / **websites of Depository Participants** registered with NSDL/CDSL. An option for **“e-Voting”** will be available once they have successfully logged-in through their respective logins. Click on the option “e-Voting” and they

will be redirected to e-Voting modules of NSDL/CDSL (as may be applicable). **Click on the e-Voting link available against GTPH Hathway Limited or select e-Voting service provider “KFinTech”** and you will be re-directed to the e-Voting page of KFinTech to cast your vote without any further authentication.

**Members who are unable to retrieve User ID / Password are advised to use “Forgot User ID” / “Forgot Password” options available on the websites of Depositories / Depository Participants.**

Contact details in case of any technical issue on NSDL Website	Contact details in case of any technical issue on CDSL Website
Members facing any technical issue during login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free nos.: 1800 1020 990 / 1800 22 44 30	Members facing any technical issue during login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022- 23058738 or 022-23058542-43.

### vii. Information and instructions for remote voting by (i) shareholders Other than individuals holding shares of the Company in demat mode and (ii) all shareholders holding shares in physical mode.

#### I. (A.) In case member receives an e-mail from the Company/ KFinTech [for members whose e-mail address is registered with the Company/ Link Intime India Private Limited/Depository Participant(s)]:

- Launch internet browser by typing the URL: <https://evoting.kfintech.com>.
- Enter the login credentials (User ID and password given in the e-mail). The E-Voting Event Number+Folio No. or DP ID Client ID will be your User ID. However, if you are already registered with KFinTech for e-voting, you can use the existing password for logging in. If required, please visit <https://evoting.kfintech.com> or contact toll-free number 1800-309-4001 (from 9:00 a.m. IST to 5:00 p.m. IST) for assistance on your existing password.
- After entering these details appropriately, click on “LOGIN”.
- You will now reach Password Change Menu wherein you are required to mandatorily change your password upon logging in for the first time. The new password shall comprise minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric (0-9) and a special character (@,#,\$,etc.). The system will prompt you to change your

password and update your contact details like mobile number, e-mail address, etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. **It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.**

- You need to login again with the new credentials.
- On successful login, the system will prompt you to select the E-Voting Event Number (EVEN) for GTPH Hathway Limited.
- On the voting page, enter the number of shares as on the cut-off date under either “FOR” or “AGAINST” or alternatively, you may partially enter any number under “FOR” / “AGAINST”, but the total number under “FOR” / “AGAINST” taken together should not exceed your total shareholding as on the cut-off date. You may also choose to “ABSTAIN” and vote will not be counted under either head.
- Members holding shares under multiple folios/demat accounts shall choose the voting process separately for each of the folios / demat accounts.
- Voting has to be done for each item of the Notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as “ABSTAINED”.

- You may then cast your vote by selecting an appropriate option and click on “SUBMIT”.
- A confirmation box will be displayed. Click “OK” to confirm, else “CANCEL” to modify.
- Once you confirm, you will not be allowed to modify your vote.
- Corporate/Institutional Members (i.e., other than Individuals, HUFs, NRIs, etc.) are also required to send legible scanned certified true copy (in PDF Format) of the Board Resolution/Power of Attorney/Authority Letter, etc., together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutiniser at e-mail id [pcschirag@gmail.com](mailto:pcschirag@gmail.com) with a copy marked to [evoting@kfintech.com](mailto:evoting@kfintech.com). Such authorisation shall contain necessary authority for voting by its authorised representative(s). It is also requested to upload the same in the e-voting module in their login. The naming format of the aforesaid legible scanned document shall be “Corporate Name EVEN”.

#### I. (B.) In case of a member whose e-mail address is not registered/updated with the Company/ Link Intime India Private Limited/Depository Participant(s), please follow the following steps to generate your login credentials:

- The Members of the Company holding Equity Shares of the Company in physical Form and who have not registered/ updated their e-mail address with the Company may get their e-mail address registered/updated with Link Intime India Private Limited, by clicking the link: [https://web.linkintime.co.in/EmailReg/Email\\_Register.html](https://web.linkintime.co.in/EmailReg/Email_Register.html) on the website [www.linkintime.co.in](http://www.linkintime.co.in) under the Investor Services tab by choosing the E-mail / Bank Registration heading and following the registration process as guided therein. The members are requested to provide details such as Name, Folio Number, Certificate number, PAN, mobile number and e-mail id and also upload the image of share certificate in PDF or JPEG format. (upto 1 MB). In case of any query, a member may send an e-mail to RTA at [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in).

- Members holding shares in dematerialised mode who have not registered their e-mail address with their Depository Participant(s) are requested to register/update their e-mail address with the Depository Participant(s) with whom they maintain their demat accounts.
    - After due verification, KFinTech will forward your login credentials to your registered e-mail address.
    - Follow the instructions at I(A) (a) to (m) to cast your vote.
- II. Members can also update their mobile number and e-mail ID in the “user profile details” in their e-voting login on <https://evoting.kfintech.com> which may be used for sending further communication(s).
- III. Any person who becomes a member of the Company after dispatch of the Notice of the Meeting and holding shares as on the cut-off date may obtain/generate/retrieve the same from KFinTech in the manner as mentioned below:
- If the mobile number of the member is registered against Folio No. / DP ID Client ID, the member may send SMS: MYEPWD <space> E-Voting Event Number+Folio No. or DP ID Client ID to 9212993399  
 Example for NSDL: MYEPWD <SPACE> IN12345612345678  
 Example for CDSL: MYEPWD <SPACE> 1402345612345678  
 Example for Physical: MYEPWD <SPACE> 0000012
  - If e-mail address or mobile number of the member is registered against Folio No. / DP ID Client ID, then on the home page of <https://evoting.kfintech.com>, the member may click “Forgot Password” and enter Folio No. or DP ID Client ID and PAN to generate a password.
  - Member may call on KFinTech’s toll-free number 1800-309-4001 (from 9:00 a.m. IST to 5:00 p.m. IST).
  - Member may send an e-mail request to [evoting@kfintech.com](mailto:evoting@kfintech.com).
  - If the member is already registered with KFinTech’s e-voting platform, then he/she/it can use his/her/its existing password for logging in.
- IV. In case of any query pertaining to e-voting, members may refer to the “Help” and “FAQs” sections/ E-voting



user manual available through a dropdown menu in the "Downloads" section of KFinTech's website for e-voting: <https://evoting.kfintech.com> or contact KFinTech as per the details given under sub-point no. V below.

**V. Members are requested to note the following contact details for addressing e-voting grievances:**

Mr. S.V Raju, Vice President,  
 KFin Technologies Limited  
 Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad 500 032, India  
 Toll-free No.: 1800-309-4001  
 (from 9:00 a.m. IST to 5:00 p.m. IST)  
 E-mail: [evoting@kfintech.com](mailto:evoting@kfintech.com)

**D. INSTA POLL:**

**VI. Information and instructions for Insta Poll:**

**Facility to cast vote through Insta Poll will be made available on the Video Conferencing screen and will be activated once the Insta Poll is announced at the Meeting.**

**E. E-VOTING RESULT:**

**VII.** The Scrutiniser will, after the conclusion of e-voting at the Meeting, scrutinise the votes cast at the Meeting (Insta Poll) and votes cast through remote e-voting, make a consolidated Scrutiniser's Report and submit the same to the Chairman. The result of e-voting, along with the consolidated Scrutiniser's Report, will be declared in accordance with the applicable provisions of SEBI Regulations, and will be placed on the website of the Company: [www.gtpl.net](http://www.gtpl.net) and on the website of KFinTech at: <https://evoting.kfintech.com>. The result will simultaneously be communicated to the Stock Exchanges.

**VIII. Subject to receipt of requisite number of votes, the Resolutions proposed in the Notice shall be deemed to be passed on the date of the Meeting, i.e. Friday, June 10, 2022.**

**PROCEDURE FOR INSPECTION OF DOCUMENTS:**

19. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act, and the relevant documents referred to in the Notice will be available electronically for inspection by the members during the AGM.

All documents referred to in the Notice will also be available electronically for inspection without any fee by the members from the date of circulation of this Notice up to the date of

AGM. Members seeking to inspect such documents can send an e-mail to [complianceofficer@gtpl.net](mailto:complianceofficer@gtpl.net).

20. Members seeking any information with regard to the accounts or any matter to be placed at the AGM, are requested to write to the Company on or before Friday, June 3, 2022 through e-mail on [complianceofficer@gtpl.net](mailto:complianceofficer@gtpl.net). The same will be replied by the Company suitably.

**IEPF RELATED INFORMATION:**

21. Members are requested to note that, dividends if not encashed for a consecutive period of 7 years from the date of transfer to Unpaid Dividend Account of the Company, are liable to be transferred to the Investor Education and Protection Fund (IEPF). The shares in respect of such unclaimed dividends are also liable to be transferred to the demat account of the IEPF Authority. In view of this, Members are requested to claim their dividends from the Company, within the stipulated timeline.

22. Due dates for transfer of unclaimed / unpaid dividends to IEPF are as under:

FY ended	Declaration Date	Due Date
March 31, 2017	September 25, 2017	October 30, 2024
March 31, 2018	September 26, 2018	October 31, 2025
March 31, 2019	August 30, 2019	October 05, 2026
March 31, 2020	August 28, 2020	October 03, 2027
March 31, 2021	August 27, 2021	October 02, 2028

**DIVIDEND RELATED INFORMATION:**

23. Subject to approval of the Members at the AGM, the dividend will be paid within twenty days of the date of declaration of dividend, to the Members whose names appear on the Company's Register of Members as on June 2, 2022 and in respect of the shares held in dematerialised mode, to the Members whose names are furnished by National Securities Depository Limited and Central Depository Services (India) Limited as beneficial owners as on that date.

Payment of dividend shall be made through electronic mode to the Members who have updated their bank account details. Dividend warrants / demand drafts will be dispatched to the registered address of the Members who have not updated their bank account details.

To avoid delay in receiving the dividend, Members are requested to register / update their complete bank details:

- with their Depository Participant(s) with whom they maintain their demat accounts, if shares are held in dematerialised mode by submitting the requisite documents. Details in a form prescribed by your Depository Participant may also required to be furnished.
- with the RTA of the Company if shares are held in physical mode at <https://web.linkintime.co.in/> EmailReg/Email\_Register.html by submitting (i)

scanned copy of the signed request letter which shall contain member's name, folio number, bank details (Bank account number, Bank and Branch name, IFSC) (ii) self-attested copy of PAN card along with copy of Aadhar and (iii) cancelled cheque leaf.

**Tax Deductible at Source / Withholding tax:**

Pursuant to the requirement of Income Tax Act, 1961, the Company will be required to withhold taxes at the prescribed rates on the dividend paid to its members.

The withholding tax rate would vary depending on the residential status of the member and documents submitted by the member with the Company/ RTA / Depository Participant.

**A. RESIDENT MEMBERS**

**A1. Tax Deductible at Source for Resident Members**

Sr. No.	Particulars	Withholding Tax Rate	Documents required (if any) / Remarks
1	Valid PAN updated in the Company's Register of Members	10%	No document required. If dividend does not exceed ₹ 5,000/-, no TDS/ withholding tax will be deducted. Also, please refer note (v) below.
2	No PAN/Valid PAN updated in the Company's Register of Members	20%	<b>TDS/ Withholding tax will be deducted, regardless of dividend amount, if PAN of the member is not registered with the Company/ RTA / Depository Participant. All the members are requested to update, on or before May 27, 2022, their PAN with their Depository Participant (if shares are held in electronic form) and Company / Link Intime India Private Limited (if shares are held in physical form). Please quote all the folio numbers under which you hold your shares while updating the records.</b> Please also refer note (v) below.
3	Availability of lower/ nil tax deduction certificate issued by Income Tax Department u/s 197 of Income Tax Act, 1961	Rate specified in the certificate	Lower tax deduction certificate obtained from Income Tax Authority to be submitted on or before May 27, 2022.

**A2. No Tax Deductible at Source on dividend payment to resident members if the Members submit and register following documents as mentioned in column no. 4 of the below table with the Company /RTA / Depository Participant on or before May 27, 2022.**

Sr. No. (1)	Particulars (2)	Withholding Tax Rate (3)	Documents required (if any) (4)
1	Submission of Form 15G/ Form 15H	Nil	Declaration in Form No. 15G (applicable to an individual who is below 60 years) / Form 15H (applicable to an Individual who is 60 years and above), fulfilling certain conditions.
2	Members to whom section 194 of the Income Tax, 1961 does not apply as per second proviso to section 194 such as LIC, GIC, etc.	Nil	Documentary evidence for exemption u/s 194 of Income Tax Act, 1961
3	Member covered u/s 196 of Income Tax Act, 1961 such as Government, RBI, corporations established by Central Act & mutual funds.	Nil	Documentary evidence for coverage u/s 196 of Income Tax Act, 1961
4	Category I and II Alternative Investment Fund	Nil	SEBI registration certificate to claim benefit under Section 197A (1F) of Income Tax Act, 1961
5	<ul style="list-style-type: none"> <li>Recognised provident funds</li> <li>Approved superannuation fund</li> <li>Approved gratuity fund</li> </ul>	Nil	Necessary documentary evidence as per Circular No. 18/2017 issued by Central Board of Direct Taxes (CBDT)

Sr. No. (1)	Particulars (2)	Withholding Tax Rate (3)	Documents required (if any) (4)
6	National Pension Scheme	Nil	No TDS / withholding tax as per section 197A(1E) of Income Tax Act, 1961
7	Any resident member exempted from TDS deduction as per the provisions of Income Tax Act or by any other law or notification	Nil	Necessary documentary evidence substantiating exemption from deduction of TDS

**B. NON-RESIDENT SHAREHOLDERS:**

The table below shows withholding tax on dividend payment to non-resident members who submit, on or before May 27, 2022, the following document(s) as mentioned in column no. 4 of the below table to the Company / RTA. In case all necessary documents are not submitted, then the TDS/ Withholding tax will be deducted @ 20% (plus applicable surcharge and cess).

Sr. No. (1)	Particulars (2)	Withholding Tax Rate (3)	Documents required (if any) (4)
1	Foreign Institutional Investors (FIIs) / Foreign Portfolio Investors (FPIs) / Other Non-Resident members	20% (plus applicable surcharge and cess) or tax treaty rate, whichever is beneficial	FPI registration certificate in case of FIIs / FPIs. To avail beneficial rate of tax treaty following tax documents would be required: <ol style="list-style-type: none"> <li>Tax Residency certificate issued by revenue authority of country of residence of member for the year in which dividend is received</li> <li>PAN or declaration as per Rule 37BC of Income Tax Rules, 1962 in a specified format.</li> <li>Form 10F filled &amp; duly signed</li> <li>Self-declaration for non-existence of permanent establishment/ fixed base in India</li> </ol> (Note: Application of beneficial Tax Treaty Rate shall depend upon the completeness of the documents submitted by the Non- Resident member and review to the satisfaction of the Company)
2	Indian Branch of a Foreign Bank	Nil	Lower tax deduction certificate u/s 195(3) obtained from Income Tax Authority. Self-declaration confirming that the income is received on its own account and not on behalf of the Foreign Bank and the same will be included in taxable income of the branch in India.
3	Availability of Lower / NIL tax deduction certificate issued by Income Tax Authority	Rate specified in certificate	Lower tax deduction certificate obtained from Income Tax Authority
4	Any non-resident member exempted from WHT deduction as per the provisions of Income Tax Act or any other law such as The United Nations (Privileges and Immunities) Act 1947, etc.	Nil	Necessary documentary evidence substantiating exemption from WHT deduction

**Notes:**

- The Company will issue soft copy of the TDS certificate to its members through e-mail registered with RTA post payment of the dividend. Members will be able to download Form 26AS from the Income Tax Department's website <https://incometaxindiaefiling.gov.in>.

- The aforesaid documents such as Form 15G/ 15H, documents under section 196, 197A, FPI Registration Certificate, Tax Residency Certificate, Lower Tax certificate etc. can be uploaded on the link <https://linkintime.co.in/formsreg/submission-of-form-15g-15h.html> on or before May 27, 2022 to enable the Company to determine the appropriate TDS / withholding tax rate applicable. Any communication on the tax determination/deduction received post May 27, 2022 shall not be considered. Formats of Form 15G / Form 15H can be downloaded by clicking on the General tab on <https://linkintime.co.in/client-downloads.html>.
- Application of TDS rate is subject to necessary verification by the Company of the member details as available in Register of Members as on June 2, 2022 and other documents available with the Company / RTA.
- In case TDS is deducted at a higher rate, an option is still available with the member to file the return of income and claim an appropriate refund.
- No TDS will be deducted in case of resident individual members who furnish their PAN details and whose dividend does not exceed ₹ 5,000/-. However, where the PAN is not updated in Company/RTA/ Depository Participant records or in case of an invalid PAN, the Company will deduct TDS u/s 194 without considering the exemption limit of ₹ 5,000/-.**  
**All the members are requested to update their PAN with their Depository Participant (if shares are held in electronic form) and Company / RTA (if shares are held in physical form) against all their folio holdings on or before May 27, 2022.**
- In the event of any income tax demand (including interest, penalty, etc.) arising from any misrepresentation, inaccuracy or omission of information provided by the Members, such Members will be responsible to indemnify the Company and also, provide the Company with all information / documents and co-operation in any appellate proceedings.

This Communication is not exhaustive and does not purport to be a complete analysis or listing of all potential tax consequences in the matter of dividend payment. Members should consult their tax advisors for requisite action to be taken by them.

**OTHER INFORMATION**

- The Register of Members and Share Transfer Books of the Company will remain closed from Friday, June 3, 2022 to Friday, June 10, 2022 (both days inclusive) for the purpose of the ensuing AGM to be held on Friday, June 10, 2022 and payment of dividend, if approved by the members of the Company.
- Non-resident Indian Members are requested to inform the Registrar and Share Transfer Agent ("**RTA**") of the Company or to the concerned Depository Participants ("**DPs**"), as the case may be, immediately:
  - the change in the residential status on return to India for permanent settlement.
  - the particulars of the bank Account with a Bank in India, if not furnished earlier.
- Members are requested to notify immediately the information regarding change of address and bank particulars to their respective DP/ RTA.
- As per the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same with their DPs / RTA.

**ITEM NO. 4**
**Statement Pursuant to Regulation 36(5) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

The Company had appointed M/s. Khimji Kunverji & Co. LLP, Chartered Accountants (Firm Registration No. 105146W / W100621) as the Statutory Auditors of the Company for a period of five years at the AGM of the Company held on September 25, 2017. Accordingly, the present term of M/s. Khimji Kunverji & Co. LLP gets completed on conclusion of the ensuing AGM.

The Board, at its meeting held on April 20, 2022, on the recommendation of the Audit Committee, approved the appointment of M/s. Deloitte Haskins & Sells, Chartered Accountants (Firm Registration No 117365W) as Statutory Auditors of the Company subject to the approval of the members of the Company, to hold office from the conclusion of the 16<sup>th</sup> Annual General Meeting upto the conclusion of the 21<sup>st</sup> Annual General Meeting at a remuneration of ₹ 12.50 Million plus applicable taxes and reimbursement of out of pocket expenses incurred by them to conduct the audit for the FY 2022-23. The remuneration for the subsequent year(s) of their term shall be determined based on the recommendation of the Audit Committee and as mutually agreed between the Board of Directors of the Company and the Statutory Auditors. The change in the remuneration paid to M/s. Khimji Kunverji & Co. LLP, Chartered Accountants, the retiring Statutory Auditors, for the statutory audit conducted for the year ended March



31, 2022 and the remuneration proposed to be paid to M/s. Deloitte Haskins & Sells, Chartered Accountants for the financial year ending March 31, 2023 is due to inflationary pressures and increase in regulatory compliances & disclosures by the Auditors.

The Committee considered various parameters like capability to serve a complex business landscape as that of the Company, audit experience in the Company's operating segments, market standing of the firm, clientele served, technical knowledge etc., and found M/s. Deloitte Haskins & Sells to be best suited to handle the complexity associated with the audit of the financial statements of the Company.

M/s. Deloitte Haskins & Sells is registered with the Institute of Chartered Accountants of India (Registration No. 117365W). It is one of the network firms within Deloitte India ("DHS"). DHS has around 2,500 professionals and staff and has offices in Mumbai, Delhi, Kolkata, Chennai, Bangalore, Ahmedabad, Hyderabad Coimbatore, Kochi, Pune, Jamshedpur and Goa. M/s. Deloitte Haskins & Sells's registered office is at 19<sup>th</sup> Floor, Shapath V, B/S Crowne Plaza Hotel, Opp. Karnavati Club, S. G. Highway, Ahmedabad - 380015, Gujarat, India.

The Company has obtained a certificate from the auditors of the Company that they meet the criteria of independence, eligibility and qualification as prescribed in section 141 of the Companies Act, 2013. As required under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, M/s. Deloitte Haskins & Sells, has confirmed that they hold a valid certificate issued by the Peer Review Board of ICAI.

None of the Directors/Key Managerial Personnel of the Company/ their relatives are in any way, concerned or interested, financially or otherwise in the resolution set out at Item No. 4 of this Notice.

The Board commends the Ordinary Resolution set out at Item No. 4 of the Notice for approval of members.

#### STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 ("THE ACT")

The following Statement sets out all material facts relating to the Special Business mentioned in the Notice:

##### ITEM NO. 5

The Board of Directors of the Company ("the Board"), at its meeting held on April 20, 2022 has, subject to approval of members, re-appointed Mr. Anirudhsinh Jadeja (DIN: 00461390) as a Managing Director, for a period of 3 (three years) from the expiry of his present term i.e. with effect from December 8, 2022, on the terms and conditions including remuneration as recommended by the Nomination and Remuneration Committee of the Board.

Members' approval is sought for the re-appointment of and remuneration payable to Mr. Anirudhsinh Jadeja as a Managing Director in terms of the applicable provisions of the Act.

Broad particulars of the terms of re-appointment of, and remuneration payable to Mr. Anirudhsinh Jadeja are as under:

- Period of re-appointment: 3 years w.e.f. December 8, 2022
- Salary, Perquisites and Allowances as mentioned below:

From	To	Salary, Perquisites and allowances per month (₹)
December 8, 2022	April 30, 2023	30,62,000/-
May 1, 2023	April 30, 2024	33,68,000/-
May 1, 2024	April 30, 2025	37,05,000/-
May 1, 2025	December 7, 2025	40,75,000/-

- The Company's contribution to provident fund, to the extent these either singly or put together are not taxable under the Income Tax Act, 1961, gratuity payable and encashment of leave, as per rules of the Company and to the extent not taxable under the Income Tax law, shall not be included for the purpose of computation of the overall ceiling of remuneration.
- The Managing Director shall not be paid any sitting fees for attending any meetings of Board or Committees thereof.
- Any expenditure wholly and exclusively incurred for the business of the Company will not be treated as remuneration. Such expenditure will either be paid by the Company directly or reimbursed to him.
- General:**

- The Managing Director will perform his duties as such with regard to all work of the Company and will manage and attend to such business and carry out the orders and directions given by the Board from time to time in all respects and conform to and comply with all such directions and regulations as may from time to time be given and made by the Board.
- The Managing Director shall act in accordance with the Articles of Association of the Company and shall abide by the provisions contained in Section 166 of the Act with regard to duties of directors.
- The Managing Director shall adhere to the Company's Code of Conduct.
- The office of the Managing Director may be terminated by the Company or by him by giving the other 3 (three) months' prior notice in writing.

Mr. Anirudhsinh Jadeja satisfies all the conditions set out in Part-I of Schedule V to the Act as also conditions set out under subsection (3) of Section 196 of the Act for being eligible for his re-appointment. He is not disqualified from being appointed as a Director in terms of Section 164 of the Act.

The above may be treated as a written memorandum setting out the terms of re-appointment of Mr. Anirudhsinh Jadeja under Section 190 of the Act.

The information required to be disclosed under Schedule V of the Act is as follows:

- The proposed remuneration has been approved by a Resolution of the Nomination and Remuneration Committee and the Board;
- The Company has not committed any default in payment of dues to any bank or public financial institution or any other secured creditor. The Company has not issued non-convertible debentures;
- A Special Resolution is being passed at the ensuing AGM for payment of the remuneration for a period not exceeding three years;
- The statement containing further information is set out hereunder;

#### 4. Financial performance based on given indicators:

(₹ in Million)

Particulars	Financial Year Ended					
	March 31, 2022		March 31, 2021		March 31, 2020	
	Consolidated	Standalone	Consolidated	Standalone (Restated)	Consolidated	Standalone
Revenue from Operations	24141.18	15312.34	24669.97	17,555.42	23840.84	18364.64
Profit before Tax	2899.03	1805.37	2879.05	1827.79	1575.23	729.86
Profit after Tax	2186.59	1372.02	2104.01	1326.02	877.19	260.46

#### 5. Foreign investments or collaborations, if any: Nil

#### II. Information about the appointee:

##### 1. Background details:

Mr. Anirudhsinh Jadeja, aged 50 years, is associated with the Company since its inception. He possesses more than 23 years of experience in Cable and Broadcasting Sector. He is one of the first generation entrepreneurs in Cable and Broadcasting Sector who is highly respected for his great acumen, knowledge of the sector, his entrepreneurship skills and for talent management among others. He has received lot of laurels for his work in the Cable and Broadcasting Sector. He is also the current president of All India Digital Cable Federation (AIDCF) - body of leading multi-system operators in the Country.

##### 2. Past remuneration:

The total remuneration of Mr. Anirudhsinh Jadeja for the financial year ended March 31, 2022 was ₹ 33.45 Million.

##### 3. Recognition or awards:

Mr. Anirudhsinh Jadeja has been presented with an award of excellence by One Alliance. He was also honoured for his social services excellence by

#### I. General Information:

##### 1. Nature of industry:

The Company is a leading regional Multi System Operator (MSO), offering cable television services and providing Broadband services through its subsidiary companies.

##### 2. Date or expected date of commencement of commercial production:

The Company commenced its business operations in August, 2006.

##### 3. In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:

Not applicable, since the Company was incorporated on August 21, 2006.

Dr. Kamla Beniwal, erstwhile Hon'ble Governor of Gujarat. He has received the award for the 'Best Industrialist of Gujarat' from Mr. Vijay Rupani, erstwhile Hon'ble Chief Minister of Gujarat. He was also recognised as "Business Leader of the Year" at the World Leadership Congress & Awards organised by CMO Asia. He was felicitated with MahaSanmaan Award 2022 for his excellence in Cable and Broadcasting services from Mr. Bhupendra Patel, the Hon'ble Chief Minister of Gujarat.

##### 4. Job profile and his suitability:

Mr. Anirudhsinh Jadeja is entrusted with the management of the whole of the affairs of the Company subject to the superintendence, control and direction of the Board. Within the above parameters, Mr. Jadeja performs such duties as are or may be entrusted to him by the Board or its Committees from time to time. He has wide ranging experience to effectively guide the Company in the pursuit of its goals.

##### 5. Remuneration proposed:

The remuneration proposed to be paid to Mr. Anirudhsinh Jadeja is provided in Item No. 5 of the Notice.

**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 with respect to the country of his origin):**

His remuneration is in line with that drawn by his peers in Industry and has been considered by the Nomination and Remuneration Committee of the Company at the meeting held on April 20, 2022.

**7. Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel or other director, if any:**

Mr. Anirudhsinh Jadeja is promoter of the Company. He has no other pecuniary relationship with the Company except to the extent of his remuneration and shareholding in the Company.

**III. Other information:**

**1. Reasons of loss or inadequate profits:**

Not Applicable

**2. Steps taken or proposed to be taken for improvement:** Not Applicable

**3. Expected increase in productivity and profits in measurable terms:** Not Applicable

**IV. Disclosures:**

The required disclosures are given in the Report on Corporate Governance annexed to the Board's Report.

Details of Mr. Anirudhsinh Jadeja are provided in the "Annexure A" to the Notice, pursuant to the provisions of (i) the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and (ii) Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India.

Mr. Anirudhsinh Jadeja is interested in the resolution set out at Item No. 5 of the Notice.

The other relatives of Mr. Anirudhsinh Jadeja may be deemed to be interested in the resolution set out at Item No. 5 of the Notice, to the extent of their shareholding, if any, in the Company.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

The Board commends the Special Resolution set out at Item No. 5 of the Notice for approval by the members.

**ITEM NO. 6**

The Board of Directors of the Company, based on the recommendation of the Nomination and Remuneration

Committee and pursuant to the provisions of Section 161(1) of the Act read with the Articles of Association of the Company, had approved the appointment of Mrs. Divya Momaya (DIN: 00365757) as an Additional Director, designated as an Independent Director of the Company for a term of 3 (three) consecutive years with effect from September 28, 2021.

In accordance with the provisions of Section 149 read with Schedule IV to the Act, appointment of Independent Directors requires approval of the members of the Company. Further, in terms of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), effective January 1, 2022, appointment of an Independent Director of a listed entity shall be subject to approval of shareholders by way of a special resolution.

Mrs. Divya Momaya is qualified to be appointed as a director in terms of Section 164 of the Act and has given her consent to act as a director. The Company has also received declaration from Mrs. Divya Momaya that she meets the criteria of independence as prescribed both under Section 149(6) of the Act and Listing Regulations.

The Company has also received notice under Section 160 of the Act from a member proposing the candidature of Mrs. Divya Momaya for the office of a Director of the Company.

In the opinion of the Board, Mrs. Divya Momaya fulfils the conditions for appointment as an Independent Director as specified in the Act and the Listing Regulations. Mrs. Divya Momaya is independent of the management and possesses appropriate skills, experience and knowledge. Considering the extensive knowledge and experience of Mrs. Divya Momaya in Corporate Governance, Boardroom Strategy and Compliance Management as well as her educational background, appointment of Mrs. Divya Momaya as an Independent Director is in the interest of the Company.

Details of Mrs. Divya Momaya has provided in the "Annexure A" to the Notice, pursuant to the provisions of (i) SEBI Listing Regulations and (ii) Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India. She shall be paid remuneration by way of fee for attending meetings of the Board or Committees thereof or for any other purpose whatsoever as may be decided by the Board and reimbursement of expenses for participating in the Board and other meetings.

Copy of draft letter of appointment of Mrs. Divya Momaya setting out the terms and conditions of appointment is available electronically for inspection by the Members.

Mrs. Divya Momaya is interested in the resolutions set out at Item No. 6 of the Notice with regard to her appointment. Her relatives may be deemed to be interested in the respective resolution to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

This statement may also be regarded as an appropriate disclosure under the Act and the SEBI Listing Regulations.

The Board commends the Special Resolution set out at Item No. 6 of the Notice for approval by the members.

**ITEM NO. 7**

The Board of Directors has, on the recommendation of the Audit Committee, approved the appointment and remuneration of M/s. Rajendra Patel & Associates, Cost Accountants (Membership No. F29021), as Cost Auditors to conduct the audit of the cost records of the Company, for the financial year ending March 31, 2023 and also approved the remuneration of ₹ 2,00,000/- (Rupees Two Lakhs only) to be paid to the Cost Auditors.

Place : Ahmedabad

Date : May 13, 2022

**Registered Office:**

202, Sahajanand Shopping Center,  
 Opp. Swaminarayan Mandir, Shahibaug,  
 Ahmedabad - 380004, India  
 CIN: L64204GJ2006PLC048908  
 Phone: (079) 61400000  
 E-mail: complianceofficer@gtpl.net  
 Website: www.gtpl.net

In accordance with the provisions of Section 148 of the Act, read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors as recommended by the Audit Committee and approved by the Board, has to be ratified by the members of the Company.

Accordingly, ratification by the members is sought for the remuneration payable to the Cost Auditors for the financial year ending March 31, 2023 by passing an Ordinary Resolution as set out at Item No. 7 of the Notice.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

The Board commends the Ordinary Resolution set out at Item No. 7 of the Notice for ratification by the members.

By order of the Board of Directors

**Hardik Sanghvi**  
 Company Secretary and Compliance Officer



## Annexure A

 Details of Directors seeking re-appointment at the 16<sup>th</sup> Annual General Meeting

<b>Mr. Amit Shah (DIN: 02450422)</b>	
Age	54 years
Date of first appointment	August 12, 2009
Nationality	Indian
Qualifications	Senior Secondary Certificate
Experience (including expertise in Specific Functional Area) / Brief resume	Around 16 years of experience in cable and internet service provider industries.
Terms and conditions of re-appointment	In terms of Section 152(6) of the Act, Mr. Amit Shah who was re-appointed as a Whole-time Director at the Annual General Meeting held on August 27, 2021 is liable to retire by rotation.
Remuneration last drawn (FY 2021-22)	₹ 9.82 Million (for remuneration details, please refer the Corporate Governance Report)
Remuneration proposed to be paid	As per existing approved terms and conditions
Number of shares held in the Company as on March 31, 2022	8,91,250 (0.79%) Equity Shares of ₹ 10/- each
Disclosure of relationships between directors inter-se/ Key Managerial Personnel	Mr. Amit Shah is not related, directly or indirectly, to any Directors/ Key Managerial Personnel of the Company
Number of meetings of the Board attended during the (FY 2021-22)	Seven
Directorship of other Boards as on March 31, 2022	<b>Listed:</b> Nil <b>Unlisted:</b> <ul style="list-style-type: none"> <li>GTPL Narmada Cyberzone Private Limited</li> <li>GTPL Insight Channel Network Private Limited</li> <li>GTPL Vision Services Private Limited</li> <li>GTPL Broadband Private Limited</li> <li>GTPL SMC Network Private Limited</li> <li>GTPL VVC Network Private Limited</li> <li>GTPL Link Network Private Limited</li> <li>GTPL Dahod Television Network Private Limited</li> <li>GTPL Rajwadi Network Private Limited</li> </ul>
Listed entities from which the Director has resigned in the past three years	Nil
Membership/ Chairmanship of the Committees of other Boards as on March 31, 2022	<b>GTPL Broadband Private Limited</b> <ul style="list-style-type: none"> <li>Corporate Social Responsibility Committee – Member</li> </ul>

<b>Mr. Anirudhsinh Jadeja (DIN: 00461390)</b>	
Age	50 years
Date of first appointment	August 21, 2006
Nationality	Indian
Qualifications	Senior Secondary Certificate
Experience (including expertise in Specific Functional Area) / Brief resume	More than 23 years of experience in cable and internet service provider industries, having great entrepreneurship skills, talent management among others
Terms and conditions of Re-appointment	As per resolution at item no. 5 of the Notice convening this meeting read with explanatory statement thereto, Mr. Anirudhsinh Jadeja is proposed to be re-appointed as Managing Director
Remuneration last drawn (FY 2021-22)	₹ 33.45 Million (for remuneration details, please refer the Corporate Governance Report)
Remuneration proposed to be paid	As per resolution at item no. 5 of the Notice convening this meeting read with explanatory statement thereto.
Number of shares held in the Company as on March 31, 2022	1,32,44,650 (11.78%) Equity Shares of ₹ 10/- each
Disclosure of relationships between directors inter-se/ Key Managerial Personnel	Mr. Anirudhsinh Jadeja is not related, directly or indirectly, to any Directors/ Key Managerial Personnel of the Company
Number of meetings of the Board attended during the (FY 2021-22)	Seven
Directorship of other Boards as on March 31, 2022	<b>Listed:</b> Nil <b>Unlisted:</b> <ul style="list-style-type: none"> <li>GTPL Jay Santoshima Network Private Limited</li> <li>DL GTPL Cabnet Private Limited</li> <li>GTPL Kolkata Cable &amp; Broad Band Pariseva Limited</li> <li>GTPL KCBPL Broad Band Private Limited</li> <li>GTPL Kaizen Infonet Private Limited</li> <li>Torque Commercial Vehicles Private Limited</li> <li>All India Digital Cable Federation</li> </ul>
Listed entities from which the Director has resigned in the past three years	Nil
Membership/ Chairmanship of the Committees of other Boards as on March 31, 2022	<b>GTPL Kolkata Cable &amp; Broad Band Pariseva Limited</b> Audit Committee – Member Nomination & Remuneration Committee – Member Management Committee - Chairman

<b>Mrs. Divya Momaya (DIN: 00365757)</b>	
Age	42 years
Date of first appointment	Effective September 28, 2021
Nationality	Indian
Qualifications	B.Com., FCS
Experience (including expertise in Specific Functional Area) / Brief resume	Company Secretary having overall experience of 17 years and possesses more than 13 years of relevant experience in the field of secretarial practice. She is also Founder & Director of MMB Advisors Private Limited - MentorMyBoard.
Terms and conditions of re-appointment	As per resolution at item no. 6 of the Notice convening this meeting read with explanatory statement thereto.
Remuneration last drawn (FY 2021-22)	Nil. However, sitting fees were paid for the Board and Committee meetings attended by her.
Remuneration proposed to be paid	Nil. However, sitting fees would be paid for the Board and Committee meetings to be attended.
Number of shares held in the Company including shareholding as a beneficial owner as on March 31, 2022	Nil
Disclosure of relationships between directors inter-se/ Key Managerial Personnel	Mrs. Divya Momaya is not related, directly or indirectly, to any Directors/ Key Managerial Personnel of the Company
Number of meetings of the Board attended during the (FY 2021-22)	2 (two) out of 3 (three) board meetings held since her appointment
Directorship of other Boards as on March 31, 2022	<p><b>Listed:</b></p> <ul style="list-style-type: none"> <li>• Arihant Superstructures Limited</li> <li>• Motilal Oswal Financial Services Limited</li> </ul> <p><b>Unlisted:</b></p> <ul style="list-style-type: none"> <li>• Motilal Oswal Home Finance Limited</li> <li>• MMB Advisors Private Limited</li> </ul>
Listed entities from which the Director has resigned in the past three years	Nil
Membership/ Chairmanship of the Committees of other Boards as on March 31, 2022	<p><b>Motilal Oswal Financial Services Limited</b></p> <ul style="list-style-type: none"> <li>• Audit Committee - Member</li> <li>• Nomination and Remuneration Committee - Member</li> </ul> <p><b>Motilal Oswal Home Finance Limited</b></p> <ul style="list-style-type: none"> <li>• Audit Committee - Member</li> <li>• Nomination and Remuneration Committee - Member</li> </ul> <p><b>Arihant Superstructures Limited</b></p> <ul style="list-style-type: none"> <li>• Risk Management Committee - Chairperson</li> </ul>

By order of the Board of Directors

Place : Ahmedabad

Date : May 13, 2022

**Hardik Sanghvi**

Company Secretary and Compliance Officer

**Registered Office:**

202, Sahajanand Shopping Center,  
Opp. Swaminarayan Mandir, Shahibaug,  
Ahmedabad - 380004, India  
CIN: L64204GJ2006PLC048908  
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