



REF: GTL/CS-SE/2022-23/050

February 7, 2023

Department of Corporate Services <b>BSE Limited</b> Phiroze Jeejeebhoy Towers, 25 <sup>th</sup> Floor, Dalal Street, Fort, Mumbai 400 001.	Corporate Communication Department <b>National Stock Exchange of India Ltd.</b> Exchange Plaza, 5 <sup>th</sup> Floor, Plot No. C/1, G Block, Bandra Kurla Complex, Bandra (East), Mumbai 400 051.
(BSE Code: 500160 NSE Symbol: GTL ISIN: INE043A01012)	

Dear Sirs,

**Re: Disclosure of Voting Results – Postal Ballot Notice dated January 3, 2023.**

This is in continuation to our letter bearing Ref. No. GTL/CS-SE/2022-23/042 dated January 05, 2023 informing about postal ballot process undertaken by the Company for seeking approval of members of the Company for:

1. Appointment of Ms. Sanjana Pawar (DIN: 07139311) as an Independent Director of the Company
2. Appointment of Dr. Mahesh Borase (DIN: 03330328) as an Independent Director of the Company

Pursuant to Regulation 44(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are enclosing herewith results of remote e-voting in prescribed format along with Scrutinizer's Report in respect of aforesaid special resolutions contained in the Postal Ballot Notice dated January 3, 2023.

The said Special Resolutions have been passed by the Members with requisite majority on February, 05, 2023 (the last date of e-voting).

This is for your information and records please.

Thanking you,  
Yours truly,  
**For GTL Limited**

**Sunil Valavalkar**  
Whole- time Director

**Deepak A. Keluskar**  
Company Secretary  
& Compliance Officer

Encl.: As above.

**cc: Central Depository Services (India) Ltd., Mumbai**

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

**GTL LIMITED**

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Regd Off: Global Vision Electronic Sadan - II MIDC TTC Industrial Area Mahape Navi Mumbai - 400 710 India  
Tel: +91-22-2761 2929 Fax: +91-22-2768 9990 www.gtllimited.com CIN: L40300MH1987PLC045657

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Voting results	
Record date	30-12-2022
Total number of shareholders on record date	126289
<b>No. of shareholders present in the meeting either in person or through proxy</b>	
a) Promoters and Promoter group	
b) Public	
<b>No. of shareholders attended the meeting through video conferencing</b>	
a) Promoters and Promoter group	
b) Public	
<b>No. of resolution passed in the meeting</b>	<b>2</b>
Disclosure of notes on voting results	<a href="#">Add Notes</a>



Resolution (1)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Appointment of Ms. Sanjana Pawar (DIN: 07139311) as an Independent Director of the Company				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting		22480559	100.0000	22480559	0	100.0000	0.0000
	Poll	22480559	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>	22480559	22480559	100.0000	22480559	0	100.0000	0.0000
Public-Institutions	E-Voting		595852	3.0937	595852	0	100.0000	0.0000
	Poll	19260124	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>	19260124	595852	3.0937	595852	0	100.0000	0.0000
Public- Non Institutions	E-Voting		2609171	2.2579	2583939	25232	99.0329	0.9671
	Poll	115556098	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>	115556098	2609171	2.2579	2583939	25232	99.0329	0.9671
<b>Total</b>		157296781	25685582	16.3294	25660350	25232	99.9018	0.0982
<b>Whether resolution is Pass or Not.</b>							Yes	
Disclosure of notes on resolution							Add Notes	

\* this fields are optional

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	





Resolution (2)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Appointment of Dr. Mahesh Borase (DIN: 03330328) as an Independent Director of the Company				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting		22480559	100.0000	22480559	0	100.0000	0.0000
	Poll	22480559	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>	22480559	22480559	100.0000	22480559	0	100.0000	0.0000
Public- Institutions	E-Voting		595852	3.0937	0	595852	0.0000	100.0000
	Poll	19260124	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>	19260124	595852	3.0937	0	595852	0.0000	100.0000
Public- Non Institutions	E-Voting		2609171	2.2579	2558448	50723	98.0560	1.9440
	Poll	115556098	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>	115556098	2609171	2.2579	2558448	50723	98.0560	1.9440
<b>Total</b>		157296781	25685582	16.3294	25039007	646575	97.4827	2.5173
<b>Whether resolution is Pass or Not.</b>							Yes	
Disclosure of notes on resolution							Add Notes	

\* this fields are optional

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	



# Virendra Bhatt

Company Secretary

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## Scrutinizer's Report

*[Pursuant to Sections 108 and 110 of the Companies Act, 2013 read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, as amended]*

To,  
The Chairman  
**GTL Limited**  
Global Vision, Electronic Sadan-II,  
MIDC, TTC, Industrial Area,  
Mahape, Navi Mumbai - 400710,  
Maharashtra, India.

**Scrutinizer's Report on Postal Ballot voting by way of remote voting by electronic means in respect of passing of the resolutions set-out in the notice dated 03<sup>rd</sup> January, 2023 through Postal Ballot.**

I, Virendra G. Bhatt, Practicing Company Secretary, have been appointed as Scrutinizer by the Board of Directors of GTL Limited ("**the Company**") for the purpose of scrutinizing the Postal Ballot voting conducted by way of remote e-voting process ("**e-voting**") in a fair and transparent manner on the resolutions contained in the postal ballot notice dated 03<sup>rd</sup> January, 2023 ("**Notice**") issued in accordance with General Circular numbers 20/2020 dated 05<sup>th</sup> May, 2020 read with General Circular nos. 14/2020 dated 08<sup>th</sup> April, 2020; 17/2020 dated 13<sup>th</sup> April, 2020; 02/2021 dated 13<sup>th</sup> January, 2021; 19/2021 dated 08<sup>th</sup> December, 2021; 21/2021 dated 14<sup>th</sup> December, 2021, 2/2022 dated 05<sup>th</sup> May, 2022 & 11/2022 dated 28<sup>th</sup> December, 2022 issued by the Ministry of Corporate Affairs (MCA) and Circular number SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15<sup>th</sup> January, 2021 and SEBI/HO/CFD/CMD 2/CIR/P/2022/62 dated 13<sup>th</sup> May, 2022 issued by the Securities and Exchange Board of India ("SEBI"), (hereinafter referred to as "**Circulars**").

1. The said appointment as Scrutinizer is under the provisions of Sections 108 and 110 of the Companies Act, 2013 ("**the Act**") read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended ("**the**





**Rules")**. As the Scrutinizer, I have to scrutinize the process of e-voting conducted for the postal ballot, using an electronic voting system on the dates referred to in the Notice.

## **2. Management's Responsibility**

The management of the Company is responsible to ensure compliance with the requirements of (i) the Act and the Rules made thereunder; (ii) the Circulars; and (iii) the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, ("LODR") relating to e-voting on the resolutions contained in the Notice. The management of the Company is responsible for ensuring a secured framework and robustness of the electronic voting systems.

## **3. Scrutinizer's Responsibility**

My responsibility as a scrutinizer for e-voting process is restricted to making a Scrutinizer's report of the *votes* cast "in favour" or "against" by the members in respect of the resolutions contained in the Notice. My report is based on verification of data and reports generated from the voting system provided by Central Depository Services (India) Limited ("**CDSL**"), the Agency authorized under the Rules and engaged by the Company to provide e-voting facility and attendant papers / documents furnished to me electronically till the time fixed for closing of the e-voting process i.e. till 05:00 p.m. on Sunday, 05<sup>th</sup> February, 2023.

## **4. Cut-off date**

The Members of the Company as on the "cut-off" date as set out in the Notice i.e. Friday, 30<sup>th</sup> December, 2022 were entitled to *vote* on the resolutions set out in the Notice and their voting rights were in proportion to their shareholding in the paid-up equity share capital of the Company as on the cut-off date, subject to the provisions of Articles of Association of the Company.

## **5. Remote e-voting process**

- i. The remote e-voting period remained open from Saturday, 07<sup>th</sup> January, 2023 (09:00 a.m. IST) to Sunday, 05<sup>th</sup> February, 2023 (05:00 p.m. IST).
- ii. The *votes* cast during the remote e-voting were unblocked on Sunday, 05<sup>th</sup> February, 2023 after the conclusion of e-voting period for Postal Ballot and was witnessed by two witnesses, Ms. Kavita Mishra and Ms. Bhagyashree



Kamble, who are not in the employment of the Company and / or CDSL. They have signed below in confirmation of the same.

*Kmishra*

Ms. Kavita Mishra

*Bhambale*

Ms. Bhagyashree Kamble

- iii. Thereafter, the details containing, *inter alia*, the list of Members who voted "in favour" or "against" on the resolutions were generated from the remote e-voting website of CDSL, i.e., [www.evotingindia.com](http://www.evotingindia.com). Based on the report generated by CDSL and relied upon by me, data regarding the remote e-voting was scrutinized on test check basis.
6. I submit herewith the Scrutinizer's Report on the results of the remote e-voting for postal ballot, based on the report generated by CDSL, scrutinized on test-check basis, and relied upon by me as under:
1. **Special Resolution - Appointment of Ms. Sanjana Pawar (DIN: 07139311) as an Independent Director of the Company**

**Total Voting:**

Manner of Voting	Total votes		Valid Votes		Invalid / Not Voted	
	No. of Members	No. of shares held by them	No. of Members	No. of votes cast by them	No. of Members	No. of votes
E-Voting	228	25685582	228	25685582	0	0

**Voted in favour of the resolution and voted against the resolution:**

Manner of Voting	Votes in favour of the resolution			Votes against the resolution		
	No. of members who voted	No. of votes cast by them	% age	No. of members who voted	No. of votes cast by them	% age
E-Voting	204	25660350	99.9018%	24	25232	0.0982%





2. **Special Resolution - Appointment of Dr. Mahesh Borase (DIN: 03330328) as an Independent Director of the Company**

**Total Voting:**

Manner of Voting	Total votes		Valid Votes		Invalid / Not Voted	
	No. of Members	No. of shares held by them	No. of Members	No. of votes cast by them	No. of Members	No. of votes
E-Voting	228	25685582	228	25685582	0	0

**Voted in favour of the resolution and voted against the resolution:**

Manner of Voting	Votes in favour of the resolution			Votes against the resolution		
	No. of members who voted	No. of votes cast by them	% age	No. of members who voted	No. of votes cast by them	% age
E-Voting	203	25039007	97.4827%	25	646575	2.5173%

Notes:

- Aforesaid resolutions contained in the Notice are passed with requisite majority by the Members of the Company as specified under the Companies Act, 2013.
- The figures in percentage have been rounded off to 4 decimal points.
- The electronic data and all other relevant records relating to remote e-voting are under my safe custody and will be handed over to Company Secretary of the Company, for preserving safely after the Chairman considers, approves and signs the minutes of the Postal Ballot.
- This report is issued in accordance with the terms of the Engagement Letter.

**Restriction on Use**

- This report has been issued at the request of the Company for (i) submission to Stock Exchanges, (ii) placing on website of the Company and (iii) placing on website of CDSL. This report is not to be used for any other purpose or to be distributed by the Company to any other parties. Accordingly, I do not accept or assume any liability or any duty of care or for any other purpose or to any other





party to whom it is shown or into whose hands it may come without my prior consent in writing.

Thanking You,  
Yours faithfully



**Virendra G. Bhatt**  
Practicing Company Secretary  
ACS No.: 1157, COP No.: 124  
Peer Review Cert. No.: 1439/2021

Date: 06<sup>th</sup> February, 2023  
Place: Mumbai

UDIN: A001157D003111044