



GFL LIMITED

Registered office: 7th Floor, Ceejay House, Dr. Annie Besant Road, Worli, Mumbai – 400 018
CIN: L65100MH1987PLC374824 • Tel. No.: +91- 22 4032 3851 • Fax No.: +91- 22 4032 3191
Website: www.gflimited.co.in • Email ID: contact@gflimited.co.in

29th September, 2023

To,
The Secretary
BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street, Mumbai 400 001
Scrip code: 500173

The Secretary
National Stock Exchange of India Limited
Exchange Plaza, Bandra Kurla Complex
Bandra (E), Mumbai 400 051
Symbol: GFLIMITED

Dear Sir,

Sub.: Declaration of Voting Results in respect of Resolutions passed at the 36th Annual General Meeting (AGM) of the Company held on Wednesday, 27th September, 2023 at 12:00 noon through Video Conferencing (“VC”)/ Other Audio Visual Means (“OAVM”).

Ref.: Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations).

We would like to inform you that the 36th Annual General Meeting (AGM) of the Company was held on Wednesday, 27th September, 2023 at 12:00 noon through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") facility in compliance with the applicable provisions of the Companies Act, 2013 read with Rules made thereunder, circular(s) issued by the Ministry of Corporate Affairs and the Securities and Exchange Board of India for transacting the business(es) mentioned in the AGM Notice dated 9th August, 2023 convening the AGM.

In compliance with provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules 2014, as amended and Regulation 44 of the Listing Regulations, as amended and aforesaid MCA Circular, the Company had provided facility of remote e-voting to its Members as well as e-voting during the AGM in respect of the business to be transacted at the AGM.

Mr. Dhruvil M. Shah, Practicing Company Secretary (FCS No.: 8021: CP: 8978) ("the Scrutinizer") has scrutinized and reviewed the votes cast by the Members through remote e-voting prior to the date of AGM as well as through e-voting process during the AGM on the resolutions at Item No. 1 to 3 of the Notice of the AGM and submitted his consolidated report today i.e. 29th September, 2023.

In this regard, we hereby enclose herewith the following:

Voting results of the AGM pursuant to Regulation 44 of the Listing Regulations	Annexure 1
Consolidated Report of the Scrutinizer dated 29 th September, 2023 on remote e - Voting and electronic voting at the AGM	Annexure 2

The above Voting Results will also be available on the website of the Company www.gflimited.co.in and website of Central Depository Services (India) Limited (CDSL) at www.evotingindia.com.

You are requested to take the same on record.

Yours faithfully,

For **GFL Limited**

Divya Shrimali
Company Secretary and Compliance Officer

Encl.: as above



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ANNEXURE 1

Date of AGM	Wednesday, 27 th September, 2023
Total No. of Shareholders on Record Date	23,714
No. of shareholders present	51
No of Shareholder present in the meeting either in person or proxy: - Promoter and Promoters group - Public	Not Applicable
No of shareholders attending through video conferencing - Promoter and Promoters group - Public	Promoter and Promoters group- 5 Public- 46

Details of Resolutions and results thereof:

Item No.	Brief Description	Type of Businesses and Resolution Required	Manner of Voting	Results
1	Adoption of Audited Standalone and Consolidated Financial Statements of the Company for the Financial Year ended 31 st March, 2023 and reports of the Board of Directors and Independent Auditors thereon.	Ordinary Business requiring Ordinary Resolution	Remote e-voting prior & during AGM	Passed with requisite majority
2	Re-appointment of Mr. Pavan Kumar Jain (DIN: 00030098) as Director of the Company, retiring by rotation and being eligible, offers himself for re-appointed.	Ordinary Business requiring Ordinary Resolution	Remote e-voting prior & during AGM	Passed with requisite majority
3	To Continue Directorship of Mr. Shashi Kishore Jain (DIN: 00443861) as Non-Executive and Independent Director of the Company	Special Business requiring Special Resolution	Remote e-voting prior & during AGM	Passed with Special majority





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Resolution No.1								
Resolution Required : (Ordinary)			Adoption of Audited Standalone and consolidated Financial Statements for the Financial Year ended 31st March, 2023 and Reports of the Board of Directors and Independent Auditors thereon					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
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
Promoter and Promoter Group	E-Voting	75492611	75492611	100.0000	75492611	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		75492611	100.0000	75492611	0	100.0000	0.0000
Public Institutions	E-Voting	2681174	2520913	94.0227	2520913	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		2520913	94.0227	2520913	0	100.0000	0.0000
Public Non Institutions	E-Voting	31676215	1536357	4.8501	1536046	311	99.9798	0.0202
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		1536357	4.851	1536046	311	99.9798	0.0202
Total		109850000	79549881	72.4168	79549570	311	99.9996	0.0004
							Whether Resolution is Pass or not	Yes





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Resolution Required : (Ordinary)		Resolution No.2						
Whether promoter/ promoter group are interested in the agenda/resolution?		Re-appointment of Mr. Pavan Kumar Jain (DIN: 00030098) as Director of the Company						
Category		No						
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	75492611	75492611	100.0000	75492611	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		75492611	100.0000	75492611	0	100.0000	0.0000
Public Institutions	E-Voting	2681174	2520913	94.0227	2249803	271110	89.2456	10.7544
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		2520913	94.0227	2249803	271110	89.2456	10.7544
Public Non Institutions	E-Voting	31676215	1536357	4.8502	1534732	1625	99.8942	0.1058
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		1536357	4.8502	1534732	1625	99.8942	0.1058
Total		109850000	79549881	72.4168	79277146	272735	99.6572	0.3428
							Whether Resolution is Pass or not	Yes





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Resolution No.3								
Resolution Required : (Ordinary)			To appoint Statutory Auditors of the Company and to fix their remuneration					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
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]= $\frac{[2]}{[1]} \times 100$	[4]	[5]	[6]= $\frac{[4]}{[2]} \times 100$	[7]= $\frac{[5]}{[2]} \times 100$
Promoter and Promoter Group	E-Voting	75492611	75492611	100.0000	75492611	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		75492611	100.0000	75492611	0	100.0000	0.0000
Public Institutions	E-Voting	2681174	2520913	94.0227	2520913	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		2520913	94.0227	2520913	0	100.0000	0.0000
Public Non Institutions	E-Voting	31676215	1536357	4.8502	1534632	1725	99.8877	0.1123
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		1536357	4.8502	1534632	1725	99.8877	0.1123
Total		109850000	79549881	72.4168	79548156	1725	99.9978	0.0022
Whether Resolution is Pass or not							Yes	





Ref: 1062/2023-24

CONSOLIDATED SCRUTINIZER'S REPORT

[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014]

To,
The Chairman,
GFL Limited
CIN: L65100MH1987PLC374824
7th Floor, Ceejay House,
Dr. Annie Besant Road, Worli,
Mumbai 400018 Maharashtra

Dear Sir,

Sub: Consolidated Scrutinizer's Report of e-voting conducted for the 36th Annual General Meeting ('AGM') of GFL Limited ('the Company') held on Wednesday, September, 27, 2023 at 12.00 p.m. (IST) through Video Conferencing ('VC') / other audio visual means ('OAVM')

I, Dhrumil M. Shah, partner of Dhrumil M. Shah & Co. LLP, Practising Company Secretaries, have been appointed as Scrutinizer by the Board of Directors of GFL Limited (hereinafter called as "**the Company**"), pursuant to Section 108 of the Companies Act, 2013 ("**the Act**") read with Rule 20 of the Companies (Management and Administration) Rules, 2014, ("**the Rules**") and in accordance with Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the purpose of scrutinizing the votes cast by the members through remote e-voting and e-voting during the AGM (hereinafter referred to as '**e-voting**') in respect of resolutions proposed in the Notice of the 36th AGM of the Company held on Wednesday, September, 27, 2023 at 12.00 p.m. onwards through video conferencing facility ("**VC**")/ other audio visual means ("**OAVM**")

The Management of the Company is responsible for ensuring compliance with the requirements of the Companies Act, 2013 ("**the Act**") and the Rules thereunder and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**Listing Regulations**") relating to e-voting by the members on the resolutions proposed in the Notice.

My responsibility as a Scrutinizer was restricted to scrutinize the e-voting, in a fair and transparent manner and to prepare a Consolidated Scrutinizer's Report of the votes cast in favour and against the resolutions stated in the Notice for ascertaining the requisite majority, based on the reports generated from the e-voting system provided by the Central Depository Services ("**CDSL**") the service provider engaged by the Company to provide e-voting facility to its Members.

The Members of the Company holding shares as on the "**cut-off**" date as set out in the Notice i.e. **Wednesday, September 20, 2023** 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.



The remote e-voting commenced on 09.00 a.m. (IST) on Sunday, September 24, 2023 and concluded at 05.00 p.m. (IST) on Tuesday, September 26, 2023.

The votes cast during the e-voting were unblocked on **Wednesday, September 27, 2023 around 12:37 P.M.** in the presence of two witnesses who are not in the employment of the Company.

I have scrutinized and reviewed the votes cast through remote e-voting and e-voting during the AGM based on the data downloaded from the **CDSL's** e-voting system.

I now submit the Consolidated Scrutinizer's Report on the results of the e-voting, based on the report generated by **CDSL** in respect of the following resolutions as under:

ORDINARY BUSINESS:

ORDINARY RESOLUTION

1) To consider and adopt:

- a. Audited Standalone Financial Statements of the Company for the Financial Year ended 31st March, 2023, the reports of the Board of Directors and Auditors thereon; and
- b. Audited Consolidated Financial Statements of the Company for the Financial Year ended 31st March, 2023 and the report of the Auditors thereon.

i. Voting "in favour" of resolution

Number of Members	Number of valid votes cast by them	% of total number of valid votes cast
109	7,95,49,570	99.9996

ii. Voting "against" the resolution

Number of Members	Number of valid votes cast by them	% of total number of valid votes cast
2	311	0.0004

iii. Invalid Votes

Total number of Members	Total number of votes cast by them
0	0



2) Re-appointment of Mr. Pavan Kumar Jain (DIN: 00030098) as Director of the Company.

i. Voting "in favour" of resolution

Number of Members	Number of valid votes cast by them	% of total number of valid votes cast
99	7,92,77,146	99.6572

ii. Voting "against" the resolution

Number of Members	Number of valid votes cast by them	% of total number of valid votes cast
12	2,72,735	0.3428

iii. Invalid Votes

Total number of Members	Total number of votes cast by them
0	0

SPECIAL BUSINESS:

SPECIAL RESOLUTION

3) Continuation of Directorship of Mr. Shashi Kishore Jain (DIN: 00443861) as Non-Executive and Independent Director of the Company

i. Voting "in favour" of resolution

Number of Members	Number of valid votes cast by them	% of total number of valid votes cast
105	7,95,48,156	99.9978

ii. Voting "against" the resolution

Number of Members	Number of valid votes cast by them	% of total number of valid votes cast
6	1,725	0.0022

iii. Invalid Votes

Total number of Members	Total number of votes cast by them
0	0

Based on the above e-voting results, for each resolution the valid votes cast by the members in favour are more than valid votes cast against. Accordingly you may declare the results of e-voting.



All electronic data and relevant records relating to e-voting shall remain in my safe custody until the Chairman considers, approves and signs the minutes of the 36th AGM and thereafter, the same shall be handed over to the Company Secretary for safe keeping.



For Dhrumil M. Shah & Co. LLP
Practising Company Secretaries
ICSI URN: L2023MH013400
PRN: 3147/2023

A handwritten signature in blue ink, appearing to read "Dh. M. Shah".

Place : Mumbai
Date : September 29, 2023

Dhrumil M. Shah
Partner
FCS 8021 | CP 8978
UDIN: F008021E001121144

We, the undersigned, have witnessed that the results of e-voting were unblocked and downloaded from the CDSL e-voting service provider's platform in our presence on Wednesday, September 27, 2023.

A handwritten signature in blue ink, appearing to read "Dhiraj Palav".

Dhiraj Palav

A handwritten signature in blue ink, appearing to read "Tina Maisheri".

Tina Maisheri

Countersigned by
For GFL Limited

A handwritten signature in blue ink, appearing to read "Divya Shrimali".



Place : Mumbai
Date : September 29, 2023

Divya Shrimali
Company Secretary & Compliance
Officer