

Ref: GIL/ SE/ REG44/2021-22/49

September 29, 2021

**The Secretary,**  
BSE Limited (BSE)  
P. J. Tower, Dalal Street,  
Mumbai 400 001  
Scrip Code : 532775

**The Secretary**  
National Stock Exchange of India Ltd.  
Exchange Plaza, 5<sup>th</sup> Floor,  
Plot No. C/1, G Block,  
Bandra Kurla Complex,  
Bandra (East), Mumbai 400 051  
Trading Symbol : GTLINFRA

Dear Sir/ Madam,

**Sub: Voting Results - 18<sup>th</sup> Annual General Meeting (AGM) held on September 28, 2021**

Pursuant to Regulation 44(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (the Listing Regulations) and other applicable regulations, if any, of the Listing Regulations, we submit herewith the voting results of the 18<sup>th</sup> AGM of the members of the Company:

Date of the 18 <sup>th</sup> Annual General Meeting	:	Tuesday, September 28, 2021
Total number of shareholders on record date (September 22, 2021)	:	3,88,022
No. of shareholders present in the meeting either in person or through proxy:		
Promoters & Promoters Group	:	Not Applicable
Public	:	Not Applicable
No. of Shareholders attended the meeting through Video Conferencing:		
Promoters and Promoters Group	:	1
Public	:	89

The mode of voting on the resolution was through:

1. Remote e-voting conducted between Friday, September 24, 2021 and Monday, September 27, 2021; and
2. Electronic voting was also available during the AGM of the Company on Tuesday, September 28, 2021.

All the resolutions mentioned in the AGM Notice stand passed under Remote E-voting and Electronic voting at AGM with requisite majority and hence deemed to be passed as on the date of AGM.

Details of the Agenda and the result of ordinary and special resolutions passed at the AGM are attached as Annexure 'A'. The Scrutinizer's Report dated September 28, 2021 duly signed by the Scrutinizer is also attached hereto.

Yours faithfully,  
For **GTL Infrastructure Limited**

  
**Nitish A. Mhatre**  
**Company Secretary**

  
**Vikas Arora**  
**Head - Corporate Communications**

(Note: This letter is submitted electronically with BSE & NSE through their respective web portals.)

Resolution 1 : Adoption of the Audited Financial Statements of the Company for the financial year ended March 31, 2021, together with the Reports of the Board of Directors and Auditors thereon.

Resolution required : (Ordinary / Special) Ordinary Resolution

Whether promoter/promoter group are interested in the agenda/resolution ? No

Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes in favor (4)	No. of Votes against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter & Promoter Group	E-VOTING	420144016	420144016	100.00	420144016	0	100.00	0.00
	POLL	420144016	0	0.00	0	0	0.00	0.00
	POSTAL BALLOT	0	0	0.00	0	0	0.00	0.00
	TOTAL	420144016	420144016	100.00	420144016	0	100.00	0.00
Public - Institutions	E-VOTING	7797744854	3770927658	48.36	3247453252	523474406	86.12	13.88
	POLL	7797744854	880903559	11.30	880903559	0	100.00	0.00
	POSTAL BALLOT	0	0	0.00	0	0	0.00	0.00
	TOTAL	7797744854	4651831217	59.66	4128356811	523474406	88.75	11.25
Public-Non Institutions	E-VOTING	4394214607	433218048	9.86	433170078	47970	99.99	0.01
	POLL	4394214607	6311376	0.14	6311376	0	100.00	0.00
	POSTAL BALLOT	0	0	0.00	0	0	0.00	0.00
	TOTAL	4394214607	439529424	10.00	439481454	47970	99.99	0.01
TOTAL		12612103477	5511504657	43.70	4987982281	523522376	90.50	9.50

Resolution 2 : Appointment of Mr. Charudatta K. Naik (DIN: 00225472) as a Director of the Company, who retires by rotation and being eligible, offers himself for re-appointment.

Resolution required : (Ordinary / Special) Ordinary Resolution

Whether promoter/promoter group are interested in the agenda/resolution ? No

Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes in favor (4)	No. of Votes against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter & Promoter Group	E-VOTING	420144016	420144016	100.00	420144016	0	100.00	0.00
	POLL	420144016	0	0.00	0	0	0.00	0.00
	POSTAL BALLOT	0	0	0.00	0	0	0.00	0.00
	TOTAL	420144016	420144016	100.00	420144016	0	100.00	0.00
Public - Institutions	E-VOTING	7797744854	3265937413	41.88	3259211832	6725581	99.79	0.21
	POLL	7797744854	880903559	11.30	880903559	0	100.00	0.00
	POSTAL BALLOT	0	0	0.00	0	0	0.00	0.00
	TOTAL	7797744854	4146840972	53.18	4140115391	6725581	99.84	0.16
Public-Non Institutions	E-VOTING	4394214607	433095782	9.86	429294210	3801572	99.12	0.88
	POLL	4394214607	6311376	0.14	6311376	0	100.00	0.00
	POSTAL BALLOT	0	0	0.00	0	0	0.00	0.00
	TOTAL	4394214607	439407158	10.00	435605586	3801572	99.13	0.87
TOTAL		12612103477	5006392146	39.70	4995864993	10527153	99.79	0.21

Resolution 3 : Appointment of Mr. Milind K. Naik (DIN: 00276884) as a Director of the Company, liable to retire by rotation.

Resolution required : (Ordinary / Special) Ordinary Resolution

Whether promoter/promoter group are interested in the agenda/resolution ? No

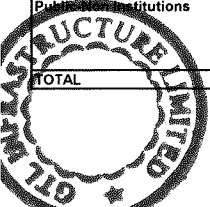
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes in favor (4)	No. of Votes against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter & Promoter Group	E-VOTING	420144016	420144016	100.00	420144016	0	100.00	0.00
	POLL	420144016	0	0.00	0	0	0.00	0.00
	POSTAL BALLOT	0	0	0.00	0	0	0.00	0.00
	TOTAL	420144016	420144016	100.00	420144016	0	100.00	0.00
Public - Institutions	E-VOTING	7797744854	3265937413	41.88	3261578335	4359078	99.87	0.13
	POLL	7797744854	880903559	11.30	880903559	0	100.00	0.00
	POSTAL BALLOT	0	0	0.00	0	0	0.00	0.00
	TOTAL	7797744854	4146840972	53.18	4142481894	4359078	99.89	0.11
Public-Non Institutions	E-VOTING	4394214607	433123181	9.86	429351558	3771623	99.13	0.87
	POLL	4394214607	6311376	0.14	6311376	0	100.00	0.00
	POSTAL BALLOT	0	0	0.00	0	0	0.00	0.00
	TOTAL	4394214607	439434557	10.00	435662934	3771623	99.14	0.86
TOTAL		12612103477	5006419545	39.70	4998288844	8130701	99.84	0.16

Resolution 4 : Appointment of Mr. Milind K. Naik (DIN: 00276884) as a Whole-time Director of the Company for a period of three years with effect from January 20, 2021 on the terms and conditions as set out in the Explanatory Statement annexed to the Notice of AGM.

Resolution required : (Ordinary / Special) Special Resolution

Whether promoter/promoter group are interested in the agenda/resolution ? No

Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes in favor (4)	No. of Votes against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter & Promoter Group	E-VOTING	420144016	420144016	100.00	420144016	0	100.00	0.00
	POLL	420144016	0	0.00	0	0	0.00	0.00
	POSTAL BALLOT	0	0	0.00	0	0	0.00	0.00
	TOTAL	420144016	420144016	100.00	420144016	0	100.00	0.00
Public - Institutions	E-VOTING	7797744854	3265937413	41.88	3261578335	4359078	99.87	0.13
	POLL	7797744854	880903559	11.30	880903559	0	100.00	0.00
	POSTAL BALLOT	0	0	0.00	0	0	0.00	0.00
	TOTAL	7797744854	4146840972	53.18	4142481894	4359078	99.89	0.11
Public-Non Institutions	E-VOTING	4394214607	433104095	9.86	431306472	1797623	99.59	0.42
	POLL	4394214607	6311376	0.14	6311376	0	100.00	0.00
	POSTAL BALLOT	0	0	0.00	0	0	0.00	0.00
	TOTAL	4394214607	439415471	10.00	437617848	1797623	99.59	0.41
TOTAL		12612103477	5006400459	39.70	5000243758	6156701	99.88	0.12



# CHETAN A. JOSHI

Company Secretary

G-3, Ground floor, Akanksha CHS, Prashant Nagar, Naupada, Thane- 400602

Tele/ Fax: 022-2544 8282, Mobile No: +91-8291 828282

E-mail ID- chetan.joshi181@gmail.com

## SCRUTINIZER'S REPORT

Date: 28<sup>th</sup> September, 2021

NAME OF COMPANY	GTL INFRASTRUCTURE LIMITED (CIN: L74210MH2004PLC144367)
MEETING	18 <sup>TH</sup> Annual General Meeting (AGM)
DAY, DATE & TIME	Tuesday, 28 <sup>th</sup> September, 2021 at 02:00 P.M. (IST)
DEEMED VENUE	Registered office situated at "Global Visions", 3 <sup>rd</sup> Floor, Electronic Sadan No. 2, M.I.D.C, TTC Industrial area, Mahape, Navi Mumbai- 400710, Maharashtra, India.
MODE	Video Conferencing ("VC") / Other Audio-Visual means ("OAVM")

To,  
The Chairman / Whole-time Director,  
GTL Infrastructure Limited,  
"Global Visions", 3<sup>rd</sup> Floor, Electronic Sadan No. 2,  
M.I.D.C, TTC Industrial area, Mahape,  
Navi Mumbai-400710, Maharashtra, India.

Dear Sir,

I, Chetan Anant Joshi, Practicing Company Secretary having my office at G-3, Ground Floor, Akanksha CHS, Prashant Nagar, Near Naupada Police station, Naupada, Thane (W) 400602 was appointed as Scrutinizer by the Board of the Directors of GTL Infrastructure Limited ("the Company") at its meeting held on September 02, 2021 for the purpose of scrutinizing the Remote e-voting and e-voting during the 18<sup>th</sup> Annual General meeting ("AGM") held on Tuesday, 28<sup>th</sup> September 2021 at 02.00 p.m. (IST) through Video Conferencing ("VC") / Other Audio-Visual means ("OAVM") pursuant to Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended.

1. Pursuant to Section 101, 108 of the Act and Rule 20 of Companies (Management & Administration) Rules 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the Company has confirmed that the Electronic copy of the Notice convening the 18<sup>th</sup> Annual General Meeting of the Company along with the

*Report of Scrutinizer on Remote e-voting process & e-voting by the members at the 18<sup>th</sup> AGM of GTL Infrastructure Ltd held on Tuesday, 28<sup>th</sup> September, 2021*



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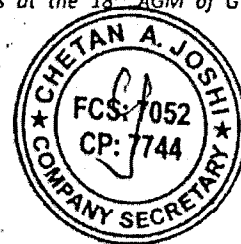
Tele/ Fax: 022-2544 8282, Mobile No: +91-8291 828282

E-mail ID- chetan.joshi181@gmail.com

process of Remote e-voting were sent to the shareholders whose e-mail addresses are registered with the Company/Depository / Depository Participant(s)/ Registrar and Share Transfer Agent for communication purposes in compliance with MCA Circulars dated 5<sup>th</sup> May 2020 read with circulars dated 8<sup>th</sup> April, 2020, 13<sup>th</sup> April, 2020 and 13<sup>th</sup> January, 2021 and SEBI Circular dated 12<sup>th</sup> May, 2020 and 15<sup>th</sup> January, 2021.

2. The notice convening the Annual General Meeting was also placed on the website of the Company. The members of the Company were given option to vote electronically on Remote e-voting system or e-voting during AGM, provided by Central Depository Services (India) Limited ("CDSL")
3. Pursuant to General Circulars No. 14/2020, 17/2020 and 20/2020 dated 8<sup>th</sup> April, 2020, 13<sup>th</sup> April, 2020 and 5<sup>th</sup> May, 2020 respectively issued by the Ministry of Corporate Affairs, an advertisement was published in The Free Press Journal (English) and Navshakti (Marathi) on Tuesday, September 07, 2021 specifying the date, time and place of the AGM, availability of the notice on the Company's website and the website of the stock exchanges.
4. The Remote e-voting period commenced on Friday, September 24, 2021 at 09:00 a.m. (IST) and ended on Monday, September 27, 2021 at 5.00 p.m. (IST).
5. The e-voting during AGM commenced on Tuesday, September 28, 2021 at 02.00 p.m. and ended on Tuesday, September 28, 2021 at 02.50 p.m.
6. The Shareholders of the Company as on the "cut off" date i.e. Wednesday, September 22, 2021 were entitled to avail the facility of Remote e-voting as well as E voting during 18<sup>th</sup> Annual General meeting on the proposed resolutions (item no 1 to 4) as set out in the Notice of the Annual General meeting dated September 02, 2021.
7. After completion of e-voting during the Annual General meeting, I unblocked the results of the Remote e-voting and e-voting by members during the AGM from the CDSL's e-voting platform.
8. The register has been maintained electronically to record the assent or dissent, received, mentioning the particulars of name, address, folio number or client ID of the shareholders, number of shares held by them, nominal value of such shares, number of vote cast in favour and against. There were no shares with differential voting rights in the Company; hence there is no requirement of maintaining of the List of shares with differential voting rights.

*Report of Scrutinizer on Remote e-voting process & e-voting by the members at the 18<sup>th</sup> AGM of GTL Infrastructure Ltd held on Tuesday, 28<sup>th</sup> September, 2021*



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9. I have observed that –

- a) 1073 members had cast their votes through Remote e-voting and
- b) 0008 members had cast their votes through e-voting during the AGM.

The result of the Remote e-voting together with that of E-voting during AGM is as under:

**Resolution No 1 :-** Ordinary Resolution for Adoption of Audited Financial Statements for the year ended March 31, 2021 together with the Reports of the Board of Directors and Auditors thereon.

(i) Voted in favour of Resolution

No of members voted		No of votes cast by them		% of total no of valid votes cast	
Remote E-Voting	1030	Remote E-Voting	4100767346	Remote E- Voting	74.40%
E-voting during AGM	8	E-voting during AGM	887214935	E-voting during AGM	16.10%
<b>Total</b>	<b>1038</b>	<b>Total</b>	<b>4987982281</b>	<b>Total</b>	<b>90.50%</b>

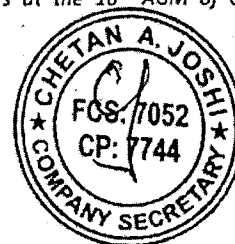
(ii) Votes against the resolution

No of members voted		No of votes cast by them		% of total no of valid votes cast	
Remote E-Voting	43	Remote E-Voting	523522376	Remote E- Voting	9.50%
E-voting during AGM	0	E-voting during AGM	0	E-voting during AGM	0.00%
<b>Total</b>	<b>43</b>	<b>Total</b>	<b>523522376</b>	<b>Total</b>	<b>9.50%</b>

The Resolution No. 1 mentioned in the AGM Notice as per the details stated above stands passed under Remote e-voting and e-voting during AGM with requisite majority i.e. 90.50% majority and hence deemed to be passed as on the date of AGM.

**Resolution No 2 :-** Ordinary Resolution for appointing a Director in place of Mr. Charudatta K. Naik (DIN: 00225472) who retires by rotation and, being eligible, offers himself for re-appointment

*Report of Scrutinizer on Remote e-voting process & e-voting by the members at the 18<sup>th</sup> AGM of GTL Infrastructure Ltd held on Tuesday, 28<sup>th</sup> September, 2021*



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(i) Voted in favour of Resolution

No of members voted		No of votes cast by them		% of total no of valid votes cast	
Remote E-Voting	925	Remote E-Voting	4108650058	Remote E-Voting	82.07%
E-voting during AGM	8	E-voting during AGM	887214935	E-voting during AGM	17.72%
<b>Total</b>	<b>933</b>	<b>Total</b>	<b>4995864993</b>	<b>Total</b>	<b>99.79%</b>

(ii) Votes against the resolution

No of members voted		No of votes cast by them		% of total no of valid votes cast	
Remote E-Voting	144	Remote E-Voting	10527153	Remote E-Voting	0.21%
E-voting during AGM	0	E-voting during AGM	0	E-voting during AGM	0.00%
<b>Total</b>	<b>144</b>	<b>Total</b>	<b>10527153</b>	<b>Total</b>	<b>0.21%</b>

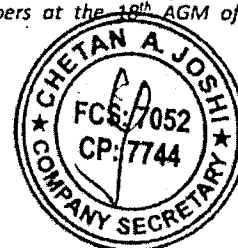
The Resolution No. 2 mentioned in the AGM Notice as per the details stated above stands passed under Remote e-voting and e-voting during AGM with requisite majority i.e. 99.79 % majority and hence deemed to be passed as on the date of AGM.

**Resolution No 3 :-** Ordinary Resolution for Confirmation of Mr. Milind K. Naik (DIN: 00276884) as a Director of the Company, who was appointed by the Board of Directors of the Company as an Additional Director w.e.f. 20<sup>th</sup> January, 2021

(i) Voted in favour of Resolution

No of members voted		No of votes cast by them		% of total no of valid votes cast	
Remote E-Voting	936	Remote E-Voting	4111073909	Remote E-Voting	82.12%
E-voting during AGM	8	E-voting during AGM	887214935	E-voting during AGM	17.72%
<b>Total</b>	<b>944</b>	<b>Total</b>	<b>4998288844</b>	<b>Total</b>	<b>99.84%</b>

Report of Scrutinizer on Remote e-voting process & e-voting by the members at the 18<sup>th</sup> AGM of GTL Infrastructure Ltd held on Tuesday, 28<sup>th</sup> September, 2021



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## (ii) Votes against the resolution

No of members voted		No of votes cast by them		% of total no of valid votes cast	
Remote E-Voting	133	Remote E-Voting	8130701	Remote E-Voting	0.16%
E-voting during AGM	0	E-voting during AGM	0	E-voting during AGM	0.00%
<b>Total</b>	<b>133</b>	<b>Total</b>	<b>8130701</b>	<b>Total</b>	<b>0.16%</b>

The Resolution No. 3 mentioned in the AGM Notice as per the details stated above stands passed under Remote e-voting and e-voting during AGM with requisite majority i.e. 99.84% % majority and hence deemed to be passed as on the date of AGM.

**Resolution No 4 :-** Special Resolution for appointment of Mr. Milind K. Naik (DIN: 00276884) as a Whole-time for a period of 3 years w.e.f. 20<sup>th</sup> January, 2021 on terms and conditions as set out in Explanatory Statement to the Notice of AGM

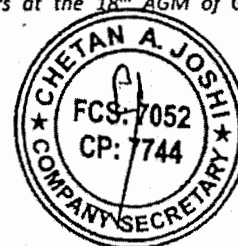
## (i) Voted in favour of Resolution

No of members voted		No of votes cast by them		% of total no of valid votes cast	
Remote E-Voting	942	Remote E-Voting	4113028823	Remote E-Voting	82.16%
E-voting during AGM	8	E-voting during AGM	887214935	E-voting during AGM	17.72%
<b>Total</b>	<b>950</b>	<b>Total</b>	<b>5000243758</b>	<b>Total</b>	<b>99.88%</b>

## (ii) Votes against the resolution

No of members voted		No of votes cast by them		% of total no of valid votes cast	
Remote E-Voting	126	Remote E-Voting	6156701	Remote E-Voting	0.12%
E-voting during AGM	0	E-voting during AGM	0	E-voting during AGM	0.00%
<b>Total</b>	<b>126</b>	<b>Total</b>	<b>6156701</b>	<b>Total</b>	<b>0.12%</b>

Report of Scrutinizer on Remote e-voting process & e-voting by the members at the 18<sup>th</sup> AGM of GTL Infrastructure Ltd held on Tuesday, 28<sup>th</sup> September, 2021



# CHETAN A. JOSHI

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The Resolution No. 4 mentioned in the AGM Notice as per the details stated above stands passed under Remote e-voting and e-voting during AGM with requisite majority i.e. 99.88 % majority and hence deemed to be passed as on the date of AGM.

All electronic data & other relevant records of electronic voting will remain in my safe custody until the Chairman considers, approves & signs the Minutes of the 18<sup>th</sup> Annual General meeting and the same shall be handed over thereafter to the Company Secretary for safe keeping.

Thanking You,  
Yours faithfully



Chetan A. Joshi  
(Practicing Company Secretary)

(FCS: 7052, CP: 7744)

Place: Thane

Date: 28/09/2021

UDIN: F007052C001024167

*Report of Scrutinizer on Remote e-voting process & e-voting by the members at the 18<sup>th</sup> AGM of GTL Infrastructure Ltd held on Tuesday, 28<sup>th</sup> September, 2021*