



REF: GTL/SE/AGM/2019-20/019

September 26, 2019

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

Dear Sir/s,

Sub: Voting Results - 31st Annual General Meeting held on September 25, 2019.

Pursuant to Regulation 44(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we submit herewith the voting results of the 31st Annual General Meeting of the members of the Company:

Date of the 31 st Annual General Meeting	:	Wednesday, September 25, 2019
Total number of shareholders on record date (September 19, 2019)	:	70,361
No. of shareholders present in the meeting either in person or through proxy:		
Promoters and Promoter Group	:	1
Public	:	38
No. of Shareholders attended the meeting through Video Conferencing:		
Promoters and Promoter Group	:	N.A.
Public	:	N.A.

The Electronic voting on the resolutions was arranged through Central Depository Services (India) Limited:

1. Remote e-voting conducted between Sunday, September 22, 2019 to Tuesday, September 24, 2019; and
2. Electronic voting was conducted at the venue of the Meeting on Wednesday, September 25, 2019.

Details of the Agenda and the result of resolutions (ordinary and special) passed at the 31st Annual General Meeting are as per the Scrutinizer's Report dated September 25, 2019 duly signed by the Scrutinizer and by the Whole-time Director of the Company is attached hereto.

Please acknowledge receipt.

Thanking you,

Yours truly,
For GTL Limited


Pratik R. Toprani
Company Secretary


Sunil S. Valavalkar
Whole-time Director

Encl. as above

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

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

Virendra Bhatt

Company Secretary

Office :

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Bandra East, Mumbai - 400 051.

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To,
The Chairman
GTL Limited

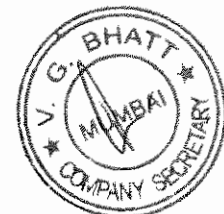
31st Annual General Meeting of the members of GTL Limited (CIN: L40300MH1987PLC045657) held at Marathi Sahitya, Sanskriti & Kala Mandal, Sahitya Mandir Hall, Near Navi Mumbai Sports Association, Sector 6, Vashi, Navi Mumbai-400703, on Wednesday, 25th September, 2019 at 11.00 A.M.

Sub: Passing of Resolution(s) through remote e-voting and Electronic voting at the venue of Annual General Meeting pursuant to Sections 108 and 109 of the Companies Act, 2013 read with Rules 20 and 21 of the Companies (Management and Administration) Rules, 2014 as amended and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

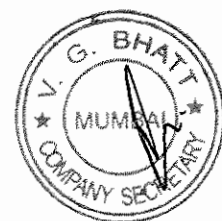
The Board of Directors of GTL Limited (hereinafter referred to as "the Company") at its meeting held on (Wednesday), 14th August, 2019, has appointed me as the Scrutinizer for the remote e-voting process ('e-voting') as well as to scrutinize the Electronic voting received from the members at the venue of the Annual General Meeting pursuant to Sections 108 and 109 of the Companies Act, 2013 read with Rules 20 and 21 of the Companies (Management and Administration) Rules, 2014, as amended from time to time and other applicable provisions, if any, and Regulation 44 of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the 'Listing Regulations'), for the Resolution(s) in respect of the matter(s) as set out in the Notice of Annual General Meeting proposed to be transacted by e-voting and voting at the venue of Annual General Meeting by way of Electronic voting. I say, I am familiar and well versed with the concept of e-voting as prescribed under the said Rules.

Report on Scrutiny:

- The Company has appointed Central Depository Services (India) Limited ('CDSL') as the Service Provider for the purpose of extending the facility of remote e-voting to the Members of the Company.
- M/s Bigshare Services Private Limited is the Registrar and Share Transfer Agent of the Company.



- The Service Provider had provided an Electronic Voting system for remote e-voting by members on all items of the business (both Ordinary and Special business) sought to be transacted at the 31st Annual General Meeting of the Company, which was held on Wednesday, 25th September, 2019.
- The Service Provider had set up electronic voting facility on their website, <https://www.evotingindia.com>. The Company has uploaded all the items of the business to be transacted at the Annual General Meeting on the website of the Company and also it's Service Provider to facilitate their members to cast their vote through remote e- voting.
- The cut-off date for determining members for the dispatch of the Notice of the Annual General Meeting was Friday, 23rd August, 2019 (Physical & Email) and as on that date, there were 70,373 members of the Company. The Company had sent the notices of the Annual General Meeting alongwith Annual Report containing inter alia process and manner for availing e-voting facility by E-mail and through Speed Post/courier.
- The Company completed the dispatch of the Notice of the Annual General Meeting along with Annual Report through E-mail on 29th August, 2019 and in physical form on 30th August, 2019.
- The Notices sent (both through E-mail and physical form) contained the detailed procedure to be followed by the Members who were desirous of casting their votes electronically as provided in the Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended from time to time.
- The cut-off date for the purposes of identifying the Members who would be entitled to vote on the resolutions placed for approval of the Members was Thursday, 19th September, 2019.
- As prescribed in the aforesaid rules, the remote e-voting facility was kept open for three days from Sunday, 22nd September, 2019 at 09:00 a.m. (IST) to Tuesday, 24th September, 2019 till 5:00 p.m. (IST).
- As prescribed in clause(v) of sub rule 4 of the Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended, the company also released an advertisement, which was published at least 21 days before the date of the Annual General Meeting in English language in 'Free Press Journal' Newspaper dated having country-wide circulation and in Marathi language in 'Navshakti' Newspaper dated 01st September, 2019. The notice published in the Newspapers carried the required information as specified in sub-rule 4 (v)(a) to (h) of the said

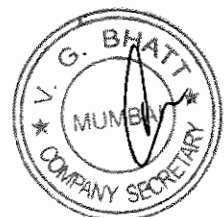


Rule20.

- At the end of e-voting period on 24th September, 2019 at 5.00 p.m, the voting portal of the Service Provider was blocked.
- At the venue of the 31st Annual General Meeting of the Company held on 25th September, 2019 the facility to vote through electronic voting was made available to facilitate those members present in the meeting but could not participate in the remote e- voting to record their votes.
- On 25th September, 2019 after counting of the votes conducted at the venue of the Annual General Meeting through electronic voting, the votes cast through remote e-voting facility was duly unblocked by me as a Scrutinizer in the presence of Ms. Ruchita Panchal and Mr. Tejas Chauhan who acted as the witnesses, as prescribed in sub-rule 4(xii) of the said Rule20.
- Thereafter, I as a Scrutinizer, duly compiled details of remote e-voting and the facility of voting through electronic voting provided at the venue of the Annual General Meeting, the details of which are as follows:

The combined results of the remote e-voting together with that of the voting conducted at the venue of the Annual General Meeting by way of Electronic voting are as under:

Details	Remote E-voting	Electronic voting at the venue of Annual General Meeting	Total voting
Number of member who cast their votes	99	4	103
Total number of shares held by them	54390313	2648973	57039286
Valid votes	As per details provided in each one of the Resolution(s) mentioned hereunder.		
Abstain/Invalid votes	As per details provided in each one of the Resolution(s) mentioned hereunder.		



• **ORDINARY BUSINESS**

1) Item No.1 of the Notice

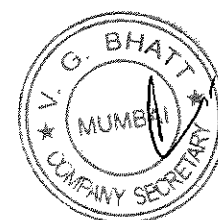
To consider and adopt:

- a) the Audited Financial Statements of the Company for the financial year ended 31stMarch, 2019, together with Reports of the Board of Directors and Auditors thereon; and
- b) the Audited Consolidated Financial Statements of the Company for the financial year ended 31stMarch, 2019, together with the Report of the Auditors thereon.

Manner of Voting	Total Votes	Invalid/ Abstain	Valid Votes
	Nos.	Nos.	Nos.
E-Voting	54390313	0	54390313
Electronic voting at the AGM venue	2648973	0	2648973
Total	57039286	0	57039286

The Result of the E voting and Electronic voting at the AGM venue is as under:

Whether promoter/ promoter group are interested in the 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]=([2]/[1])*100	[4]	[5]	[6]=([4]/[2])*100	[7]=([5]/[2])*100
Promoter and Promoter Group	E-Voting	50980559	50980559	-	50980559	0	-	-
	E-Voting at the AGM venue		0	-	0	0	-	-
	Total		50980559	100.0000	50980559	0	100.0000	-
Public Institutions	E-Voting	36539816	2745342	-	2433199	312143	-	-
	E-Voting at the AGM venue		2648423	-	2648423	0	-	-
	Total		5393765	14.7613	5081622	312143	94.2129	5.7871
Public Non Institutions	E-Voting	69776406	664412	-	664411	1	-	-
	E-Voting at the AGM venue		550	-	550	0	-	-
	Total		664962	0.9522	664961	1	99.9999	0.0001
Total		157296781	57039286	36.2622	56727142	312144	99.4528	0.5472



2) Item No. 2 of the Notice

To appoint a director in place of Mr. Sunil Valavalkar (DIN: 01799698), who retires by rotation and being eligible, offers himself, for re-appointment.

Manner of Voting	Total Votes	Invalid/ Abstain	Valid Votes
	Nos.	Nos.	Nos.
E-Voting	54390313	0	54390313
Electronic voting at the AGM venue	2648973	0	2648973
Total	57039286	0	57039286

The Result of the E voting and Electronic voting at the AGM venue is 'as under:

Whether promoter/ promoter group are interested in the 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]=([2]/[1])*100	[4]	[5]	[6]=([4]/[2])*100	[7]=([5]/[2])*100
Promoter and Promoter Group	E-Voting	50980559	50980559	-	50980559	0	-	-
	E-Voting at the AGM venue		0	-	0	0	-	-
	Total		50980559	100.0000	50980559	0	100.0000	-
Public Institutions	E-Voting	36539816	2745342	-	2745342	0	-	-
	E-Voting at the AGM venue		2648423	-	2648423	0	-	-
	Total		5393765	14.7613	5393765	0	100.0000	0
Public Non Institutions	E-Voting	69776406	664412	-	662116	2296	-	-
	E-Voting at the AGM venue		550	-	550	0	-	-
	Total		664962	0.9530	662666	2296	99.6547	0.3453
Total		157296781	57039286	36.2622	57036990	2296	99.9960	0.0040



• **SPECIAL BUSINESS**

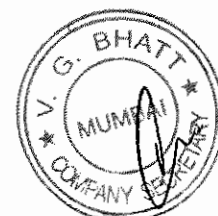
3) Item No.3 of the Notice(As a Special Resolution)

Re-appointment of Mr. D. S. Gunasingh (DIN:02081210) as an Independent Director of the Company to hold office for a second term of five years commencing from 16th September, 2019 to 15th September, 2024 and also continue as an Independent Director of the Company after he attains the age of 75 years.

Manner of Voting	Total Votes	Invalid/ Abstain	Valid Votes
	Nos.	Nos.	Nos.
E-Voting	54390313	0	54390313
Electronic voting at the AGM venue	2648973	0	2648973
Total	57039286	0	57039286

The Result of the E voting and Electronic voting at the AGM venue is as under:

Whether promoter/ promoter group are interested in the 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]=([2]/[1])*100	[4]	[5]	[6]=([4]/[2])*100	[7]=([5]/[2])*100
Promoter and Promoter Group	E-Voting	50980559	50980559	-	50980559	0	-	-
	E-Voting at the AGM venue		0	-	0	0	-	-
	Total		50980559	100.0000	50980559	0	100.0000	-
Public Institutions	E-Voting	36539816	2745342	-	2433199	312143	-	-
	E-Voting at the AGM venue		2648423	-	2648423	0	-	-
	Total		5393765	14.7613	5081622	312143	94.2129	5.7871
Public Non Institutions	E-Voting	69776406	664412	-	662116	2296	-	-
	E-Voting at the AGM venue		550	-	550	0	-	-
	Total		664962	0.9522	662666	2296	99.6547	0.3453
Total		157296781	57039286	36.2622	56724847	314439	99.4487	0.5513



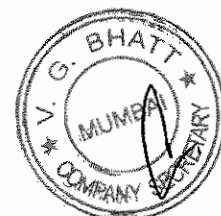
4) Item No. 4 of the Notice (As a Special Resolution)

Re-appointment of Mr. Navin J. Kripalani (DIN:05159768) as an Independent Director of the Company to hold office for a second term of 5 (five) consecutive years commencing from 16th September, 2019 to 15th September, 2024 and also continue as an Independent Director of the Company after he attains the age of 75 years.

Manner of Voting	Total Votes	Invalid/ Abstain	Valid Votes
	Nos.	Nos.	Nos.
E-Voting	54390313	0	54390313
Electronic voting at the AGM venue	2648973	0	2648973
Total	57039286	0	57039286

The Result of the E voting and Electronic voting at the AGM venue is as under:

Whether promoter/ promoter group are interested in the 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	50980559	50980559	-	50980559	0	-	-
	E-Voting at the AGM venue		0	-	0	0	-	-
	Total		50980559	100.0000	50980559	0	100.0000	-
Public Institutions	E-Voting	36539816	2745342	-	2433199	312143	-	-
	E-Voting at the AGM venue		2648423	-	2648423	0	-	-
	Total		5393765	14.7613	5081622	312143	94.2129	5.7871
Public Non Institutions	E-Voting	69776406	664412	-	662116	2296	-	-
	E-Voting at the AGM venue		550	-	550	0	-	-
	Total		664962	0.9522	662666	2296	99.6547	0.3453
Total		157296781	57039286	36.2622	56724847	314439	99.4487	0.5513



5) Item No.5 of the Notice(As a Special Resolution)

To keep the Register of Members and other registers/records of the Company maintained under Section 88 of the Act and copies of the Annual returns filed under Section 92 of the Act at the office of the Company's Registrar and Share Transfer Agent (RTA) M/s. Bigshare Services Private Limited instead of the Registered Office of the Company.

Manner of Voting	Total Votes	Invalid/ Abstain	Valid Votes
	Nos.	Nos.	Nos.
E-Voting	54390313	0	54390313
Electronic voting at the AGM venue	2648973	0	2648973
Total	57039286	0	57039286

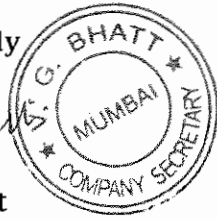
The Result of the E voting and Electronic voting at the AGM venue is as under:								
Whether promoter/ promoter group are interested in the resolution?			NO					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]={{[2]/[1]}*100	[4]	[5]	[6]={{[4]/[2]}*100	[7]={{[5]/[2]}*100
Promoter and Promoter Group	E-Voting	50980559	50980559	-	50980559	0	-	-
	E-Voting at the AGM venue		0	-	0	0	-	-
	Total		50980559	100.0000	50980559	0	100.0000	-
Public Institutions	E-Voting	36539816	2745342	-	2745342	0	-	-
	E-Voting at the AGM venue		2648423	-	2648423	0	-	-
	Total		5393765	14.7613	5393765	0	100.0000	0
Public Non Institutions	E-Voting	69776406	664412	-	664361	51	-	-
	E-Voting at the AGM venue		550	-	550	0	-	-
	Total		664962	0.9530	664911	51	99.9923	0.0077
Total		157296781	57039286	36.2622	57039235	51	99.9999	0.0001



All the Resolutions mentioned in Notice of Annual General Meeting dated 14th August, 2019, as per the details given above stand passed with requisite majority under Remote e-voting and voting conducted at Annual General Meeting by way of Electronic voting with the requisite majority and hence deemed to be passed on the date of the Annual General Meeting.

I hereby confirm that I am maintaining the registers received from the Service Provider both electronically and manually, in respect of the votes cast through remote e-voting and voting conducted at Annual General Meeting by way of Electronic voting by the members of the Company. All other relevant records relating to remote e-voting and Electronic voting at the venue of Annual General Meeting are under my safe custody and will be handed over the same to the Company Secretary for safekeeping, after Chairman signs the minutes.

Thanking You,
Yours Faithfully



Virendra Bhatt
ACS No.: 1157
CP.: 124

Date: 25th September, 2019
Place: Mumbai

Witnesses:



Ms. Ruchita Panchal



Mr. Tejas Chauhan

Countersigned and received the Report

For GTL Limited



Whole-time Director/Authorised Person

Date: 25th September, 2019
Place: Mumbai