



REF: GTL/CS-SE/2019-20/022

October 01, 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,

Re : Declaration of results of Resolution passed through Postal Ballot

We refer to our letter bearing Ref. No. GTL/CS-SE/2019-20/015 dated August 29, 2019 enclosing therewith the Postal Ballot Notice dated August 14, 2019 together with the Postal Ballot Form (including electronic voting) pursuant to Section 110 of the Companies Act, 2013, read with the Rules made thereunder.

Mr. Virendra G. Bhatt, Practicing Company Secretary, the Scrutinizer had submitted his combined report dated October 1, 2019, on postal ballot and voting by electronic means, a copy of which is attached for your ready reference and record.

The Whole-time Director has declared the results today i.e. October 1, 2019, based on the report submitted by the Scrutinizer, stating that the following resolution has been duly passed by requisite majority through Postal Ballot (including voting by electronic means.)

As per Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 we submit herewith the voting results of the aforesaid Postal Ballot:

Date of declaration of the results Postal Ballot and e-voting	:	Tuesday, October 01, 2019
Total number of shareholders on record date (August 23, 2019)	:	70,373
No. of shareholders present in the meeting either in person or through proxy:		
Promoters and Promoters Group	:	N/A
Public	:	N/A
No. of shareholders attended the meeting through Video Conferencing:		
Promoters and Promoter Group	:	N/A
Public	:	N/A

Details of the Agenda**Resolution required** : Special Resolution

Mode of voting : Postal Ballot form and voting by electronic means (e-voting) between Sunday, September 01, 2019 from 09.00A.M. and Monday, September 30, 2019 at 05.00 P.M.

(AGENDA -WISE)

Resolution 1: Resolution under Section 180(1)(a) of the Companies Act, 2013, read with Rule 22(16)(i) of the Companies (Management and Administration) Rules, 2014, empowering the Company for disposal of whole or substantially the whole of the undertakings of the Company *inter-alia* of OME business. (**Special Resolution**)

Promoter/Public	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	5,09,80,559	5,09,80,559	100.0000	5,09,80,559	-	100.0000	-
Public - Institutional holders	3,65,39,816	1,03,04,156	28.1998	42,64,939	60,39,217	41.3905	58.6095
Public-Others	6,97,76,406	6,71,237	0.9620	6,66,200	5,037	99.2496	0.7504
Total	15,72,96,781	6,19,55,952	39.3879	5,59,11,698	60,44,254	90.2443	9.7557

Thanking you,

Yours truly,
For GTL Limited

Pratik Toprani
Pratik Toprani
Company Secretary &
Compliance Officer

S.S. Valavalkar
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 :
Office No. 03, A Wing, 9th Floor,
Pinnacle Corporate Park,
BKC CST Link Rd., MMRDA Area,
Bandra Kurla Complex,
Bandra East, Mumbai - 400 051.
Tel. : 022 - 2652 9367 / 68
Mobile : +91 - 98200 48670
E-mail : bhattivirendra1945@yahoo.co.in

Date: 01st October, 2019

To,
The Chairman
GTL LIMITED

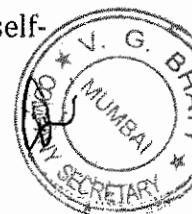
Global Vision, Electronic Sadan No. II,
MIDC, TTC Industrial Area, Mahape,
Navi Mumbai - 400710

Subject: Scrutinizer's Report under Sections 108 and 110 of the Companies Act, 2013 for voting by Equity shareholders through Remote E-Voting & Postal Ballot.

The Board of Directors of **GTL Limited** (hereinafter referred to as "the Company") at its meeting held on 14th August, 2019 has appointed me as the Scrutinizer for the Postal Ballot/Remote Electronic Voting ('e-voting') pursuant to 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 from time to time, and other applicable provisions, if any, and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('the Listing Regulations'), for the Resolution in respect of the matter as set out in the Notice of Postal Ballot proposed to be transacted by way of postal ballot/e-voting.

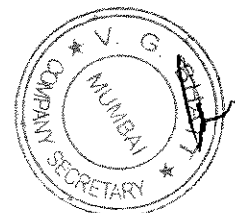
Report on Scrutiny

- The Company had 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 through their website www.evotingindia.com
- M/s Bigshare Services Private Limited is the Registrar and Transfer Agent of the Company.
- The cut-off date for determining Members for the dispatch of the Notice of Postal Ballot was Friday, 23rd August, 2019 (Physical & E-mail) and as on that date, there were 70,373 Members of the Company. The Company had sent the Notices of Postal Ballot and Postal Ballot Form along with postage pre-paid self-



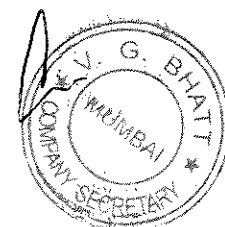
addressed envelope containing inter alia process and manner for availing e-voting facility by E-mail and through Speed Post/courier.

- The Company completed the dispatch of the Notice of Postal Ballot through/by E-mail on 29th August, 2019 and physical form to the Members 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 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 will be entitled to vote on the resolution placed for approval of the Members was Friday, 23rd August, 2019.
- The remote e-voting facility was kept open from Sunday, 01st September, 2019 at 09:00 a.m. (IST) to Monday, 30th September, 2019 at 05:00 p.m. (IST).
- As prescribed in clause (v) of sub-rule (4) of Rule 20 read with sub-rule (3) of Rule 22 of the Companies (Management and Administration Rules), 2014, as amended from time to time, the Company also released an advertisement in 'The Free Press Journal' in English language having country-wide circulation dated 01st September, 2019 and in 'Navshakti' Mumbai in Marathi language dated 01st September, 2019. The notice published in the Newspapers carried the information as specified under the said Rules.
- The votes were unblocked on Monday, 30th September, 2019 after 05.00 p.m. (IST) in the presence of two witnesses who are not in the employment of the Company.
- All postal ballot forms received up to Monday, 30th September, 2019 being the last date fixed by the Company for the receipt of the forms, were considered for my scrutiny. All votes cast on CDSL remote e-voting platform up to 05.00 p.m. (IST) on Monday, 30th September, 2019 were considered for my scrutiny.
- The postal ballot forms which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.
- Envelopes containing postal ballot forms returned undelivered were also not opened and they were kept separately.



The combined results of the Remote e-voting together with voting conducted by Postal Ballot are as under:

Details	Remote E-voting	Postal Ballot	Total voting
Number of members who cast their votes	145	13	158
Total number of shares held by them	57689159	4266844	61956003
Valid votes	As per details provided in the Resolution mentioned hereunder.		
Invalid votes	As per details provided in the Resolution mentioned hereunder.		



Item No. 1 of the Notice (As a Special Resolution)

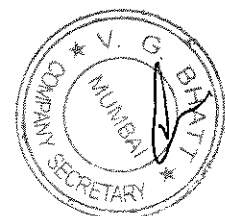
Authority to Sell OME Business (Undertaking) of the Company

Manner of Voting	Total Votes	Invalid/ Not Voted	Valid Votes
	Nos.	Nos.	Nos.
E-Voting	57689159	0	57689159
Postal Ballots	4266844	51	4266793
Total	61956003	51	61955952

The Result of the E voting and Postal Ballot is as under:

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]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	50980559	50980559	100.0000	50980559	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		50980559	100.0000	50980559	0	100.0000	0.0000
Public Institutions	E-Voting	36539816	6039217	16.5278	0	6039217	0.0000	100.0000
	Postal Ballot		4264939	11.6720	4264939	0	100.0000	0.0000
	Total		10304156	28.1998	4264939	6039217	41.3905	58.6095
Public Non Institutions	E-Voting	69776406	669383	0.9593	664671	4712	99.2961	0.7039
	Postal Ballot		1854	0.0027	1529	325	82.4703	17.5297
	Total		671237	0.9620	666200	5037	99.2496	0.7504
Total		157296781	61955952	39.3879	55911698	6044254	90.2443	9.7557

The Resolution mentioned in the Notice as per the details given above stand passed under remote e-voting and voting conducted by postal ballot with the requisite majority, i.e. 90.2443% majority.



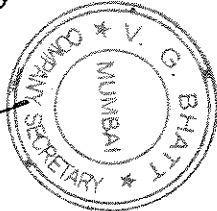
I hereby confirm that I am maintaining the registers received from the Service Provider both electronically and manually, in respect of the votes cast through remote e-voting and voting conducted by postal ballot by the members of the Company. The postal ballot papers and all other relevant records relating to remote e-voting and physical Postal Ballot are under my safe custody and will be handed to the Company Secretary for safe keeping.

Thanking You,

Yours Faithfully



Virendra Bhatt
ACS- 1157
COP-124

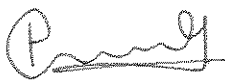


UDIN: A001157A000020407

Date: 01st October, 2019

Place: Mumbai

Witnesses:



Mr. Parbat Chaudhari



Mr. Tejas Chauhan

Countersigned and received the Report
For GTL limited



Whole-Time Director

Date: 01st October, 2019

Place: Mumbai