



REF: GTL/SE/AGM/2023-24/32

September 26, 2023

Department of Corporate Services BSE Limited Phiroze Jeejeebhoy Towers, 25 <sup>th</sup> Floor, Dalal Street, Fort, Mumbai 400 001.	Corporate Communication Department 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.
(BSE Code: 500160 NSE Symbol: GTL ISIN: INE043A01012)	

Dear Sir/s,

**Sub: Voting Results – 35<sup>th</sup> Annual General Meeting (AGM) held on September 26, 2023.**

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 35<sup>th</sup> Annual General Meeting of the members of the Company:

Date of the 35 <sup>th</sup> Annual General Meeting	:	Tuesday, September 26, 2023
Total number of shareholders on record date (September 19, 2023)	:	1,30,822
No. of shareholders present in the meeting either in person or through proxy:		
Promoters and Promoter Group	:	Not Applicable
Public	:	Not Applicable
No. of Shareholders attended the meeting through Video Conferencing:		
Promoters and Promoter Group	:	0
Public	:	65

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

1. Remote e-voting conducted between Saturday, September 23, 2023 to Monday, September 25, 2023; and
2. Electronic voting was also available during the course AGM of the Company on Tuesday, September 26, 2023.

Details of the Agenda and the result of Ordinary resolutions passed at the 35<sup>th</sup> Annual General Meeting are as per the Scrutinizer's Report dated September 26, 2023 duly signed by the Scrutinizer is attached hereto.

Please acknowledge receipt.

Thanking you,

Yours truly,  
**For GTL Limited**

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

**Milind Bapat**  
Chief Financial 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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Tel: +91-22-2271 5000 Fax: +91-22-2271 5332

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	19-09-2023
Total number of shareholders on record date	130822
<b>No. of shareholders present in the meeting either in person or through proxy</b>	
a) Promoters and Promoter group	0
b) Public	0
<b>No. of shareholders attended the meeting through video conferencing</b>	
a) Promoters and Promoter group	0
b) Public	65
<b>No. of resolution passed in the meeting</b>	<b>3</b>
Disclosure of notes on voting results	<a href="#">Add Notes</a>

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Resolution (1)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Adoption of the Audited Financial Statements of the Company for the financial year ended March 31, 2023, together with the Reports of the Board of Directors and Auditors thereon.				
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		11455354	62.3670	10850556	604798	94.7204	5.2796
	Poll	18367653	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>	18367653	11455354	62.3670	10850556	604798	94.7204	5.2796
Public- Non Institutions	E-Voting		872948	0.7496	847077	25871	97.0364	2.9636
	Poll	116448569	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>	116448569	872948	0.7496	847077	25871	97.0364	2.9636
<b>Total</b>		157296781	34808861	22.1294	34178192	630669	98.1882	1.8118
<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	





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Resolution (2)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Appointment of Mr. Sunil Sadanand Valavalkar (DIN: 01799698) as a Director of the Company, who retires by rotation and being eligible, offers himself, for re-appointment.				
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		11455354	62.3670	10850556	604798	94.7204	5.2796
	Poll	18367653	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>	18367653	11455354	62.3670	10850556	604798	94.7204	5.2796
Public- Non Institutions	E-Voting		872948	0.7496	818996	53952	93.8196	6.1804
	Poll	116448569	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>	116448569	872948	0.7496	818996	53952	93.8196	6.1804
<b>Total</b>		157296781	34808861	22.1294	34150111	658750	98.1075	1.8925
<b>Whether resolution is Pass or Not.</b>							Yes	
Disclosure of notes on resolution							<a href="#">Add Notes</a>	

\* this fields are optional

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



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Resolution required: (Ordinary / Special)		Ordinary						
Whether promoter/promoter group are interested in the agenda/resolution?		No						
Description of resolution considered		re-appointment of Mr. Sunil Saganand Vaiavaikar (பின: 01/99698) as a whole-time Director of the Company, with effect from December 16, 2023 for a period of three years i.e. up to December 15, 2026 on the terms and conditions as set out in the Explanatory Statement						
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		11455354	62.3670	10850556	604798	94.7204	5.2796
	Poll	18367653	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>	18367653	11455354	62.3670	10850556	604798	94.7204	5.2796
Public- Non Institutions	E-Voting		872948	0.7496	818972	53976	93.8168	6.1832
	Poll	116448569	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>	116448569	872948	0.7496	818972	53976	93.8168	6.1832
<b>Total</b>		157296781	34808861	22.1294	34150087	658774	98.1075	1.8925
<b>Whether resolution is Pass or Not.</b>							Yes	
Disclosure of notes on resolution							<a href="#">Add Notes</a>	

\* this fields are optional

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





# Virendra Bhatt

Practicing Company Secretary

Office:

Office No. 03, A Wing, 9<sup>th</sup> Floor,  
Pinnacle Corporate Park  
BKC CST Link Rd., MMRDA Area,  
Bandra Kurla Complex,  
Bandra East, Mumbai- 400 051,  
Maharashtra, India.

Tel.: 022 - 2652 9367 / 68

Mobile No.: +91 98200 48670

Email: bhattvirendra1945@yahoo.co.in

## Consolidated Scrutinizer's Report

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

To,

**GTL Limited,**

Global vision, Electronic Sadan No.: II,  
MIDC, TTC Industrial Area Mahape,  
Navi Mumbai - 400710, Maharashtra, India.

Dear Sir,

1. I, Virendra G. Bhatt, Practicing Company Secretary, have been appointed as the Scrutinizer by the Board of Directors of **GTL Limited ("the Company")** (CIN: L40300MH1987PLC045657) for the Thirty Fifth (35<sup>th</sup>) Annual General Meeting of the Equity Shareholders of the Company held on Tuesday, 26<sup>th</sup> September, 2023 at 11:00 A.M. (IST) through Video Conferencing ("VC") for the purpose of scrutinizing the process of voting through electronic means ("**e-voting**") on the resolutions contained in the Notice dated 26<sup>th</sup> August, 2023, issued in accordance with the Circulars issued by the Ministry of Corporate Affairs ("**MCA**"), Government of India (hereinafter referred to as "**MCA Circulars**") and the Securities and Exchange Board of India (hereinafter referred to as "**SEBI Circulars**"), calling the 35<sup>th</sup> Annual General Meeting of the Equity Shareholders ("**the Meeting**" / "**AGM**") through VC.
2. The said appointment as Scrutinizer has been in accordance with the provisions of Section 108 of the Companies Act, 2013 ("**the Act**") read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended ("**the Rules**") and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**LODR**"). As the Scrutinizer, I had to scrutinize:



- (i) process of e-voting remotely, before the AGM, using an electronic voting system on the dates referred to in the Notice calling the AGM ("**remote e-voting**"); and
- (ii) process of e-voting during the course of the AGM through electronic voting system.

### **Management's Responsibility**

3. The Management of the Company is responsible to ensure compliance with the requirements of (i) the Act and the Rules made thereunder; (ii) the MCA Circulars; (iii) the SEBI Circulars; and (iv) LODR relating to e-voting on the resolutions contained in the Notice calling the AGM. The Management of the Company is also responsible for ensuring a secured framework and robustness of the electronic voting systems.

### **Scrutinizer's Responsibility**

4. My responsibility as a scrutinizer was restricted to scrutinize the voting process (i.e. remote e-voting and e-voting during the course of the AGM) in a fair and transparent manner and to prepare Consolidated Scrutinizer's report of the votes cast "*in favour*" or "*against*" the resolutions contained in the Notice, based on the reports generated from the e-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 attendance papers / documents furnished to me / my authorized representatives electronically by the Company and / or Registrar and Share Transfer Agent ("**RTA**") for my verification.

### **Cut-off date**

5. The Equity Shareholders of the Company as on the cut-off date, as set out in the Notice, i.e., Tuesday, 19<sup>th</sup> September, 2023 were entitled to vote on the resolutions (Item Nos. 01 to 03 as set out in the Notice calling the AGM) 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.

### **6. E-voting during the course of the AGM**

- i. After the time fixed for closure of the e-voting by the Chairman, the electronic system recording the e-voting ("e-votes") was locked by CDSL under my instructions.





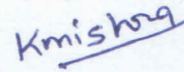
- ii. The e-votes cast at the Meeting were unblocked on Tuesday, 26<sup>th</sup> September, 2023 after the conclusion of the AGM.
- iii. The e-votes were reconciled with the records maintained by the Company / RTA and the authorizations lodged with me / the Company / CDSL.

#### 7. Remote e-voting process

- i. The remote e-voting period remained open from Saturday, 23<sup>rd</sup> September, 2023 (09:00 a.m. IST) to Monday, 25<sup>th</sup> September, 2023 (05:00 p.m. IST).
- ii. The votes cast during the remote e-voting were unblocked on Tuesday, 26<sup>th</sup> September, 2023 after the conclusion of the AGM and were witnessed by two witnesses, Ms. Bhagyashree Kamble and Ms. Kavita Mishra, who are not in the employment of the Company and / or CDSL. They have signed below in confirmation of the same.



Ms. Bhagyashree Kamble



Ms. Kavita Mishra

- iii. Thereafter, the details containing, *inter alia*, the list of Equity Shareholders who voted "*in favour*" or "*against*" on each of the resolutions that was put to vote, were generated from the e-voting website of CDSL i.e., <https://www.evotingindia.com/>. Based on the report generated from CDSL and relied upon by me, data regarding the remote e-voting was scrutinized.
8. I submit herewith the Consolidated Scrutinizer's Report on the results of the remote e-voting and e-voting during the course of the AGM, based on the report generated from CDSL and relied upon by me as under:





## **ORDINARY BUSINESS:**

### **Item No.: 01 – Ordinary Resolution**

To consider and adopt the Audited Financial Statements of the Company for the financial year ended 31<sup>st</sup> March, 2023, together with the Reports of the Board of Directors and Auditors thereon.

#### **Total Voting:**

Manner of Voting	Total votes		Valid Votes		Invalid Votes / Abstain from voting	
	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	245	34808861	245	34808861	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 valid votes cast by them	% of total number of valid votes cast	No. of Members who voted	No. of valid votes cast by them	% of total number of valid votes cast
E-Voting	232	34178192	98.1882	13	630669	1.8118

### **Item No.: 2 - Ordinary Resolution**

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

#### **Total Voting:**

Manner of Voting	Total votes		Valid Votes		Invalid Votes / Abstain from voting	
	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	245	34808861	245	34808861	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 valid votes cast by them	% of total number of valid votes cast	No. of Members who voted	No. of valid votes cast by them	% of total number of valid votes cast
E-Voting	220	34150111	98.1075	25	658750	1.8925





## **SPECIAL BUSINESS:**

### **Item No.: 3 - Ordinary Resolution**

Re-appointment of Mr. Sunil Sadanand Valavalkar (DIN: 01799698) as a Whole-time Director of the Company, with effect from 16<sup>th</sup> December, 2023 for a period of Three years i.e. up to 15<sup>th</sup> December, 2026 on the terms and conditions as set out in the Explanatory Statement.

#### **Total Voting:**

Manner of Voting	Total votes		Valid Votes		Invalid Votes / Abstain from voting	
	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	245	34808861	245	34808861	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 valid votes cast by them	% of total number of valid votes cast	No. of Members who voted	No. of valid votes cast by them	% of total number of valid votes cast
E-Voting	218	34150087	98.1075	27	658774	1.8925

9. All the Resolutions mentioned in Notice of the 35<sup>th</sup> Annual General Meeting as per the details given above stand passed with requisite majority.

10. The electronic data and all other relevant records relating to voting are under my safe custody and will be handed over to the Company Secretary for preserving safely after the Chairman considers, approves and signs the minutes of the AGM.

11. This report is issued in accordance with the terms of the Engagement Letter.

#### **Restriction on Use**

12. This report has been issued at the request of the Company for (i) submission to Stock Exchanges, (ii) placing on website of the Company, (iii) placing at the Registered Office of the Company and (iv) placing on website of Depositories. 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: 26<sup>th</sup> September, 2023**

**Place: Mumbai**

**UDIN: A001157E001083788**

Counter Signed by:

**For GTL Limited**

**Sunil Sadanand Valavalkar**

**Whole-Time Director**

**DIN: 01799698**