



REF: GTL/SE/AGM/22-23/026

September 29, 2022

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

Dear Sir/s,

**Sub: Proceedings of the 34<sup>th</sup> Annual General Meeting held on September 29, 2022.**

Pursuant to Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the Listing Regulations) read with Para A of Part A of Schedule III to the Listing Regulations, we enclose herewith proceedings of the 34<sup>th</sup> Annual General Meeting of the Members of the Company held on Thursday, September 29, 2022 through Video Conferencing for your record.

Thanking you,

Yours truly,  
For GTL Limited

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

**Milind Bapat**  
**Chief Financial Officer**

Encl. as above

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

**PROCEEDINGS AT THE THIRTY FOURTH ANNUAL GENERAL MEETING (AGM) OF THE COMPANY HELD ON THURSDAY, SEPTEMBER 29, 2022 AT 2.00 P.M. (IST) THROUGH VIDEO CONFERENCING / OTHER AUDIO VISUAL MEANS.**

1. Mr. D. S. Gunasingh, the Chairman of the Company chaired the meeting.
2. The Chairman welcomed the shareholders.
3. The Chairman informed that the meeting was conducted through video conferencing as per the guidelines issued by the Ministry of Corporate Affairs and Securities and Exchange Board of India.
4. The requisite quorum being present, the Chairman called the meeting to order.
5. The Chairman informed that as the Notice of 34<sup>th</sup> AGM has already been circulated to all the members, he shall take the notice of the Meeting as read.
6. The Chairman, thereafter, requested Mr. Deepak Keluskar – Company Secretary to read Auditors' Report. Mr. Keluskar informed that as the Auditors Report has already been circulated along with the Annual Report, it might be taken as read and thereafter pursuant to the provisions of Section 145 of the Companies Act 2013 he read out the qualified opinion and emphasis of matters stated in the Auditors' Report and the concluding portion therein.
7. The Chairman then informed the Members that pursuant to the provisions of Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management & Administration) Rules, 2014, as amended, and Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the Listing Regulations), the Company had extended remote e-voting facility to its members for voting in proportion to their shareholding as on the cut-off date of September 22, 2022, in respect of all businesses to be transacted at the 34<sup>th</sup> AGM, from 09:00 AM (IST) on Monday, September 26, 2022 up to 05:00 PM (IST) on Wednesday, September 28, 2022. He also informed that Mr. Virendra G. Bhatt, Practicing Company Secretary was appointed as the Scrutinizer by the Board for scrutinizing the e-voting process in a fair and transparent manner.
8. The Chairman further informed the Members that such Members who had not voted earlier through remote e-voting could now vote through the venue e-voting facility system provided by Central Depository Services (India) Limited (CDSL). Thereafter he informed that, after conclusion of electronic voting at the AGM, the scrutinizer will unblock the votes cast through Remote e-voting and venue e-voting (at the time of AGM) and make a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, not later than forty eight hours of conclusion of the meeting. After submission of the consolidated Scrutinizer's Report, the Results on all resolutions shall be declared, which will be deemed to be passed on the AGM date, subject to receipt of the requisite number of votes in favour of the Resolutions.
9. The Chairman, thereafter, took up the Item Nos. 1 to 3 of the businesses as detailed in the Notice dated September 5, 2022 convening the 34<sup>th</sup> AGM for transaction and invited queries from Members. Accordingly 6 Members raised queries and the Chairman suitably replied all the queries of the Members.
10. The Chairman also informed the Members that there is no requirement for them for proposing or seconding each resolution.

11. The Chairman then thanked the Members present and declared conclusion of the 34<sup>th</sup> Annual General Meeting.

After the conclusion of AGM, the Scrutinizer unblocked the votes casted through remote e-voting and venue e-voting (at the time of AGM). Accordingly, the Scrutinizer submitted a consolidated Scrutinizer Report of the total votes cast in favour and against on all resolutions to the Authorized Person.

Based on the Scrutinizer's Report, the Voting Results were intimated to the Stock Exchanges in the format prescribed under Regulation 44(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 on September 29, 2022 and the same were also uploaded on the website of the Agency appointed for conducting e-voting i.e. Central Depository Services (India) Limited as well as on the website of the Company i.e. [www.gtllimited.com](http://www.gtllimited.com). As per the Scrutinizer's Report, all resolutions mentioned below embodied in the Notice of Annual General Meeting dated September 5, 2022 were passed with requisite majority. A summation of the results is furnished below:

| Sr. No. | Particulars   | Type of Resolution | Votes cast in favour |       | Votes Cast Against |      |
|---------|---|--------------------|----------------------|-------|--------------------|------|
|         |   |                    | No.                  | %     | No.                | %    |
| 1.      | Adoption of the Audited Financial Statements of the Company for the financial year ended March 31, 2022, together with the Reports of the Board of Directors and Auditors thereon.  | Ordinary           | 3,22,53,301          | 98.16 | 6,04,859           | 1.84 |
| 2.      | Appointment of a director in place of Dr. Mahesh M. Borase (DIN: 03330328), who retires by rotation and being eligible, offers himself, for re-appointment.   | Ordinary           | 3,55,03,002          | 98.20 | 6,49,033           | 1.80 |
| 3.      | Re-appointment of M/s. GDA & Associates, Chartered Accountants (Firm Registration No. 135780W) as Statutory Auditors of the Company to hold office for a second term of five consecutive years from the conclusion of the 34 <sup>th</sup> Annual General Meeting till the conclusion of the 39 <sup>th</sup> Annual General Meeting. | Ordinary           | 3,61,34,681          | 99.95 | 17,340             | 0.05 |

For GTL Limited

**Deepak Keluskar**  
Company Secretary & Compliance Officer