



REF: GTL/SE/AGM/22-23/025

September 29, 2022

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 – 34th Annual General Meeting (AGM) held on September 29, 2022.

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 34th Annual General Meeting of the members of the Company:

Date of the 34 th Annual General Meeting	:	Thursday, September 29, 2022
Total number of shareholders on record date (September 22, 2022)	:	1,27,358
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	:	1
Public	:	56

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

1. Remote e-voting conducted between Monday, September 26, 2022 to Wednesday, September 28, 2022; and
2. Electronic voting was also available during the AGM of the Company on Thursday, September 29, 2022.

Details of the Agenda and the result of Ordinary resolutions passed at the 34th Annual General Meeting are as per the Scrutinizer's Report dated September 29, 2022 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

Resolution 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.

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	22480559	22480559	100.00	22480559	0	100.00	0.00
	POLL	22480559	0	0.00	0	0	0.00	0.00
	POSTAL BALLOT	0	0	0.00	0	0	0.00	0.00
	TOTAL	22480559	22480559	100.00	22480559	0	100.00	0.00
Public - Institutions	E-VOTING	19610604	8152533	41.57	7556681	595852	92.69	7.31
	POLL	19610604	0	0.00	0	0	0.00	0.00
	POSTAL BALLOT	0	0	0.00	0	0	0.00	0.00
	TOTAL	19610604	8152533	41.57	7556681	595852	92.69	7.31
Public-Non Institutions	E-VOTING	115205618	2225063	1.93	2216056	9007	99.60	0.41
	POLL	115205618	5	0.00	5	0	100.00	0.00
	POSTAL BALLOT	0	0	0.00	0	0	0.00	0.00
	TOTAL	115205618	2225068	1.93	2216061	9007	99.60	0.40
TOTAL		157296781	32858160	20.89	32253301	604859	98.16	1.84

Resolution 2 : Appointment of Dr. Mahesh M. Borase (DIN: 03330328) 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	22480559	22480559	100.00	22480559	0	100.00	0.00
	POLL	22480559	0	0.00	0	0	0.00	0.00
	POSTAL BALLOT	0	0	0.00	0	0	0.00	0.00
	TOTAL	22480559	22480559	100.00	22480559	0	100.00	0.00
Public - Institutions	E-VOTING	19610604	11446408	58.37	10850556	595852	94.79	5.21
	POLL	19610604	0	0.00	0	0	0.00	0.00
	POSTAL BALLOT	0	0	0.00	0	0	0.00	0.00
	TOTAL	19610604	11446408	58.37	10850556	595852	94.79	5.21
Public-Non Institutions	E-VOTING	115205618	2225063	1.93	2171882	53181	97.61	2.39
	POLL	115205618	5	0.00	5	0	100.00	0.00
	POSTAL BALLOT	0	0	0.00	0	0	0.00	0.00
	TOTAL	115205618	2225068	1.93	2171887	53181	97.61	2.39
TOTAL		157296781	36152035	22.98	35503002	649033	98.20	1.80

Resolution 3 : Re-appointment of M/s. GDA and 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 34th Annual General Meeting till the conclusion of the 39th Annual General Meeting.

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	22480559	22480559	100.00	22480559	0	100.00	0.00
	POLL	22480559	0	0.00	0	0	0.00	0.00
	POSTAL BALLOT	0	0	0.00	0	0	0.00	0.00
	TOTAL	22480559	22480559	100.00	22480559	0	100.00	0.00
Public - Institutions	E-VOTING	19610604	11446408	58.37	11446408	0	100.00	0.00
	POLL	19610604	0	0.00	0	0	0.00	0.00
	POSTAL BALLOT	0	0	0.00	0	0	0.00	0.00
	TOTAL	19610604	11446408	58.37	11446408	0	100.00	0.00
Public-Non Institutions	E-VOTING	115205618	2225049	1.93	2207709	17340	99.22	0.78
	POLL	115205618	5	0.00	5	0	100.00	0.00
	POSTAL BALLOT	0	0	0.00	0	0	0.00	0.00
	TOTAL	115205618	2225054	1.93	2207714	17340	99.22	0.78
TOTAL		157296781	36152021	22.98	36134681	17340	99.95	0.05

Virendra Bhatt

Company Secretary

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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,

The Chairman of **Thirty-Fourth Annual General Meeting** of the Equity Shareholders of GTL Limited held on Thursday, 29th September, 2022 at 02:00 p.m. IST **through Video Conferencing ("VC")**.

Dear Sir,

1. I, Virendra G. Bhatt, Practicing Company Secretary, have been appointed as Scrutinizer by the Board of Directors of GTL Limited ("**the Company**") for the purpose of scrutinizing the process of voting through electronic means ("**e-voting**") on the resolutions contained in the Notice dated 05th September, 2022 ("**Notice**") issued in accordance with General Circular No. 14/2020 dated 08th April, 2020, Circular No. 17/2020 dated 13th April, 2020, Circular No. 20/2020 dated 05th May, 2020, Circular No. 02/2021 dated 13th January, 2021, Circular No. 21/2021 dated 14th December, 2021 and Circular No. 2/2022 dated 05th May, 2022 issued by the Ministry of Corporate Affairs ("**MCA**"), Government of India (hereinafter referred to as "**MCA Circulars**") and Circulars dated 12th May, 2020, 15th January, 2021 and 13th May, 2022 issued by the Securities and Exchange Board of India (hereinafter referred to as "**SEBI Circulars**"), calling the Thirty-Fourth Annual General Meeting of the Equity Shareholders ("**the Meeting**") / "**AGM**") through VC. The AGM was convened on Thursday, 29th September, 2022 at 02:00 p.m. IST 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 Requirement) 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 at 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 e-voting process (i.e. Remote e-voting and e-voting at 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 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., Thursday, 22nd September, 2022 were entitled to vote on the resolutions {Item nos. 1 to 3 as set out in the Notice} 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 at 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 Thursday, 29th September, 2022 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 the Company / CDSL.

7. Remote e-voting process

- i. The remote e-voting period remained open from Monday, 26th September, 2022 (9:00 a.m. IST) to Wednesday, 28th September, 2022 (5:00 p.m. IST).
- ii. The votes cast during the remote e-voting were unblocked, on Thursday, 29th September, 2022 after the conclusion of AGM and were witnessed by two witnesses, Mr. Parbat Chaudhari and Ms. Ruchita Panchal, who are not in the employment of the Company and / or CDSL. They have signed below in confirmation of the same.



Mr. Parbat Chaudhari



Ms. Ruchita Panchal

- 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 at the AGM, based on the report generated from CDSL and relied upon by me as under:



Ordinary Business:

Item No. 1 - Ordinary Resolution

To consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2022, together with the Reports of the Board of Directors and Auditors thereon.

- i. Voting "**in favour**" of resolution

Number of Members	Number of valid votes cast by them	% of total number of valid votes cast
231	32253301	98.16%

- ii. Voting "**against**" the resolution

Number of Members	Number of valid votes cast by them	% of total number of valid votes cast
13	604859	1.84%

- i. Invalid Votes and Not Voted

Total number of members whose votes were declared invalid and not voted	Total number of votes cast by them
1	3293875

Item No. 2 - Ordinary Resolution

To appoint a director in place of Dr. Mahesh M. Borase (DIN: 03330328), who retires by rotation and being eligible, offers himself, for re-appointment..

- i. Voting "**in favour**" of resolution

Number of Members	Number of valid votes cast by them	% of total number of valid votes cast
214	35503002	98.2%



ii. Voting "**against**" the resolution

Number of Members	Number of valid votes cast by them	% of total number of valid votes cast
31	649033	1.8%

ii. Invalid Votes and Not Voted

Total number of members whose votes were declared invalid and not voted	Total number of votes cast by them
0	0

Item No. 3 - Ordinary Resolution

To consider and, if thought fit, to pass, with or without modification re-appointment of Statutory Auditors of the Company for a second term of five consecutive years from the conclusion of the 34th Annual General Meeting till the conclusion of the 39th Annual General Meeting.

iii. Voting "**in favour**" of resolution

Number of Members	Number of valid votes cast by them	% of total number of valid votes cast
222	36134681	99.95%

iv. Voting "**against**" the resolution

Number of Members	Number of valid votes cast by them	% of total number of valid votes cast
22	17340	0.05%

v. Invalid Votes and Not Voted

Total number of members whose votes were declared invalid and not voted	Total number of votes cast by them
1	14

9. The electronic data and all other relevant records relating to e-voting are under my safe custody and will be handed over to Mr. Deepak Keluskar, Company




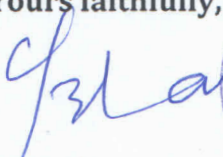
Secretary and Compliance Officer, for preserving safely after the Chairman considers, approves and signs the minutes of the 34th AGM.

Restriction on Use

10. This report has been issued at the request of the Company for (i) submission to Stock Exchanges, (ii) placing on website of the Company and (iii) 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: 29th September, 2022

Place: Mumbai

UDIN: A001157D001084151