



REF: GTL/SE/AGM/21-22/022

September 29, 2021

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: Proceedings of the 33<sup>rd</sup> Annual General Meeting held on September 28, 2021.**

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 33<sup>rd</sup> Annual General Meeting of the Members of the Company held on Tuesday, September 28, 2021 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 THIRD ANNUAL GENERAL MEETING (AGM) OF THE COMPANY HELD ON TUESDAY, SEPTEMBER 28, 2021 AT 11.00 A.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 33<sup>rd</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, 2021, in respect of all Ordinary and Special businesses to be transacted at the 33<sup>rd</sup> AGM, from 09:00 AM (IST) on Friday, September 24, 2021 up to 05:00 PM (IST) on Monday, September 27, 2021. 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 could now vote through the 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 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 2, 2021 convening the 33<sup>rd</sup> AGM for transaction and invited queries from Members. Accordingly 4 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.



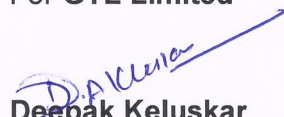
11. The Chairman then thanked the Members present and declared conclusion of the 33<sup>rd</sup> Annual General Meeting.

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

Based on the Scrutinizer's Report, the Voting Results will be 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 separately and the same will also be 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 (Ordinary and Special) mentioned below embodied in the Notice of Annual General Meeting dated September 2, 2021 were passed with requisite majority.

Sr. No.	Particulars
	<b><u>Ordinary Business:</u></b>
1.	Adoption of (a) the Audited Financial Statements of the Company for the financial year ended March 31, 2021, together with the Reports of the Board of Directors and Auditors thereon; and (b) the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2021, together with the Report of the Auditors thereon.
2.	Re-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.
	<b><u>Special Business:</u></b>
3.	Re-appointment of Mr. Sunil Sadanand Valavalkar (DIN: 01799698) as a Whole-time Director of the Company, with effect from December 16, 2020 for a period of three years i.e. up to December 15, 2023 on the terms and conditions as set out in the Explanatory Statement.

For GTL Limited



**Deepak Keluskar**  
Company Secretary & Compliance Officer

