



## GFL LIMITED

Registered office: 7<sup>th</sup> Floor, Ceejay House, Dr. Annie Besant Road, Worli, Mumbai – 400 018  
CIN: L65100MH1987PLC374824 • Tel. No.: +91- 22 4032 3851 • Fax No.: +91- 22 4032 3191  
Website: [www.gflimited.co.in](http://www.gflimited.co.in) • Email ID: [contact@gflimited.co.in](mailto:contact@gflimited.co.in)

27<sup>th</sup> September, 2022

To,  
The Secretary  
BSE Limited  
Phiroze Jeejeebhoy Towers  
Dalal Street, Mumbai 400 001  
**Scrip code: 500173**

The Secretary  
National Stock Exchange of India Limited  
Exchange Plaza, Bandra Kurla Complex  
Bandra (E), Mumbai 400 051  
**Symbol: GFLIMITED**

Dear Sir,

**Sub.: Declaration of Voting Results in respect of Resolutions passed at the 35<sup>th</sup> Annual General Meeting (AGM) of the Company held on Monday, 26<sup>th</sup> September, 2022 at 12:00 noon through Video Conferencing (“VC”)/ Other Audio Visual Means (“OAVM”).**

**Ref.: Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations).**

We would like to inform you that the 35<sup>th</sup> Annual General Meeting (AGM) of the Company was held on Monday, 26<sup>th</sup> September, 2022 at 12:00 noon through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") facility in compliance with the applicable provisions of the Companies Act, 2013 read with Rules made thereunder, circular(s) issued by the Ministry of Corporate Affairs and the Securities and Exchange Board of India for transacting the business(es) mentioned in the AGM Notice dated 5<sup>th</sup> August, 2022 convening the AGM.

In compliance with provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules 2014, as amended and Regulation 44 of the Listing Regulations, as amended and aforesaid MCA Circular, the Company had provided facility of remote e-voting to its Members as well as e-voting during the AGM in respect of the business to be transacted at the AGM.

Mr. Dhruvil M. Shah, Practicing Company Secretary (FCS No.: 8021: CP: 8978) ("the Scrutinizer") has scrutinized and reviewed the votes cast by the Members through remote e-voting prior to the date of AGM as well as through e-voting process during the AGM on the resolutions at Item No. 1 to 3 of the Notice of the AGM and submitted his consolidated report today i.e. 27<sup>th</sup> September, 2022.

In this regard, we hereby enclose herewith the following:

Voting results of the AGM pursuant to Regulation 44 of the Listing Regulations	Annexure 1
Consolidated Report of the Scrutinizer dated 27 <sup>th</sup> September, 2022 on remote e - Voting and electronic voting at the AGM	Annexure 2

The above Voting Results will also be available on the website of the Company [www.gflimited.co.in](http://www.gflimited.co.in) and website of Central Depository Services (India) Limited (CDSL) at [www.evotingindia.com](http://www.evotingindia.com).

You are requested to take the same on record.

Yours faithfully,

For **GFL Limited**

**Divya Shrimali**  
**Company Secretary and Compliance Officer**

**Encl.: as above**



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### ANNEXURE 1

Date of AGM	Monday, 26 <sup>th</sup> September, 2022
Total No. of Shareholders on Record Date	21,762
No. of shareholders present	54
No of Shareholder present in the meeting either in person or proxy: - Promoter and Promoters group - Public	Not Applicable
No of shareholders attending through video conferencing - Promoter and Promoters group - Public	Promoter and Promoters group- 3 Public- 51

### Details of Resolutions and results thereof:

Item No.	Brief Description	Type of Businesses and Resolution Required	Manner of Voting	Results
1	Adoption of Audited Standalone and Consolidated Financial Statements of the Company for the Financial Year ended 31 <sup>st</sup> March, 2022 and reports of the Board of Directors and Independent Auditors thereon.	Ordinary Business requiring Ordinary Resolution	Remote e-voting prior & during AGM	Passed with requisite majority
2	Re-appointment of Mr. Siddharth Jain (DIN: 00030202) as Director of the Company, retiring by rotation and being eligible, offers himself for re-appointed.	Ordinary Business requiring Ordinary Resolution	Remote e-voting prior & during AGM	Passed with requisite majority
3	To appoint Statutory Auditors of the Company and to fix their remuneration.	Ordinary Business requiring Ordinary Resolution	Remote e-voting prior & during AGM	Passed with requisite majority





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Resolution No.1								
Resolution Required : (Ordinary)			Adoption of Audited Standalone and consolidated Financial Statements for the Financial Year ended 31st March, 2022 and Reports of the Board of Directors and Independent Auditors thereon					
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	75492611	75492611	100.0000	75492611	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>75492611</b>	<b>100.0000</b>	<b>75492611</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	6986789	2550781	36.5086	2550781	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>2550781</b>	<b>36.5086</b>	<b>2550781</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Non Institutions	E-Voting	27370600	1704088	6.2260	1703537	551	99.9677	0.0323
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>1704088</b>	<b>6.2260</b>	<b>1703537</b>	<b>551</b>	<b>99.9677</b>	<b>0.0323</b>
<b>Total</b>		<b>109850000</b>	<b>79747480</b>	<b>72.5967</b>	<b>79746929</b>	<b>551</b>	<b>99.9993</b>	<b>0.0007</b>
						Whether Resolution is Pass or not	Yes	

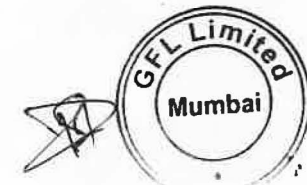




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Resolution No.2								
Resolution Required : (Ordinary)			Re-appointment of Mr. Mr. Siddharth Jain (DIN: 00030202) as Director of the Company					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of 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	75492611	75492611	100.0000	75492611	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>75492611</b>	<b>100.0000</b>	<b>75492611</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	6986789	2550781	36.5086	2480307	70474	97.2372	2.7628
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>2550781</b>	<b>36.5086</b>	<b>2480307</b>	<b>70474</b>	<b>97.2372</b>	<b>2.7628</b>
Public Non Institutions	E-Voting	27370600	1704088	6.2260	1703315	773	99.9546	0.0454
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>1704088</b>	<b>6.2260</b>	<b>1703315</b>	<b>773</b>	<b>99.9546</b>	<b>0.0454</b>
<b>Total</b>		<b>109850000</b>	<b>79747480</b>	<b>72.5967</b>	<b>79676233</b>	<b>71247</b>	<b>99.9107</b>	<b>0.0893</b>
							Whether Resolution is Pass or not	Yes







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Resolution No.3								
Resolution Required : (Ordinary)			To appoint Statutory Auditors of the Company and to fix their remuneration					
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]	$[3]=\frac{[2]}{[1]} * 100$	[4]	[5]	$[6]=\frac{[4]}{[2]} * 100$	$[7]=\frac{[5]}{[2]} * 100$
Promoter and Promoter Group	E-Voting	75492611	75492611	100.0000	75492611	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>75492611</b>	<b>100.0000</b>	<b>75492611</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	6986789	2550781	36.5086	2550781	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>2550781</b>	<b>36.5086</b>	<b>2550781</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Non Institutions	E-Voting	27370600	1704088	6.2260	1703537	551	99.9677	0.0323
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>1704088</b>	<b>6.2260</b>	<b>1703537</b>	<b>551</b>	<b>99.9677</b>	<b>0.0323</b>
<b>Total</b>		<b>109850000</b>	<b>79747480</b>	<b>72.5967</b>	<b>79746929</b>	<b>551</b>	<b>99.9993</b>	<b>0.0007</b>
						Whether Resolution is Pass or not	Yes	





Ref: 951/2022-23

**CONSOLIDATED SCRUTINIZER'S REPORT**

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

To,  
The Chairman,  
GFL Limited  
CIN: L65100MH1987PLC374824  
7<sup>th</sup> Floor, Ceejay House, Dr. Annie Besant Road,  
Worli, Mumbai - 400018, Maharashtra, India.

Dear Sir,

**Sub: Consolidated Scrutinizer's Report of e-voting conducted for the 35<sup>th</sup> Annual General Meeting ("AGM") of GFL Limited ("the Company") held on Monday, September 26, 2022 at 12:00 Noon (IST) through Video Conferencing ('VC')**

I, Dhrumil M. Shah, Practising Company Secretary, have been appointed as Scrutinizer by the Board of Directors of GFL Limited ('the Company') pursuant to Section 108 of the Companies Act, 2013 ("the Act") read with rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, and in accordance with Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the purpose of monitoring the e-voting process (remote e-voting and e-voting during AGM), in respect of resolutions proposed in the Notice of the 35<sup>th</sup> AGM of the Company..

The Management of the Company is responsible for ensuring compliance with the requirements of the Companies Act, 2013 and the Rules thereunder ("the Act") and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time ("**SEBI Listing Regulations**") relating to e-voting by the shareholders on the resolutions proposed in the Notice of the AGM of the Company.



My responsibility as a Scrutinizer was restricted to scrutinize the e-voting process, in a fair and transparent manner and to prepare a consolidated scrutinizer's report of the votes cast in favour and against the resolutions stated in the Notice of AGM, based on the reports generated from the e-voting system provided by the Central Depository Services (India) Limited ("CDSL"), the service provider.

The shareholders of the Company holding shares as on "**cut-off**" date i.e. **Monday, September 19, 2022** were entitled to vote on the resolutions as set out in the Notice of 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.

The remote e-voting commenced on **9:00 a.m. (IST) on Friday, September 23, 2022** and **concluded at 5:00 p.m. (IST) on Sunday, September 25, 2022**.

At the AGM of the Company held on Monday, September 26, 2022, the facility to vote through electronic voting system was provided to facilitate voting for those Members who were present at the Meeting through VC but could not participate in the remote e-voting to record their votes as set-out in the Notice of the AGM

After the closure of the e-voting at the AGM, the votes cast through e-voting at the AGM and through remote e-voting were unblocked on **Monday, September 26, 2022 around 12:33 P.M.** in the presence of two witnesses who are not in the employment of the Company after the conclusion of the AGM.

I have scrutinized and reviewed the votes cast through remote e-voting and e-voting during the AGM based on the data downloaded from the CDSL's e-voting system.

I now submit the Consolidated Scrutinizer's Report on the results of the remote e-voting and e-voting during the AGM, based on the reports generated by CDSL, in respect of the following resolutions as under:



Ordinary Business:

Item No. 1 - Ordinary Resolution

- a) Adoption of Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2022, the reports of the Board of Directors and Independent Auditors thereon.
- b) Adoption of Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2022 and report of the Independent 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
118	7,97,46,929	99.9993%

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

Number of Members	Number of valid votes cast by them	% of total number of valid votes cast
2	551	0.0007%

iii. Invalid Votes

Total number of members whose votes were declared invalid	Total number of votes cast by them
0	0

Item No. 2 - Ordinary Resolution

Re-appointment of Mr. Siddharth Jain (DIN: 00030202), 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
109	7,96,76,233	99.9107%





ii. Voting "against" the resolution

Number of Members	Number of valid votes cast by them	% of total number of valid votes cast
11	71,247	0.0893%

iii. Invalid Votes

Total number of members whose votes were declared invalid	Total number of votes cast by them
0	0

**Item No. 3 – Ordinary Resolution**

Appointment of M/s. Patankar & Associates, Chartered Accountants, Pune (Firm Registration No. 107628W) as Statutory Auditors of the Company in place of retiring Statutory Auditors, M/s Kulkarni and Company, Chartered Accountants (Firm's Registration No.: 140959W) to hold office for a term of 5 (five) consecutive years starting from the conclusion of this 35<sup>th</sup> Annual General Meeting until the conclusion of the 40<sup>th</sup> Annual General Meeting of the Company.

i. Voting "in favour" of resolution

Number of Members	Number of valid votes cast by them	% of total number of valid votes cast
118	7,97,46,929	99.9993%

ii. Voting "against" the resolution

Number of Members	Number of valid votes cast by them	% of total number of valid votes cast
2	551	0.0007%

iii. Invalid Votes

Total number of members whose votes were declared invalid	Total number of votes cast by them
0	0



All electronic data and relevant records relating to e-voting shall remain in my safe custody until the Chairman considers, approves and signs the minutes of the 35<sup>th</sup> AGM and thereafter, the same shall be handed over to the Chairman / Company Secretary for safe keeping.

Based on the above information, you may accordingly declare the result of e-voting.



Place: Mumbai

Date: 27<sup>th</sup> September 2022

FOR DHRUMIL M SHAH & CO.  
UDIN: F008021D001052999

A handwritten signature in black ink, appearing to read "Dh. Shah", written over a horizontal line.

Dhrumil M. Shah  
Practicing Company Secretary  
FCS 8021; CP 8978  
PR 995/2020

Countersigned by  
For GFL Limited



A handwritten signature in blue ink, appearing to read "Divya", written over a horizontal line.

Divya Shrimali  
Company Secretary & Compliance  
Officer