



REF: GTL/CS-SE/2023-24/011

May 16, 2023

Department of Corporate Services <b>BSE Limited</b> Phiroze Jeejeebhoy Towers, 25 <sup>th</sup> Floor, Dalal Street, Fort, Mumbai 400 001.	Corporate Communication Department <b>National Stock Exchange of India Ltd.</b> 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 Sirs,

**Re: Disclosure of Voting Results – Postal Ballot Notice dated April 1, 2023.**

This is in continuation to our letter bearing Ref. No. GTL/CS-SE/2023-24/005 dated April 12, 2023 informing about postal ballot process undertaken by the Company for seeking approval of members of the Company for Appointment of Ms. Siddhi M Thakur (DIN: 07142250) as a Non-Executive, Non-Independent Director of the Company.

Pursuant to Regulation 44(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are enclosing herewith results of remote e-voting in prescribed format along with Scrutinizer's Report in respect of aforesaid resolution contained in the Postal Ballot Notice dated April 1, 2023.

The said Ordinary Resolution has been passed by the Members with requisite majority on May 15, 2023 (the last date of e-voting).

This is for your information and records please.

Thanking you,  
Yours truly,  
**For GTL Limited**

SUNIL  
SADANAND  
VALAVALKAR

Digitally signed by: SUNIL  
SADANAND VALAVALKAR  
DN: CN = SUNIL SADANAND  
VALAVALKAR C = IN O =  
Personal  
Date: 2023.05.16 15:23:17 +05'30'

**Sunil S. Valavalkar**  
**Whole-time Director**

DEEPAK  
ARUN  
KELUSKAR

Digitally signed by: DEEPAK  
ARUN KELUSKAR  
DN: CN = DEEPAK ARUN  
KELUSKAR email =  
DEEPSK2@GMAIL.COM C = IN  
O = Personal  
Date: 2023.05.16 15:24:27 +05'30'

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

Corp Off: 412 Janmabhoomi Chambers 29 Walchand Hirachand Marg Ballard Estate Mumbai - 400 001 India  
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	07-04-2023
Total number of shareholders on record date	1 26246
<b>No. of shareholders present in the meeting either in person or through proxy</b>	
a) Promoters and Promoter group	
b) Public	
<b>No. of shareholders attended the meeting through video conferencing</b>	
a) Promoters and Promoter group	
b) Public	
<b>No. of resolution passed in the meeting</b>	<b>1</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		Appointment of Mrs. Siddhi Mandar Thakur (DIN: 07142250) as a Non-Executive, Non-Independent Director of the Company							
Category	Mode of voting	No. of shares held	No. of votes polled	(3)=[(2)/(1)]*100	No. of votes – in favour	No. of votes – against	(6)=[(4)/(2)]*100	% of Votes against on votes polled	(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	
	Total		22480559	100.0000	22480559	0	100.0000	0.0000	
Public- Institutions	E-Voting		595852	3.2455	0	595852	0.0000	100.0000	
	Poll	18359344	0	0.0000	0	0	0	0	
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0	
	Total		18359344	3.2455	0	595852	0.0000	100.0000	
Public- Non Institutions	E-Voting		721041	0.6191	688924	32117	95.5457	4.4543	
	Poll	116456878	0	0.0000	0	0	0	0	
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0	
	Total		116456878	0.6191	688924	32117	95.5457	4.4543	
Total			157296781	15.1290	23169483	627969	97.3612	2.6388	
Whether resolution is Pass or Not.									
Disclosure of notes on resolution									
Yes									
Add Notes									

\* this fields are optional

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



# Virendra Bhatt

Company Secretary

Office :

Office No.: 03, A Wing, 9th Floor,  
Pinnacle Corporate Park,  
BKC CST Link Rd., MMRDA Area,  
Bandra Kurla Complex,  
Bandra East, Mumbai - 400 051  
Tel.: 022 - 2652 9367 / 68  
Mobile No.: +91 98200 48670  
Email : bhattvirendra1945@yahoo.co.in

## Scrutinizer's Report

*[Pursuant to Sections 108 and 110 of the Companies Act, 2013 read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, as amended]*

To,  
Whole-Time Director,  
**GTL Limited**  
Global Vision, Electronic Sadan-II,  
MIDC, TTC, Industrial Area,  
Mahape, Navi Mumbai - 400710,  
Maharashtra, India.

### Scrutinizer's Report on Postal Ballot voting by way of remote voting by electronic means in respect of passing of the resolutions set-out in the notice dated 01<sup>st</sup> April, 2023 through Postal Ballot.

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 Postal Ballot voting conducted by way of remote e-voting process ("**e-voting**") in a fair and transparent manner on the resolutions contained in the postal ballot notice dated 01<sup>st</sup> April, 2023 ("**Notice**") issued in accordance with General Circular numbers 20/2020 dated 05<sup>th</sup> May, 2020 read with General Circular nos. 14/2020 dated 08<sup>th</sup> April, 2020; 17/2020 dated 13<sup>th</sup> April, 2020; 02/2021 dated 13<sup>th</sup> January, 2021; 19/2021 dated 08<sup>th</sup> December, 2021; 21/2021 dated 14<sup>th</sup> December, 2021, 2/2022 dated 05<sup>th</sup> May, 2022 & 11/2022 dated 28<sup>th</sup> December, 2022 issued by the Ministry of Corporate Affairs (MCA) and Circular number SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15<sup>th</sup> January, 2021 and SEBI/HO/CFD/CMD 2/CIR/P/2022/62 dated 13<sup>th</sup> May, 2022 issued by the Securities and Exchange Board of India ("SEBI"), (hereinafter referred to as "**Circulars**").

1. The said appointment as Scrutinizer is under the provisions of Sections 108 and 110 of the Companies Act, 2013 ("**the Act**") read with Rule 20 and Rule 22 of the



Companies (Management and Administration) Rules, 2014, as amended ("**the Rules**"). As the Scrutinizer, I have to scrutinize the process of e-voting conducted for the postal ballot, using an electronic voting system on the dates referred to in the Notice.

## **2. Management's Responsibility**

The management of the Company is responsible to ensure compliance with the requirements of (i) the Act and the Rules made thereunder; (ii) the Circulars; and (iii) the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, ("LODR") relating to e-voting on the resolutions contained in the Notice. The management of the Company is responsible for ensuring a secured framework and robustness of the electronic voting systems.

## **3. Scrutinizer's Responsibility**

My responsibility as a scrutinizer for e-voting process is restricted to making a Scrutinizer's report of the *votes* cast "in favour" or "against" by the members in respect of the resolutions contained in the Notice. My report is based on verification of data and reports generated from the 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 attendant papers / documents furnished to me electronically till the time fixed for closing of the e-voting process i.e. till 05:00 p.m. on Monday, 15<sup>th</sup> May, 2023.

## **4. Cut-off date**

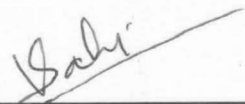
The Members of the Company as on the "cut-off" date as set out in the Notice i.e. Friday, 07<sup>th</sup> April, 2023 were entitled to *vote* on the resolutions set out in the Notice and their voting rights were in proportion to their shareholding in the paid-up equity share capital of the Company as on the cut-off date, subject to the provisions of Articles of Association of the Company.

## **5. Remote e-voting process**

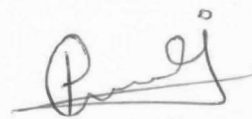
- i. The remote e-voting period remained open from Sunday, 16<sup>th</sup> April, 2023 (09:00 a.m. IST) to Monday, 15<sup>th</sup> May, 2023 (05:00 p.m. IST).
- ii. The *votes* cast during the remote e-voting were unblocked on Monday, 15<sup>th</sup> May, 2023 after the conclusion of e-voting period for Postal Ballot and was witnessed by two witnesses, Mr. Vishwas Salvi and Mr. Parbat Chaudhari



who are not in the employment of the Company and / or CDSL. They have signed below in confirmation of the same.



Mr. Vishwas Salvi



Mr. Parbat Chaudhari

iii. Thereafter, the details containing, *inter alia*, the list of Members who voted "in favour" or "against" on the resolutions were generated from the remote e-voting website of CDSL, i.e., [www.evotingindia.com](http://www.evotingindia.com). Based on the report generated by CDSL and relied upon by me, data regarding the remote e-voting was scrutinized on test check basis.

6. I submit herewith the Scrutinizer's Report on the results of the remote e-voting for postal ballot, based on the report generated by CDSL, scrutinized on test-check basis, and relied upon by me as under:

- Ordinary Resolution - Appointment of Mrs. Siddhi Mandar Thakur (DIN: 07142250) as a Non-Executive, Non-Independent Director of the Company.**

**Total Voting:**

Manner of Voting	Total votes		Valid Votes		Invalid / Not Voted	
	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	220	23797452	220	23797452	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 votes cast by them	% age	No. of members who voted	No. of votes cast by them	% age
E-Voting	194	23169483	97.3612	26	627969	2.6388

Notes:

- Aforesaid resolutions contained in the Notice are passed with requisite majority by the Members of the Company as specified under the Companies Act, 2013.



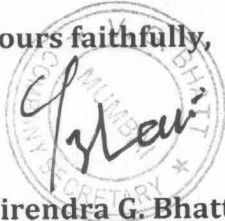
3. The figures in percentage have been rounded off to 4 decimal points.
4. The electronic data and all other relevant records relating to remote e-voting are under my safe custody and will be handed over to the Company Secretary of the Company, for preserving safely after the Chairman considers, approves and signs the minutes of the Postal Ballot.
5. This report is issued in accordance with the terms of the Engagement Letter.

#### **Restriction on Use**

7. 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: 15<sup>th</sup> May, 2023**

**Place: Mumbai**

**UDIN: A001157E000309850**