



REF: GTL/CS-SE/2026-27/20

September 30, 2026

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: Proceedings of the 38th Annual General Meeting held on September 30, 2026

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 38th Annual General Meeting of the Members of the Company held on Wednesday, September 30, 2026, through Video Conferencing for your record.

Thanking you,

Yours faithfully,
For **GTL Limited**

PRATIK ROHIT
TOPRANI

Pratik Toprani
Company Secretary

HARSHAD
PRAKASH
KULKARNI
Harshad Kulkarni
Chief Financial Officer

Encl. as above

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

GTL LIMITED

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Tel: + 91-22-2761 2929 | Fax : +91 -22-2768 9990 | www.gtllimited.com | CIN No. - L40300MH1987PLC045657
Corp Off: 412, Janmabhoomi Chambers, 29 Walchand Hirachand Marg, Ballard Estate, Mumbai - 400 001, India.
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PROCEEDINGS AT THE THIRTY EIGHTH ANNUAL GENERAL MEETING (“AGM”) OF THE COMPANY HELD ON WEDNESDAY, SEPTEMBER 30, 2026 AT 02.00 P.M. (IST) THROUGH VIDEO CONFERENCING (“VC”) / OTHER AUDIO VISUAL MEANS (“OAVM”).

1. Mr. D. S. Gunasingh, the Chairman chaired the meeting.
2. The Chairman welcomed the shareholders.
3. The Chairman informed that the meeting was conducted through video conferencing in accordance with the circulars issued by the Ministry of Corporate Affairs.
4. The Chairman took the Roll Call of other Directors. The Directors viz. Mrs. Rufina Fernandes, Mr. Navin Kripalani, Dr. Mahesh Borase, Mrs. Siddhi Thakur, Ms. Sanjana Pawar and Ms. Jyotisana Kondhalkar, who attended the meeting through VC responded to the same. The Chairman also informed that Mr. Swapnil Sansare, representing Company's Statutory Auditors, M/s. GDA & Associates, Mr. Virendra Bhatt, Practicing Company Secretary who has been appointed as the Scrutinizer, Mr. Pratik Toprani, Company Secretary and Mr. Harshad Kulkarni, Chief Financial Officer were also attending the meeting through VC.
5. The requisite quorum being present, the Chairman called the meeting to order.
6. The Chairman informed that as the Notice of 38th AGM has already been circulated to all the members, he shall take the notice of the Meeting as read.
7. The Chairman, thereafter, requested Mr. Pratik Toprani – Company Secretary to read Auditors' Report. Mr. Toprani 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 modified opinion and emphasis of matters stated in the Auditors' Report and also the concluding portion therein.
8. 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 has extended remote e-voting facility to its members for voting in proportion to their shareholding as on the cut-off date of September 23, 2026, in respect of all businesses to be transacted at the 38th AGM, during the period from 09:00 a.m. (IST) on September 26, 2026 up to 05:00 p.m. (IST) September 29, 2026. 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.
9. 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 (during the course of AGM) 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 (during the course of AGM) and make a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any. 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.

10. The Chairman, thereafter, took up the Item Nos. 1 and 2 of the businesses as detailed in the Notice dated August 25, 2026 convening the 38th AGM for transaction and invited queries from Members. In that connection he also informed the Members that there is no requirement for them for proposing or seconding each resolution.
11. Thereafter as requested by the Chairman, one Member spoke. She appreciated the efforts of the Secretarial Department and the Company bringing out well informed Annual Report and dispatch of the Annual Report to the shareholders well within the prescribed time. Another Member vide his mail dated September 28, 2026 had sent few questions, which were also answered by the Chairman by referring to the relevant portions of the Annual Report.
12. The Chairman then thanked the Members present and declared conclusion of the 38th AGM. The AGM got concluded at 2.31 P.M. (IST).

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

For **GTL Limited**

PRATIK
ROHIT
TOPRANI

Pratik Toprani
Company Secretary

Pratik Toprani is a Chartered Secretary (C.S.) and a member of the Institute of Company Secretaries of India (ICSI). He is also a member of the Institute of Cost Accountants of India (ICAI) and the Institute of Taxation (ITI). He has been practicing as a Chartered Secretary since 2010 and has been associated with GTL Limited since 2015. He is currently the Company Secretary of GTL Limited.

Virendra Bhatt

Company Secretary

Office :

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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

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/Whole-time Director,
GTL Limited
6th Floor, Building No. A, Plot No. EL - 207,
MIDC, TTC Industrial Area, Mahape, Navi Mumbai,
Thane, Maharashtra, India, 400710.

Dear Sir,

Sub: Consolidated Scrutinizer's Report on remote e-voting (prior to the AGM) and venue e-voting (during the course of the AGM) conducted pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by Companies (Management and Administration) Amendment Rules, 2015 for the Thirty-Eighth Annual General Meeting of the Members of GTL Limited held on Wednesday, September 30, 2026, at 02:00 P.M. (IST) through video conferencing ('VC') / other audio visual means ('OAVM').

I, Virendra G. Bhatt, Practicing Company Secretary, had been appointed as the Scrutinizer by the Board of Directors of **GTL Limited** (CIN: L40300MH1987PLC045657) 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, to conduct and scrutinize the entire e-voting process (remote e-voting & venue e-voting) in a fair and transparent manner in respect of the below mentioned resolutions proposed at the



Thirty-Eighth Annual General Meeting of the Members of GTL Limited held on Wednesday, September 30, 2026, at 02:00 P.M. (IST) through VC / OAVM.

The notice dated 25th August, 2026, convening the AGM, as confirmed by the Company was sent to the shareholders in respect of the below mentioned resolutions proposed to be passed at the AGM of the Company through electronic mode to those Members whose email addresses are registered with the Company/ Depositories, in compliance with the General Circular No. 20/2020 dated May 5, 2020 read with the subsequent circulars issued from time to time, the latest one being General Circular No. 03/2025 dated September 22, 2025 issued by the Ministry of Corporate Affairs ("MCA") and relevant circulars issued by the Securities and Exchange Board of India ("SEBI").

The Company had availed the e-voting facility offered by Central Depository Services (India) Limited ("CDSL") for conducting e-voting by the Shareholders of the Company.

The voting period for remote e-voting commenced on Saturday, September 26, 2026 at 09:00 a.m. (IST) and ends on Tuesday, September 29, 2026 at 05:00 p.m. (IST) and the CSDL e-voting platform was disabled thereafter.

The Company had also provided venue e-voting facility during the course of AGM, to the shareholders present at the AGM through VC / OAVM and who had not cast their vote earlier.

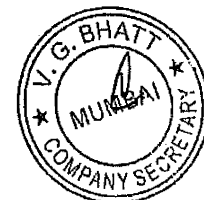
The shareholders of the Company holding shares as on the "cut-off" date Wednesday, September 23, 2026 were entitled to vote on the resolutions as contained in the Notice of the AGM.

After the closure of venue e-voting, the report on venue e-voting done during the AGM and the votes cast under remote e-voting facility prior to the AGM were unblocked and counted.

I have scrutinized and reviewed the remote e-voting and venue e-voting prior to and during the AGM respectively and votes cast therein based on the data downloaded from the CSDL e-voting system.

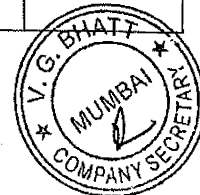
The Management of the Company is responsible to ensure compliance with the requirements of the Act and rules relating to remote e-voting and venue e-voting on the resolutions contained in the notice of the AGM.

My responsibility as scrutinizer for the remote e-voting and venue e-voting is restricted to making a Scrutinizer's Report of the votes cast in favour or against the resolutions.



I now submit my consolidated report as under on the result of the remote e-voting (prior to AGM) and venue e-voting (during the course of AGM) in respect of the said resolutions.

(i) Item No. of the Notice	Votes in favour of the resolution		Votes against the resolution		(vi) Invalid votes Nos.
	(ii) No. of valid Votes	(iii) As a % of total number of valid votes (in Favour and Against) (iii=ii/ (ii+iv)* 100)	(iv) No. of valid Votes	(v) As a % of total number of valid votes (in Favour and Against) (v=iv/ (ii+iv)* 100)	
Item No. 1 - Adoption of Audited Financial Statements of the Company for the financial year ended March 31, 2026, together with the Reports of the Board of Directors and Auditors thereon. (As an Ordinary Resolution)	26254216	99.9026%	25605	0.0974%	0
Item No. 2 - Mrs: Siddhi M. Thakur (DIN: 07142250), a Director liable to retire by rotation, who does not offer herself for re- appointment, be not re-appointed as a Director of the Company and the vacancy, so caused on	26250632	99.8889%	29189	0.1111%	0



the Board of the Company be not filled up. (As an Ordinary Resolution)					
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Thanking You,

Yours faithfully,



Virendra G. Bhatt

Practicing Company Secretary

ACS No.: 1157 / COP No.: 124

Peer Review Cert. No.: 6489/2025

Date: 30th September, 2026

Place: Mumbai

UDIN: A001157H001679130

Counter Signed by:

For GTL Limited

Chairman/Whole-time Director