



REF: GTL/SE/AGM/2025-26/28

September 30, 2025

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 37th Annual General Meeting held on September 30, 2025.

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 37th Annual General Meeting of the Members of the Company held on Tuesday, September 30, 2025 through Video Conferencing for your record.

Thanking you,

Yours truly,

For GTL Limited

Deepak A. Keluskar
Company Secretary

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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PROCEEDINGS AT THE THIRTY SEVENTH ANNUAL GENERAL MEETING (AGM) OF THE COMPANY HELD ON TUESDAY, SEPTEMBER 30, 2025 AT 2.00 P.M. (IST) THROUGH VIDEO CONFERENCING / OTHER AUDIO VISUAL MEANS.

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 pursuant to the guidelines issued by the Ministry of Corporate Affairs and Securities and Exchange Board of India.
4. The Chairman took the Roll Call of other Directors. The Directors viz. Mr. Sunil Valavalkar, Mr. Navin Kripalani, Dr. Mahesh Borase, Mrs. Siddhi Thakur, Ms. Sanjana Pawar, Ms. Jyotisana Kondhalkar and Mrs. Rufina Fernandes, who attended the meeting through video conferencing responded to the same. The Chairman also informed that Mr. Akshay Maru, representing Company's Statutory Auditors, M/s. GDA & Associates, Mr. Virendra Bhatt, Practicing Company Secretary who has been appointed as the Scrutinizer, Mr. Deepak Keluskar, Company Secretary and Mr. Harshad Kulkarni, Chief Financial Officer were also attending the meeting through Video Conferencing.
5. The requisite quorum being present, the Chairman called the meeting to order.
6. The Chairman informed that as the Notice of 37th 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. 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 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, 2025, in respect of all businesses to be transacted at the 37th AGM, during the period from 09:00 AM (IST) on September 26, 2025 up to 05:00 PM (IST) September 29, 2025. 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 to 5 of the businesses as detailed in the Notice dated September 4, 2025 convening the 37th 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. While he 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, he also requested for information on the affairs of the Company.

The Chairman while acknowledging the appreciation of the member replied to the query of the member from the relevant portions of the Annual Report.

12. The Chairman then thanked the Members present and declared conclusion of the 37th Annual General Meeting. The AGM got concluded at 2.25 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 of the total votes cast in favour and against on all resolutions to the Chairman.

Based on the Scrutinizer's Report, the Voting Results were 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 on September 30, 2025 and the same were also 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.

As per the Scrutinizer's Report, all resolutions mentioned in the Notice of Annual General Meeting dated September 4, 2025 were passed with requisite majority as under:

Sr. No.	Particulars	Type of Resolution	Votes cast in favour		Votes Cast Against	
			No.	%	No.	%
1.	Adoption of Audited Financial Statements of the Company for the financial year ended 31st March, 2025, together with the Reports of the Board of Directors and Auditors thereon.	Ordinary	2,62,26,299	99.9933	1,760	0.0067
2.	Mr. Sunil S. Valavalkar, a Director liable to retire by rotation, who does not offer himself for re-appointment, be not re-appointed as a Director of the Company and the vacancy, so caused on the Board of the Company, be not filled up.	Ordinary	2,62,04,987	99.9151	22,272	0.0849
3.	Appointment of Mr. Virendra G. Bhatt, Practicing Company Secretary (ACS -1157 / CP - 124) as Secretarial Auditor of the Company for a term of five consecutive years commencing from financial year 2025-26 till financial year 2029-30.	Ordinary	2,62,05,237	99.9160	22,022	0.0840
4.	Appointment of Mrs. Rufina Juliana Fernandes (DIN: 06712021) as a Director of the Company, liable to retire by rotation.	Ordinary	2,62,00,473	99.8979	26,786	0.1021

Sr. No.	Particulars	Type of Resolution	Votes cast in favour		Votes Cast Against	
			No.	%	No.	%
5.	Appointment of Mrs. Rufina Juliana Fernandes (DIN: 06712021) as a Whole-time Director of the Company with effect from October 1, 2025 for a period of three years i.e. up to September 30, 2028.	Special	2,62,01,058	99.9001	26,201	0.0999

For GTL Limited

Deepak Keluskar
Company Secretary & Compliance Officer