



REF: GTL/CS-SE/2024-25/042

December 10, 2024

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 October 29, 2024.**

This is in continuation to our letter bearing Ref. No. GTL/CS-SE/2024-25/037 dated November 08, 2024 informing about postal ballot process undertaken by the Company for seeking approval of members of the Company for:

- 1) Appointment of Mr. Duraiswamy Sargurudas Gunasingh (DIN: 02081210) as a Non-Executive, Non-Independent Director of the Company and;
- 2) Appointment of Mr. Navin Jethanand Kripalani (DIN: 05159768) as a Non-Executive, Non-Independent Director of the Company.

In connection with the above, 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 Special Resolutions contained in the Postal Ballot Notice dated October 29, 2024.

It may please be noted that as per the report of the Scrutinizer dated December 10, 2024, the aforesaid Special Resolutions have been passed by the Members with requisite majority on December 09, 2024 (the last date of e-voting).

This is for your information and records please.

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

**Deepak A. Keluskar**  
Company Secretary

**Sunil Valavalkar**  
Whole - time Director

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**

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Tel: +91-22-2761-2929 Fax: +91-22-2768-9990 www.gtllimited.com CIN: L40300MH1987PLC045657  
Corp Off: 412 Janabhoomi Chambers 29 Walchand Hirachand Marg Ballard Estate Mumbai - 400 001 India  
Tel: +91-22-2271-5000 Fax: +91-22-2271-5332

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Validate

Voting results	
Record date	01-11-2024
Total number of shareholders on record date	159303
<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>2</b>
Disclosure of notes on voting results	<a href="#">Add Notes</a>

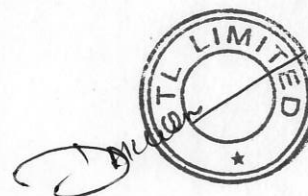
Prev



Resolution (1)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Appointment of Mr. Duraiswamy Sargurudas Gunasingh (DIN: 02081210) as Non-Executive Non-Independent Director of the Company				
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		0	0.0000	0	0	0	0
	Poll	22480559	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		22480559	100.0000	22480559	0	100.0000	0.0000
	<b>Total</b>	22480559	22480559	100.0000	22480559	0	100.0000	0.0000
Public-Institutions	E-Voting		0	0.0000	0	0	0	0
	Poll	16380169	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		3293875	20.1089	0	3293875	0.0000	100.0000
	<b>Total</b>	16380169	3293875	20.1089	0	3293875	0.0000	100.0000
Public- Non Institutions	E-Voting		0	0.0000	0	0	0	0
	Poll	118436053	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		1240063	1.0470	1184422	55641	95.5131	4.4869
	<b>Total</b>	118436053	1240063	1.0470	1184422	55641	95.5131	4.4869
<b>Total</b>		157296781	27014497	17.1742	23664981	3349516	87.6010	12.3990
<b>Whether resolution is Pass or Not.</b>							Yes	
Disclosure of notes on resolution							Add Notes	

\* this fields are optional

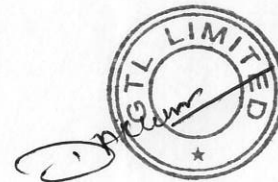
Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	



Resolution (2)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Appointment of Mr. Navin Jethanand Kripalani (DIN: 05159768) as Non-Executive Non-Independent Director of the Company				
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		0	0.0000	0	0	0	0
	Poll	22480559	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		22480559	100.0000	22480559	0	100.0000	0.0000
	<b>Total</b>	22480559	22480559	100.0000	22480559	0	100.0000	0.0000
Public-Institutions	E-Voting		0	0.0000	0	0	0	0
	Poll	16380169	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		3293875	20.1089	0	3293875	0.0000	100.0000
	<b>Total</b>	16380169	3293875	20.1089	0	3293875	0.0000	100.0000
Public- Non Institutions	E-Voting		0	0.0000	0	0	0	0
	Poll	118436053	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		1239213	1.0463	1178101	61112	95.0685	4.9315
	<b>Total</b>	118436053	1239213	1.0463	1178101	61112	95.0685	4.9315
<b>Total</b>		157296781	27013647	17.1737	23658660	3354987	87.5804	12.4196
<b>Whether resolution is Pass or Not.</b>							Yes	
Disclosure of notes on resolution							Add Notes	

\* this fields are optional

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



# *Virendra Bhatt*

*Company Secretary*

Office :

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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,  
The Whole-Time Director,  
**GTL Limited**  
**CIN: L40300MH1987PLC045657**  
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 29<sup>th</sup> October, 2024 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 voting by means of Postal Ballot only by remote e-voting process ("**e-voting**") in a fair and transparent manner on the special resolutions contained in the postal ballot notice dated 29<sup>th</sup> October, 2024 ("**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; 10/2022 dated 28<sup>th</sup> December, 2022; 09/2023 dated 25<sup>th</sup> September, 2023 and 09/2024 dated 19<sup>th</sup> September, 2024 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; SEBI/HO/CFD/CMD 2/CIR/P/2022/62 dated 13<sup>th</sup> May, 2022 and SEBI/HO/CFD/CFD-PoD-



2/P/CIR/2023/167 dated 07<sup>th</sup> October, 2023 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 furnished to me electronically till the time fixed for closing of the e-voting process i.e. till 05:00 p.m. on Monday, 09<sup>th</sup> December, 2024.

## 4. Cut-off date

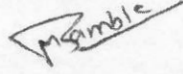
The Members of the Company as on the "cut-off" date as set out in the Notice i.e. Friday, 01<sup>st</sup> November, 2024 were entitled to *vote* on the resolutions set out in the Notice and their voting rights were in proportion to their shareholding in the paid-up equity share capital of the Company as on the cut-off date, subject to the provisions of Articles of Association of the Company.

## 5. Remote e-voting process

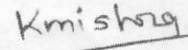
- i. The remote e-voting period remained open from Sunday, 10<sup>th</sup> November, 2024 (09:00 a.m. IST) to Monday, 09<sup>th</sup> December, 2024 (05:00 p.m. IST).



- ii. The votes cast during the remote e-voting were unblocked on Monday, 09<sup>th</sup> December, 2024 after the conclusion of e-voting period and was witnessed by two witnesses, Ms. Bhagyashree Kamble and Ms. Kavita Mishra who are not in the employment of the Company and / or CDSL. They have signed below in confirmation of the same.



Ms. Bhagyashree Kamble



Ms. Kavita Mishra

- iii. Thereafter, I have scrutinized and reviewed the results of the remote e-voting respectively and votes cast therein based on the data downloaded from the CDSL e-voting system i.e. [www.evotingindia.com](http://www.evotingindia.com).

6. I now submit herewith the Scrutinizer's Report on the results of the remote e-voting, in respect of the said resolutions as under:

**1. Special Resolution - Appointment of Mr. Duraiswamy Sargurudas Gunasingh (DIN: 02081210) as Non-Executive Non-Independent Director of the Company.**

Manner of Voting	Votes in favour of the resolution			Votes against the resolution			Invalid Votes / Abstain from voting/Not Voted	
	No. of Members who voted	No. of valid votes cast by them	% of total number of valid votes cast	No. of Members who voted	No. of valid votes cast by them	% of total number of valid votes cast	No. of members whose votes were declared invalid/ were abstained from voting/ not voted	No. of votes
E-Voting	341	23664981	87.6010%	34	3349516	12.3990%	1	400



**2. Special Resolution - Appointment of Mr. Navin Jethanand Kripalani (DIN: 05159768) as Non-Executive Non-Independent Director of the Company.**

Manner of Voting	Votes in favour of the resolution			Votes against the resolution			Invalid Votes / Abstain from voting/Not Voted	
	No. of Members who voted	No. of valid votes cast by them	% of total number of valid votes cast	No. of Members who voted	No. of valid votes cast by them	% of total number of valid votes cast	No. of members whose votes were declared invalid/ were abstained from voting/ not voted	No. of votes
E-Voting	333	23658660	87.5804%	41	3354987	12.4196%	2	1250

Notes:

1. Aforesaid resolutions contained in the Notice are passed with requisite majority by the Members of the Company as specified under the Companies Act, 2013.
2. The figures in percentage have been rounded off to 4 decimal points.
3. 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.
4. This report is issued in accordance with the terms of the Engagement Letter.



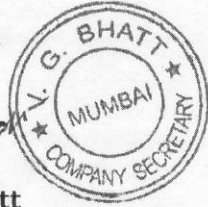


**Restriction on Use**

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,**

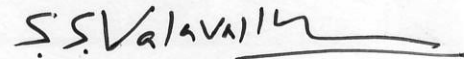


**Virendra G. Bhatt**  
**Practicing Company Secretary**  
**ACS No.: 1157 / COP No.: 124**  
**Peer Review Cert. No.: 1439/2021**

**Date: 10<sup>th</sup> December, 2024**  
**Place: Mumbai**

**UDIN: A001157F003327337**

**Counter Signed by:**  
**For GTL Limited**



**Sunil S. Valavalkar**  
**Whole-time Director**  
**DIN: 01799698**