



REF: GTL/SE/AGM/2024-25/26

September 12, 2024

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

**Sub: Proceedings of the 36<sup>th</sup> Annual General Meeting held on September 12, 2024.**

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 36<sup>th</sup> Annual General Meeting of the Members of the Company held on Thursday, September 12, 2024 through Video Conferencing for your record.

Thanking you,

Yours truly,  
**For GTL Limited**

DEEPAK  
ARUN  
KELUSKAR

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

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SADANAND  
VALAVALKAR

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**Sunil Valavalkar**  
**Whole time Director**

**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 SIXTH ANNUAL GENERAL MEETING (AGM) OF THE COMPANY HELD ON THURSDAY, SEPTEMBER 12, 2024 AT 2.00 P.M. (IST) THROUGH VIDEO CONFERENCING / OTHER AUDIO VISUAL MEANS.**

1. Mr. D. S. Gunasingh, the Chairman of the Company 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 and Ms. Jyotisana Kondhalkar, 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 and Mr. Virendra Bhatt, Practicing Company Secretary who has been appointed as the Scrutinizer as well as Mr. Deepak Keluskar, Company Secretary and Mr. Milind Bapat, 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 36<sup>th</sup> 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 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 5, 2024, in respect of all businesses to be transacted at the 36<sup>th</sup> AGM, during the period from 09:00 AM (IST) on September 9, 2024 up to 05:00 PM (IST) September 11, 2024. 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 3 of the businesses as detailed in the Notice dated August 14, 2024 convening the 36<sup>th</sup> 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, 5 Members spoke. While they appreciated the efforts of the Secretarial Department and the Company in bringing out well informed Annual Report and dispatch of the Annual Report to the shareholders well within the prescribed time, they also requested for information on the operations, financials & growth of the Company; and the shareholding of the Promoters.

The Chairman while acknowledging the appreciation of the members replied to the queries of the members from the relevant portions of the Annual Report.

12. The Chairman then thanked the Members present and declared conclusion of the 36<sup>th</sup> Annual General Meeting. The AGM got concluded at 2.46 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 Whole-time Director .

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 12, 2024 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](http://www.gtllimited.com). As per the Scrutinizer's Report, all resolutions mentioned in the Notice of Annual General Meeting dated August 14, 2024 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 the Audited Financial Statements of the Company for the financial year ended March 31, 2024, together with the Reports of the Board of Directors and Auditors thereon.	Ordinary	26,766,886	99.9378	16,670	0.0622
2.	Appointment of Mrs. Siddhi Mandar Thakur (DIN: 07142250) as a Director of the Company, who retires by rotation and being eligible, offers herself, for re-appointment.	Ordinary	23,458,750	87.5864	3,324,806	12.4136
3.	Appointment of Ms. Jyotisana S. Kondhalkar (DIN: 10729811) as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of 5 years w.e.f. August 14, 2024 to August 13, 2029. (both days inclusive).	Special	23,456,953	87.5872	3,324,313	12.4128

#### For GTL Limited

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KELUSKAR

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**Deepak Keluskar**  
**Company Secretary & Compliance Officer**