

GIL/SE/Reg44(3)/2024-25/072

December 13, 2024

The Secretary,
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalai Street,
Mumbai 400 001
Scrip Code: 532775

The Secretary
National Stock Exchange of India Ltd.
Exchange Plaza, 5th Floor,
Plot No. C/1, G Block,
Bandra Kurla Complex,
Bandra (East), Mumbai 400 051
Trading Symbol: GTLINFRA

Dear Sir/Madam,

Sub: Submission of voting results of the Postal Ballot under Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015

We refer to our letter dated November 11, 2024 enclosing therewith the Postal Ballot Notice dated October 29, 2024 seeking approval of the members of the Company, by way of remote e-voting process for appointment of Mr. Vinod Agarwala (DIN 01725158) as a Non-Executive Non-Independent Director of the Company.

In this connection, we enclose herewith details of voting results of Postal Ballot conducted through remote e-voting process, in respect of aforesaid resolution in the format prescribed under Regulation 44(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, together with the Scrutinizer's Report on the e-voting.

This is for your information and records.

Thanking you,

Yours truly,

For **GTL Infrastructure Limited**

NITESH
ASHOK
MHATRE
Date: 2024.12.13
19:40:11 +05'30'

Nitesh Mhatre
Company Secretary

VIKAS
ARORA
Date: 2024.12.13
19:42:00 +05'30'

Vikas Arora
Whole-time Director

Encl.: As above.

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

GTL INFRASTRUCTURE LIMITED

Regd Off: Global Vision 3rd Floor Electronic Sadan - II MIDC TTC Industrial Area Mahape Navi Mumbai - 400 710 India
Tel: +91-22-6829 3500 Fax: +91-22-6829 3545 www.gtlinfra.com CIN-L74210MH2004PLC144367
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

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Validate

Voting results	
Record date	07-11-2024
Total number of shareholders on record date	2797117
No. of shareholders present in the meeting either in person or through proxy	
a) Promoters and Promoter group	
b) Public	
No. of shareholders attended the meeting through video conferencing	
a) Promoters and Promoter group	
b) Public	
No. of resolution passed in the meeting	1
Disclosure of notes on voting results	Add Notes

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Validate

Resolution (1)								
Resolution required: (Ordinary / Special) Whether promoter/promoter group are interested in the agenda/resolution? Description of resolution considered				Special No Appointment of Mr. Vinod Balmukand Agarwala (DIN: 01725158) as a 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	420144016	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		420144016	100.0000	420144016	0	100.0000	0.0000
	Total	420144016	420144016	100.0000	420144016	0	100.0000	0.0000
Public-Institutions	E-Voting		0	0.0000	0	0	0	0
	Poll	4638505137	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		948050667	20.4387	428935339	519115328	45.2439	54.7561
	Total	4638505137	948050667	20.4387	428935339	519115328	45.2439	54.7561
Public- Non Institutions	E-Voting		0	0.0000	0	0	0	0
	Poll	7748371794	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		154076909	1.9885	144893587	9183322	94.0398	5.9602
	Total	7748371794	154076909	1.9885	144893587	9183322	94.0398	5.9602
Total		12807020947	1522271592	11.8862	993972942	528298650	65.2954	34.7046
Whether resolution is Pass or Not.							No	
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	



CHETAN A. JOSHI

Company Secretary

G-3, Ground floor, Akanksha CHS, Prashant Nagar, Naupada, Thane- 400602

Tele/ Fax: 022-2544 8282, Mobile No: +91-8291 828282

E-mail ID- chetan.joshi181@gmail.com

SCRUTINIZER'S REPORT

(Pursuant to Section 110 of the Companies Act, 2013 read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules 2014, as amended)

To,
The Chairman / Whole-time Director,
GTL Infrastructure Limited,
"Global Visions", 3rd Floor, Electronic Sadan No. 2,
M.I.D.C, TTC Industrial area, Mahape,
Navi Mumbai-400710, Maharashtra, India.

Dear Sir,

I, Chetan Anant Joshi, Practicing Company Secretary having my office at G-3, Ground Floor, Akanksha CHS, Prashant Nagar, Naupada, Thane (W) 400602 was appointed as Scrutinizer by the Board of the Directors of GTL Infrastructure Limited ("the Company") on October 29, 2024 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 resolution contained in the postal ballot notice dated October 29, 2024 ("Notice") issued pursuant to Section 110 read with Section 108 and other applicable provisions, if any, of the Companies Act, 2013, Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014, Regulation 17(1C), 25 and 44 of SEBI (Listing Regulations & Disclosure Requirements) Regulations, 2015 ("LODR"), Secretarial Standard on General Meetings issued by The Institute of Company Secretaries of India and in accordance with the guidelines prescribed by Ministry of Corporate Affairs ("MCA") vide its General Circular No. 14/2020 dated 8th April 2020, 17/2020 dated 13th April 2020 read with Circular No. 22/2020 dated 15th June, 2020, 33/2020 dated 28th September, 2020, 39/2020 dated 31st December, 2020, 10/2021 dated 23rd June, 2021, 20/2021 dated 8th December, 2021, 03/2022 dated 5th May, 2022, 11/2022 dated 28th December, 2022, 09/23 dated 25th September 2023 and 09/24 dated 19th September 2024 (collectively referred to as "Applicable Circulars" allowing the companies to hold general meetings/conduct the Postal Ballot process through electronic means ("e-voting") only. Further, pursuant to Regulation 17(1C) of the Securities Exchange Board of India (SEBI) (Listing Obligations & Disclosure Requirements) Regulations, 2015, approval of shareholders for appointment of a person on the Board of Directors is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier.

Accordingly, approval of the shareholders has been obtained through the process of said Postal Ballot.

The said appointment as Scrutinizer is under the provisions of Section 110 of the Companies Act, 2013 ("the Act") read with Rule 20 and Rule 22 of the Companies (Management and

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Digital signed by CHETAN ANANT JOSHI
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Report of Scrutinizer on postal ballot voting conducted by way of remote e-voting process

CHETAN A. JOSHI

Company Secretary

G-3, Ground floor, Akanksha CHS, Prashant Nagar, Naupada, Thane- 400602

Tele/ Fax: 022-2544 8282, Mobile No: +91-8291 828282

E-mail ID- chetan.joshi181@gmail.com

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.

1. 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 MCA Circulars; and (iii) the SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015, ("LODR") relating to e-voting on the resolution contained in the Notice. The management of the Company is responsible for ensuring a secured framework and robustness of the electronic voting systems.

2. Scrutinizer's Responsibility

My responsibility as a scrutinizer for e-voting process is restricted to scrutinize the e-voting process in fair and transparent manner and to make 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 Securities Limited (CDSL), the Agency authorized under the Rules and engaged by the Company to provide e-voting facility and papers/documents furnished to me electronically till the time fixed for closing of the e-voting process i.e. till Thursday, December 12, 2024 at 5:00 p.m. (IST).

3. Cut-off date

The members of the Company as on the "cut-off" date as set out in the Notice i.e. Thursday, November 07, 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 the Articles of Association of the company.

4. E-voting process

- i) The Remote e-voting period commenced on 9.00 a.m. (IST) on Wednesday, November 13, 2024 and ended on 5.00 p.m. (IST) on Thursday, December 12, 2024.
- ii) The votes cast during the e-voting were unblocked on Thursday, December 12, 2024 after the conclusion of e-voting period for the postal ballot.
- iii) Thereafter, the details containing, inter-alia, the list of members who votes "in favour" or "against" on the resolutions were generated from the CDSL's e-voting platform. Based on the report generated and relies upon by me, data on the e-voting was scrutinized.

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Digitally signed by CHETAN ANANT 1204
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Report of Scrutinizer on postal ballot voting conducted by way of remote e-voting process

CHETAN A. JOSHI

Company Secretary

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5. Postal Ballot Result

I submit herewith the Scrutinizers report on the results of the e-voting for postal ballot based on the report generated from CDSL's e-voting platform.

Resolution No 1: - Special Resolution for appointment of Mr. Vinod Balmukand Agarwala (DIN: 01725158) as Non-Executive Non-Independent Director of the Company

(i) Voted in favour of Resolution

No of members voted		No of votes cast by them		% of total no of valid votes cast	
Remote E-Voting	3025	Remote E-Voting	993972942	Remote E-Voting	65.3

(ii) Votes against the resolution

No of members voted		No of votes cast by them		% of total no of valid votes cast	
Remote E-Voting	274	Remote E-Voting	528298650	Remote E-Voting	34.7

The Resolution No. 1 mentioned in the Postal ballot Notice as per the details stated above has not been passed with requisite majority.

All electronic data & other relevant records will be handed over to Mr. Nitesh Mhatre- Company Secretary of the Company after declaration of results.

Thanking You,
Yours faithfully

**CHETAN
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JOSHI**

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BHAVAN CHS BHAKTI MANDI NAUPADA
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JOSHI
Date: 2024.12.13 15:50:14 +05'30'

Chetan A. Joshi - Scrutinizer
(Practicing Company Secretary)
(FCS: 7052, CoP: 7744)
Place: Thane
Date: 13/12/2024
UDIN: F007052F003374834
Peer Review Cert. No: 2004/2022

Report of Scrutinizer on postal ballot voting conducted by way of remote e-voting process