

GIL/SE/Reg44(3)/2022-23/099

February 07, 2023

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: Disclosure of Voting Result of Postal Ballot**

We refer to our letter dated January 05, 2023 enclosing therewith the Postal Ballot Notice dated January 3, 2023 seeking approval of the members of the Company, by way of remote e-voting process for:

Item No.	Brief particulars of the resolution
1.	<b>Ordinary Resolution:</b> Appointment of Mr. Vikas Arora (DIN: 09785527) as Director of the Company
2.	<b>Special Resolution:</b> Appointment of Mr. Vikas Arora (DIN: 09785527) as a Whole-time Director of the Company

It may please be noted that as per report of the Scrutinizer dated February 07, 2023 issued by Mr. Chetan A. Joshi, Practicing Company Secretary, the aforementioned resolutions stand passed with requisite majority on February, 05, 2023 (the last date of e-voting).

The details of voting results of Postal Ballot, conducted through remote e-voting process, in respect of aforesaid resolutions, is enclosed 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  
Digitally signed by  
NITESH ASHOK MHATRE  
Date: 2023.02.07  
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**Nitesh Mhatre**  
Company Secretary

BHUPENDRA  
JAYAVANT KINY  
Digitally signed by  
BHUPENDRA JAYAVANT KINY  
Date: 2023.02.07 21:02:57  
+05'30'

**Bhupendra Kiny**  
Chief Financial Officer

Encl.: As above.

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

**GTL INFRASTRUCTURE LIMITED**

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

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.gtilinfra.com CIN-L74210MH2004PLC144367

**ANNEXURE**

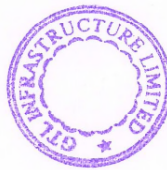
<b>Voting results</b>	
Record date	30-12-2022
Total number of shareholders on record date	1168298
<b>No. of shareholders present in the meeting either in person or through proxy</b>	
a) Promoters and Promoter group	
b) Public	
<b>No. of shareholders attended the meeting through video conferencing</b>	
a) Promoters and Promoter group	
b) Public	
<b>No. of resolution passed in the meeting</b>	<b>2</b>



Resolution (1)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Appointment of Mr. Vikas Arora (DIN: 09785527) as a 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		420144016	100.0000	420144016	0	100.0000	0.0000
	Poll	420144016	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>	420144016	420144016	100.0000	420144016	0	100.0000	0.0000
Public- Institutions	E-Voting		14222776	0.2434	0	14222776	0.0000	100.0000
	Poll	5842801467	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>	5842801467	14222776	0.2434	0	14222776	0.0000	100.0000
Public- Non Institutions	E-Voting		134353711	2.0972	133525325	828386	99.3834	0.6166
	Poll	6406395270	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>	6406395270	134353711	2.0972	133525325	828386	99.3834	0.6166
<b>Total</b>		12669340753	568720503	4.4890	553669341	15051162	97.3535	2.6465
<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. Vikas Arora (DIN: 09785527) as a Whole-time 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	420144016	420144016	100.0000	420144016	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		420144016	420144016	100.0000	420144016	0	100.0000
Public- Institutions	E-Voting	5842801467	14222776	0.2434	0	14222776	0.0000	100.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		5842801467	14222776	0.2434	0	14222776	0.0000
Public- Non Institutions	E-Voting	6406395270	134335085	2.0969	133173500	1161585	99.1353	0.8647
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		6406395270	134335085	2.0969	133173500	1161585	99.1353
<b>Total</b>		12669340753	568701877	4.4888	553317516	15384361	97.2948	2.7052
<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	



# 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

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## 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", 3<sup>rd</sup> 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, Near Naupada Police station, Naupada, Thane (W) 400602 was appointed as Scrutinizer by the Board of the Directors of GTL Infrastructure Limited ("the Company") on January 03, 2023 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 January, 03, 2023 ("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 and 11/2022 dated 28th December, 2022, (collectively referred to as "Applicable Circulars" allowing the companies to hold general meetings/conduct the Postal Ballot process through electronic means ("e-voting") only, in view of the Covid-19 pandemic. 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

JOSHI  
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ANANT

CHETAN A. JOSHI  
Practicing Company Secretary  
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400602  
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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  
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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 Sunday February, 05, 2023 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. Friday December 30, 2022 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 Saturday, January 07, 2023 at 09:00 a.m. (IST) and ended on Sunday, February 05, 2023 at 5.00 p.m. (IST).
- ii) The votes cast during the e-voting were unblocked on Monday, February 06, 2023 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.

JOSHI  
CHETAN  
ANANT

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DN: cn=CHETAN ANANT,  
o=CHETAN ANANT,  
ou=CHETAN ANANT,  
email=chetan.joshi181@gmail.com,  
c=IN

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

# CHETAN A. JOSHI

Company Secretary

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

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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:-** Ordinary Resolution for appointment of Mr. Vikas Arora (DIN: 09785527) as a 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	1082	Remote E-Voting	553669341	Remote E-Voting	97.35

(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	0092	Remote E-Voting	15051162	Remote E-Voting	02.65

The Resolution No. 1 mentioned in the Postal ballot Notice as per the details stated above stands passed under Remote e-voting process with requisite majority.

**Resolution No 2:-** Special Resolution for appointment of Mr. Vikas Arora (DIN: 09785527) as a Whole time 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	1035	Remote E-Voting	553317516	Remote E-Voting	97.29

(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	0136	Remote E-Voting	15384361	Remote E-Voting	02.71

The Resolution No. 2 mentioned in the Postal ballot Notice as per the details stated above stands passed under Remote e-voting process with requisite majority.

JOSHI  
CHETAN  
ANANT

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DN: cn=CHETAN ANANT, o=JOSHI CHETAN ANANT, email=chetan.joshi181@gmail.com, postalCode=400602, streetName=Prashant Nagar, serialNumber=10, st=Maharashtra, c=IN  
Date: 2023.08.02 12:38:39 +05'30'

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

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

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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

JOSHI  
CHETAN  
ANANT

Digitally signed by JOSHI CHETAN ANANT  
DN: c = IN, o = Maharashtra,  
ou = State, ou = Chetanjoshi, ou = Chetanjoshi  
practising, ou = Prashant Nagar, ou = Naupada,  
ou = Thane, ou = Maharashtra, ou = India, ou = Prashant  
Nagar, ou = Naupada, ou = Thane, ou = Maharashtra, ou = India,  
serialNumber = +644139744473010d6c16b10915104210  
01,  
emailAddress = +9118291828282@chetaanjoshi.com,  
cn = Chetan Anant Joshi,  
c = IN, o = Maharashtra,  
ou = State, ou = Chetanjoshi,  
ou = Chetanjoshi, ou = Prashant Nagar, ou = Naupada,  
ou = Thane, ou = Maharashtra, ou = India,  
serialNumber = +644139744473010d6c16b10915104210  
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date = 2023070712:58:34+05'30'

Chetan A. Joshi- Scrutinizer  
(Practicing Company Secretary)

(FCS: 7052, CoP: 7744)

Place: Thane

Date: 07/02/2023

UDIN: F007052D003117931

Peer Review Cert. No: 2004/2022