

GIL/SE/REG30/2022-23/60

September 28, 2023

The Secretary
BSE Ltd (BSE)
P. J. Tower, Dalal Street,
Mumbai 400 023
Scrip Code : 532775

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

Dear Sir/Madam,

Sub: Proceedings of the 20th Annual General Meeting held on September 28, 2023

Pursuant to Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“the Listing Regulations”) read with Part A of Schedule III and other applicable Regulations, if any, of the Listing Regulations we enclose proceedings of the 20th Annual General Meeting of the members of the Company held on Thursday, September 28, 2023 through Video Conferencing for your record.

We request you to take the same on your records.

Yours truly,
For **GTL Infrastructure Limited**

NITESH
ASHOK
MHATRE
MHATRE

Digitally signed by: NITESH
ASHOK MHATRE
DN: CN = NITESH ASHOK
MHATRE email =
NITESHM@GTLINFRA.COM
C = IN O = Personal
Date: 2023.09.28 16:33:43 +
05'30'

Nitesh A. Mhatre
Company Secretary

VIKAS
ARORA

Digitally signed by: VIKAS
ARORA
DN: CN = VIKAS ARORA email =
ARORA.VIKAS2009@GMAIL.
COM C = IN O = Personal
Date: 2023.09.28 16:34:07 +
05'30'

Vikas Arora
Whole-time Director

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

GTL INFRASTRUCTURE LIMITED

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GTL INFRASTRUCTURE LIMITED

PROCEEDINGS AT THE TWENTIETH ANNUAL GENERAL MEETING (AGM) OF THE COMPANY HELD ON THURSDAY, SEPTEMBER 28, 2023, AT 11.00 A.M. (IST) THROUGH VIDEO CONFERENCING / OTHER AUDIO VISUAL MEANS

1. Mr. Manoj Tirodkar – 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 as per the guidelines issued by the Ministry of Corporate Affairs and Securities and Exchange Board of India.
4. The requisite quorum being present, the Chairman called the meeting to order.
5. The Chairman informed that as the Notice of 20th AGM has already been circulated to all the members, he shall take the notice of the Meeting as read.
6. The Chairman, thereafter, requested Mr. Nitesh A. Mhatre - Company Secretary to read the Auditors' Report. Mr. Mhatre read the qualified opinion and other observations stated in the Auditors' Report.
7. The Chairman 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 had extended remote e-voting facility to its members for voting in proportion to their shareholding as on the cut-off date of September 21, 2023, in respect of all businesses to be transacted at the 20th AGM, from 09:00 AM (IST) on Monday, September 25, 2023 up to 05:00 PM (IST) on Wednesday, September 27, 2023. He also informed that Mr. Chetan Joshi, Practicing Company Secretary was appointed as the Scrutinizer by the Board for scrutinizing the e-voting process in a fair and transparent manner.
8. The Chairman then informed the Members that such Members who had not voted earlier through the remote e-voting means could now vote through the venue e-voting facility provided by Central Depository Services (India) Limited. After the conclusion of venue e- voting (at the AGM), the scrutinizer will unblock the votes cast through remote e-voting and venue e-voting (during the 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.
9. The Chairman, thereafter, took up the item nos. 1, 2, 3 and 4 of the businesses as detailed in the Notice dated September 5, 2023 convening the 20th AGM for transaction and invited queries from Members on Audited Financial Statements and related matters. Accordingly, 4 Members raised queries and the Chairman suitably replied all the queries to the satisfaction of the same.



10. The Chairman then informed the Members that since the e-voting was mandatory and as the Company has already made available the said facility to the members for all the resolutions being transacted in this AGM, there is no requirement for the members for proposing or seconding each resolution.
11. The Chairman thanked the Members and concluded the Meeting.
12. Based on the Scrutinizer's Report, the Voting Results (remote e-voting & venue e-voting at the AGM) 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 28, 2023 and the same were 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.gtlinfra.com. As per the Scrutinizer's Report, all resolutions embodied in the Notice of Annual General Meeting dated September 5, 2023 were passed with requisite majority. A summation of the results is furnished below:

Sr. No.	Particulars	Type of Resolution	Votes cast in favour		Votes Cast Against	
			No.	%	No.	%
1.	To adopt Audited Financial Statements of the Company for the financial year ended March 31, 2023 together with the Reports of the Board of Directors and Auditors.	Ordinary	3575826174	99.28	25759840	0.72
2.	Appointment of a director in place of Mr. Charudatta Naik (DIN: 00225472) who retires by rotation and, being eligible, offers himself for re-appointment.	Ordinary	3584547802	99.52	17038323	0.47
3.	Appointment of M/s. CVK & Associates, Chartered Accountants, Mumbai (Firm Registration No. 101745W) as the Statutory Auditors of the Company in place of retiring Statutory Auditor M/s. Pathak H. D. & Associates LLP, Chartered Accountant, Mumbai (Firm Registration No. 107783W/W100593)	Ordinary	3596369705	99.85	5239890	0.15
4.	Appointment of Mrs. Sunali Chaudhry (DIN: 07139326) as a Non-Executive / Non-Independent Director of the Company, liable to retire by rotation.	Ordinary	3585007313	99.54	16591701	0.46

For GTL Infrastructure Limited

N.A.Mhatre
Nitesh A. Mhatre
Company Secretary

