

GIL/SE/REG44/2022-23/59

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, 5<sup>th</sup> Floor,  
Plot No. C/1, G Block, BKC ,  
Bandra (East), Mumbai 400 051  
Trading Symbol : GTLINFRA

Dear Sir/Madam,

**Sub: Voting Results – 20<sup>th</sup> Annual General Meeting (AGM) held on September 28, 2023.**

Pursuant to Regulation 44(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we submit herewith the voting results of the 20<sup>th</sup> Annual General Meeting of the members of the Company:

Date of the 20 <sup>th</sup> Annual General Meeting	:	Thursday, September 28, 2023
Total number of shareholders on record date (September 21, 2023)	:	12,05,501
No. of shareholders present in the meeting either in person or through proxy:		
Promoters and Promoter Group	:	Not Applicable
Public	:	Not Applicable
No. of Shareholders attended the meeting through Video Conferencing:		
Promoters and Promoter Group	:	0
Public	:	86

The Electronic voting on the resolutions was arranged through Central Depository Services (India) Limited:

1. Remote e-voting conducted between Monday, September 25, 2023 to Wednesday, September 27, 2023; and
2. Electronic voting was also available during the course AGM of the Company on Thursday, September 28, 2023.

All the resolutions mentioned in the AGM Notice stand passed under Remote E-Voting and Electronic voting at the AGM with requisite majority and hence deemed to be passed as on the date of AGM.

Details of the Agenda and the result of Ordinary resolutions passed at the 20<sup>th</sup> Annual General Meeting are as per the Scrutinizer's Report dated September 28, 2023 duly signed by the Scrutinizer is attached hereto.

Please acknowledge receipt.

Thanking you,

Yours truly,

For **GTL Infrastructure Limited**

**NITESH**  
**ASHOK**  
**MHATRE**

Digitally signed by: NITESH  
ASHOK MHATRE  
DN: CN = NITESH ASHOK  
MHATRE email =  
NITESH@GTLINFRA.COM  
= IN O = Personal  
Date: 2023.09.28 16:22:57 +  
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**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 16:23:23 +  
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**Vikas Arora**  
**Whole-time Director**

(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

### Resolution (1)

Resolution required: (Ordinary / Special)		Ordinary						
Whether promoter/promoter group are interested in the agenda/resolution?		No						
Description of resolution considered		Adoption of the 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 thereon.						
Category	Mode of voting	No. of shares held	No. of votes polled	(3)=[(2)/(1)]*100	No. of votes – in favour	No. of votes – against	(6)=[(4)/(2)]*100	% 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		3029328538	52.2385	3008264270	21064268	99.3047	0.6953
	Poll	5799038097	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>	5799038097	3029328538	52.2385	3008264270	21064268	99.3047	0.6953
Public- Non Institutions	E-Voting		152113460	2.3090	147417888	4695572	96.9131	3.0869
	Poll	6587838834	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>	6587838834	152113460	2.3090	147417888	4695572	96.9131	3.0869
	<b>Total</b>	12807020947	3601586014	28.1220	3575826174	25759840	99.2848	0.7152
		<b>Whether resolution is Pass or Not.</b>				<b>Yes</b>		
		Disclosure of notes on resolution						
		Add Notes						



## Resolution (2)

Resolution required: (Ordinary / Special)		Ordinary						
Whether promoter/promoter group are interested in the agenda/resolution?		No						
Description of resolution considered		Re-appointment of Mr. Charudatta K. Naik (DIN: 00225472) as a Director of the Company, who retires by rotation.						
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
Public- Institutions	E-Voting		3029328538	52.2385	3018155197	11173341	99.6312	0.3688
	Poll	5799038097	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		5799038097	3029328538	52.2385	3018155197	11173341	99.6312
Public- Non Institutions	E-Voting		152113571	2.3090	146248589	5864982	96.1443	3.8557
	Poll	6587838834	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		6587838834	152113571	2.3090	146248589	5864982	96.1443
<b>Total</b>		12807020947	3601586125	28.1220	3584547802	17038323	99.5269	0.4731
						Whether resolution is Pass or Not.		Yes
								Add Notes
								Disclosure of notes on resolution



### Resolution (3)

Resolution required: (Ordinary / Special)		Ordinary						
Whether promoter/promoter group are interested in the agenda/resolution?		No						
Description of resolution considered		Appointment of M/s. LVK & 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. _____)						
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
	Total		420144016	100.0000	420144016	0	100.0000	0.0000
Public- Institutions	E-Voting		3029328538	52.2385	3029328538	0	100.0000	0.0000
	Poll	5799038097	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		5799038097	3029328538	52.2385	3029328538	0	100.0000
Public- Non Institutions	E-Voting		152137041	2.3094	146897151	5239890	96.5558	3.4442
	Poll	6587838834	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		6587838834	152137041	2.3094	146897151	5239890	96.5558
<b>Total</b>		12807020947	3601609595	28.1221	3596369705	5239890	99.8545	0.1455
		<b>Whether resolution is Pass or Not.</b>						
		Yes						
		Add Notes						
		Disclosure of notes on resolution						



### Resolution (4)

Resolution required: (Ordinary / Special)		Ordinary										
Whether promoter/promoter group are interested in the agenda/resolution?		No										
Description of resolution considered		Appointment of Mrs. Sunali Chaudhry (DIN: 07139326) as a Non-Executive / Non-Independent Director of the Company, liable to retire by rotation.										
Category	Mode of voting	No. of shares held	No. of votes polled	(3)=[(2)/(1)]*100	No. of votes – in favour	(4)	No. of votes – against	(5)	% of votes in favour on votes polled	(6)=[(4)/(2)]*100	% of Votes against on votes polled	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting		420144016	100.0000	420144016	420144016	0	100.0000	100.0000	0.0000		
	Poll	420144016	0	0.0000	0	0	0	0	0	0		
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0	0	0		
	<b>Total</b>		420144016	420144016	100.0000	420144016	420144016	0	100.0000	100.0000	0.0000	
Public- Institutions	E-Voting		3029328538	52.2385	3018155197	3018155197	11173341	99.6312	99.6312	0.3688		
	Poll	5799038097	0	0.0000	0	0	0	0	0	0		
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0	0	0		
	<b>Total</b>		5799038097	3029328538	52.2385	3018155197	3018155197	11173341	99.6312	99.6312	0.3688	
Public- Non Institutions	E-Voting		152126460	2.3092	146708100	146708100	5418360	96.4383	96.4383	3.5617		
	Poll	6587838834	0	0.0000	0	0	0	0	0	0		
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0	0	0		
	<b>Total</b>		6587838834	152126460	2.3092	146708100	146708100	5418360	96.4383	96.4383	3.5617	
<b>Total</b>		12807020947	3601599014	28.1221	3585007313	3585007313	16591701	99.5393	99.5393	0.4607		
		<b>Whether resolution is Pass or Not.</b>										
		Yes										
		Disclosure of notes on resolution										
		Add Notes										



# 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

Date: 28<sup>th</sup> September, 2023

NAME OF COMPANY	GTL INFRASTRUCTURE LIMITED (CIN: L74210MH2004PLC144367)
MEETING	20 <sup>th</sup> Annual General Meeting (AGM)
DAY, DATE & TIME	Thursday, 28 <sup>th</sup> September, 2022 at 11:00 A.M. (IST)
DEEMED VENUE	Registered office situated at "Global Vision", 3 <sup>rd</sup> Floor, Electronic Sadan No. 2, M.I.D.C, TTC Industrial area, Mahape, Navi Mumbai- 400710, Maharashtra, India.
MODE	Video Conferencing ("VC") / Other Audio-Visual means ("OAVM")

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") at its meeting held on September 05, 2023 for the purpose of scrutinizing the Remote e-voting and e-voting during the 20<sup>th</sup> Annual General meeting ("AGM") held on Thursday, 28<sup>th</sup> September, 2023 at 11:00 A.M. (IST) through Video Conferencing ("VC") / Other Audio-Visual means ("OAVM") pursuant to Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended.

1. Pursuant to Section 101, 108 of the Act and Rule 20 of Companies (Management & Administration) Rules 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the Company has confirmed that the Electronic copy of the Notice convening the 20<sup>th</sup> Annual General Meeting of the Company along with the process of Remote e-voting were sent to the shareholders whose e-mail addresses are registered with the Company/Depository / Depository Participant(s)/ Registrar and Share Transfer Agent for communication purposes in compliance with relevant circulars issued

*Report of Scrutinizer on Remote e-voting process & e-voting by the members at the 20<sup>th</sup> AGM of GTL Infrastructure Ltd held on Thursday, 28<sup>th</sup> September, 2023*

JOSHI  
CHETAN  
ANANT

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# 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

by the Ministry of Corporate Affairs (MCA) and relevant circulars issued by Securities and Exchange Board of India (SEBI).

2. The notice convening the Annual General Meeting was also placed on the website of the Company. The members of the Company were given option to vote electronically on Remote e-voting system or e-voting during AGM, provided by Central Depository Services (India) Limited ("CDSL")
3. Pursuant to General Circulars issued by the Ministry of Corporate Affairs, an advertisement was published in The Free Press Journal (English) and Navshakti (Marathi) on Thursday, September 07, 2023 specifying the date, time and place of the AGM, availability of the notice on the Company's website and the website of the stock exchanges.
4. The Remote e-voting period commenced on Monday, September 25, 2023 at 09:00 a.m. (IST) and ended on Wednesday, September 27, 2023 at 5.00 p.m. (IST).
5. The e-voting during AGM commenced on Thursday, September 28, 2023 at 11.00 a.m. (IST) and ended on Thursday, September 28, 2023 at 11.54 a.m. (IST).
6. The Shareholders of the Company as on the "cut off" date i.e. Thursday, September 21, 2023 were entitled to avail the facility of Remote e-voting as well as E voting during 20<sup>th</sup> Annual General meeting on the proposed resolutions (item nos. 1 to 4) as set out in the Notice of the Annual General meeting dated September 05, 2023.
7. After completion of e-voting during the Annual General meeting, I unblocked the results of the Remote e-voting and e-voting by members during the AGM from the CDSL's e-voting platform.
8. The register has been maintained electronically to record the assent or dissent, received, mentioning the particulars of name, address, folio number or client ID of the shareholders, number of shares held by them, nominal value of such shares, number of vote cast in favour and against. There were no shares with differential voting rights in the Company; hence there is no requirement of maintaining of the List of shares with differential voting rights.
9. I have observed that –
  - a) 1310 members had cast their votes through Remote e-voting and
  - b) 0011 members had cast their votes through e-voting during the AGM.

JOSHI  
CHETAN  
ANANT

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Date: 2023.09.28 11:54:30 +05'30'

Report of Scrutinizer on Remote e-voting process & e-voting by the members at the 20<sup>th</sup> AGM of GTL Infrastructure Ltd held on Thursday, 28<sup>th</sup> September, 2023

# 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

The result of the Remote e-voting together with that of E-voting during AGM is as under:

**Resolution No 1 :-** Ordinary Resolution for Adoption of Audited Financial Statements for the year ended March 31, 2023 together with the Reports of the Board of Directors and Auditors thereon.

(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	1240	Remote E-Voting	3056659190	Remote E- Voting	99.16
E-voting during AGM	11	E-voting during AGM	519166984	E-voting during AGM	100.00
Total	1251	Total	3575826174	Total	99.28

(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	65	Remote E-Voting	25759840	Remote E- Voting	0.84
E-voting during AGM	0	E-voting during AGM	0	E-voting during AGM	0.00
Total	65	Total	25759840	Total	0.72

The Resolution No. 1 mentioned in the AGM Notice as per the details stated above stands passed under Remote e-voting and e-voting during AGM with requisite majority i.e. 99.28% majority and hence deemed to be passed as on the date of AGM.

**Resolution No 2 :-** Ordinary Resolution for appointing a Director in place of Mr. Charudatta K. Naik (DIN: 00225472) who retires by rotation and, being eligible, offers himself for re-appointment

(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	1158	Remote E-Voting	3065380943	Remote E- Voting	99.45
E-voting during AGM	10	E-voting during AGM	519166859	E-voting during AGM	100.00
Total	1168	Total	3584547802	Total	99.53

Report of Scrutinizer on Remote e-voting process & e-voting by the members at the 20<sup>th</sup> AGM of GTL Infrastructure Ltd held on Thursday, 28<sup>th</sup> September, 2023

JOSHI  
CHETAN  
ANANT

CHETAN A. JOSHI  
Company Secretary  
G-3, Ground floor, Akanksha CHS, Prashant Nagar, Naupada, Thane- 400602  
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# CHETAN A. JOSHI

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## (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	147	Remote E-Voting	17038198	Remote E-Voting	0.55
E-voting during AGM	1	E-voting during AGM	125	E-voting during AGM	0.00
Total	148	Total	17038323	Total	0.47

The Resolution No. 2 mentioned in the AGM Notice as per the details stated above stands passed under Remote e-voting and e-voting during AGM with requisite majority i.e. 99.53 % majority and hence deemed to be passed as on the date of AGM.

**Resolution No 3 :-** Ordinary Resolution for 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)

## (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	1205	Remote E-Voting	3077202721	Remote E- Voting	99.83
E-voting during AGM	11	E-voting during AGM	519166984	E-voting during AGM	100.00
Total	1216	Total	3596369705	Total	99.85

## (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	103	Remote E-Voting	5239890	Remote E- Voting	0.17
E-voting during AGM	0	E-voting during AGM	0	E-voting during AGM	0.00
Total	103	Total	5239890	Total	0.15

The Resolution No. 3 mentioned in the AGM Notice as per the details stated above stands passed under Remote e-voting and e-voting during AGM with requisite majority i.e. 99.85% majority and hence deemed to be passed as on the date of AGM.

Report of Scrutinizer on Remote e-voting process & e-voting by the members at the 20<sup>th</sup> AGM of GTL Infrastructure Ltd held on Thursday, 28<sup>th</sup> September, 2023

JOSHI  
CHETAN  
ANANT

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# 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

**Resolution No 4 :-** Ordinary Resolution for appointment of Mrs. Sunali Chaudhry (DIN: 07139326) as a Non-Executive / Non-Independent Director of the Company, liable to retire by rotation.

(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	1193	Remote E-Voting	3065840329	Remote E- Voting	99.46
E-voting during AGM	11	E-voting during AGM	519166984	E-voting during AGM	100.00
Total	1204	Total	3585007313	Total	99.54

(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	113	Remote E-Voting	16591701	Remote E- Voting	0.54
E-voting during AGM	0	E-voting during AGM	0	E-voting during AGM	0.00
Total	113	Total	16591701	Total	0.46

The Resolution No. 4 mentioned in the AGM Notice as per the details stated above stands passed under Remote e-voting and e-voting during AGM with requisite majority i.e. 99.54% majority and hence deemed to be passed as on the date of AGM.

All electronic data & other relevant records of electronic voting will remain in my safe custody until the Chairman considers, approves & signs the Minutes of the 20<sup>th</sup> Annual General meeting and the same shall be handed over thereafter to the Company Secretary for safe keeping.

Thanking You,  
Yours faithfully

**JOSHI**  
**CHETAN**  
**ANANT**

Digitally signed by Chetan A. Joshi, DN: cn=Chetan A. Joshi, o=Chetan A. Joshi, email=chetan.joshi181@gmail.com, c=IN, serial=16591701, reason=I am the signer of this document. MD5 and SHA1 hashes of the document are 16591701 and 16591701 respectively.

Chetan A. Joshi  
(Practising Company Secretary)  
(FCS: 7052, CP: 7744)

*Report of Scrutinizer on Remote e-voting process & e-voting by the members at the 20<sup>th</sup> AGM of GTL Infrastructure Ltd held on Thursday, 28<sup>th</sup> September, 2023*

# 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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Place: Thane

Date: 28/09/2023

UDIN: F007052E001108561

Peer Review Cert. No: 2004/2022

Received

For GTL Infrastructure Limited

VIKAS ARORA

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by VIKAS ARORA  
Date: 2023.09.28  
15:26:57 +05'30'

Vikas Arora

Whole-time Director

*Report of Scrutinizer on Remote e-voting process & e-voting by the members at the 20<sup>th</sup> AGM of GTL Infrastructure Ltd held on Thursday, 28<sup>th</sup> September, 2023*

JOSHI  
CHETAN  
ANANT

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