

Virendra G. Bhatt

Company Secretary

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To,
The Chairman
GTL LIMITED

29th Annual General Meeting of the members of GTL LIMITED (CIN: L40300MH1987PLC045657) held at Vishnudas Bhawe Natyagruha, Sector 16-A, Vashi, Navi Mumbai - 400 703 on Thursday, September 21, 2017 at 11.00 a.m.

Sub: Passing of Resolution(s) through remote e-voting and electronic voting at the AGM venue pursuant to Sections 108 and 109 of the Companies Act, 2013 read with Rule 20 and 21 of the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of the SEBI (Listing Obligations and disclosure Requirements) Regulations, 2015.

The Board of Directors of GTL Limited (hereinafter referred to as the "Company") at its meeting held on August 8, 2017 has appointed me as the Scrutinizer for the remote e-voting as well as voting at the venue of the Annual General Meeting pursuant to Sections 108 and 109 of the Companies Act, 2013 read with Rule 20 and 21 of the Companies (Management and Administration) Rules, 2014, as amended and in accordance with the Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. I say, I am familiar and well versed with the concept of electronic voting system as prescribed under the said Rules.

Report on Scrutiny:

- The Company has appointed Central Depository Services (India) Limited ('CDSL') as the Service Provider for the purpose of extending the facility of Remote E-Voting to the Members of the Company.
- The Company has set up their in house Registrar and Share Transfer Agent known as Investor Service Center.
- The Service Provider (CDSL) had provided an electronic voting system for e-voting for the members of the Company on all items of the business (Ordinary business) sought to be transacted in the 29th Annual General Meeting (AGM) of the Company, which was held on Thursday, September 21, 2017.
- The Service Provider had set up electronic voting facility on their website, <https://www.evotingindia.com>. The Company has uploaded all the items of the business to be transacted at the AGM on the website of the Company and also its Service Provider to facilitate their members to cast their vote through Remote E-Voting.



- The cut-off date for determining members for the dispatch of the Notice of the AGM was August 18, 2017. (Physical & Email) and as on that date, there were 77,517 members. The Company had sent the Notice of the AGM along with Annual Report and process for Remote E-voting ("the documents") by E-mail to 39,131 members out of whom transmission of 1,823 E-mail had failed and hence the documents were sent to them through courier. In respect of 38,169 members, E-mail IDs were not available the documents were sent through Speed Post / Registered Post and Courier.
- The Company completed the dispatch of the notice in physical mode to the members on August 23, 2017 and through E-mail on August 22, 2017.
- The Notice sent (both through email and physical mode) contained the detailed procedure to be followed by the Members who were desirous of casting their votes electronically as provided in the Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended.
- The Cut-off date for the purposes of identifying the Members who will be entitled to vote on the resolutions placed for approval of the Members was September 14, 2017.
- As prescribed in the aforesaid Rules, the Remote E-voting facility was kept open for Three days from Monday, September 18, 2017 at 09:00 a.m. (IST) to Wednesday, September 20, 2017 till 5:00 p.m. (IST).
- As prescribed in clause (v) of sub rule 4 of the Rule 20, the Company also released an advertisement, which was published more than 21 days before the date of the AGM in English language in 'Free Press Journal' newspaper having country-wide circulation and in Regional (Marathi) in 'Navshakti' newspaper both dated August 24, 2017. The notice published in the newspaper carried the required information as specified in Sub Rule 4 (v) (a) to (h) of the said Rule 20.
- At the venue of the 29th AGM of the Company held on September 21, 2017, the facility to vote through Electronic voting was made available through CDSL to facilitate those members present in the meeting but could not participate in the Remote E-voting to record their votes.
- On September 21, 2017, after counting of the votes cast at the venue of the AGM through electronic voting facility provided by CDSL, the votes cast through Remote E-voting facility was duly unblocked by me as a Scrutinizer in the presence of Mr. Kashyap V. Patel and Mr. Vishwas Y. Salvi, who acted as the witnesses, as prescribed in Sub Rule 4 (xii) of the said Rule 20.



- Thereafter, I as a Scrutinizer, duly compiled details of Remote e-voting and the facility of voting through electronic voting provided at the venue of the AGM, the details of which are as follows:

The results of the Remote E-voting together with that of the voting conduct at venue of the AGM by way of poll papers are as under:

Details	Remote E-voting	Electronic voting at the AGM venue	Total voting
Number of member who cast their votes	121	28	149
Total number of shares held by them	48975607	12679	48988286
Valid votes	As per details provided in each one of the Resolution(s) mentioned hereunder.		
Invalid votes	As per details provided in each one of the Resolution(s) mentioned hereunder.		

Note: Percentage of votes cast in favour or against the resolutions are calculated based on the Valid Votes cast through Remote E-voting or Electronic voting at the AGM venue.

ORDINARY BUSINESS

1) Item no. 1 of the Notice (As an Ordinary Resolution)

To consider and adopt:

- a) the Audited Financial Statements of the Company for the financial year ended March 31, 2017, together with the Reports of the Board of Directors and Auditors thereon;
- b) the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2017, together with the Report of the Auditors thereon.

Mode of Voting	Total Votes	Invalid/ Not Voted	Valid Votes	Votes in favour of the resolution		Votes against the resolution	
	Nos.	Nos.	Nos.	Nos.	Percentage	Nos.	Percentage
Remote E-Voting	48975607	0	48975607	48975191	-	416	-
Electronic Voting at the AGM venue	12679	0	12679	12679	-	0	-
Total	48988286	0	48988286	48987870	99.9992	416	0.0008

Table showing Bifurcations of Promoters, Financial Institutions and Others for Item No. 1 of Notice is as per ANNEXURE A



2) Item no. 2 of the Notice (As an Ordinary Resolution)

To appoint a Director in place of Mr. Sunil S. Valavalkar (DIN: 01799698), who retires by rotation and is eligible for re-appointment.

Mode of Voting	Total Votes	Invalid/ Not Voted	Valid Votes	Votes in favour of the resolution		Votes against the resolution	
	Nos.	Nos.	Nos.	Nos.	Percentage	Nos.	Percentage
Remote E-Voting	48975607	0	48975607	48975241	-	366	-
Electronic Voting at the AGM venue	12679	0	12679	12679	-	0	-
Total	48988286	0	48988286	48987920	99.9993	366	0.0007

Table showing Bifurcations of Promoters, Financial Institutions and Others for Item No. 2 of Notice is as per ANNEXURE B

3) Item no. 3 of the Notice (As an Ordinary Resolution)

To consider appointment of M/s GDA & Associates; Chartered Accountants, Pune (Firm Registration No. 135780W) in place of retiring Joint Auditors M/s Godbole Bhawe & Co., Chartered Accountants, Mumbai (Firm Registration No. 114445W) and M/s Yeolekar & Associates, Chartered Accountants, Mumbai (Firm Registration No. 102489W) to hold the office from the conclusion of this (29th) Annual General Meeting till the conclusion of the Thirty Fourth Annual General Meeting to be held in the calendar year 2022.

Mode of Voting	Total Votes	Invalid/ Not Voted	Valid Votes	Votes in favour of the resolution		Votes against the resolution	
	Nos.	Nos.	Nos.	Nos.	Percentage	Nos.	Percentage
Remote E-Voting	48975607	0	48975607	48975191	-	416	-
Electronic Voting at the AGM venue	12679	0	12679	12679	-	0	-
Total	48988286	0	48988286	48987870	99.9992	416	0.0008

Table showing Bifurcations of Promoters, Financial Institutions and Others for Item No. 3 of Notice is as per ANNEXURE C



All the Resolutions mentioned in the AGM Notice dated August 8, 2017, as per the details above stand passed under Remote E-Voting, and electronic voting conducted at AGM venue with the requisite majority and hence deemed to be passed as on date of the AGM.

I hereby confirm that I am maintaining the electronic Registers received from the Service Provider in respect of the votes cast through Remote E-Voting, and electronic voting conducted at the AGM venue by the Members of the Company. All other relevant records relating to e-voting is under my safe custody and will be handed over to the Company Secretary for safe keeping, after the Chairman signs the Minutes.

Thanking You,



Virendra Bhatt
ACS- 1157
COP-124

Date: September 21, 2017.
Place: Mumbai

Witnesses:


Mr. Kashyap V. Patel


Mr. Vishwas Y. Salvi

Countersigned and received the Report
For GTL Limited


Whole-time Director

ANNEXURE A

Resolution required: (Ordinary/ Special)			Ordinary Resolution						
Whether promoter/promoter group are interested in the agenda/resolution?			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	Invalid Votes
		[1]	[2]	$[3]=\{[2]/[1]\} \times 100$	[4]	[5]	$[6]=\{[4]/[2]\} \times 100$	$[7]=\{[5]/[2]\} \times 100$	
Promoter and Promoter Group	Remote E-Voting	47579994	47579994	100	47579994	0	100	0	0
	Electronic Voting at the AGM Venue		0	0	0	0	0	0	0
	Total		47579994	100	47579994	0	100	0	0
Public-Institutions	Remote E-Voting	59778636	2690	0.0045	2690	0	100	0	0
	Electronic Voting at the AGM Venue		0	0	0	0	0	0	0
	Total		2690	0.0045	2690	0	100	0	0
Public - Non Institutions	Remote E-Voting	49938151	1392923	2.7893	1392507	416	99.9701	0.0299	0
	Electronic Voting at the AGM Venue		12679	0.0254	12679	0	100	0	0
	Total		1405602	2.8147	1405186	416	99.9704	0.0296	0
Total		157296781	48988286	31.1439	48987870	416	99.9992	0.0008	0



ANNEXURE B

Resolution required: (Ordinary/ Special)			Ordinary Resolution						
Whether promoter/promoter group are interested in the agenda/resolution?			No						
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstan ding shares	No. of Votes – in favour	No. of Votes – Against	% of Votes in favour on votes polled	% of Votes against on votes polled	Invalid Votes
		[1]	[2]	[3]={[2]/ [1]}*100	[4]	[5]	[6]={ [4]/ [2]}*100	[7]={ [5] /[2]}*100	
Promoter and Promoter Group	Remote E-Voting	47579994	47579994	100	47579994	0	100	0	0
	Electronic Voting at the AGM Venue		0	0	0	0	0	0	0
	Total		47579994	100	47579994	0	100	0	0
Public- Institutions	Remote E-Voting	59778636	2690	0.0045	2690	0	100	0	0
	Electronic Voting at the AGM Venue		0	0	0	0	0	0	0
	Total		2690	0.0045	2690	0	100	0	0
Public - Non Institutions	Remote E-Voting	49938151	1392923	2.7893	1392557	366	99.9737	0.0263	0
	Electronic Voting at the AGM Venue		12679	0.0254	12679	0	100	0	0
	Total		1405602	2.8147	1405236	366	99.9740	0.0260	0
Total		157296781	48988286	31.1439	48987920	366	99.9993	0.0007	0



ANNEXURE C

Resolution required: (Ordinary/ Special)			Ordinary Resolution						
Whether promoter/promoter group are interested in the agenda/resolution?			No						
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstan ding shares	No. of Votes – in favour	No. of Votes – Agains t	% of Votes in favour on votes polled	% of Votes against on votes polled	Invalid Votes
		[1]	[2]	[3]={[2]/ [1]}*100	[4]	[5]	[6]={[4]/ [2]}*100	[7]={[5] /[2]}*1 00	
Promoter and Promoter Group	Remote E-Voting	47579994	47579994	100	47579994	0	100	0	0
	Electronic Voting at the AGM Venue		0	0	0	0	0	0	0
	Total		47579994	100	47579994	0	100	0	0
Public- Institutions	Remote E-Voting	59778636	2690	0.0045	2690	0	100	0	0
	Electronic Voting at the AGM Venue		0	0	0	0	0	0	0
	Total		2690	0.0045	2690	0	100	0	0
Public - Non Institutions	Remote E-Voting	49938151	1392923	2.7893	1392507	416	99.9701	0.0299	0
	Electronic Voting at the AGM Venue		12679	0.0254	12679	0	100	0	0
	Total		1405602	2.8147	1405186	416	99.9704	0.0296	0
Total		157296781	48988286	31.1439	48987870	416	99.9992	0.0008	0

