



## GFL LIMITED

Registered office: 7<sup>th</sup> Floor, Ceejay House, Dr. Annie Besant Road, Worli, Mumbai – 400 018  
CIN: L65100MH1987PLC374824 • Tel. No.: +91- 22 4032 3851 • Fax No.: +91- 22 4032 3191  
Website: [www.gflimited.co.in](http://www.gflimited.co.in) • Email ID: [contact@gflimited.co.in](mailto:contact@gflimited.co.in)

15<sup>th</sup> December, 2022

To,  
BSE Limited  
Phiroze Jeejeebhoy Towers  
Dalal Street, Mumbai 400 001  
**Scrip code: 500173**

National Stock Exchange of India Limited  
Exchange Plaza, Bandra Kurla Complex  
Bandra (E), Mumbai 400 051  
**Symbol: GFLIMITED**

Dear Sir,

**Sub.: Declaration of Voting Results in respect of Resolution passed through Postal Ballot- Notice dated 3<sup>rd</sup> November, 2022.**

**Ref.: Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations).**

This is further to our letter dated 14<sup>th</sup> November, 2022, submitting Postal Ballot Notice for seeking approval of the members of the Company by the way of Ordinary Resolution for Re-classification of Persons forming part of the “Promoter and Promoter Group Category” to “Public category”.

In respect of above, the Remote e-voting period was commenced on Wednesday, 16<sup>th</sup> November, 2022 at 9.00 a.m. (IST) and ended on Thursday, 15<sup>th</sup> December, 2022 at 5.00 p.m. (IST).

The resolution placed through Postal Ballot Notice was passed by the Members with the requisite majority and deemed as passed on the last date of e-voting i.e. Thursday, 15<sup>th</sup> December, 2022.

In this regard, we hereby enclose herewith the following:

Voting results of the postal ballot pursuant to Regulation 44 of the Listing Regulations	Annexure 1
The Scrutinizer Report dated 15 <sup>th</sup> December, 2022 pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014	Annexure 2

The above Voting Results will also be available on the website of the Company [www.gflimited.co.in](http://www.gflimited.co.in) and website of Central Depository Services (India) Limited (CDSL) at [www.evotingindia.com](http://www.evotingindia.com).

You are requested to take the same on record.

Yours faithfully,

For **GFL Limited**

**Divya Shrimali**  
**Company Secretary and Compliance Officer**

**Encl.: as above**



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## ANNEXURE 1

<b>Date of AGM/ EGM</b>	Not applicable (Resolution passed through Postal Ballot on 15 <sup>th</sup> December, 2022)
<b>Record / Cut-off Date</b>	9 <sup>th</sup> November, 2022
<b>Total No. of Shareholders on Record Date</b>	22,581
<b>No of Shareholder present in the meeting either in person or proxy:</b> - Promoter and Promoters group - Public	Not Applicable (Resolution passed through Postal Ballot)
<b>No of shareholders attending through video conferencing</b> - Promoter and Promoters group - Public	Not Applicable (Resolution passed through Postal Ballot)
<b>No. of resolution passed in the meeting</b>	1





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Resolution No.1								
Resolution Required : (Ordinary)			Re-classification of Persons forming part of the “Promoter and Promoter Group Category” to “Public category”					
Whether promoter/ promoter group are interested in the agenda/resolution?			Yes					
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	75492611	29164499	38.6323	29164499	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>29164499</b>	<b>38.6323</b>	<b>29164499</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	6865086	2550781	37.1558	2480307	70474	97.2372	2.7628
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>2550781</b>	<b>37.1558</b>	<b>2480307</b>	<b>70474</b>	<b>97.2372</b>	<b>2.7628</b>
Public Non Institutions	E-Voting	27492303	509710	1.854	506171	3539	99.3057	0.6943
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>509710</b>	<b>1.854</b>	<b>506171</b>	<b>3539</b>	<b>99.3057</b>	<b>0.6943</b>
<b>Total</b>		<b>109850000</b>	<b>32224990</b>	<b>29.3354</b>	<b>32150977</b>	<b>74013</b>	<b>99.7703</b>	<b>0.2297</b>
Whether Resolution is Pass or not Yes								





Ref: 1603/2022-23

**SCRUTINIZER'S REPORT**

[Pursuant to Section 108 & 110 of the Companies Act, 2013 and Rule 20 & 22 of the Companies (Management and Administration) Rules, 2014]

To,  
The Chairman,  
**GFL Limited**  
**CIN: L65100MH1987PLC374824**  
7<sup>th</sup> Floor, Ceejay House, Dr. Annie Besant Road,  
Worli, Mumbai - 400018, Maharashtra, India.

Dear Sir,

**Sub: Scrutinizer's Report on postal ballot voting by way of remote voting by electronic means in respect of passing of the resolution set-out in the notice dated November 3, 2022 through Postal Ballot**

I, Dhrumil M. Shah, Practising Company Secretaries, have been appointed as Scrutinizer by the Board of Directors of GFL Limited (hereinafter called as "**the Company**"), pursuant to Section 108 and 110 of the Companies Act, 2013 ("**the Act**") read with Rule 20 & 22 of the Companies (Management and Administration) Rules, 2014, ("**the Rules**") as amended from time to time 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 November 3, 2022 ("**Notice**") issued in accordance with the Act and Rules read with General Circulars Nos. 14/2020, 17/2020, 22/2020, 33/2020, 39/2020, 10/2021, 20/2021, 3/2022 dated April 8, 2020, April 13, 2020, June 15, 2020, September 28, 2020, December 31, 2020, June 23, 2021, December 8, 2021 and May 5, 2022 respectively issued by the Ministry of Corporate Affairs (hereinafter collectively referred to as "**MCA Circulars**"), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended ("**SEBI Listing Regulations**"), Secretarial Standard on General Meetings ("**SS-2**") issued by the Institute of Company Secretaries of India ("**ICSI**")

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 Regulations

The management of the Company is responsible for ensuring a secured framework and robustness of the electronic voting systems.

My responsibility as a Scrutinizer was restricted to scrutinize the e-voting process, in a fair and transparent manner and to prepare a Scrutinizer's Report of the votes cast in favour and against the resolution stated in the Notice. My report is based on



verification of data and reports generated from the voting system provided by Central Depository Services (India) Limited (“CDSL”), the Agency authorized under the Rules and engaged by the Company to provide e-voting facility.

The Members of the Company as on the “cut-off” date as set out in the Notice i.e. **Wednesday, November 9, 2022** were entitled to vote on the resolution 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.

The remote e-voting commenced on 09.00 a.m. on Wednesday, November 16, 2022 onwards till 05.00 p.m. on Thursday, December 15, 2022.

The votes cast during the remote e-voting were unblocked on **Thursday, December 15, 2022 around 05.02 P.M.** after the conclusion of e-voting period for Postal Ballot in the presence of two witnesses who are not in the employment of the Company.

Votes casted by the members through remote e-voting, were reconciled with the records maintained by the Registrar and Transfer Agent of the Company i.e. Link Intime India Private Limited (“RTA”) and authorizations lodged with the Company.

I now submit herewith the Scrutinizer's Report on the results of the remote e-voting for postal ballot, based on the report generated by CDSL, in respect of the following resolution as under:

**SPECIAL BUSINESS:**

**ITEM NO. 1 - ORDINARY RESOLUTION**

Re-classification of Persons forming part of the “Promoter and Promoter Group Category” to “Public category”

i. Voting “in favour” of resolution

Number of Members	Number of valid votes cast	% of total number of valid votes cast
79	3,21,50,977	99.77

ii. Voting “against” the resolution

Number of Members	Number of valid votes cast	% of total number of valid votes cast
16	74,013	0.23

iii. Invalid Votes

Total number of Members whose votes were declared invalid	Total number of votes cast
0	0



All electronic data and relevant records relating to e-voting shall remain in my safe custody until the Chairman considers, approves and signs the minutes of the Postal Ballot and thereafter, the same shall be handed over to the Chairman / Company Secretary of the Company for safe keeping.

Based on the aforesaid results, you may accordingly declare the result of postal ballot through e-voting.



**FOR DHRUMIL M SHAH & CO.**  
**UDIN: F008021D002728521**

**Place: Mumbai**  
**Date: December 15, 2022**

A handwritten signature in blue ink, appearing to read "Dh. Shah", written over a horizontal line.

**Dhrumil M. Shah**  
**Practicing Company Secretary**  
**CP 8978; FCS 8021**  
**PR 995/2020**

**Countersigned by**  
**For GFL Limited**

**Divya Shrimali**  
**Company Secretary &**  
**Compliance Officer**