



GFL LIMITED

Registered office: 7th 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 • Email ID: contact@gflimited.co.in

20th March, 2024

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: GFLLIMITED

Dear Sir,

Sub.: Declaration of Voting Results in respect of Resolution passed through Postal Ballot- Notice dated 5th February, 2024.

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

This is further to our letter dated 16th February, 2024, submitting Postal Ballot Notice for seeking approval of the members of the Company by the way of Special Resolution for Appointment of Ms. Girija Balakrishnan (DIN: 06841071) as an Independent Director of the Company.

In respect of above, the Remote e-voting period was commenced on Monday, 19th February, 2024 at 9.00 a.m. (IST) and ended on Tuesday, 19th March, 2024 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 Tuesday, 19th March, 2024.

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 20 th March, 2024 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 and website of Central Depository Services (India) Limited (CDSL) at www.evotingindia.com.

You are requested to take the same on record.

Yours faithfully,

For **GFL Limited**

Vineesh Vijayan Thazhumpal
Company Secretary and Compliance Officer
Membership No. A63683

Encl.: as above



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ANNEXURE 1

Date of AGM/ EGM	Not applicable (Resolution passed through Postal Ballot on Tuesday, 19 th March, 2024)
Cut-off Date	12 th February, 2024
Total No. of Shareholders on Record Date	28,999
No of Shareholder present in the meeting either in person or proxy: <ul style="list-style-type: none">- Promoter and Promoters group- Public	Not Applicable (Resolution passed through Postal Ballot)
No of shareholders attending through video conferencing <ul style="list-style-type: none">- Promoter and Promoters group- Public	Not Applicable (Resolution passed through Postal Ballot)
No. of resolution passed in the meeting	1





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Resolution No.1								
Resolution Required : (Special)			Appointment of Ms. Girija Balakrishnan (DIN: 06841071) as an Independent Director of the Company					
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
Promoter and Promoter Group	E-Voting	75492611	75492611	100.0000	75492611	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
	Total		75492611	100.0000	75492611	0	100.0000	0.0000
Public Institutions	E-Voting	2693020	2520913	93.6091	2480307	40606	98.3892	1.6108
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		2520913	93.6091	2480307	40606	98.3892	1.6108
Public Non Institutions	E-Voting	31664369	815451	2.5753	813948	1503	99.8157	0.1843
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		815451	2.5753	813948	1503	99.8157	0.1843
Total		109850000	78828975	71.7606	78786866	42109	99.9466	0.0534
Whether Resolution is Pass or not Yes								





DHRUMIL M. SHAH & CO. LLP

Practising Company Secretaries

Ref: 2277/2023-24 ,

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
 7th Floor, Ceejay House,
 Dr. Annie Besant Road,
 Worli, Mumbai 400018

Dear Sir,

Sub: Scrutinizer's Report on Postal Ballot through Electronic Voting process in respect of passing of the resolution set-out in the postal ballot notice dated February 05, 2024.

I, Dhrumil M. Shah, Partner of Dhrumil M. Shah & Co. LLP, 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**") 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 February 05, 2024 ("**Notice**") issued in accordance with the Act and Rules read with General Circular No. 14/2020 dated April 08, 2020, No. 17/2020 dated April 13, 2020, and subsequent circulars issued in this regard, the latest being No. 09/2023 dated September 25, 2023 ("**MCA Circulars**") applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**Listing Regulations**") and Secretarial Standards on General Meetings ("**SS-2**") issued by the Institute of Company Secretaries of India ("**ICSI**")

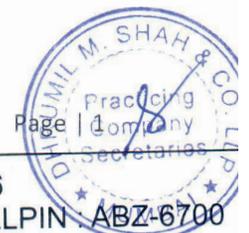
The management of the Company is responsible to ensure compliance with the requirements of:

- (i) the Act and the Rules made thereunder;
- (ii) the MCA Circulars; and
- (iii) the 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 e-voting system provided by the Central Depository Services (India) Limited ("**CDSL**"), the service provider engaged by the Company to provide e-voting facility to its members.

The Members of the Company holding shares as on the "**cut-off**" date as set out in the Notice i.e. **Monday, February 12, 2024** 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 e-voting commenced at 09.00 A.M. (IST) on Monday, February 19, 2024 onwards and concluded at 05.00 P.M. (IST) on Tuesday, March 19, 2024.

The votes cast during the e-voting were unblocked on 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 cast by the Members through e-voting were reconciled with the records maintained by the Registrar and Transfer Agent of the Company i.e. Link Intime India Private Limited.

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

SPECIAL BUSINESS:

SPECIAL RESOLUTION

Appointment of Ms. Girija Balakrishnan (DIN: 06841071) as an Independent Director of the Company:

“**RESOLVED THAT** pursuant to the provisions of Section 149, 150, 152, 161, Schedule IV read with the Companies (Appointment and Qualification of Directors) Rules, 2014, and other applicable provisions, sections, rules of the Companies Act, 2013 and Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modifications or re-enactment thereof for the time being in force), the provisions of the Article of Association of the Company and based on the recommendation of Nomination and Remuneration Committee and the Board of Directors of the Company, approval of the Members be and is hereby accorded, to appoint Ms. Girija Balakrishnan (DIN: 06841071) who was appointed as an Additional Director (Non-Executive - Independent) on the Board of the Company w.e.f 5th February, 2024 up to 4th February, 2029 and who has submitted a declaration that she meets the criteria of independence under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations and is eligible for appointment under the provisions of the Act, the Rules made thereunder and the Listing Regulations, and in respect of whom the Company has received a Notice in writing under Section 160(1) of the Act proposing her candidature for the office of a Director, as an Independent Director, not liable to retire by rotation, to hold office for a term of five consecutive years i.e., from 5th February, 2024 up to 4th February, 2029.

RESOLVED FURTHER THAT any of the Directors or the Chief Financial Officer or the Company Secretary of the Company be and are hereby severally authorized to sign and execute all such documents and papers (including appointment letter etc.) as may be required for the purpose and file necessary e-form with the Registrar of Companies and to do all such acts, deeds and things as may considered expedient and necessary in this regard.”

i. Voting “**in favour**” of resolution

Number of Members	Number of valid votes cast	% of total number of valid votes cast
85	7,87,86,866	99.9466

ii. Voting “**against**” the resolution

Number of Members	Number of valid votes cast	% of total number of valid votes cast
13	42,109	0.0534



iii. Invalid Votes,

Total number of Members	Total number of invalid votes cast
0	0

Based on the above e-voting results on the aforesaid resolution you may declare the results of e-voting.

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 Company Secretary for safe keeping.



For Dhrumil M. Shah & Co. LLP
Practising Company Secretaries
ICSI URN: L2023MH013400
PRN: 3147/2023

Dhrumil M. Shah
Partner
FCS 8021 | CP 8978
UDIN: F008021E003606761

Place : Mumbai
Date : March 20, 2024

We, the undersigned, have witnessed that the results of postal ballot through e-voting were unblocked and downloaded from the CDSL e-voting service provider's platform in our presence on Tuesday, March 19, 2024 at 05.02 P.M.

Dhiraj Palav

Tina Maisheri

Countersigned by
For GFL Limited

Vineesh Vijayan Thazhumpal
Company Secretary
Membership No. A63683