



## 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.gfllimited.co.in](http://www.gfllimited.co.in) • Email ID: [contact@gfllimited.co.in](mailto:contact@gfllimited.co.in)

25<sup>th</sup> September, 2025

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

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

Dear Sir/Madam,

**Sub.: Declaration of Voting Results in respect of Resolutions passed at the 38<sup>th</sup> Annual General Meeting (AGM) of the Company held on Tuesday, 23<sup>rd</sup> September 2025 at 01:00 P.M. through Video Conferencing (“VC”)/ Other Audio Visual Means (“OAVM”).**

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

We would like to inform you that the 38<sup>th</sup> Annual General Meeting (AGM) of the Company was held on Tuesday, 23<sup>rd</sup> September 2025 at 01:00 P.M. through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") facility in compliance with the applicable provisions of the Companies Act, 2013 read with Rules made thereunder, circular(s) issued by the Ministry of Corporate Affairs and the Securities and Exchange Board of India for transacting the business(es) mentioned in the AGM Notice dated 13<sup>th</sup> August 2025 convening the AGM.

In compliance with provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules 2014, as amended and Regulation 44 of the Listing Regulations, as amended and aforesaid MCA Circular, the Company had provided facility of remote e-voting to its Members as well as e-voting during the AGM in respect of the business to be transacted at the AGM.

Mr. Dhruvil M. Shah, partner of Dhruvil M. Shah & Co. LLP, Practicing Company Secretary (FCS No.: 8021: CP: 8978) ("the Scrutinizer") has scrutinized and reviewed the votes cast by the Members through remote e-voting prior to the date of AGM as well as through e-voting process during the AGM on the resolutions at Item No. 1, Item No. 2 & Item No. 3 of the Notice of the AGM and submitted his consolidated report dated 24<sup>th</sup> September, 2025.

In this regard, we hereby enclose herewith the following:

|                                                                                                                                     |            |
|-------------------------------------------------------------------------------------------------------------------------------------|------------|
| Voting results of the AGM pursuant to Regulation 44 of the Listing Regulations                                                      | Annexure 1 |
| Consolidated Report of the Scrutinizer dated 24 <sup>th</sup> September, 2025 on remote e - Voting and electronic voting at the AGM | Annexure 2 |

The above Voting Results will also be available on the website of the Company [www.gfllimited.co.in/voting\\_results.html](http://www.gfllimited.co.in/voting_results.html) 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**

**Lakhan Laxmi Rajam Shamala**  
**Company Secretary & Compliance Officer**



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**Encl.: As above**

### **ANNEXURE 1**

|                                                                                                                   |                                                 |
|-------------------------------------------------------------------------------------------------------------------|-------------------------------------------------|
| Date of AGM                                                                                                       | Tuesday, 23 <sup>rd</sup> September, 2025       |
| Total No. of Shareholders on Record Date                                                                          | 29,127                                          |
| No. of shareholders present                                                                                       | 45                                              |
| No of Shareholder present in the meeting either in person or proxy:<br>- Promoter and Promoters group<br>- Public | Not Applicable                                  |
| No of shareholders attending through video conferencing<br>- Promoter and Promoters group<br>- Public             | Promoter and Promoters group - 6<br>Public - 39 |

### **Details of Resolutions and results thereof:**

| Item No. | Brief Description                                                                                                                                                                                         | Type of Businesses Resolution Required          | Manner of Voting                   | Results                        |
|----------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------|------------------------------------|--------------------------------|
| 1        | Adoption of Audited Standalone and Consolidated Financial Statements of the Company for the Financial Year ended 31 <sup>st</sup> March, 2025 and reports of the Board of Directors and Auditors thereon. | Ordinary Business requiring Ordinary Resolution | Remote e-voting prior & during AGM | Passed with requisite majority |
| 2        | Re-appointment of Mr. Pavan Kumar Jain (DIN: 00030098) as Director of the Company                                                                                                                         | Ordinary Business requiring Ordinary Resolution | Remote e-voting prior & during AGM | Passed with requisite majority |
| 3        | To appoint Secretarial Auditors of the Company and to fix their remuneration.                                                                                                                             | Special Business requiring Ordinary Resolution  | Remote e-voting prior & during AGM | Passed with requisite majority |



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| Resolution No.1                                                                                            |                |                    |                                                                                                                                                                                                                                                                                                                                                                                                      |                                         |                          |                        |                                      |                                    |
|------------------------------------------------------------------------------------------------------------|----------------|--------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------|--------------------------|------------------------|--------------------------------------|------------------------------------|
| Resolution Required :Ordinary<br>Whether promoter/ promoter group are interested in the agenda/resolution? |                |                    | Adoption of Audited Financial Statements.<br>To consider and adopt:<br>a. Audited Standalone Financial Statements of the Company for the Financial Year ended 31st March, 2025, the reports of the Board of Directors and Auditors thereon; and<br>b. Audited Consolidated Financial Statements of the Company for the Financial Year ended 31st March, 2025 and the report of the Auditors thereon. |                                         |                          |                        |                                      |                                    |
|                                                                                                            |                |                    | 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       | 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                             |
|                                                                                                            | <b>Total</b>   |                    | <b>75492611</b>                                                                                                                                                                                                                                                                                                                                                                                      | <b>100.0000</b>                         | <b>75492611</b>          | <b>0</b>               | <b>100.0000</b>                      | <b>0.0000</b>                      |
| Public Institutions                                                                                        | E-Voting       | 1803241            | 1555732                                                                                                                                                                                                                                                                                                                                                                                              | 86.2742                                 | 1555732                  | 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>1555732</b>                                                                                                                                                                                                                                                                                                                                                                                       | <b>86.2742</b>                          | <b>1555732</b>           | <b>0</b>               | <b>100.0000</b>                      | <b>0.0000</b>                      |
| Public Non Institutions                                                                                    | E-Voting       | 32554148           | 261850                                                                                                                                                                                                                                                                                                                                                                                               | 0.8044                                  | 261489                   | 361                    | 99.8621                              | 0.1379                             |
|                                                                                                            | 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>261850</b>                                                                                                                                                                                                                                                                                                                                                                                        | <b>0.8044</b>                           | <b>261489</b>            | <b>361</b>             | <b>99.8621</b>                       | <b>0.1379</b>                      |
| <b>Total</b>                                                                                               |                | <b>109850000</b>   | <b>77310193</b>                                                                                                                                                                                                                                                                                                                                                                                      | <b>70.3780</b>                          | <b>77309832</b>          | <b>361</b>             | <b>99.9995</b>                       | <b>0.0005</b>                      |



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| Resolution No. 2                                                          |                |                    |                                                                                    |                                         |                          |                        |                                      |                                    |
|---------------------------------------------------------------------------|----------------|--------------------|------------------------------------------------------------------------------------|-----------------------------------------|--------------------------|------------------------|--------------------------------------|------------------------------------|
| Resolution Required :Ordinary                                             |                |                    | Re-appointment of Mr. Pavan Kumar Jain (DIN: 00030098) as 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 |
|                                                                           |                | [1]                | [2]                                                                                | $[3]=\{[2]/[1]\} \times 100$            | [4]                      | [5]                    | $[6]=\{[4]/[2]\} \times 100$         | $[7]=\{[5]/[2]\} \times 100$       |
| 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                             |
|                                                                           | <b>Total</b>   |                    | <b>75492611</b>                                                                    | <b>100.0000</b>                         | <b>75492611</b>          | <b>0</b>               | <b>100.0000</b>                      | <b>0.0000</b>                      |
| Public Institutions                                                       | E-Voting       | 1803241            | 1555732                                                                            | 86.2742                                 | 1551022                  | 4710                   | 99.6972                              | 0.3028                             |
|                                                                           | 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>1555732</b>                                                                     | <b>86.2742</b>                          | <b>1551022</b>           | <b>4710</b>            | <b>99.6972</b>                       | <b>0.3028</b>                      |
| Public Non Institutions                                                   | E-Voting       | 32554148           | 261850                                                                             | 0.8044                                  | 260090                   | 1760                   | 99.3279                              | 0.6721                             |
|                                                                           | 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>261850</b>                                                                      | <b>0.8044</b>                           | <b>260090</b>            | <b>1760</b>            | <b>99.3279</b>                       | <b>0.6721</b>                      |
| <b>Total</b>                                                              |                | <b>109850000</b>   | <b>77310193</b>                                                                    | <b>70.3780</b>                          | <b>77303723</b>          | <b>6470</b>            | <b>99.9916</b>                       | <b>0.0084</b>                      |



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| Resolution No. 3                                                          |                |                    |                                                                               |                                         |                          |                        |                                      |                                    |
|---------------------------------------------------------------------------|----------------|--------------------|-------------------------------------------------------------------------------|-----------------------------------------|--------------------------|------------------------|--------------------------------------|------------------------------------|
| Resolution Required :Ordinary                                             |                |                    | To appoint Secretarial Auditors of the Company and to fix their remuneration. |                                         |                          |                        |                                      |                                    |
| 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 |
|                                                                           |                | [1]                | [2]                                                                           | [3]=[2]/[1]*100                         | [4]                      | [5]                    | [6]=[4]/[2]*100                      | [7]=[5]/[2]*100                    |
| 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                             |
|                                                                           | <b>Total</b>   |                    | <b>75492611</b>                                                               | <b>100.0000</b>                         | <b>75492611</b>          | <b>0</b>               | <b>100.0000</b>                      | <b>0.0000</b>                      |
| Public Institutions                                                       | E-Voting       | 1803241            | 1555732                                                                       | 86.2742                                 | 1555732                  | 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>1555732</b>                                                                | <b>86.2742</b>                          | <b>1555732</b>           | <b>0</b>               | <b>100.0000</b>                      | <b>0.0000</b>                      |
| Public Non Institutions                                                   | E-Voting       | 32554148           | 261850                                                                        | 0.8044                                  | 261451                   | 399                    | 99.8476                              | 0.1524                             |
|                                                                           | 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>261850</b>                                                                 | <b>0.8044</b>                           | <b>261451</b>            | <b>399</b>             | <b>99.8476</b>                       | <b>0.1524</b>                      |
| <b>Total</b>                                                              |                | <b>109850000</b>   | <b>77310193</b>                                                               | <b>70.3780</b>                          | <b>77309794</b>          | <b>399</b>             | <b>99.9995</b>                       | <b>0.0005</b>                      |



**Ref:1226/2025-26**

**CONSOLIDATED SCRUTINIZER'S REPORT**

*[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 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

Dear Sir,

**Sub: Consolidated Scrutinizer's Report of e-voting conducted for the 38<sup>th</sup> Annual General Meeting ('AGM') of GFL Limited ('the Company') held on Tuesday, September, 23, 2025 at 01:00 P.M. (IST) through Video Conferencing ('VC') / Other Audio-Visual Means ('OAVM')**

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 of the Companies Act, 2013 ("**the Act**") read with Rule 20 of the Companies (Management and Administration) Rules, 2014, ("**the Rules**") and in accordance with Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the purpose of scrutinizing the votes cast by the members through remote e-voting and e-voting during the AGM (hereinafter referred to as '**e-voting**') in respect of the resolutions contained in the Notice dated August 13, 2025 of the 38<sup>th</sup> AGM of the Company held on Tuesday, September 23, 2025 from 01.00 p.m. onwards through VC/OAVM.

The Management of the Company is responsible for ensuring compliance with the requirements of the Companies Act, 2013 ('**the Act**') and the Rules there under and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('**Listing Regulations**') relating to e-voting by the members on the resolutions proposed in the Notice.

My responsibility as a Scrutinizer was restricted to scrutinize the e-voting, in a fair and transparent manner and to prepare a Consolidated Scrutinizer's Report of the votes cast in favour and against the resolutions stated in the Notice for ascertaining the requisite majority, based on the reports generated from the e-voting system provided by the Central Depository Services ("**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 Tuesday, September 16, 2025 were entitled to vote on the resolutions 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. (IST) on Friday, September 19, 2025 and concluded at 05.00 p.m. (IST) on Monday, September 22, 2025.

The votes cast during the e-voting were unblocked on Tuesday, September, 23, 2025 at 01.30 p.m. in the presence of two witnesses who are not in the employment of the Company.

I have scrutinized and reviewed the votes cast through remote e-voting and e-voting during the AGM based on the data downloaded from the CDSL's e-voting system.

I now submit the Consolidated Scrutinizer's Report on the results of the e-voting, based on the report generated by CDSL in respect of the following resolutions as under:

#### **ORDINARY BUSINESS:**

#### **ORDINARY RESOLUTION**

1) To consider and adopt:

- a. Audited Standalone Financial Statements of the Company for the Financial Year ended 31<sup>st</sup> March, 2025, the reports of the Board of Directors and Auditors thereon; and
- b. Audited Consolidated Financial Statements of the Company for the Financial Year ended 31<sup>st</sup> March, 2025 and the report of the Auditors thereon.

i. Voting "**in favour**" of resolution

| Number of Members | Number of valid votes cast by them | % of total number of valid votes cast |
|-------------------|------------------------------------|---------------------------------------|
| 87                | 7,73,09,832                        | 99.9995                               |

ii. Voting "**against**" the resolution

| Number of Members | Number of valid votes cast by them | % of total number of valid votes cast |
|-------------------|------------------------------------|---------------------------------------|
| 3                 | 361                                | 0.0005                                |

iii. Invalid Votes

| Total number of Members | Total number of votes cast by them |
|-------------------------|------------------------------------|
| 0                       | 0                                  |



## ORDINARY RESOLUTION

- 2) Re-appointment of Mr. Pavan Kumar Jain (DIN: 00030098) as a Director of the Company.

- i. Voting **"in favour"** of resolution

| Number of Members | Number of valid votes cast by them | % of total number of valid votes cast |
|-------------------|------------------------------------|---------------------------------------|
| 79                | 7,73,03,723                        | 99.9916                               |

- ii. Voting **"against"** the resolution

| Number of Members | Number of valid votes cast by them | % of total number of valid votes cast |
|-------------------|------------------------------------|---------------------------------------|
| 11                | 6,470                              | 0.0084                                |

- iii. Invalid Votes

| Total number of Members | Total number of votes cast by them |
|-------------------------|------------------------------------|
| 0                       | 0                                  |

## SPECIAL BUSINESS:

## ORDINARY RESOLUTION

- 3) To appoint Secretarial Auditors of the Company and to fix their remuneration.

- i. Voting **"in favour"** of resolution

| Number of Members | Number of valid votes cast by them | % of total number of valid votes cast |
|-------------------|------------------------------------|---------------------------------------|
| 86                | 7,73,09,794                        | 99.9995                               |

- ii. Voting **"against"** the resolution

| Number of Members | Number of valid votes cast by them | % of total number of valid votes cast |
|-------------------|------------------------------------|---------------------------------------|
| 4                 | 399                                | 0.0005                                |

- iii. Invalid Votes

| Total number of Members | Total number of votes cast by them |
|-------------------------|------------------------------------|
| 0                       | 0                                  |



Based on the above e-voting results, for each resolution the valid votes cast by the members in favour are more than valid votes cast against. Accordingly, 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 38<sup>th</sup> AGM and thereafter, the same shall be handed over to the Chief Financial Officer for safe keeping.



**For Dhrumil M. Shah & Co. LLP**  
**Practising Company Secretaries**  
**ICSI URN: L2023MH013400**  
**PRN: 6459/2025**

**Dhrumil M. Shah**  
**Partner**  
**FCS 8021 | CP 8978**  
**UDIN: F008021G001329000**

**Place : Mumbai**  
**Date : 24<sup>th</sup> September 2025**

We, the undersigned, have witnessed that the results of e-voting were unblocked and downloaded from the CDSL e-voting service provider's platform in our presence on Tuesday, September, 23, 2025 at 1:30 PM.

**Dhiraj Palav**

**Sarvesh Karambelkar**

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

**Lakhan Laxmi Rajam Shamala**  
**Company Secretary & Compliance**  
**Officer**  
**Membership No. A71090**