

Ref: GIL/SE/REG24A/2022-23/21

Date: May 29, 2022

The Secretary BSE Limited Phiroze Jeejeebhoy Towers, 25th Floor, Dalal Street, Fort, Mumbai 400 001.	The Secretary National Stock Exchange of India Ltd. Exchange Plaza, 5th Floor, Plot No. C/1, G Block, Bandra Kurla Complex, Bandra (East), Mumbai 400 051.
(BSE Code: 532775 NSE Symbol: GTLINFRA ISIN: INE221H01019)	

Dear Sir,

Sub: Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Secretarial Compliance Report for the Financial Year ended March 31, 2022


In terms of Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we forward herewith a copy of Secretarial Compliance Report issued by Mr. Chetan A. Joshi, Practicing Company Secretary for the financial year ended March 31, 2022.

We request you to take the same on your records.

Thanking you,

Yours truly,
For **GTL Infrastructure Limited**


Nitesh A. Mhatre
Company Secretary


Vikas Arora
Group Head- Corporate Communication

Note: This letter is submitted electronically with BSE & NSE through their respective web-portals

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

SECRETARIAL COMPLIANCE REPORT OF GTL INFRASTRUCTURE LIMITED (CIN: L74210MH2004PLC144367)

For the year ended 31st March, 2022

1. I, Chetan Anant Joshi – Practicing Company Secretary have examined:

- all the documents and records made available to me and explanation provided by GTL INFRASTRUCTURE LIMITED having CIN - L74210MH2004PLC144367 (“the listed entity”), arising from the compliances of specific regulations listed under Clause 2 of this report;
- the filings or submissions made by the listed entity to the stock exchanges in connection with the above,
- website of the listed entity and
- all other document, filing or submissions on the basis of which this certificate has been given,

for the financial year ended 31st March, 2022 (“Review Period”) in respect of compliance with the provisions of:

- the Securities and Exchange Board of India Act, 1992 (“SEBI Act”) and the Regulations, circulars, guidelines issued thereunder; and
- the Securities Contracts (Regulation) Act, 1956 (“SCRA”), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India (“SEBI”);

2. The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

- The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; **(not applicable during the review period)**

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CHETAN A. JOSHI

Company Secretary

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- (c) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; ***(not applicable during the review period)***
- (e) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 and Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; ***(not applicable during the review period)***
- (f) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008, The Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013, The Securities and Exchange Board of India (Issue and Listing of Convertible Securities) Regulations, 2021 ***(not applicable during the review period)***
- (g) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (h) The Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018;
- (i) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer agent) Regulations, 1993 regarding the Companies Act and dealing with client- ***(not applicable during the review period)***

and based on the above examination, I hereby report that, during the Review Period:

- (a) The listed entity has complied with the provisions of the above Regulations and circulars/guidelines issued thereunder except in respect of matter specified below

Sr. No.	Compliance Requirement (Regulations/ circulars / guidelines including specific clause)	Deviations	Observations/ Remarks of the Practicing Company Secretary
1.	Regulation 25 (10) of The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015	The Company has not undertaken Directors and Officers Insurance (D & O Insurance) for its Independent Directors.	The Company is in negotiation with the Insurance Company for obtaining D&O Insurance Policy.

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- (b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from my examination of those records.
- (c) The following are the details of actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (*including under the Standard Operating Procedures issued by SEBI through various circulars*) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:

Sr. No.	Action taken by	Details of violation	Details of action taken E.g. fines, warning letter, debarment, etc.	Observations/ remarks of the Practicing Company Secretary, if any.
NIL				

- (d) During the review period, as per the information provided by the Company, prima facie there are no instances of transactions by the Designated Person in the Securities of the Company during the closure of trading window period.
- (e) The listed entity has taken following actions to comply with the observations made in the previous report:

Sr. No.	Observations by the Practicing Company Secretary in the previous report	Observations made in the Secretarial Compliance report for the year ended	Actions taken by the listed entity, if any	Comments of the Practicing Company secretary on actions taken by the listed entity
NIL				

Note: The observations made in the Secretarial Compliance Report for the financial year ended 31st March, 2020 were already mentioned in the previous year's report (i.e. report for

**JOSHI
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CHETAN A. JOSHI

Company Secretary

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the financial year ended on 31st March, 2021) and since the Company has complied with the said compliance requirement regularly, no action was required to be taken in current year.

(f) I have partially conducted online verification and examination of records as facilitated by the Company due to prevailing conditions owing to COVID-19 for the purpose of issuing this report.

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Chetan Anant Joshi

Practicing Company secretary

(FCS: 7052, CoP: 7744)

Date: 28/05/2022

Place: THANE

UDIN: F007052D000414129

Peer Review Cert No: 2004/2022