

Ref: GIL/SE/REG24A/2023-24/27

Date: May 30, 2023

The Secretary	The Secretary			
BSE Limited	National Stock Exchange of India Ltd.			
Phiroze Jeejeebhoy Towers,	Exchange Plaza, 5th Floor,			
25th Floor, Dalal Street,	Plot No. C/1, G Block,			
Fort, Mumbai 400 001.	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, 2023

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, 2023.

We request you to take the same on your records.

Thanking you,

Yours truly,

For GTL Infrastructure Limited

NITESH ASHOK MHATRE

NITESH ASHOK MHATRE

Date: 2023.05.30
17:27:44 +05'30'

Nitesh A. Mhatre

VIKAS Digitally VIKAS KRISHNLAL ARORA ARORA 17:27:00

Digitally signed by VIKAS KRISHNLAL ARORA Date: 2023.05.30 17:27:02 +05'30'

Vikas Arora

Company Secretary Whole-time Director

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

#### **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 INFRSTRUCTURE LIMITED (CIN: L74210MH2004PLC144367) FOR THE FINANCIAL YEAR ENDED 31<sup>ST</sup> MARCH, 2023

I have conducted the review of the compliance of the applicable statutory provisions and the adherence to good corporate practices by **GTL Infrastructure Limited** (hereinafter referred as "the listed entity"), having its Registered Office at 3<sup>rd</sup> floor, Global Vision, Electronic Sadan No.: II, MIDC, TTC Industrial Area, Mahape, Navi Mumbai – 400710, Maharashtra, India. Secretarial Review was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts / statutory compliances and expressing my opinion thereon.

Based on my verification of the listed entity's minutes books, forms and returns filed and other relevant records maintained by the listed entity and also the information provided by the listed entity, its officers and authorized representatives during the conduct of Secretarial Review, I hereby report that in my opinion, the listed entity, during the review period covering the financial year ended on 31<sup>st</sup> March, 2023, has complied with the statutory provisions listed hereunder and also that the listed entity has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

#### I, Chetan Anant Joshi, Practicing Company Secretary, have examined:

- (a) the documents and records made available to me and explanation provided by the listed entity.
- (b) the filings / submissions made by the Listed Entity to the stock exchanges,
- (c) website of the Listed Entity and
- (d) any other documents / fillings, as may be relevant, which has been relied upon to make this certification,

for the financial year ended 31<sup>st</sup> March, 2023 ("Review Period") in respect of compliance with the provisions of:

- (a) The Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, Circulars, Guidelines issued thereunder; and
- (b) 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");



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The specific Regulations, whose provisions and the Circulars / Guidelines issued thereunder, have been examined, include:-

- (a) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (Not Applicable during the review period);
- (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 and Sweat Equity) Regulations, 2021 - (Not applicable during the review period);
- (f) The Securities and Exchange Board of India (Issue and Listing of Non-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 Agents) Regulations, 1993 regarding the Companies Act and dealing with client - (Not applicable during the review period);



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

I. (a) The Listed Entity has complied with the applicable provisions of the above Regulations and circulars / guidelines issued thereunder, except in respect of the matters specified below:

Sr.	Complianc	Regul	Devi	Action	Туре	Detail	Fine	Observat	Man	Re
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	ent	ar No.			n	on		of the	Res	
	(Regulatio							Practicin	pons	
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	circulars /							Compan		
	guidelines							у		
	including							Secretar		
	specific							у		
	clause)									
1.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N. A.

(b) The listed entity has taken the following actions to comply with the observations made in previous reports:

S	Complianc	Regulati	D	Actio	Туре	Detail	Fi	Observati	Managem	R
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	specific									
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	and					ement			with the	
	Exchange					under		policy on	requireme	
	Board of					Regul		all its	nts of	
	India					ation		Independe	Regulation	
	(Listing					25		nt	25 (10)	
	Obligation							JOSI	Digitally signed by JOSH O-ET DN: c-N, g-dashasatra, 3-3, 43h-31 (documentary)	IN ANANT

**Company Secretary** 

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s and			(10)	Directors	
Disclosure					
Requirem					
ents)					
Regulation					
Regulation s, 2015					

II. Compliances related to resignation of statutory auditors from listed entities and their material subsidiaries as per SEBI Circular CIR/CFD/CMD1/114/2019 dated 18<sup>th</sup> October, 2019:

Sr. No.	Particulars  Compliances with the following conditions while	Complianc e status (Yes / No / NA)	Observations / Remarks by PCS
<b>"</b>	an auditor	appointing 7 i	e-appointing
	a. If the auditor has resigned within 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter; or	N.A.	
	b. If the auditor has resigned after 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter as well as the next quarter; or	N.A.	There is no instance of resignation of Auditor.
	c. If the auditor has signed the limited review/ audit report for the first three quarters of a financial year, the auditor before such resignation, has issued the limited review/ audit report for the last quarter of such financial year as well as the audit report for such financial year.	N.A.	of Auditor.
2.	Other conditions relating to resignation of statutory	auditor	
	i. Reporting of concerns by Auditor with respect to the listed entity / its material subsidiary to the	JOSHI CHETAN	Digitally signed by JOSH CHETAN AMANT DN: cHR, st-Moharactica, 2.5.5.20-2126565 (2011) 004271042203210459 cnt-9031 00500 of cooled-brigoscopes (55), 944WACC 15, WEAR BRANT MANCER, EXPRESS HISTORY CHEMICAL STANDARD CONTRACT

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Audit Committee:		
a. In case of any concern with the management of the listed entity / material subsidiary such as non-availability of information / non-cooperation by the management which has hampered the audit process, the auditor has approached the Chairman of the Audit Committee of the listed entity and the Audit Committee shall receive such concern directly and immediately without specifically waiting for the quarterly Audit Committee meetings.	N.A.	There is no
b. In case the auditor proposes to resign, all concerns with respect to the proposed resignation, along with relevant documents has been brought to the notice of the Audit Committee. In cases where the proposed resignation is due to non-receipt of information / explanation from the company, the auditor has informed the Audit Committee the details of information / explanation sought and not provided by the management, as applicable.	N.A.	instance of resignation of Auditor.
c. The Audit Committee / Board of Directors, as the case may be, deliberated on the matter on receipt of such information from the auditor relating to the proposal to resign as mentioned above and communicate its views to the management and the auditor.  ii. Disclaimer in case of non-receipt of information:	N.A.	
The auditor has provided an appropriate disclaimer in its audit report, which is in accordance with the Standards of Auditing as specified by ICAI / NFRA, in case where the listed entity/ its material subsidiary has not provided information as required by the auditor.	<b>N.A.</b> JOSHI CHETAN ANANT	Degrady open in JOSE CREMA AMAY 10: LEL CAMANISATION 10: LEL CAMANISATIO

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3.	The listed entity / its material subsidiary has obtained		There is no
	information from the Auditor upon resignation, in the		instance of
	format as specified in Annexure- A in SEBI Circular	N.A.	resignation
	CIR/CFD/CMD1/114/2019 dated 18 <sup>th</sup> October, 2019.		of Auditor.

# III. I hereby report that, during the Review Period the compliance status of the Listed Entity is appended as below:

Sr. No.	Particulars  Secretarial Standard:  The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI), as notified by the Central Government under Section 118(10) of the Companies Act, 2013 and mandatorily applicable.	Complianc e status (Yes / No / NA)	Observatio ns / Remarks by PCS
2	All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities.  All the policies are in conformity with SEBI Regulations and have been reviewed & timely updated as per the regulations / circulars / guidelines issued by SEBI.	Yes Yes	N.A.
3	Maintenance and disclosures on Website:     The Listed entity is maintaining a functional website.     Timely dissemination of the documents / information under a separate section on the website.	Yes Yes JOSHI	N.A.  N.A.  Digital vigorilly / OSM CHETALANANT DICTAR CHARGING AND CH
		CHETAN ANANT	ce94(9) 1445 / Profesious 393-394(9)31, prostal offee-60002, Stever (157), 3 Michael prostal offee-60002, Stever (157), 3 Michael profesion (157), 3 Michael

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	Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re- directs to the relevant document(s) / section of the website.	Yes	N.A.
4	Disqualification of Director:  None of the Directors of the Company are disqualified under Section 164 of Companies Act, 2013 as confirmed by listed entity.	Yes	N.A.
5	Details related to Subsidiaries of listed entities		
	have been examined w.r.t.:  (a) Identification of material subsidiary Companies.	N.A.	The Company does not
	(4) 13011111011111111111111111111111111111		have any
	(b) Requirements with respect to disclosure of material as well as other subsidiaries.	N.A.	subsidiary Company.
6	Preservation of Documents:		
	The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015.	Yes	N.A.
7	Performance Evaluation:		
	The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year / during the financial year as prescribed in SEBI Regulations.	Yes	N.A.
8	Related Party Transactions:		The
	(a) The listed entity has obtained prior approval of Audit Committee for all related party transactions; or  (b) The listed entity has provided detailed reasons.	N.A.	Company has not entered into any related party
1	(b) The listed entity has provided detailed reasons		Party



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	along with confirmation whether the transactions were subsequently approved / ratified / rejected by the Audit committee, in case no prior approval has been obtained.	N.A.	transaction s which requires Audit Committee approval.
9	Disclosure of events or information:  The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.	Yes	N.A.
10	Prohibition of Insider Trading:  The listed entity is in compliance with Regulation 3(5)  & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.	Yes	N.A.
11	Actions taken by SEBI or Stock Exchange(s), if any:  No Action(s) has been taken against the listed entity / its promoters / directors / subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars / guidelines issued thereunder except as provided under separate paragraph herein (**).	Yes	N.A.
12	Additional Non-compliances, if any:  No additional non-compliance observed for any SEBI regulation / circular / guidance note etc.	Yes	N.A.



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#### Assumptions & Limitation of scope and Review:

- 1. The Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity.
- 2. My responsibility is to certify based upon my examination of relevant documents and information. This is neither an audit nor an expression of opinion.
- 3. I have not verified the correctness and appropriateness of financial Records and Books of Accounts of the listed entity.
- 4. This Report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.

JOSHI CHETAN ANANT

Date: 30<sup>th</sup> May, 2023 Place: Thane Chetan Anant Joshi
Practicing Company Secretary
FCS: 7052, CoP: 7744
Peer Review Cert. No.: 2004/2022
UDIN: F007052E000422852