

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

Date: May 30, 2023

<b>The Secretary</b> <b>BSE Limited</b> Phiroze Jeejeebhoy Towers, 25th Floor, Dalal Street, Fort, Mumbai 400 001.	<b>The Secretary</b> <b>National Stock Exchange of India Ltd.</b> 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, 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**

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NITESH ASHOK  
MHATRE  
Date: 2023.05.30  
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**Nitesh A. Mhatre**  
**Company Secretary**

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VIKAS KRISHNLAL  
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Date: 2023.05.30  
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**Vikas Arora**  
**Whole-time Director**

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

**GTL INFRASTRUCTURE LIMITED**

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Tel: +91-22-2271 5000 Fax: +91-22-2271 5332

Regd Off: Global Vision 3rd Floor Electronic Sadan - II MIDC TTC Industrial Area Mahape Navi Mumbai - 400 710 India  
Tel: +91-22-6829 3500 Fax: +91-22-6829 3545 www.gtilinfra.com CIN-L74210MH2004PLC144367

# CHETAN A. JOSHI

Company Secretary

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## SECRETARIAL COMPLIANCE REPORT OF GTL INFRASTRUCTURE 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 / filings, 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");

# CHETAN A. JOSHI

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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);

**JOSHI  
CHETAN  
ANANT**

Digitally signed by JOSHI CHETAN ANANT  
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# CHETAN A. JOSHI

Company Secretary

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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. No.	Compliance Requirement (Regulations / circulars / guidelines including specific clause)	Regulation / Circular No.	Deviation	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations / Remarks of the Practicing Company Secretary	Management Response	Remarks
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:

Sr. No.	Compliance Requirement (Regulations / circulars / guidelines including specific clause)	Regulation / Circular No.	Deviation	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations / Remarks of the Practicing Company Secretary	Management Response	Remarks
1	Regulation 25 (10) of The Securities and Exchange Board of India (Listing Obligation)	Regulation 25 (10)	N.A.	N.A.	N.A.	Non fulfillment of requirement under Regulation 25	N.A.	The Company has taken insurance policy on all its Independent	The Company has complied with the requirements of Regulation 25 (10)	--







# CHETAN A. JOSHI

Company Secretary

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	<ul style="list-style-type: none"><li>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.</li></ul>	Yes	N.A.
4	<b><u>Disqualification of Director:</u></b>  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	<b><u>Details related to Subsidiaries of listed entities have been examined w.r.t.:</u></b>  (a) Identification of material subsidiary Companies.  (b) Requirements with respect to disclosure of material as well as other subsidiaries.	N.A.  N.A.	The Company does not have any subsidiary Company.
6	<b><u>Preservation of Documents:</u></b>  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	<b><u>Performance Evaluation:</u></b>  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	<b><u>Related Party Transactions:</u></b>  (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.	The Company has not entered into any related party





