



GLOSTER LIMITED

21, Strand Road, Kolkata 700001 (India)

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CIN: L17100WB1923PLC004628

Ref: GL/AA/2021-2022/0148

June 30, 2021

| | |
|--|---|
| The Secretary BSE Limited Phiroze Jeejeebhoy Towers Dalal Street Mumbai- 400001 Scrip Code - 542351 | The Secretary The Calcutta Stock Exchange Ltd. 7, Lyons Range Kolkata 700 001 Scrip Code 17435 |
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Dear Sir,

Sub: Annual Secretarial Compliance Report for the financial year ended March 31, 2021

Pursuant to Regulation 24A of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 please find enclosed herewith Annual Secretarial Compliance Report of the Company for the financial year ended March 31, 2021.

Kindly take the same on record.

Thanking you,

Yours faithfully,
For **Gloster Limited**

Manager Finance & Company Secretary



SECRETARIAL COMPLIANCE REPORT OF GLOSTER LIMITED FOR THE YEAR
ENDED 31ST MARCH, 2021

I, Manoj Kumar Banthia, Partner of M/s MKB & Associates, Company Secretaries in Practice, have examined:

- (a) all the documents and records made available to us and explanation provided by **GLOSTER LIMITED** ("the listed entity"),
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity,
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the year ended 31st March, 2021 ("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 there under; and
- (b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made there under and the Regulations, circulars, guidelines issued there under by the Securities and Exchange Board of India ("SEBI");

The specific Regulations (as amended from time to time), to the extent applicable, whose provisions and the circulars/ guidelines issued there under, have been examined, include:-

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;
- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- (g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013;
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (i) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018; and circulars/ guidelines issued there under;





and based on the above examination, and considering the relaxations granted by Ministry of Corporate Affairs and Securities and Exchange Board of India due to COVID-19 pandemic, 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 matters specified below:-

| Sr. No. | Compliance Requirement (Regulations/ circulars/ guidelines including specific clause) | Deviations | Observations/ Remarks of the Practicing Company Secretary |
|---------|---|---|--|
| 1. | Regulation 17(1)(a) of the Securities & Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 | The company did not have an independent woman director during the period 01.04.2020 to 20.07.2020. | The Board of Directors at its meeting held on July 21, 2020 have appointed Ms. Ishani Ray as Additional Woman Director in category of Independent Director |
| 2. | Regulation 17(1)(c) of the Securities & Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 | The Board of Directors of the Company comprises of less than six directors during the period 01.04.2020 to 20.07.2020 | Shortfall due to resignation of an independent director with effect from February 15, 2020. The Board of Directors at its meeting held on July 21, 2020 have appointed three Additional Directors thus bringing the total strength of the Board to eight directors. |

- (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 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 |
|-------------------------------|-----------------|----------------------|--|---|
| None during the Review Period | | | | |

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

| Sr. No. | Observations of the Practicing Company Secretary in the previous reports | Observations made in the secretarial compliance report for the year ended 31 st March, 2020 | Actions taken by the listed entity, if any | Comments of the Practicing Company Secretary on the actions taken by the listed entity |
|---------|--|---|---|--|
| 1 | | As required under Regulation 17(1)(a) of the Securities & Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, no independent woman director has been appointed by the Company | The Board of Directors at its meeting held on July 21, 2020 have appointed Ms. Ishani Ray as Additional Woman Director in category of Independent Director | The company has appointed Ms. Ishani Ray Independent Woman Director in its meeting held on July 21, 2020 thus complying with provisions of Regulation 17(1)(a) of the Securities & Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 |
| 2. | | As required under Regulation 17(1)(c) of the Securities & Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board of Directors of the Company comprised of less than six directors | The Board of Directors at its meeting held on July 21, 2020 have appointed three Additional Directors thus bringing the total strength of the Board to eight directors. | The shortfall was due to resignation of an independent director with effect from February 15, 2020. Three additional directors were appointed by the Board of Directors at its meeting held on July 21, 2020, bringing the total strength of the Board to eight members |





- (e) During the year under review no appointment/ re-appointment/ resignation of statutory auditor of the Company had occurred. The Company has complied with Circular No. CIR/CFD/CMD1/114/2019 dated October 18, 2019.

Date: 12.06.2021
Place: Kolkata
UDIN: A011470C000453098

For MKB & Associates
Company Secretaries
Firm Reg No: P2010WB042700

Manoj Kumar Banthia
Partner

Membership no. 11470
COP no. 7596

