

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**

**Nitesh A. Mhatre**  
Company Secretary

**Vikas Arora**  
Whole-time Director

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

**GTL INFRASTRUCTURE LIMITED**

Corp Off: 412 Janmabhoomi Chambers 29 Walchand Hirachand Marg Ballard Estate Mumbai - 400 001 India  
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.gtlinfra.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 / 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");

JOSHI  
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email=joshi.chetan.anant@gmail.com, c=IN,  
serial=400002, version=3, algorithm=SHA-256,  
signatureAlgorithm=SHA-256WITHRSA  
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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.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations / Remarks of the Practising 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.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations / Remarks of the Practising 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)	--

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s and Disclosure Requirements Regulation, 2015									(10)		Directors		
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**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	Compliance status (Yes / No / NA)	Observations / Remarks by PCS
<b>1.</b>	<b>Compliances with the following conditions while appointing / re-appointing an auditor</b>		
	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	<b>N.A.</b>	<b>There is no instance of resignation of Auditor.</b>
	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	<b>N.A.</b>	
	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.	<b>N.A.</b>	
<b>2.</b>	<b>Other conditions relating to resignation of statutory auditor</b>		
	i. Reporting of concerns by Auditor with respect to the listed entity / its material subsidiary to the	<b>JOSHI</b>	<small>Digitally signed by JOSHI CHETAN ANANT DN: cn=, o=Maharashtra, 2.5.4.26.11.2468699179e4279b42b6df669 ce9b901e5910e0e0e92052013a0511, serialNumber=200520, email=joshi.chetan@naupada.com</small> <small>BHAWAN CHS, NEAR BHAKTI MANDIR, EXPRESS HIGHWAY, NAUPADA THANE Maharashtra-400602, postalCode=400602, serialNumber=2005205104, dFIR, serialNumber=2711763c1be45478b8c79c, c527984b9a010d4e4820baa219d2654, o=Maharashtra, ou=JOSHI CHETAN ANANT Date: 2023.05.10 16:09:25 +05'30'</small>
		<b>CHETAN ANANT</b>	

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	<p>Audit Committee:</p> <p>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.</p> <p>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.</p> <p>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.</p> <p>ii. Disclaimer in case of non-receipt of information:</p> <p>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.</p>	<p>N.A.</p> <p>N.A.</p> <p>N.A.</p> <p>N.A.</p>	<p><b>There is no instance of resignation of Auditor.</b></p> <p><small>Digitally signed by JOSHI CHETAN ANANT DN: c=IN, st=Maharashtra, 2.5.4.20=226866905864790422428198a9849f 4001e05073a0a92012050051, serial=4001e05073a0a92012050051, CN=JOSHI CHETAN ANANT, SURNAME=JOSHI, NAUPADA, THANE, Maharashtra, IN=400602, email=joshi181@211791c3ba66543b96c79c12 70961e4567e11201e08212eeae7f92604, o=JOSHI CHETAN ANANT Date: 2023.05.30 16:00:40 +05'30'</small></p>
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<b>3.</b>	The listed entity / its material subsidiary has obtained information from the Auditor upon resignation, in the format as specified in Annexure- A in SEBI Circular CIR/CFD/CMD1/114/2019 dated 18 <sup>th</sup> October, 2019.	<b>N.A.</b>	<b>There is no instance of resignation of Auditor.</b>
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**III. I hereby report that, during the Review Period the compliance status of the Listed Entity is appended as below:**

<b>Sr. No.</b>	<b>Particulars</b>	<b>Compliance status (Yes / No / NA)</b>	<b>Observations / Remarks by PCS</b>
1	<p><b><u>Secretarial Standard:</u></b></p> <p>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.</p>	<b>Yes</b>	<b>N.A.</b>
2	<p><b><u>Adoption and timely updation of the Policies:</u></b></p> <ul style="list-style-type: none"> <li>• All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities.</li> <li>• All the policies are in conformity with SEBI Regulations and have been reviewed &amp; timely updated as per the regulations / circulars / guidelines issued by SEBI.</li> </ul>	<b>Yes</b>  <b>Yes</b>	<b>N.A.</b>  <b>N.A.</b>
3	<p><b><u>Maintenance and disclosures on Website:</u></b></p> <ul style="list-style-type: none"> <li>• The Listed entity is maintaining a functional website.</li> <li>• Timely dissemination of the documents / information under a separate section on the website.</li> </ul>	<b>Yes</b>  <b>Yes</b>	<b>N.A.</b>  <b>N.A.</b>

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**CHETAN ANANT**

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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





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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.

Date: 30<sup>th</sup> May, 2023

Place: Thane

JOSHI CHETAN  
ANANT

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serialNumber=271107052200422852, cn=CHETAN ANANT,  
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Chetan Anant Joshi

Practicing Company Secretary

FCS: 7052, CoP: 7744

Peer Review Cert. No.: 2004/2022

UDIN: F007052E000422852