

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

To,  
**Department of Corporate Services,**  
**BSE Limited**  
Ground Floor, P. J. Towers,  
Dalal Street,  
Mumbai – 400 001

Dear Sir/Madam,

Security ID: GNRL

Security Code: 513536

**Sub: Submission of Annual Secretarial Compliance Report for year ended 31<sup>st</sup> March, 2023**

In compliance with Regulation 24(A) of SĒBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 and SEBI Circular No. CIR/CFD/CMD1/27/2019 dated February 8, 2019, the Annual Secretarial Compliance Report for the year ended 31<sup>st</sup> March, 2023 issued by Chintan K. Patel, Practicing Company Secretary is enclosed herewith.

Kindly take the same on your record and oblige.

Thanking you,

Yours faithfully,  
**For Gujarat Natural Resources Limited**



**Ashok C. Shah**  
**Director**  
**DIN: 02467830**



**Secretarial Compliance Report of Gujarat Natural Resources Limited for the year ended March 31, 2023.**

(Pursuant to SEBI Circular No. CIR/CFD/CMD1/27/2019 dated February 08, 2019)

I have conducted the review of the compliance of the applicable statutory provisions and the adherence to good corporate practices by **Gujarat Natural Resources Limited** (hereinafter referred as 'the listed entity'), having its Registered Office at **3<sup>rd</sup> Floor, A Wing, Gopal Palace, Opp. Ocean Park, Nr. Nehru Nagar, Satellite Road, Ahmedabad 380015**, Secretarial Review was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and to provide my observations thereon.

Based on my verification of the listed entity's books, papers, minutes books, forms and returns filed and other records maintained by the listed entity and also the information provided by the listed entity, its officers, agents and authorized representatives during the conduct of Secretarial Review, I hereby report that the listed entity has, during the review period covering the financial year ended on **March 31, 2023** complied with the statutory provisions listed hereunder in the manner and subject to the reporting made hereinafter :

I, **Chintan K. Patel, Practicing Company Secretary** have examined:

- (a) all the documents and records made available to me and explanation provided by **Gujarat Natural Resources 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 report,

for the year ended **March 31, 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");

The specific Regulations, whose provisions and the circulars/guidelines issued thereunder, 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; **Not Applicable during the period under review.**
- (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; **Not Applicable during the period under review.**





- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; **Not Applicable during the period under review.**
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **Not Applicable during the period under review.**
- (g) Securities and Exchange Board of India (Issue and Listing of Non- Convertible and Redeemable Preference Shares) Regulations, 2013; **Not Applicable during the period under review.**
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

and circulars/ guidelines issued thereunder; and based on the above examination, I hereby report that, during the Review Period:







# Chintan K. Patel

## Company Secretaries

- I. (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/ guide- lines including specific clause)	Regulation/ Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations/ Remarks of the Practicing Company Secretary	Management Response	Remarks
1	As per regulation 24 (1) of SEBI (LODR) Regulations, 2015 at least one independent director on the board of directors of the listed entity shall be a director on the board of directors of an unlisted material subsidiary, whether incorporated in India or not.	Regulation 24 (1) of SEBI (LODR) Regulations, 2015	The Company had not appointed at least one independent director on the board of directors of an unlisted material subsidiary i.e. (1) Heramec Oil & Gas (Singapore) Pte Ltd & (2) GNRL Oil & Gas Ltd.	The management of the Company is looking for suitable candidate to be appointed as Independent Director on its Board as well as on the Board of its material subsidiaries.	No Action taken by the Exchange.	The Company had not appointed at least one independent director on the board of directors of an unlisted material subsidiary i.e. (1) Heramec Oil & Gas (Singapore) Pte Ltd & (2) GNRL Oil & Gas Ltd.	NIL	The Company is looking for suitable candidate to be appointed as Independent Director on its Board as well as on the Board of its material subsidiaries. The management had given assurance to comply with regulation.	The management had given assurance to comply with regulation.	The Company is looking for suitable candidate to be appointed as Independent Director on its Board as well as on the Board of its material subsidiaries. The management had given assurance to comply with regulation.





# Chintan K. Patel

## Company Secretaries

(b) The listed entity has taken the following actions to comply with the observations made in previous report for the f.y. 2021-22.

Sr. No.	Compliance Requirement (Regulations/ circulars/ guide- lines including specific clause)	Regulation/ Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations/ Remarks of the Practicing Company Secretary	Management Response	Remarks
1	As per regulation 24 (1) of SEBI (LODR) Regulations, 2015 at least one independent director on the board of directors of the listed entity shall be a director on the board of directors of an unlisted material subsidiary, whether incorporated in India or not.	Regulation 24 (1) of SEBI (LODR) Regulations, 2015	The Company had not appointed at least one independent director on the board of directors of an unlisted material subsidiary i.e. Heramec Oil & Gas (Singapore) Pte Ltd	The management of the Company is looking for suitable candidate to be appointed as Independent Director on its Board as well as on the Board of its material subsidiary.	No Action taken by the Exchange.	The Company had not appointed at least one independent director on the board of directors of an unlisted material subsidiary i.e. Heramec Oil & Gas (Singapore) Pte Ltd	NIL	The Company is looking for suitable candidate to be appointed as Independent Director on its Board as well as on the Board of its material subsidiary. The management had given assurance to comply with regulation.	The management had given assurance to comply with regulation.	The Company is looking for suitable candidate to be appointed as Independent Director on its Board as well as on the Board of its material subsidiary. The management had given assurance to comply with regulation.







## Chintan K. Patel Company Secretaries

2	As per SEBI Circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/94 dated 19/08/2019 the Listed Company have to apply to Exchange for Trading Approval within 7 Working Days of receiving the listing approval from Stock Exchange.	SEBI Circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/94 dated 19/08/2019	There was a delay of one day in filing trading approval application to the exchange and accordingly BSE Limited has levied a fine of Rs. 20,000/- plus GST on the Company, which has been paid by the Company on October 12, 2021	The Company had made sufficient efforts to apply for Trading Approval within 7 Working Days of receiving the listing approval from Stock Exchange. But as per the management representation due to delay in receipt of credit confirmation letter from Depository (CDSL) and technical problem there is delay of 1 Day in making Trading Application.	BSE Limited has levied a fine of Rs. 20,000/- plus GST on the Company, which has been paid by the Company on October 12, 2021	There was a delay of one day in filing trading approval application to the exchange and accordingly BSE Limited has levied a fine of Rs. 20,000/- plus GST on the Company, which has been paid by the Company on October 12, 2021	Rs. 20,000/- plus GST	The Company had made sufficient efforts to apply for Trading Approval within 7 Working Days of receiving the listing approval from Stock Exchange. But as per the management representation due to delay in receipt of credit confirmation letter from Depository (CDSL) and technical problem there is delay of 1 Day in making Trading Application.	The management had given assurance to comply with the same in future.	The Company had made sufficient efforts to apply for Trading Approval within 7 Working Days of receiving the listing approval from Stock Exchange. But as per the management representation due to delay in receipt of credit confirmation letter from Depository (CDSL) and technical problem there is delay of 1 Day in making Trading Application.
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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 18th October, 2019:

Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations/Remarks by PCS*
1.	<b>Compliances with the following conditions while appointing/re-appointing an auditor</b>		
	i. 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	NA	NA
	ii. 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	NA	NA
	iii. 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.	NA	NA







2.	Other conditions relating to resignation of statutory auditor	Yes	Complied
	i. Reporting of concerns by Auditor with respect to the listed entity/its material subsidiary to the Audit Committee:	Yes	Complied
	<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>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.</p>	NA  NA  NA  NA	NA  NA  NA  NA







## Chintan K. Patel Company Secretaries

3.	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 18th October, 2019.	NA	NA
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*\*Observations/Remarks by PCS are mandatory if the Compliance status is provided as 'No' or 'NA'*

III. I/we hereby report that, during the review period the compliance status of the listed entity is appended as below :

Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations/Remarks by PCS*
1.	<b>Secretarial Standards:</b>  The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries of India (ICSI).	Yes	Complied
2.	<b>Adoption and timely updation of the Policies:</b> <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; updated on time, as per the regulations/circulars/guidelines issued by SEBI</li></ul>	Yes  Yes	Complied  Complied





3.	<b>Maintenance and disclosures on Website:</b> <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><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  Yes  Yes	Complied  Complied  Complied
4.	<b>Disqualification of Director:</b> <p>None of the Director(s) of the Company is/ are disqualified under Section 164 of Companies Act, 2013 as confirmed by the listed entity.</p>	Yes	Complied
5.	<b>Details related to Subsidiaries of listed entities have been examined w.r.t.:</b> <ul style="list-style-type: none"><li>(a) Identification of material subsidiary companies</li><li>(b) Disclosure requirement of material as well as other subsidiaries</li></ul>	Yes Yes	Complied Complied
6.	<b>Preservation of Documents:</b> <p>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.</p>	Yes	Complied
7.	<b>Performance Evaluation:</b> <p>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.</p>	Yes	Complied





<b>8.</b>	<b>Related Party Transactions:</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 along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit Committee, in case no prior approval has been obtained.	Yes  NA	Complied  NA
<b>9.</b>	<b>Disclosure of events or information:</b>  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	Complied
<b>10.</b>	<b>Prohibition of Insider Trading:</b>  The listed entity is in compliance with Regulation 3 (5) & 3 (6) SEBI (Prohibition of Insider Trading) Regulations, 2015.	Yes	Complied
<b>11.</b>	<b>Actions taken by SEBI or Stock Exchange(s), if any:</b>  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.	NA	NA
<b>12.</b>	<b>Additional Non-compliances, if any:</b>  No additional non-compliance observed for any SEBI regulation/circular/guidance note etc.	NA	NA
<b>13.</b>	<b>Compliance with the requirement of SDD by the listed entities.</b>	Yes	Complied







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

1. 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. Our responsibility is to report based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.
3. We 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.

**Place: Ahmedabad**  
**Date: May 30, 2023**



**Chintan K. Patel**  
**Practicing Company Secretary**  
**Mem. no. A31987**  
**COP no. 11959**  
**PR no. 2175/2022**  
**UDIN: A031987E000431969**