

Ref: GIL/SE/REG24A/2020-21/23

Date: July 31, 2020

<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, 2020**

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, 2020.

We request you to take the same on your records.

Thanking you,

Yours faithfully,

For **GTL Infrastructure Limited**

  
**Nitesh A. Mhatre**  
Company Secretary

  
**Vikas Arora**  
Group Head – Corporate Communication

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

# CHETAN A. JOSHI

Company Secretary

G-3, Ground floor, Akanksha CHS, Prashant Nagar, Naupada, Thane- 400602

Tele/ Fax: 022-2544 8282, Mobile No: +91-8291 828282

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**SECRETARIAL COMPLIANCE REPORT  
OF  
GTL INFRASTRUCTURE LIMITED  
(CIN: L74210MH2004PLC144367)**

**For the year ended 31<sup>st</sup> March, 2020**

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

- (a) all the documents and records made available to me and explanation provided by GTL INFRASTRUCTURE LIMITED CIN - L74210MH2004PLC144367 (“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 31<sup>st</sup> March, 2020 (“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 attracted during year under review**)
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

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- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; **(not attracted during year under review)**
- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; **(not attracted during year under review)**
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **(not applicable)**
- (g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013; **(not applicable)**
- (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 thereunder; and based on the above examination, 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 matter specified below

Sr. No.	Compliance Requirement (Regulations/ circulars / guidelines including specific clause)	Deviations	Observations/ Remarks of the Practicing Company Secretary
1.	Quarterly filing under Regulation 74(5) of SEBI (Depositories and Participants) Regulations, 2018	Partially Complied	During the Review Period, the Company could not file report under Regulation 74(5) of SEBI (Depositories and Participants) Regulations, 2018 for the quarter ended 31 <sup>st</sup> March, 2019 due to non-receipt of Certificate from RTA. Further the Company has filed report for the quarter ended 30 <sup>th</sup> June, 2019 and 30 <sup>th</sup> September, 2019 jointly.

CHETAN ANANT JOSHI

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# CHETAN A. JOSHI

Company Secretary

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- (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/ material subsidiaries 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, if any.
NIL				

- (d) The reporting of actions by the listed entity to comply with the observations made in the previous reports does not arise during the Review Period.

**CHETAN  
ANANT  
JOSHI**

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Chetan Anant Joshi

Practicing Company secretary

(FCS: 7052, COP: 7744)

Date: 31/07/2020

Place: THANE

UDIN: F007052B000535668