



# GTN INDUSTRIES LIMITED

(A Government recognised 'TWO STAR EXPORT HOUSE')  
CIN : L18101TG1962PLC054323, GSTNo :36AAAACG8605N1ZB  
Corp : Off : Plot No.29, Nagarjuna Hills,Punjagutta,  
Hyderabad - 82. Telangana, INDIA. Phone :+91-40-43407777  
Email :sharedept@gtnindustries.com , Website : www.gtnindustries.com  
**AEO Certificate No. INAAACG8605N1F181**

"An ISO 9001, ISO 14001,  
ISO 45001 and ISO 50001  
Certified Organization"

REF : GIL:SE:Reg.24(A)/2023-24  
Date : 25<sup>th</sup> May,2023

To,  
The Dy. General Manager  
Department of Corporate Services  
**BSE LIMITED**  
Phiroze Jeejeebhoy Towers,  
Dalal Street  
**MUMBAI - 400 001**

Dear Sir(s),

Sub: Compliance under Regulation 24(A) of SEBI (LODR) Regulations,2015-  
Secretaraila Compliance Report for the year ended 31<sup>st</sup> March,2023  
Ref: Company Scrip Code : 500170

\*\*\*\*\*

In compliance of Regulation 24(A) of SEBI (LODR) Regulations, 2015, we enclose herewith a  
Secretarial Compliance Report issued by the practicing Company secretary Mr. V. Sidvilas,  
Hyderabad dated <sup>25<sup>th</sup></sup> May, 2023 for the year ended 31<sup>st</sup> March, 2023

This is for your information and record.

Thanking you,

Yours faithfully,

For  
GTN Industries Limited  
  
(P. Prabhakara Rao)  
Company Secretary  
Encl: a/a  




**V SIDVILAS & ASSOCIATES**  
**Company Secretaries**

#Plot No.10, Vikaspuri, Near A G Colony,  
ESI, Hyderabad-500 038.  
Ph. No: 9160206935, Land: 040 23816935.  
E-mail: cs.sidvilas@gmail.com.

**Secretarial Compliance Report of GTN Industries Limited**  
**for the financial year ended 31.03.2023**

I have conducted the review of the compliance of the applicable statutory provisions and the adherence to good corporate practices by **GTN Industries Limited** (hereinafter referred as "the listed entity"), having its Registered Office at Chitukul Village, Patancheru Mandal, Sangareddy District, Telangana-502307, India. Secretarial Reviews 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, we hereby report that in my opinion, the listed entity has, during the review period covering the financial year ended on 31<sup>st</sup> March, 2023, complied with the statutory provisions listed hereunder in the manner and subject to the reporting made hereinafter:

I Sidvilas Velugula have examined:

- (a) all the documents and records made available to us and explanation provided by GTN Industries Limited ("the listed entity"),
- (b) the filings/submission 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 31.03.2023 ("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 circulars/guidelines issued thereunder, have been examined include:-

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;





# V SIDVILAS & ASSOCIATES

## Company Secretaries

#Plot No.10, Vikaspuri, Near A G Colony,  
ESI, Hyderabad-500 038.  
Ph. No: 9160206935, Land: 040 23816935.  
E-mail: cs.sidvilas@gmail.com.

- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- (c) Securities and Exchange Board of India (Substantial Acquisitions 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 and Sweat Equity) Regulations, 2021;
- (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 Securities) Regulations, 2021;
- (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;

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 /guidelines including specific clause	Regulation /Circular No.	Deviations	Action Taken by	Type of Action	Details of violation	Financial Amount	Observations / Remarks of the Practicing Company Secretary	Management Response	Remarks
	Disclosed	23(9)	NO	NIL	N/A	NO	NA	NA	NA	During the review





**V SIDVILAS & ASSOCIATES**  
**Company Secretaries**

#Plot No.10, Vikaspuri, Near A G Colony,  
ESI, Hyderabad-500 038.  
Ph. No: 9160206935, Land: 040 23816935  
E-mail: cs.sidvilas@gmail.com.

											w perio d there is no such event
--	--	--	--	--	--	--	--	--	--	--	--

(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
	NOT APPLICABLE									During the review period there is no such event

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
--------	-------------	-------------------------------	-----------------------------





# V SIDVILAS & ASSOCIATES

## Company Secretaries

#Plot No.10, Vikaspuri, Near A G Colony,  
ESI, Hyderabad-500 038.

Ph. No: 9160206935, Land: 040 23816935.

E-mail: cs.sidvilas@gmail.com.

1.	<b>Compliances with the following conditions while appointing/re-appointing an auditor</b>		
	<p>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</p> <p>ii. If the auditor has resigned after 45 days from the end of a quarter of financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter as well as the next quarter; or</p> <p>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.</p>	Not Applicable	During the review period there is no such event
2.	<b>Other conditions relating to resignation of statutory auditor</b>		
	<p>i. Reporting of concerns by Auditor with respect to the listed entity/its material subsidiary to the 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</p>		





# V SIDVILAS & ASSOCIATES Company Secretaries

#Plot No.10, Vikaspuri, Near A G Colony,  
ESI, Hyderabad-500 038.  
Ph. No: 9160206935, Land: 040 23816935.  
E-mail: cs.sidvilas@gmail.com.

	<p>meetings.</p> <p>b. In case the auditor proposed 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 form 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 auditor relating to the proposal to resign as mentioned above and communicate its view to the management and the auditor.</p>	Not Applicable	During the review period there is no such event
	<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>	Not Applicable	During the review period there is no such event
3.	<p>The listed entity / its material subsidiary has obtained information from the Auditor upon resignation, in the format as specified in the Annexure-A in SEBI circular CIR/ CFD/ CMD1/114/2019 dated 18<sup>th</sup> October, 2019.</p>	Not Applicable	During the review period there is no such event

III. I hereby report that, during the Review Period the compliance status of the listed entity is appended as below:

Sr	Particulars	Compliance	Observations/
----	-------------	------------	---------------





# V SIDVILAS & ASSOCIATES

## Company Secretaries

#Plot No.10, Vikaspuri, Near A G Colony,  
ESI, Hyderabad-500 038.

Ph. No: 9160206935, Land: 040 23816935.

E-mail: cs.sidvilas@gmail.com.

No.		Status (Yes/No/NA)	Remarks by PCS
1.	<b>Secretarial Standards:</b>  The Compliance of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries of India (ICSI), as notified by the Central Government under section 118(10) of the Companies Act, 2013 and mandatorily applicable.	Yes	NIL
2.	<b>Adoption and timely updation of the Policies:</b> <ul style="list-style-type: none"><li>All the 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	NIL
3.	<b>Maintenance and Disclosure 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	NIL
4.	<b>Disqualification of Director:</b>  None of the Director(s) of the company is/ are disqualified under section 164 of the Companies Act, 2013 as confirmed by the listed entity.	Yes	NIL
5.	<b>Details related to Subsidiaries of listed entities have been examined w.r.t:</b>		Provisions with regard to





# V SIDVILAS & ASSOCIATES Company Secretaries

#Plot No.10, Vikaspuri, Near A G Colony,  
ESI, Hyderabad-500 038.  
Ph. No: 9160206935, Land: 040 23816935.  
E-mail: cs.sidvilas@gmail.com.

	<p>(a) Identification of material subsidiary companies (b) Disclosure requirement of material as well as other subsidiaries</p>	Yes	material subsidiaries are not applicable to the company.
6.	<p><b>Preservation of Documents:</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</p>	Yes	NIL
7.	<p><b>Performance Evaluation:</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.</p>	Yes	NIL
8.	<p><b>Related Party Transactions:</b> (a) The listed entity has obtained prior approval of Audit Committee for all related party transactions; (b) The listed entity has provided detailed reasons along with confirmation whether the transaction were subsequently approved/ratified/rejected by the Audit Committee, in case no prior approval has been obtained.</p>	Yes Not Applicable	There are no such transactions
9.	<p><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.</p>	Yes	NIL
10.	<p><b>Prohibition of Insider Trading:</b> The listed entity is in compliance with</p>		







# V SIDVILAS & ASSOCIATES Company Secretaries

#Plot No.10, Vikaspuri, Near A G Colony,  
ESI, Hyderabad-500 038.  
Ph. No: 9160206935, Land: 040 23816935.  
E-mail: cs.sidvilas@gmail.com.

	Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.	Yes	NIL
11.	<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 except as provided under separate paragraph herein.	Yes	NIL
12.	<b>Additional Non-Compliances, if any:</b>  No additional non-compliance observed for any SEBI regulation/circular/guidance note etc.	Yes	NIL

### 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 certify 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 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 the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.

For V SIDVILAS & ASSOCIATES  
Company Secretaries



(V. SIDVILAS)  
Proprietor

M.No.41836; C.P

Place: Hyderabad  
Date: 24.05.2023  
No.15578

UDIN: A041836E000365005