

CHETAN A. JOSHI

Company Secretary

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

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

For the year ended 31st March, 2021

1. 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”), arising from the compliances of specific regulations listed under Clause 2 of this report;
- (b) the filings or submissions made by the listed entity to the stock exchanges in connection with the above,
- (c) website of the listed entity and
- (d) all other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the financial 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 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”);

2. 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 review period)**

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- (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 review period)
- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; ***(not applicable during the review period)***
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; ***(not applicable during the review period)***
- (g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013; ***(not applicable during the review period)***
- (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;
- (j) Securities and Exchange Board of India (Registrars to an Issue and Share Transfer agent) Regulations, 1993 regarding the Companies Act and dealing with client- ***(not applicable during the review period)***

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. | N.A. | N.A. | N.A. |

- (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.

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- (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 | of | Details of action taken E.g. fines, warning letter, debarment, etc. | Observations/ remarks of the Practicing Company Secretary, if any. |
|---------|-----------------|----------------------|----|------------------------------------------------------------------------|--------------------------------------------------------------------|
| NIL | | | | | |

- (d) During the review period, as per the information provided by the Company, prima facie there are no instances of transactions by the Designated Person in the Securities of the Company during the closure of trading window period.

- (e) The listed entity has taken following actions to comply with the observations made in the previous report:

| Sr. No. | Observations by the Practicing Company Secretary in the previous report | Observations made in the Secretarial Compliance report for the year ended | Actions taken by the listed entity, if any | Comments of the Practicing Company secretary on actions taken by the listed entity |
|---------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------|
| 1 | Quarterly filing under Regulation 74 (5) of SEBI (Depositories and Participants) Regulations, 2018: During the review period, due to non-receipt of Certificate from RTA, the Company could not file report under Regulation 74 (5) of SEBI (Depositories and Participants) Regulations, 2018 for the quarter ended 31 st March, 2019, Further the company has filed report for | 31 st March, 2020 | The Company filed pending quarterly report under Regulation 74 (5) of SEBI (Depositories and Participants) Regulations, 2018 | During the review period, the Company has complied with the said requirement regularly |

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|--|--------------------------------------------------------------------------------------------------------------------------------|--|--|--|
| | the quarter ended 30 th June, 2019 and 30 th September, 2019 jointly after receipt of the same from RTA. | | | |
|--|--------------------------------------------------------------------------------------------------------------------------------|--|--|--|

- (f) Due to prevailing conditions owing to COVID-19, I am unable to verify the information physically, therefore I relied on the information as provided by the Company in the electronic mode.

Chetan Anant Joshi

Practicing Company secretary

(FCS: 7052, CoP: 7744)

Date: 20/05/2021

Place: THANE

UDIN: F007052C000348701