



REF: GTL/CS-SE/2021-22/007

April 23, 2021

Department of Corporate Services <b>BSE Limited</b> Phiroze Jeejeebhoy Towers, 25 <sup>th</sup> Floor, Dalal Street, Fort, Mumbai 400 001.	Corporate Communication Department <b>National Stock Exchange of India Ltd.</b> Exchange Plaza, 5 <sup>th</sup> Floor, Plot No. C/1, G Block, Bandra Kurla Complex, Bandra (East), Mumbai 400 051.
(BSE Code: 500160 NSE Symbol: GTL ISIN: INE043A01012)	

Dear Sir/s,

**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, 2021**

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. Virendra Bhatt, Practicing Company Secretary for the financial year ended March 31, 2021.

We request you to take the same on your records.

Thanking you,

Yours faithfully  
**For GTL Limited**

  
**Deepak A. Keluskar**  
Company Secretary  
& Compliance Officer

  
**Sunil S. Valavalkar**  
Whole-time Director

**Encl. as above**

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

# Virendra Bhatt

Company Secretary

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## SECRETARIAL COMPLIANCE REPORT OF GTL LIMITED FOR THE FINANCIAL YEAR ENDED 31<sup>ST</sup> MARCH, 2021

### 1. I, Virendra G. Bhatt, Practicing Company Secretary, have examined:

- (a) all the documents and records made available to me and explanation provided by **GTL Limited** having CIN: **L40300MH1987PLC045657** ("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 documents, fillings or submission on the basis of which this certification is given,

**for the financial year ended 31<sup>st</sup> 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);
- (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 Agents) 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 prima facie 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)	Deviations	Observations/ Remarks of the Practicing Company Secretary
-	N.A.	N.A.	N.A.





- (b) The listed entity has prima facie 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 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.
-	N.A.	N.A.	N.A.	N.A.

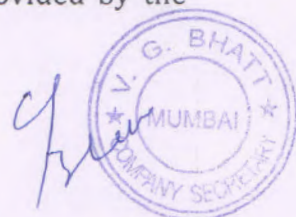
- (d) During the review period, as per the information provided by the Company, prima facie there were no instances of transactions by the Designated Person in the securities of the Company during the closure of trading window period.
- (e) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Observations of the Practicing Company Secretary in the previous reports	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 the actions taken by the listed entity
1.	<p>Quarterly filing under Regulation 74(5) of SEBI (Depositories and Participants) Regulations, 2018:</p> <p>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<sup>st</sup></p>	31 <sup>st</sup> March, 2020	The Company has filed pending quarterly report under Regulation 74(5) of the SEBI (Depositories and Participants) Regulations, 2018	During the review period, the Company has complied with the said requirement regularly.



	March, 2019. Further, the Company has filed report for the quarter ended 30 <sup>th</sup> June, 2019 and 30 <sup>th</sup> September, 2019 jointly after receipt of the same from RTA.			
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- (f) Due to prevailing conditions owing to COVID-19, I am unable to verify the information physically, therefore I rely on the information as provided by the Company in electronic mode.



**Place: Mumbai**

**Date: 12<sup>th</sup> April, 2021**

**UDIN: A001157C000033301**

**Virendra G. Bhatt**

**ACS No.: 1157**

**COP No.: 124**