



# NARENDER & ASSOCIATES

Company Secretaries

403, Naina Residency, Srinivasa Nagar (East), Ameerpet, Hyderabad - 500 038

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## SECRETARIAL COMPLIANCE REPORT OF GVK POWER & INFRASTRUCTURE LIMITED FOR THE YEAR ENDED 31.03.2021

We, Narender & Associates, Practicing Company Secretaries, have examined:

- (a) All the documents and records made available to us and explanation provided by M/s "GVK POWER & INFRASTRUCTURE LIMITED" (CIN:L74999TG2005PLC059013) ("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 31.03.2021 ("Review Period") in respect of compliance with the provisions of
  - (i) The Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
  - (ii) 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;
- (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;
- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
- (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 and Redeemable Preference Shares) Regulations, 2013;

(h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

(i) Other regulations to the extent as applicable and circulars / guidelines issued thereunder and based on the above examination, I/We 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 the matters specified below:-

Sr. No	Compliance Requirement (Regulations/ <del>circulares</del> / <del>guidelines including specific clause</del> )	Deviation and the reasons therefor	Observations/ Remarks of the Practicing Company Secretary
1	<p>Regulation 17 of SEBI (LODR) 2015</p> <p>Appointment of Woman Director w.e.f. 01-04-2020</p>	<p><b>Reasons:</b> Due to spread of Covid-19 Virus and resultant restrictions prevailing in the country, the Company couldn't identify the competent person.</p> <p><b>Action taken:</b> However, the same had been complied with effect from 01-09-2020 by appointing Ms. Rama Rao as an Independent Woman Director on Board.</p> <p>The company had also paid an amount of Rs.16,90,650 as a penalty for the non-compliance from 01-04-2020 to 31-08-2020 to the stock exchanges.</p>	<p>This non-compliance has been made good by appointing a Women Director from 01.09.2020.</p> <p>Further, the company has paid the amount of Rs.16,90,650/- towards penalties levied by the Stock Exchanges for the period of non-compliance.</p>
2	<p>Regulation 33 of SEBI (LODR) 2015</p> <p>Publication of Periodic Financial Results</p>	<p><b>Reasons:</b> Due to non-finalization of accounts by our material Subsidiary-Mumbai International Airport Limited as on 31-03-2020, we couldn't file Audited financial statements for the FY 2019-20 and quarterly filings for Q1, Q2, Q3 and Q4 for the FY 2020-21.</p> <p><b>Penalties levied by exchanges:</b> Exchanges have levied penalties for non-compliance with Clause 33 of SEBI (LODR) under various stages.</p> <p><b>Action taken by the Company:</b> The Company has also paid an amount of Rs.30,82,590 as a penalty for the non-compliance with the said clause. (for the quarter &amp; year ended 31<sup>st</sup> March, 2020,</p>	<p>The reasons stated for this non-compliance is factual correct and the same has also been reported to the stock exchanges</p> <p>The Company has also paid an amount aggregating to Rs.30,82,590 so far towards penalties levied by the stock exchanges for this non compliance.</p> <p>However, this non-compliance is still continuing as on date of this report.</p>



*[Handwritten signature]*



		quarter 30 <sup>th</sup> June, 30 <sup>th</sup> September and 31 <sup>st</sup> December, 2020)	
3	<p><b>Regulation 34 of SEBI (LODR), 2015</b></p> <p>Submission of Annual Report for the financial year 2019-20 to the Exchanges and publishing the same on website of the Company</p>	<p><b>Reason:</b> Due to non-finalization of accounts of the material Subsidiary-Mumbai International Airport Limited-MIAL, the Company couldn't finalise the accounts for the year ended 2019-20 and the Annual Report was not submitted to the exchanges and was not published on the website of the Company.</p> <p><b>Penalties levied by Exchanges:</b> Exchanges had levied penalties for non-compliance with the Clause 34 of the SEBI (LODR), 2015</p> <p><b>Action taken by the Company:</b></p> <p>Penalties to an extent of Rs.1,28,120 had been levied by the exchanges and the same has been remitted by the Company</p>	<p>The reasons stated for this non-compliance is factual correct.</p> <p>The Company has also paid an amount aggregating to Rs.1,28,120 so far towards penalties levied by the stock exchanges for this non compliances.</p> <p>However, this non-compliance is still continuing as on date of this report.</p>

(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/our 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.
1	BSE and NSE	Non appointment of Woman Director as per Regulation 17 of SEBI (LODR) 2015	Penalty totaling to an amount of Rs.16,90,650 was levied by both the stock exchanges and the same has been remitted by the Company.	The Company has paid the penalty and started complying with the provisions w.e.f 01.09.20
2	BSE and NSE	Non-publication of financial results from the quarter and year ended 31-03-2020 and the subsequent quarters in the FY 2020-21	Penalty totaling to an amount of Rs.30,82,590 was levied by both the stock exchanges and the same has been remitted by the Company. (for the quarter & year ended 31 <sup>st</sup> March, 2020, quarter	The Company has paid the penalties levied by Stock Exchanges aggregating to Rs.30,82,590/- towards the non compliances.



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			30 <sup>th</sup> June, 30 <sup>th</sup> September and 31 <sup>st</sup> December, 2020).	
3	BSE and NSE	Non submission of Annual Report under Regulation 34 of SEBI (LODR), 2015	Penalty totaling to an amount of Rs.1,28,120 was levied by both the stock exchanges and the same has been remitted by the Company.	The Company has paid the penalty of Rs.1,28,120/- as levied by Stock Exchange towards non compliance.

(d) 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 31-03-2021	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
	NIL	NIL	NIL	NIL
	NIL	NIL	NIL	NIL

Note: This certificate has been issued based on the available information submitted by the company and its Directors and the registers, records, documents and papers maintained by the company.

For NARENDER & ASSOCIATES  
Company Secretaries



*G. Narendar*

G. NARENDER  
Proprietor  
FCS 4898, CP 5024

Place: Hyderabad  
Date: 21.06.2021  
UDIN: F004898C000491637