

21st May, 2024

Bombay Stock Exchange Limited
P J Towers, Dalal Street
Mumbai 400 001

National Stock exchange of India Limited
Exchange plaza, Bandra Kurla Complex
Ex Bandra east
Mumbai 400 051

Dear Sir,

Sub: Annual Secretarial Compliance Report for the financial year 2023-24

Ref: a) SEBI Circular no.CIR/CFD/CMD1/27/2019 dated February, 08, 2019

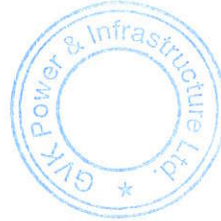
b) BSE Scrip code: 532708 NSE Scrip Code: GVKPIL

Pursuant to Regulation 24A of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 please find enclosed the Annual Secretarial Compliance Report of the Company issued by Mr. Narender & Associates, Practicing Company Secretaries for the financial year 2023 -24.

This is for your information and records

For GVK Power & Infrastructure Limited


T Ravi Prakash
Company Secretary & Compliance Officer.



GVK Power & Infrastructure Limited

Darshak Chambers, Plot No.32, Ground Floor
House No.1-8-303/48/32, Street No:1
Penderghast Road, Secunderabad-500003
Telangana, India
CIN: L74999TG2005PLC059013 www.gvk.com

ENERGY
TRANSPORTATION
HOSPITALITY
LIFE SCIENCES
REALTY
CSR



NARENDER & ASSOCIATES

Company Secretaries

403, Naina Residency, Srinivasa Nagar (East), Ameerpet, Hyderabad - 500 038
Off: 040-40159831, 23730801, E-mail: narenderg99@gmail.com

Secretarial Compliance Report of GVK POWER & INFRASTRUCTURE LIMITED
for the financial year ended 31st March, 2024

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

- (a) All the documents and records made available to us and explanation provided by 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 31.03.2024 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 there under 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 Applicable to the Listed Entity during the period under review];
- (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 to the Listed Entity during the period under review]
- (e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations,2021;[Not Applicable to the Listed Entity during the period under review]
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations,2008;[Not Applicable to the Listed Entity during the period under review]



- (g) Securities and Exchange Board of India (Issue and Listing of Non Convertible Securities) Regulations,2021;[Not Applicable to the Listed Entity during the period under review]
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations,2015;
- (i) Other regulations as applicable and circulars/guidelines issued thereunder;
- (1) The Securities and Exchange Board of India (Registrars to an issue and Share Transfer Agents) Regulations, 1993.
- (2) Applicable Rules and Regulations of the Companies Act, 2013
- (3) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021

We hereby report that, during the Review Period the compliance status of the listed entity is appended asbelow:

Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations /Remarks by PCS*
1.	<p>Secretarial Standards:</p> <p>The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries Indian (ICSI), as notified by the Central Government under section118(10) of the Companies Act, 2013 and mandatorily applicable.</p>	Yes	--
2.	<p>Adoption and timely updation of the Policies:</p> <ul style="list-style-type: none"> ● All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities ● All the policies are in conformity with SEBI Regulations and have been reviewed & updated on time, as per the regulations/circulars/guidelines issued by SEBI 	Yes	--

[Handwritten Signature]



3.	Maintenance and disclosures on Website: <ul style="list-style-type: none"> ● The Listed entity is maintaining a functional website ● Timely dissemination of the documents/information under a separate section on the website ● Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re-directs to the relevant documents section of the website 	Yes	--
4.	Disqualification of Director: None of the Directors of the Company are disqualified under Section 164 of Companies Act, 2013 as confirmed by the listed entity.	Yes	--
5.	Details related to Subsidiaries of listed entities have been examined w.r.t.: <ul style="list-style-type: none"> (a) Identification of material subsidiary companies (b) Disclosure requirement of material as well as Other subsidiaries 	Yes	--

Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations /Remarks by PCS*
6.	Preservation of Documents: 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.	Yes	--
7.	Performance Evaluation: The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees during the financial year as prescribed in SEBI Regulations.	Yes	--



8.	<p>Related Party Transactions:</p> <p>(a) The listed entity has obtained prior approval of Audit Committee for all related party transactions; or</p> <p>(b) The listed entity has provided detailed reasons along with confirmation whether the transactions were subsequently approved/ ratified/ rejected by the Audit Committee, in case no prior approval has been obtained.</p>	<p>Yes</p> <p>NA</p>	--
9.	<p>Disclosure of events or information:</p> <p>The listed entity has provided all there quired disclosures under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.</p>	Yes	--
10.	<p>Prohibition of InsiderTrading:</p> <p>The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.</p>	Yes	--
11.	<p>Actions taken by SEBI or Stock Exchange (s),if any:</p> <p>No action 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.</p>	No	--

Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations /Remarks by PCS*
12.	<p>Additional Non-compliances, if any:</p> <p>No additional non-compliance observed for any SEBI regulation/circular/guidance note etc.</p>	Yes	--



Compliances related to resignation of statutory auditors from listed entities and their material subsidiaries as per SEBI Circular CIR/CFD/CMD1/114/2019 dated 18th October, 2019:

Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations /Remarks by PCS*
1.	<p>Compliances with the following conditions while appointing/re-appointing an auditor</p> <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 a 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>	NA	There was no Appointment (or) Re-Appointment (or) Resignation of Auditors during the period under review.
2.	Other conditions relating to resignation of statutory auditor		
	<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</p>		

[Handwritten Signature]



	<p>Audit Committee meetings.</p> <p>b. In case the audit or proposes 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 from 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 the audit or relating to the proposal to resign as mentioned above and communicate its views to the management and the auditor.</p> <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>		
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3.	<p>The listed entity / its material subsidiary has obtained information from the Auditor upon resignation, in the format as specified in Annexure-A in SEBI Circular CIR/CFD/CMD1/114/2019 dated 18th October, 2019.</p>	NA	--
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[Handwritten Signature]



I hereby report that, during the period under review:

(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	Fine Amount	Observations/Remarks of the Practising Company Secretary	Management Response	Remarks
Nil										

(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
Nil										

Date: 20.05.2024
Place: Hyderabad
UDIN: F004898F000403384

for NARENDER & ASSOCIATES
Company Secretaries



Narendar G
Narendar G
Proprietor
FCS-4898, COP-5024