



29th May, 2025

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 2024-25

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 Ms. Neha Pamnani, Practicing Company Secretary for the financial year 2024 -25.

This is for your information and records

For GVK Power & Infrastructure Limited

T Ravi Prakash
Company Secretary & Compliance Officer.

GVK Power & Infrastructure Limited (Under CIRP)

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

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CSR



Neha Pamnani

8-3-318/6/10, Yellareddy Guda, Ameerpet, Hyderabad – 500073, Telangana

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SECRETARIAL COMPLIANCE REPORT OF “GVK POWER & INFRASTRUCTURE LIMITED”
FOR THE YEAR ENDED 31ST MARCH, 2025
[Pursuant to Regulation 24A of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015]

I Neha Pamnani has conducted the review of the compliance of the applicable statutory provisions and the adherence to good corporate practices by “GVK POWER & INFRASTRUCTURE LIMITED”(hereinafter referred as ‘the listed entity/Company’), having its Registered Office at **Darshak Chambers, Plot No 32, Ground Floor, H.No 1-8-303/48/32 Street No 1 Penderghast Road, Secunderabad, Hyderabad, Telangana, India,500003**. Secretarial Review 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, I hereby report that the listed entity has, during the review period covering the financial year ended on **31st March 2025**, complied with the statutory provisions listed hereunder in the manner and subject to the reporting made hereinafter :

Note: Corporate Insolvency Resolution Process (CIRP) has been initiated in respect of GVK Power & Infrastructure Limited under the provisions of insolvency and Bankruptcy Code, 2016 (“Code”) by an order of National Company Law Tribunal(“NCLT”) with effect from 12.07.2024.

As per the aforesaid order, the Hon’ble NCLT has appointed Mr. Satish Kumar Gupta as the Interim Resolution Professional (IRP). Further, as per the approval at 1st Committee of Creditors meeting held on 14th August 2024, IRP was confirmed as Resolution professional.

By virtue of the above said order, the Board and all the Statutory Committees of the Board have been suspended from the effective date as per Section 17 of the Insolvency & Bankruptcy Code,2016 (code) where in the powers of the Board of GVK Power & Infrastructure Limited (GVK PIL) stands suspended and such powers shall be exercised by Insolvency & Resolution Professional (IRP.)

As per Regulation 15(2A) of Chapter IV of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI LODR) the provisions as specified in Regulation 17 (Board of Directors) shall not be applicable during the insolvency resolution process of the listed entity and the roles and responsibilities of the Board as specified under Regulation 17 shall be fulfilled by IRP.

As per Regulation 15(2A) of Chapter IV of SEBI LODR, Regulations 18 (Audit Committee), Regulation 19 (Nomination and Remuneration Committee), Regulation 20 (Stakeholders Relationship Committee) and Regulation 21 (Risk Management Committee) shall not be applicable during the IRP period in respect of the listed entity which is undergoing the CIRP under the Insolvency code

The current status is that the Corporate Insolvency Resolution Process (CIRP) under Section 7 of the Insolvency and Bankruptcy Code, 2016 has been admitted by Hon’ble National Company Law Tribunal (NCLT) and the process has been initiated against GVK Energy Limited (Corporate Guarantor) which is the Subsidiary of GVK Power & Infrastructure Limited, on the petition filed by IDBI Bank Limited (Financial Creditor). The Company status is also changed to “CIRP” on MCA portal (hereinafter referred as “Note”).

In view of the aforementioned note, I **Neha Pamnani** have examined:

- (a) all the documents and records made available to me and explanation provided by **GVK POWER & INFRASTRUCTURE LIMITED** (“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 report, for the financial year ended **31st March 2015** (“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 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 Non-Convertible Securities) Regulations, 2021 *(Not applicable to the listed entity during the period under review)*
 (g) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 (h) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018;
 (i) (other regulations as applicable) and circulars/ guidelines issued thereunder;

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 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 Practicing 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 Practicing Company Secretary	Management Response	Remarks
NIL										




I. I hereby report that, during the review period the compliance status of the listed entity is appended as below :

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 of India (ICSI).</p>	Yes	NA
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	NA
3.	<p>Maintenance and disclosures on Website:</p> <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 document(s)/section of the website 	Yes	NA
4.	<p>Disqualification of Director:</p> <p>None of the Director(s) of the Company is/ are disqualified under Section 164 of Companies Act, 2013 as confirmed by the listed entity.</p>	Yes	NA
5.	<p>Details related to Subsidiaries of listed entities have been examined w.r.t.:</p> <p>(a) Identification of material subsidiary companies</p> <p>(b) Disclosure requirement of material as well as other subsidiaries</p>	<p>(a) Yes</p> <p>(b) Yes</p>	As per the confirmation received by the company, the company does have material subsidiaries and the company has complied with all the relevant provisions in this regard.
6.	<p>Preservation of Documents:</p> <p>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	NA



7.	Performance Evaluation: 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.	Yes	NA
8.	Related Party Transactions: (a) The listed entity has obtained prior approval of Audit Committee for all related party transactions; or (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.	(a) Yes (b) NA	The listed entity has obtained prior approval of Audit Committee for all related party transaction
9.	Disclosure of events or information: 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.	Yes	NA
10.	Prohibition of Insider Trading: The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.	Yes	NA
11.	Actions taken by SEBI or Stock Exchange(s), if any: 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 (or) except as provided under separate paragraph herein (**). The actions taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges are specified in the last column.	Yes	NA
12.	Resignation of statutory auditors from the listed entity or its material subsidiaries: In case of resignation of statutory auditor from the listed entity or any of its material subsidiaries during the financial year, the listed entity and / or its material subsidiary(ies) has / have complied with paragraph 6.1 and 6.2 of section V-D of chapter V of the Master Circular on compliance with the provisions of the LODR Regulations by listed entities.	NA	As per the confirmation received from the company, there has not been any change in auditors either in listed entity or its material subsidiaries.
13.	Additional Non-compliances, if any: No additional non-compliance observed for any SEBI regulation/circular/guidance note etc.	Yes	NIL

Note: This report is to be read with letter which is annexed as Annexure A & forms an integral part of this report.



Annexure A

Assumptions & Limitation of scope and Review:

1. It is the responsibility of the management of the Company to maintain secretarial records, to ensure the authenticity of documents and information furnished, devise proper systems to ensure compliance with the provisions of all applicable laws and regulations and to ensure that the systems are adequate and operate effectively.
2. Our responsibility is to report based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.
3. I believe that audit evidence and information obtained from the Company's management is adequate and appropriate for me to provide a basis for my opinion.
4. I have relied on the documents and evidence provided physically and through electronic mode
5. I have not verified the correctness and appropriateness of financial Records and Books of Accounts of the listed entity.
6. 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 of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.

 

Neha Pamnani
Company Secretary in Practice
M No: ACS- 44300
CP: 24045
PR:4765/2023
UDIN: A044300G000489767

Place: Hyderabad
Date:29th May 2025