

Pramod S. Shah & Associates

Practising Company Secretaries

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SECRETARIAL COMPLIANCE REPORT OF GAMMON INDIA LIMITED

FOR THE YEAR ENDED MARCH 31, 2023

We have examined:

- (a) all the documents and records made available to us and explanation provided by GAMMON INDIA 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 certification;

for the year ended March 31, 2023 ("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
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 **(Not Applicable to the Company during the Period);**
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 **(Not Applicable to the Company during the Period);**
- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; **(Not Applicable to the Company during the Period);**

(f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 **(Not Applicable to the Company during the Period);**

(g) Securities and Exchange Board of India (Issue and Listing of Non- Convertible and Redeemable Preference Shares) Regulations, 2013 **(Not Applicable to the Company during the Period);**

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

(i) Securities and Exchange Board of India (Investor Protection and Education Fund) Regulations, 2009; **(Not Applicable to the Company during the Period);**

(j) Securities and Exchange Board of India (Depository Participant) Regulations, 2018;

(k) Any other regulations and circulars / guidelines issued thereunder; as may be applicable to the Company.

(l) We hereby report that, during the Review Period the compliance status of the listed entity is appended below;

<u>Sr.no.</u>	<u>PARTICULARS</u>	<u>COMPLIANCE STATUS (YES/NO/NA)</u>	<u>OBSERVATIONS/REMARKS BY PRACTICING COMPANY SECRETARY</u>
1	<u>Secretarial Standards:</u> The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI)	Yes	-
2	<u>Adoption and timely updation of the Policies:</u> All applicable policies under SEBI Regulations	Yes	-

	are adopted with the approval of board of directors of the listed entities All the policies are in conformity with SEBI Regulations and has been reviewed & timely updated as per the regulations/circulars/guidelines issued by SEBI		
3	<u>Maintenance and disclosures on Website:</u> 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	

4	<u>Disqualification of Director:</u> None of the Director of the Company are disqualified under Section 164 of Companies Act, 2013	Yes	-
5	<u>To examine details related to Subsidiaries of listed entities:</u> (a) Identification of material subsidiary companies (b) Requirements with respect to disclosure of material as well as other subsidiaries	NA	There is no material Subsidiary Company.
6.	<u>Preservation of Documents:</u> 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.	<u>Performance Evaluation:</u>	Yes	-

	The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year as prescribed in SEBI Regulations		
8.	<u>Related Party Transactions:</u> (a) The listed entity has obtained prior approval of Audit Committee for all Related party transactions (b) In case no prior approval obtained, the listed entity shall provide detailed reasons along with confirmation whether the transactions were subsequently approved/ ratified/rejected by the Audit committee	Yes	
9.	<u>Disclosure of events or information:</u> The listed entity has	No	<i>The Company had delayed the submission of the financial statement for the Quarter and financial year ended 31st</i>

	provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.		March, 2022 ⁵ as the Board meeting of the Company scheduled to be held on 30th May, 2022 rescheduled to 21st June, 2022, the Entity uploaded the results on stock exchange accordingly.
10.	<u>Prohibition of Insider Trading:</u> The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015	Yes	-
11.	<u>Actions taken by SEBI or Stock Exchange(s), if any:</u> No Actions 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	NA	No Actions 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.

12.	<u>Additional Non-compliances, if any:</u> additional non-compliance observed for all SEBI regulation/circular/guidance note etc	Yes	1. As per Regulation 98 (1) of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015; the listed entity or any other person thereof who contravenes any of the provisions of these regulations, shall, in addition to liability for action in terms of the securities laws, be liable for the following actions by the respective stock exchanges), in the manner specified in circulars or guidelines issued by the Board: (a) holding of designated securities, as may be applicable, in coordination with depositories. <i>The Company's trading has been suspended due to penal reasons.</i> 2. As per Regulation 76 of SEBI (Depositories and Participants) Regulation, 2018 shall report to the
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		stock exchange the Reconciliation of share capital audit report Within 30 days from the end of the quarter <i>However, the Company has not complied Regulation 76 of SEBI (Depositories and Participants) Regulation, 2018</i>
		3. As per Regulation 23 (9) of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 the listed entity shall submit to the stock exchanges disclosures of related party transactions and such disclosures every six months within fifteen days from the date of publication of its standalone and consolidated financial results <i>However, the Company has delayed in filing, as per regulation 23(9) of SEBI (Listing Obligations and Disclosure Requirements),</i>

			<i>Regulations, 2015.</i> 4. As per Regulation 7 (3) of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 the listed entity shall submit a compliance certificate to the exchange, duly signed by both the compliance officer of the listed entity and the authorised representative of the share transfer agent, wherever applicable, within thirty days from the end of the financial year, certifying compliance with the requirements of Regulation 7 (2) of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 <i>However, the Company has delayed in filing, as per regulation 7 (3) of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015.</i>
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and based on the above examination, 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:

<u>S</u> <u>R</u> <u>N</u> <u>O</u>	<u>COMPLIANCE</u> <u>REQUIREMENTS</u> <u>(REGULATIONS/</u> <u>CIRCULARS/</u> <u>GUIDELINES</u> <u>INCLUDING</u> <u>SPECIFIC CLAUSE)</u>	<u>REGULA</u> <u>TION/CI</u> <u>RCULAR</u>	<u>DEVI</u> <u>ATIO</u> <u>NS</u>	<u>ACTION</u> <u>TAKEN</u> <u>BY</u>	<u>TYPE</u> <u>OF</u> <u>ACTION</u> <u>(ADVISORY/CL</u> <u>ARIFICATION/F</u> <u>INE/SHOW</u> <u>CAUSE NOTICE/</u> <u>WARNING,</u> <u>ETC.)</u>	<u>DETAILS</u> <u>OF</u> <u>VIOLATIO</u> <u>N</u>	<u>FINE</u> <u>ANNO</u> <u>UNCED</u>	<u>OBSERVATIO</u> <u>NS/REMARK</u> <u>S OF THE</u> <u>PRACTICING</u> <u>COMPANY</u> <u>SECRETARY</u>	<u>MANAGEM</u> <u>ENT</u> <u>RESPONS</u> <u>E</u>	<u>REMAR</u> <u>KS</u>
Not Applicable										

(b) The listed entity has taken the following actions to comply with the observations made in previous reports:

<u>S</u> <u>R</u> <u>N</u> <u>O</u>	<u>COMPLIANCE</u> <u>REQUIREMENTS</u> <u>(REGULATIONS/</u> <u>CIRCULARS/</u> <u>GUIDELINES</u> <u>INCLUDING</u> <u>SPECIFIC CLAUSE)</u>	<u>REGULA</u> <u>TION/CI</u> <u>RCULAR</u>	<u>DEVI</u> <u>ATIO</u> <u>NS</u>	<u>ACTION</u> <u>TAKEN</u> <u>BY</u>	<u>TYPE</u> <u>OF</u> <u>ACTION</u> <u>(ADVISORY/CL</u> <u>ARIFICATION/F</u> <u>INE/SHOW</u> <u>CAUSE NOTICE/</u> <u>WARNING,</u> <u>ETC.)</u>	<u>DETAILS</u> <u>OF</u> <u>VIOLATIO</u> <u>N</u>	<u>FINE</u> <u>ANNO</u> <u>UNCED</u>	<u>OBSERVATIO</u> <u>NS/REMARK</u> <u>S OF THE</u> <u>PRACTICING</u> <u>COMPANY</u> <u>SECRETARY</u>	<u>MANAGEM</u> <u>ENT</u> <u>RESPONS</u> <u>E</u>	<u>REMAR</u> <u>KS</u>
Not Applicable										

Place: Mumbai

Date: 30th May, 2023

Pramod S. Shah & Associates

Practising Company Secretaries

BHARAT

GIRJASHANKER

ER SOMPURA

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Bharat Sowpura-Partner

Pramod S. Shah & Associates

ACS No.: A10540

C P No.: 5540

UDIN: A010540E000429961