

Name of the Company:

GTL INFRASTRUCTURE LTD

Quarter ending on:

Sep-14

Particulars	Clause of Listing Agreement	Compliance Status Yes/No	Remarks
I. Board of Directors	49 (I)		
(A) Composition of Board	49 (IA)	YES	
(B) Non-executive Directors' compensation & disclosures	49 (IB)	YES	
(C) Other provision as to Board and Committees	49 (IC)	YES	
(D) Code of Conduct	49 (ID)	YES	Declaration by the Whole-time Director will be provided in Annual Report for 2014-15 in due course.
II. Audit Committee	49 (II)		
(A) Qualified & Independent Audit Committee	49 (IIA)	YES	
(B) Meeting of Audit Committee	49 (IIB)	YES	
(C) Powers of Audit Committee	49 (IIC)	YES	
(D) Role of Audit Committee	49 (IID)	YES	
(E) Review of Information by Audit Committee	49 (IIE)	YES	
III. Subsidiary Companies	49 (III)	N.A.	
IV. Disclosures	49 (IV)		
(A) Basis of related party transactions	49 (IV A)	YES	
(B) Disclosure of any different Accounting Treatment not in line with accounting standard	49 (IV B)	NA	
(C) Board Disclosures	49 (IV C)	YES	
(D) Proceeds from public issue, right issues, preferential issues etc.	49 (IV D)	N.A.	
(E) Remuneration of Directors	49 (IV E)	YES	Relevant disclosures will be made in the Annual Report for 2014-15 in due course.
(F) Management	49 (IV F)	YES	Relevant disclosures will be made in the Annual Report for 2014-15 in due course.
(G) Shareholders	49 (IV G)	YES	Relevant disclosures will be made in the Annual Report for 2014-15 in due course.
V. CEO/CFO Certification	49 (V)	YES	Relevant disclosures will be made in the Annual Report for 2014-15 in due course.
VI. Report on Corporate Governance	49 (VI)	YES	Relevant disclosures will be made in the Annual Report for 2014-15 in due course.
VII. Compliance	49 (VII)	YES	Relevant disclosures will be made in the Annual Report for 2014-15 in due course.

FOR GTL INFRASTRUCTURE LTD

**Nitesh Mhatre
Company Secretary**