

Report on Corporate Governance

In accordance with Clause 49 of the Listing Agreement entered into with the BSE Limited (BSE) and the National Stock Exchange of India Limited (NSE), the report on compliance of Corporate Governance at GTL Infrastructure Limited is given as under:

1. Company's Philosophy on Corporate Governance

The Company's Philosophy on Corporate Governance as adopted by its Board of Directors is to:

- Ensure that the quantity, quality and frequency of financial and managerial information, which the management shares with the Board, fully places the Board Members in control of the Company's affairs.
- Ensure that the Board exercises its fiduciary responsibilities towards shareowners and creditors, thereby ensuring high accountability.
- Ensure that the extent to which the information is disclosed to present and potential investors is maximized.
- Ensure that the decision-making is transparent and documentary evidence is traceable through the minutes of the meetings of the Board/ Committees thereof.
- Ensure that the Board, the Management, the Employees and all concerned are fully committed to maximizing long-term value to the shareowners and the Company.
- Ensure that the core values of the Company are protected.
- Ensure that the Company positions itself from time to time to be at par with any other world-class company in operating practices.

2. Board of Directors

a) Size and composition of the Board

The current policy is to have a appropriate mix of executive and Independent Directors to maintain the independence of the Board, and separate its functions of governance and management. As on March 31, 2012, the Company has 9 Directors with a Non-Executive Chairman and a Non-Executive Vice Chairman. Of the 9 Directors, 8 (i.e.89%) are Non-Executive Directors and 6 (i.e.67%) are independent Directors. The composition of the Board is in conformity with Clause 49 of the Listing Agreement entered into with the Stock Exchanges.

The Board believes that the current size is appropriate and periodically evaluates the need for change in its composition and size.

All the Directors have informed the Company periodically about their Directorship and Membership on the Board Committees of other companies. As per disclosure received from Director(s), none of the Directors on the Board holds Membership in more than ten (10) Committees or Chairmanship in more than five (5) Committees.

The details of the composition, category of directorship, the number of meetings attended and the directorships in other companies of the Directors of the Company are as follows.

Name of Director	Category	Attendance		Number of Directorships in other Indian public limited companies	Number of Committee positions held in other Indian public limited companies	
		At the Board Meetings	At the last AGM		Chairman	Members
Mr. Manoj Tirodkar@	Chairman, Non-Independent, Non-Executive Director	7	Yes	2	–	1
Mr. N Balasubramanian	Vice-Chairman, Independent Director	7	Yes	2	–	–
Mr. Prakash Ranjalkar *	Executive Director	6	Yes	N.A.	N.A.	N.A.
Mr. Milind Naik **	Executive Director	6	Yes	1	–	–
Dr. Anand Patkar	Independent Director	7	No	1	–	–
Mr.Charudatta Naik	Non-Independent / Non-Executive Director	7	Yes	2	–	–
Mr.Vivek Kulkarni	Independent Director	2	No	1	–	–
Mr.Vishwas Pathak #	Independent Director	0	No	N.A.	N.A.	N.A.
Mr.Vinod Agarwala	Independent Director	5	Yes	2	–	2
Mr.Vijay Vij	Independent Director	7	Yes	2	2	1
Mr.Satya Pal Talwar	Independent Director	5	No	11	4	5
Mr. A. Ravi^	Executive Director	1	N.A.	N.A.	N.A.	N.A.

All Directors are Non–Promoter Directors. There are no inter–se relationships between our Board members.

As required by Clause 49 of the Listing Agreement, the disclosure includes memberships / chairmanship of audit committee and investor grievance committee in Indian public limited companies (listed and unlisted).

© Mr. Manoj Tirodkar is related to Promoter

* Mr. Prakash Ranjalkar resigned from the services of the Company from December 31, 2011

** Mr. Milind Naik was appointed as Whole–time Director since July 21, 2011

Mr. Vishwas Pathak has retired as Director of the Company at the Annual General Meeting held on December 27, 2011.

^ Mr. A. Ravi was appointed as Whole–time Director & CEO w.e.f. May 2, 2011 and has resigned on July 21, 2011

b) Number of Board Meetings held and the dates on which held

The Board of Directors met seven (7) times during the year under review as against the minimum requirement of four (4) meetings. The maximum time gap between any two consecutive meetings did not exceed four (4) months. The details of the Board Meetings are as under:

Date of Board Meeting	Board Strength	No. of Directors Present
29 th April, 2011	11	9
21 st July, 2011	11	9
13 th August, 2011	11	10
11 th November, 2011	11	8
23 rd November, 2011	11	9
29 th December, 2011	10	9
9 th February, 2012	9	6

3. Board Committees

i) Audit Committee

Composition: The Audit Committee of the Board comprises of three Independent Directors namely Mr. N. Balasubramanian, Mr. Vinod Agarwala, Mr. Vijay Vij and one Non–Executive/Non–Independent Director Mr. Charudatta Naik. All the Members of the Audit Committee possess financial/accounting expertise/exposure. The composition of the Audit Committee meets the requirements of Clause 49 and Section 292A of the Companies Act, 1956. Mr. N. Balasubramanian is the Chairman of the Committee.

Mr. Suresh V. Joshi is the Secretary to the Audit Committee.

ii) Terms of Reference: The terms of reference of the Audit Committee are as under:

1. Oversight / Review of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible.
2. Recommending to the Board, the appointment, re–appointment and, if required, the replacement or removal of the statutory auditor and the fixation of audit fees.
3. Approval of payment to statutory auditors for any other services rendered by the statutory auditors.
4. Reviewing, with the management, the annual financial statements before submission to the Board for approval, with particular reference to:
 - a. Matters required to be included in the Director's Responsibility Statement to be included in the Board's Report in terms of clause (2AA) of section 217 of the Companies Act, 1956.
 - b. Changes, if any, in accounting policies and practices and reasons for the same.
 - c. Major accounting entries involving estimates based on the exercise of judgment by management.
 - d. Significant adjustments made in the financial statements arising out of audit findings.
 - e. Compliance with listing and other legal requirements relating to financial statements.
 - f. Disclosure of any related party transactions.
 - g. Qualifications in the draft audit report.
5. Reviewing, with the management, the quarterly financial statements before submission to the Board for approval.
6. Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice and the report

submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter.

7. Reviewing, with the management, performance of statutory and internal auditors and adequacy of the internal control systems.
 8. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit.
 9. Discussion with internal auditors any significant findings and follow up there on.
 10. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board.
 11. Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern.
 12. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non payment of declared dividends) and creditors.
 13. To review the functioning of the Whistle Blower mechanism, in case the same is existing.
 14. To review on quarterly / annual basis the uses / applications of funds raised through an issue (public issue, rights issue, preferential issue, etc.), and make appropriate recommendations to the Board.
 15. Approval of appointment of CFO (i.e., the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience & background, etc. of the candidate.
 16. To review the CEO / CFO certificates.
 17. To carry out any other function as required by the Listing Agreement of the stock exchanges, Companies Act and other regulations.
 18. To review the following information:
 - a) the management discussion and analysis of financial condition and results of operations;
 - b) Statement of significant related party transactions (as defined by the audit committee), submitted by management;
 - c) Management letters / letters of internal control weaknesses issued by the Statutory Auditors;
 - d) Internal audit reports relating to internal control weaknesses; and
 - e) The appointment, removal and terms of remuneration of Chief Internal Auditor.
- iii) The Audit Committee invites such of the executives, as it considers appropriate (particularly the head of finance function), representatives of the Statutory Auditors and representatives of the Internal Auditors to be present at its meetings.
- iv) The previous Annual General Meeting of the Company was held on December 27, 2011 and was attended by Mr. N. Balasubramanian, Chairman of the Audit Committee.

v) Number of Audit Committee Meetings held and the dates on which held

The Audit Committee met five (5) times during the year under review as against the minimum requirement of four (4) meetings, on April 29, 2011, August 13, 2011, November 11, 2011, November 23, 2011 and February 9, 2012. The details of attendance of each Member at the Audit Committee meetings held during the year are as under:

Name of the Committee Member	Category	No. of meetings during the year 2011–2012	
		Held	Attended
Mr. N. Balasubramanian, Chairman	Independent Director	5	5
Mr. Vinod Agarwala	Independent Director	5	3
Mr. Vijay Vij	Independent Director	5	5
Mr. Charudatta Naik	Non– Independent, Non Executive Director	5	5

The necessary quorum was present for all the meetings.

II) Nomination & Remuneration Committee

- a. **Composition:** The Nomination & Remuneration Committee of the Board comprises of two Independent Directors namely Mr. Vijay Vij, Mr. N. Balasubramanian, and one Non–Executive/Non–Independent Director Mr. Charudatta Naik.

Mr. Suresh V. Joshi is the Secretary to the Nomination & Remuneration Committee.

- b. **Terms of Reference:** The terms of reference of the Nomination & Remuneration Committee are as under:

- Frame Company's policies for Board and Directors with the approval of the Board of Directors.
- Make recommendations for the appointments on the Board.
- Recommend compensation payable to the Executive Directors.
- Administer and supervise Employees Stock Option Schemes.
- Perform such other functions consistent with applicable regulatory requirements.

- c. **Number of Nomination & Remuneration Committee Meetings held and the dates on which held**

The Nomination & Remuneration Committee met four times during the year under review on April 29, 2011, July 21, 2011, November 23, 2011 and December 29, 2011. The details of attendance of each Member at the Nomination & Remuneration Committee meetings held during the year are as under:

Name of the Committee Member	Category	No. of meetings during the year 2011–2012	
		Held	Attended
Mr. Vijay Vij, Chairman	Independent Director	4	4
Mr. N. Balasubramanian,	Independent Director	4	4
Mr. Charudatta Naik	Non– Independent, Non Executive Director	4	4
Mr. Vishwas Pathak#	Independent Director	3	0

Mr. Vishwas Pathak retired as Director of the Company at the Annual General Meeting held on December 27, 2011.

The necessary quorum was present for all the meetings.

- d. **Remuneration Policy:** The Company's Remuneration Policy provides for the following:

Executive Directors:

- Salary and commission not to exceed limits prescribed under the Companies Act, 1956.
- Remunerate from time to time depending upon the performance of the Company, individual Director's performance and prevailing Industry norms.
- No sitting fees.
- No Employee Stock Option Scheme for Promoter Directors.

Non–Executive Directors:

- Eligible for commission based on time, efforts and output given by them.
- Sitting fees and commission not to exceed limits prescribed under the Companies Act, 1956.
- Eligible for Employee Stock Option Scheme (other than Promoter Directors).

e. Details of the Remuneration for the year ended March 31, 2012:

 i. **Executive Directors**

Name of the Director and period of appointment	Salary (₹ Lakh)	Benefits Perquisites and Allowances (₹ Lakh)	Leave Encashment & Company's Contribution to PF (₹ Lakh)	Performance Linked Incentive (₹ Lakh)	Stock Options Held
Prakash Ranjalkar (period April 1, 2010 to December 31, 2011)	13.50	20.76	3.68	2.97	Nil
Milind Naik (w.e.f. July 21, 2011 for a period of 3 years)	13.99	14.85	*1.68	0	Nil
Mr. A. Ravi (period April 29, 2011 to July 21, 2011)	6.14	5.73	1.09	0	Nil

* This figure does not include Gratuity payable as per the rules of the Company and leave encashment at the end of the tenure.

The Whole-time Directors may be terminated by either party giving the other party three (3) months' notice or the Company paying three (3) months' salary in lieu thereof. There is no separate provision of payment of severance fees.

 ii. **Non-Executive Directors**

Name of Director	Sitting Fees (₹ in Lakh)	Stock Options		
		Allotment Date	Grant Price (in ₹)	No. of Stock Options Held
Mr. Manoj Tirodkar	2.65	--	--	--
Mr. N Balasubramanian	3.27	04-05-2010	30.52	500,000
Dr. Anand Patkar	1.50	11-03-2008	33.60	100,000
		04-05-2010	30.52	300,000
Mr. Charudatta Naik	2.50	09-10-2007	19.90	175,000
Mr. Vishwas Pathak	--	04-05-2010	30.52	100,000
Mr. Vivek Kulkarni	0.40	11-03-2008	33.60	200,000
Mr. Vinod Agarwala	1.30	23-11-2009	24.37	200,000
		04-05-2010	30.52	300,000
Mr. Vijay Vij	2.50	23-11-2009	24.37	200,000
		04-05-2010	30.52	300,000
Mr. Satya Pal Talwar	1.00	23-11-2009	24.37	200,000
		04-05-2010	30.52	300,000

Note:

- Other relevant details of stock options are covered elsewhere in this Annual Report.
- Each option underlie equal number of equity share of face value of ₹ 10/-.
- Apart from above, the Company does not have any other pecuniary relationship or transaction with the Directors.
- Details of shares of the Company held by the Directors as on March 31, 2012 are as under:

Name of Director	Number of Shares
Mr. Manoj Tirodkar	58,97,783
Mr. N Balasubramanian	5,00,000
Mr. Prakash Ranjalkar	Nil
Mr. Milind Naik	19,000
Dr. Anand Patkar	1,00,000
Mr. Charudatta Naik	13,25,900
Mr. Vishwas Pathak	Nil
Mr. Vivek Kulkarni	Nil
Mr. Vinod Agarwala	4,59,000
Mr. Vijay Vij	63,500
Mr. Satya Pal Talwar	Nil
Mr. Ravi A	Nil

III) Shareholders'/Investors' Grievance Committee

The Company has a Shareholders'/Investors' Grievance Committee of Directors to look in to the redressal of complaints of investors such as transfer or credit of shares, non-receipt of dividend/notices/annual reports etc.

a. Composition: The Shareholders'/Investors' Grievance Committee of the Board comprises two independent directors' namely Dr. Anand Patkar, Mr. Vinod Agarwala and one non-executive/non-independent director Mr. Manoj Tirodkar.

Mr. Suresh V. Joshi is the Secretary to the Shareholders' / Investors' Grievance Committee.

b. Terms of Reference: The terms of reference of the Shareholders'/Investors' Grievance Committee are as under:

- Look into the redressal of Shareholders' and Investors' complaints/grievances like transfer of shares, non receipt of Balance Sheet, non receipt of declared dividends, etc;
- Review the certificate of the Practicing Company Secretary regarding timely action on transfer, sub-division, consolidation, renewal, exchange or endorsement of calls / allotment monies;
- Oversee the performance of the Registrar and Share Transfer Agent and recommend measures for overall improvement in the quality of investor services;
- Ascertain whether the Registrars & Share Transfer Agents (RTA) are sufficiently equipped with infrastructure facilities such as adequate manpower, computer hardware and software, office space, documents handling facility etc to serve the shareholders / investors;
- Recommend to the Board, the appointment, reappointment, if required, the replacement or removal of the Registrar and Share Transfer Agent and the fixation of their fees; and
- To carry out any other function as required by the Listing Agreement of the stock exchanges, Companies Act and other Regulations.

c. One meeting of the Shareholders'/Investors' Grievance Committee was held during the year on November 23, 2011.

d. The composition of the Shareholders'/Investors' Grievance Committee and the details of meetings attended by its members are given as under:

Name	Category	Number of Meetings during the year 2011-2012	
		Held	Attended
Dr. Anand Patkar	Independent Director	1	1
Mr. Vishwas Pathak *	Independent Director	1	-
Mr. Vinod Agarwala**	Independent Director	N.A.	N.A.
Mr. Manoj Tirodkar	Non- Independent, Non-Executive Director	1	1

* Mr. Vishwas Pathak retired as Director of the Company at the Annual General Meeting held on December 27, 2011.

** Mr. Vinod Agarwala was appointed as a Member on February 9, 2012.

4. Subsidiary Monitoring Framework

Subsidiary of the Company is managed by its Board. The Company monitors performance of subsidiary inter alia, by the following means.

- (a) Financial statements, in particular the investments made by the subsidiary are reviewed quarterly by the Audit Committee of the Company.
- (b) All minutes of Board meetings of the subsidiary are placed before the Company's Board regularly.
- (c) A statement containing all significant transactions and arrangement entered into by the subsidiary is periodically placed before the Company's board.

The Company has appointed Mr. Vijay Vij, Independent Director of the Company as a Director on the Board of subsidiary.

5. General Body Meetings

i) General Meetings

a) Annual General Meetings:

Financial Year	Date	Time	Venue
2008-09	July 10, 2009	12.30 p.m.	Vishnudas Bhawe Natyagruh, Sector 16A, Vashi, Navi Mumbai - 400 703
2009-10	August 25, 2010	11.00 a.m.	
2010-11	December 27, 2011	10.30 a.m.	

At the Annual General Meeting of the Company held on July 10, 2009, the following Special Resolutions were passed with requisite majority:

- Approval for raising of funds by issue of equity / convertible / non convertible instruments through QIP up to 100 Cr. equity shares.
- Adoption of 'GTL Infrastructure Limited - Employees Stock Option Scheme 2005' with certain modifications.

At the Annual General Meeting of the Company held on August 25, 2010, the following Special Resolutions were passed with requisite majority:

- Appointment of Mr. Prakash Ranjalkar as a Whole-time Director of the Company for a period of 3(Three) years with effect from April 1, 2010.
- Amendment to the Articles of Association of the Company as per section 31 of the Companies Act, 1956.

At the Annual General Meeting of the Company held on December 27, 2011, the following Special Resolutions were passed with requisite majority:

- Appointment of Mr. Milind Naik as a Whole-time Director of the Company for a period of 3(Three) years with effect from July 21, 2011.

b) Extraordinary General Meetings:

No Extraordinary General Meeting of the Members was held during the year 2011-12.

ii) Special/Ordinary Resolutions that were put through postal ballot last year, details of voting pattern .

- a) A Special Resolution under applicable provisions of the Companies Act, 1956 authorizing Restructuring of Debts was passed through Postal Ballot. The Company received a total of 4416 postal ballot forms. After weeding out 89 forms on technical grounds, out of total valid 4,327 postal ballot forms, 629,055,362 equity shares representing 99.83%, were in favour of the Resolution. Accordingly, based on the report of the scrutinizer, the resolution was declared as passed as Special Resolution on March 22, 2012.
- b) A Special Resolution under the provisions of Section 81(1A) of the Companies Act, 1956 for issue of Compulsorily Convertible Debentures on Preferential Basis to Promoters and CDR Lenders was passed through Postal Ballot. The Company had received a total of 4416 postal ballot forms. After weeding out 95 forms on technical grounds, out of total valid 4,321 postal ballot forms, 629,049,889 equity shares representing 99.83%, were in favour of the Resolution. Accordingly, based on the report of the scrutinizer, the resolution was declared as passed as Special Resolution on March 22, 2012.
- c) A Special Resolution under the provisions of Section 81(3)(b) of the Companies Act, 1956 option to CDR Lenders for converting Loans into Equity Shares was passed through Postal Ballot. The Company had received a total of 4416 postal ballot forms. After weeding out 98 forms on technical grounds, out of total valid 4,318 postal ballot forms, 628,949,769 equity shares representing 99.82% were in favour of the Resolution. Accordingly, based on the report of the scrutinizer, the resolution was declared as passed as Special Resolution on March 22, 2012.
- d) Person who conducted the postal ballot exercise : Mr. Chetan A. Joshi, Practicing Company Secretary.

- **Whether special resolutions are proposed to be conducted through postal ballot :**

No Special resolution is proposed to be conducted through postal ballot.

- **The procedure for postal ballot :**

Shall be conducted as per the provisions of the Companies Act, 1956 as and when situations arise.

6. Disclosures

- a) The necessary disclosures in respect to transactions with related parties are given in the notes to the Accounts. None of these transactions have potential conflict with the interest of the Company at large.
- b) Details of non-compliance by the Company, penalties, and strictures imposed on the Company by the stock exchanges or SEBI or any statutory authority, on any matter related to Capital Markets, during the last three years 2009-10, 2010-11 and 2011-12 respectively: NIL
- c) The Company does not have any whistle blower policy. However, no personnel have been denied access to the senior management.
- d) The Company has fulfilled the following non-mandatory requirements as prescribed in Annexure I-D to the Clause 49 of the Listing Agreement with the stock exchanges:
 - i) The Board has a Non-Executive Chairman. The expenses incurred by him in the performance of his duties are reimbursed. No policy has been laid down on tenure of independent Directors.
 - ii) The Company has constituted a Nomination and Remuneration Committee and the full details of the same are available elsewhere in this Annual Report.
 - iii) The Company is publishing quarterly un-audited financial results in the newspapers and is also displaying it on the Company's website www.gtlinfra.com, apart from displaying in stock exchange website. Accordingly, it does not envisage sending the same separately to the households of the shareholders.

- iv) The Company endeavors to maintain a regime of unqualified statements.
- v) **Training of Board Members:** All new Directors inducted in to the Board are provided with policy dossier containing policies and procedures followed by the Company. Detailed presentation is made to the members of the Board / Committees by executive directors and senior management personnel providing insight of business strategy, business model, clientele, business prospects, nature of transaction etc. This provides a good opportunity for the Directors to understand the Company's business model and strategy.
- vi) **Mechanism for evaluating non-executive Board Members:** Broad guidelines are given in the policy dossier on the functioning of the Board of Directors.

7. Means of Communication

- **Quarterly Results:** The Company's quarterly financial statements are generally published in the Free Press Journal (English language) and in Mumbai Navshakti (Local language). The financial statements are also displayed on the website of the Company.
- **Website where displayed:** <http://www.gtlinfra.com>
- **Official news releases and presentations:** The Company displays official news releases, presentations made to institutional investors or to the analysts and other coverage in the above website.

8. General Shareholder Information:

The Company is registered in the State of Maharashtra, India. The Corporate Identity Number (CIN) allotted to the Company by the Ministry of Corporate Affairs (MCA) is L74210MH2004PLC144367.

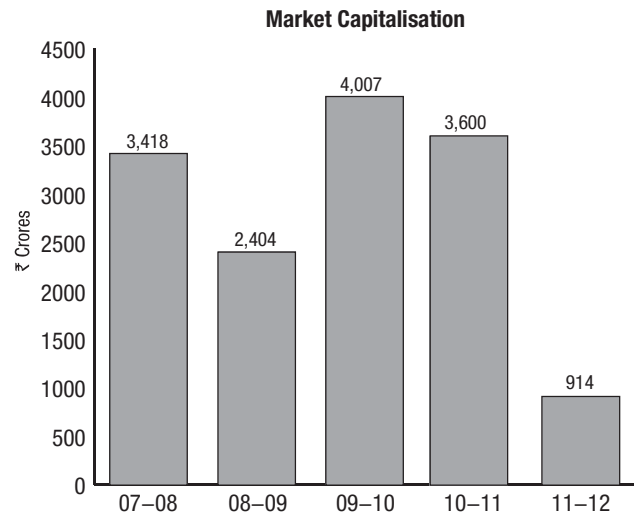
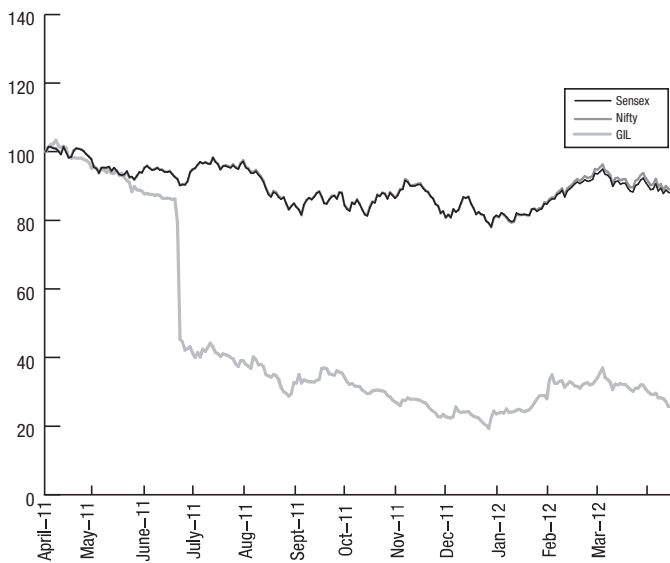
i.	AGM: Date, time and venue	Thursday, September 27, 2012 at 10.30 a.m. at Marathi Sahitya Mandir Sabhagruh, Sector 6, Vashi, Navi Mumbai 400 703.
ii.	Financial Calendar	
	For Financial Year 2012–2013:	
	First Quarter Results: Quarter ended 30–Jun–12	Within 45 days of the end of the Quarter
	Second Quarter Results: Quarter ended 30–Sep–12	Within 45 days of the end of the Quarter
	Third Quarter Results: Quarter ended 31–Dec–12	Within 45 days of the end of the Quarter
	Fourth Quarter and Audited Annual Results: Quarter ended 31–Mar–13	Within 60 days from the end of the Quarter / Year
iii.	Dates of book closure	September 26, 2012
iv.	Dividend Payment	No dividend has been recommended.
v.	Listing on Stock exchanges	<ul style="list-style-type: none"> • Equity shares listed at BSE and NSE. • Foreign Currency Convertible Bonds (FCCB) issued by the Company are listed on Singapore Exchange Securities Trading Limited.
vi.	Listing Fees for 2012–13	<ul style="list-style-type: none"> • BSE/NSE listing fees for the financial year 2012–2013 has been paid. • Singapore Exchange Securities Trading Limited Listing fees have been paid.
vii.	Stock Exchange Codes:	
	• BSE – Equity Shares	532775
	• NSE– Equity Shares	GTINFRA
	• Reuters Code	GTLI.BO & GTLI.NS
	• Bloomberg ticker	GTLI:IN
	• Equity ISIN	INE221H01019
	• Singapore Exchange Securities Trading Limited	FCCB ISIN XS0329208457

viii. Market Price Data

Monthly high and low of closing quotations and volume of shares on BSE and NSE are given below:

Month	BSE			NSE		
	High (₹)	Low (₹)	Volume (Nos.)	High (₹)	Low (₹)	Volume (Nos.)
Apr-2011	38.50	36.05	1,242,819	38.60	36.20	6,183,080
May-2011	35.75	32.85	1,334,198	35.80	32.75	6,910,746
Jun-2011	32.80	14.90	119,884,849	32.80	14.95	289,136,264
Jul-2011	16.45	13.75	38,197,750	16.50	13.75	94,722,489
Aug-2011	14.71	10.74	21,736,826	14.70	10.75	58,361,822
Sep-2011	13.82	11.77	45,676,858	13.80	11.80	82,839,723
Oct-2011	11.38	9.71	6,503,500	11.40	9.70	14,632,169
Nov-2011	10.40	8.35	7,167,179	10.40	8.35	14,198,584
Dec-2011	9.34	7.20	6,753,035	9.35	7.20	13,715,953
Jan-2012	13.07	9.03	16,869,077	13.05	9.05	31,695,162
Feb-2012	13.83	11.49	24,774,853	13.80	11.45	49,304,517
Mar-2012	12.15	9.58	8,553,507	12.10	9.60	16,726,152

ix. GTL Infra's performance in comparison to broad based indices:



Average daily traded volumes: The average daily traded volume in the Company's shares on BSE and NSE was 1,199,576 and 2,724,605 shares respectively, in the year ended March 31, 2012 as against 630,851 and 1,462,326 shares respectively in the previous financial year.

- x. **Registrar and Share Transfer Agents** GTL Limited (Investor Services Centre), Electronic Sadan II, MIDC, TTC Industrial Area, Mahape, Navi Mumbai – 400 710.

GTL Limited is registered with the Securities and Exchange Board of India (SEBI) as a Category II Share Transfer Agent.

- xi. **Share transfer system in physical form.**

The Company has in place a proper and adequate share transfer system. GTL Limited has been appointed to ensure that the share transfer system in physical form is maintained. As majority of shares of the Company are held in electronic (demat) form, requests for transfer of shares in physical form are negligible. However, majority of share transfer requests are processed and the share certificates are returned within a period of 15 days from the date of receipt, subject to the documents being valid and complete in all respects. The Board has delegated the authority for approving transfers / transmission etc. of the Company's securities to the Allotment and Transfer Committee of the Company, which meets regularly to approve the share transfers and other related work. A summary of transfer / transmission etc. of securities of the Company so approved by the said committee is placed quarterly at the Board Meetings. The Company obtains from a Company Secretary in Whole-time Practice half-yearly certificate of compliance with the share transfer formalities as required under Clause 47(c) of the Listing Agreement with the stock exchanges and files a copy of the certificate with the stock exchanges.

The total number of physical shares transferred during the year under review were 8840 (Previous year 5646).

- xii. **Distribution of Shareholding as on March 31, 2012:**

- a. **Distribution of Shares according to the size of holding:**

No. of Shares	No. of Shareholders	% of Shareholders	Share amount (Rupees)	% to Total
Upto 500	157,330	82.10%	261,409,400	2.73%
501 – 1000	18,213	9.50%	152,084,860	1.59%
1001 – 2000	8,438	4.40%	129,850,810	1.36%
2001 – 3000	2,776	1.45%	71,427,580	0.74%
3001 – 4000	1,102	0.58%	39,965,930	0.42%
4001 – 5000	1,083	0.57%	51,768,990	0.54%
5001 – 10000	1,499	0.78%	112,940,450	1.18%
10001 & ABOVE	1,189	0.62%	8,754,038,020	91.44%
TOTAL	191,630	100.00%	9,573,486,040	100.00%

- b. **Distribution of shares by categories of shareholders:**

Category	Nos. of Shareholders	Nos. of Shares Held	Voting Strength
Promoters–Bodies Corporate	4	381,960,169	39.90%
Promoters–Individual (PAC)	1	5,897,783	0.62%
Other Directors, their Relatives	8	2,472,400	0.26%
Bodies Corporate (Domestic) / Trust	2,294	47,225,335	4.93%
Banks	13	366,450	0.04%
Mutual Funds	3	314	0.00%
Financial Institutions (FIs)	4	178,352,839	18.63%
Foreign Institutional Investors (FIIs)	21	9,007,160	0.94%
Non-Resident Individuals (NRIs) / Foreign Corporate Bodies / Overseas Corporate Bodies (OCBs) / Foreign Banks	1,138	228,425,400	23.86%
Resident Individuals	188,144	103,640,754	10.82%
TOTAL:	191,630	957,348,604	100.00%

c) Top 10 Shareholders:

Name(s) of Shareholders	Category	Shares	%
Technology Infrastructure Limited	Other Foreign Body	222,345,700	23.23%
Global Holding Corporation Pvt. Ltd. (Promoter Group)	Domestic Company	211,733,496	22.12%
IFCI Ltd.	Financial Institution	175,536,793	18.34%
GTL Ltd. (Promoter)	Domestic Company	170,226,673	17.78%
Bennett, Coleman and Company Limited	Domestic Company	8,820,000	0.92%
European Projects and Aviation Ltd.	Domestic Company	6,424,000	0.67%
Manoj Gajanan Tirodkar (PAC)	Director	5,897,783	0.62%
Dimensional Emerging Markets Value Fund	Foreign Institutional Investors (FI)	3,020,643	0.32%
Jumana Vahanvati	Non Resident Individual	2,877,182	0.30%
Ripple Brinechem Pvt Ltd.	Domestic Company	2,399,561	0.25%

xiii. Dematerialization of shares and liquidity:

Trading in equity shares of the Company on the stock exchanges is permitted only in dematerialized form as per notification issued by the SEBI. The Shares of the Company are available for trading under the depository systems in India – NSDL & CDSL. 99.95% of the Company's shares are held in dematerialized form as on March 31, 2012. The Company's equity shares are among the actively traded shares on the BSE & NSE.

xiv. Outstanding Warrants or any Convertible instruments, conversion date and likely impact on equity:

The details are furnished in the Directors' Report under the heading Share Capital.

xv. Plant Locations:

The Company is in the business of providing Telecom Towers on a shared basis to multiple wireless telecom service providers. As of March 31, 2012, the Company owns Telecom Towers across all 22 telecom circles in India. List of Branch Offices and addresses are provided elsewhere in this Annual Report.

xvi. Address for correspondence:
Registered Office

GTL Infrastructure Limited,
 3rd Floor, "Global Vision",
 Electronic Sadan No. II,
 MIDC, TTC Industrial Area,
 Mahape, Navi Mumbai – 400710,
 Maharashtra, India
 Tel: +91-22-39112300
 Fax: +91-22-39137440

Investor Correspondence

All shareholders complaints/queries in respect of their shareholdings may be addressed to; GTL Limited (Investor Service Centre), Electronic Sadan No. II, MIDC, TTC Industrial Area, Mahape, Navi Mumbai – 400710, Maharashtra, India.

Investor Service Centre

Contact Persons: Mr. Jayendra Pai, AVP – Investor Services

GTL Limited (Investor Service Centre) Tel.: +91-22-27612929/27673000-Extn: 2232-35, Fax: +91-22-27680171

Email: gilshares@gtlinfra.com, Website: www.gtlinfra.com

xvii. Queries relating to financial statements, the Company's performance etc. may be addressed to: Head – Investor Relations,

GTL Infrastructure Limited, 412, Janmabhoomi Chambers, 29, W. H. Marg, Ballard Estate, Mumbai 400 038, Maharashtra, India.

Tel : +91-22-22715000, Fax +91-22-22619649

Email : ir@gtlinfra.com

xviii. Investor Services – complaints, queries and correspondence:

Particulars	Op.Bal. April 1, 2011	Received	Resolved	Cl.Bal. March 31, 2012
Complaints	Nil	4	4	Nil
Other Correspondence	Nil	170	170	Nil
Total	Nil	174	174	Nil

xix. Compliance Officer:

Mr. Suresh V. Joshi, Company Secretary is heading the Company Secretariat and is the Compliance Officer under the Listing Agreement with the Stock Exchanges.

xx. Equity shares in the Suspense Account:

As stipulated under Clause 5A(II) of the Listing Agreement with the stock exchanges, the Company has already opened Demat Suspense Account with a Depository Participant. The unclaimed shares will be transferred into one folio and dematerialised in the Demat Suspense Account in due course.

The Company has no cases as are referred to in Clause 5A (I) of the Listing Agreement with stock exchanges.

Details of the unclaimed shares as on March 31, 2012, are as under:

Sr.No.	Particulars	No. of Shareholders	No. of Shares
(i)	Aggregate number of shareholders and the outstanding shares as on April 1, 2011.	516	52,124
(ii)	Number of shareholders and shares claimed by the respective shareholders during the year ended March 31, 2012	20	1,754
(iii)	Number of shareholders to whom shares were transferred during the year ended March 31, 2012.	–	–
(iv)	Aggregate number of shareholders and shares remaining unclaimed as on March 31, 2012.	496	50,370

xxi. Statutory Compliance:

During the year under review, to the best of our knowledge and belief the Company has complied with all applicable provisions, filed all returns/forms and furnished all relevant particulars as required under the Companies Act, 1956 and allied Acts and Rules, the Securities and Exchange Board of India (SEBI) Regulations and the Listing Agreements with the Exchanges. The Company has voluntarily obtained a certificate of compliance from Mr. Chetan A. Joshi, a Company Secretary in whole-time practice, certifying compliance of the provisions of various applicable regulations and the same is reproduced elsewhere in this annual report.

xxii. Voting Rights:

All shares issued by the Company carry equal voting rights. Generally, matters of the general meetings are decided by a show of hands in the first instance. Voting by show of hands operates on the principle of “One Member – One Vote”. If majority of shareholders raise their hands in favour of a particular resolution, it is taken as passed, unless a poll is demanded.

The Chairman may order to take a poll on his own motion. Any member or members present in person or proxy and holding shares in the Company, which confer a power to vote on the resolution, can also demand Poll in respect of any resolution.

Any member or members holding shares not less than one-tenth of the total voting power in respect of the resolution, or on which an aggregate sum of not less than fifty thousand rupees has been paid up can demand a poll. On a poll being taken, the decision arrived by poll is final, overruling any decision taken on a show of hands. The person or persons who made the demand may withdraw the demand for poll at any time.

No poll has been demanded in any Annual General Meeting of the Company, till date.

Auditors' Certificate on Corporate Governance

To the Members of
GTL Infrastructure Limited

We have examined the compliance of conditions of corporate governance by GTL INFRASTRUCTURE LIMITED, for the year ended on March 31, 2012, as stipulated in Clause 49 of the Listing Agreement of the said Company with the Stock Exchanges.

The compliance of conditions of corporate governance is the responsibility of the management. Our examination was limited to procedures and implementation thereof, adopted by the Company, for ensuring the compliance of the conditions of the Corporate Governance as stipulated in the said Clause. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, and based on the representations made by the Directors and Management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in Clause 49 of the Listing Agreement.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For **Chaturvedi & Shah**
Chartered Accountants
Firm Reg. No. – 101720W

R. Koria
Partner
Membership No. – 35629

Place : Mumbai
Date : July 3, 2012

For **Yeolekar & Associates**
Chartered Accountants
Firm Reg No. – 102489W

S. S. Yeolekar
Partner
Membership No. 36398

Certificate of Practising Company Secretary on Secretarial Compliance

To
The Board of Directors,
GTL Infrastructure Limited.

I have examined the registers, records, books and papers of GTL Infrastructure Limited ("the Company") as required to be maintained under the Companies Act, 1956 ("the Act"), the rules made there under and also the provisions contained in the Memorandum and Articles of Association of the Company ("the requirements") for the year ended March 31, 2012. Based on my examination as well as information and explanation furnished by the Company to me, I hereby report that:

1. The requisite statutory registers and other records required under the Act and the Rules made there under have been maintained in accordance with the Act either in physical or electronic mode as applicable;
2. The requisite forms, returns and documents required under the Act and the Rules made thereunder to be filed with the Registrar of Companies and other authorities have been duly filed as per the requirements of the Act;
3. The requirements relating to the meetings of Directors and its Committee(s) thereof and of the Shareholders as well as relating to the minutes of the proceedings have been duly complied with;
4. Due disclosures under the requirements of the statutes have been made by the Company. The Company has also complied with the requirements in pursuance of the disclosures made by its Directors;
5. The Company has complied with the provisions of section 293(1)(a) and 293(1)(d) of the Act in respect of monies borrowed from financial institutions and banks and falling within the purview of those sections;
6. The Company has complied with the provisions of Section 372A in respect of investments made during the financial year ending on March 31, 2012;
7. The Company has, wherever required, obtained the necessary approvals of the Board, Committee thereof, Shareholders or any other authorities as per the requirements of the Act;
8. The Company has not defaulted in any of the provisions given under Section 274 (1) (g) of the Act, which would otherwise disqualify the Directors of the Company from acting as a Director of any other Company.
9. The Company has not accepted any Fixed Deposits.
10. The Annual Returns and the Annual Reports have been filed within due date as required under the Act;
11. The Company has complied with the requirements of the Act, FEMA, RBI Regulations and other allied Rules and Regulations in respect of the Foreign Direct Investment received by it.
12. The Company has granted options under the Employee Stock Option Scheme (ESOS) for its employees and during the year under review, the Company has complied with the relevant provisions of SEBI (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 thereafter, in respect thereof.

CHETAN A. JOSHI
Practising Company Secretary
ACS: 20829/CP:7744

Thane, July 3, 2012

Whole-time Director / CFO Certification

To
The Board of Directors,
GTL Infrastructure Limited,
Navi Mumbai

We, Milind Naik –Whole-time Director & Co-COO and Bhupendra Kiny – Chief Financial Officer of GTL Infrastructure Limited hereby certify that:

- a) We have reviewed Financial Statements and the Cash Flow Statement for the Financial Year ended March 31, 2012 and that to the best of our knowledge and belief:
 - i. these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - ii. these statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- b) There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violative of the Company's code of conduct.
- c) We are responsible for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of the internal control systems of the Company pertaining to financial reporting and we have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- d) We have indicated to the Auditors and the Audit committee that;
 - i. there have been no significant changes in internal control over financial reporting during the year;
 - ii. there have been no significant changes in accounting policies during the year; and
 - iii. there have been no instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

Milind Naik
Whole-time Director

Bhupendra Kiny
Chief Financial Officer

Place: Navi Mumbai
Dated: May 17, 2012

Declaration of Whole-time Director

Pursuant to the provisions of Clause 49 of the Listing Agreement, it is hereby declared that all the Board Members and Senior Management Personnel of GTL Infrastructure Limited have affirmed compliance with the Code of Conduct for Directors and Senior Management for the Financial Year ended March 31, 2012.

Milind Naik
Whole-time Director

Information on Directors Recommended for Appointment/ Re–Appointment at the ensuing Annual General Meeting

Mr. N. Balasubramanian

Mr. N. Balasubramanian, is a Non–Executive Independent Director. Currently, he is the Vice–Chairman of the Company. He is a post graduate in science and a post graduate in management from the Indian Institute of Management, Ahmedabad. He worked at Bank of Baroda for over three decades including an overseas tenure of five years. He was General Manager of Bank of Baroda before joining Small Industries Development Bank of India as Deputy Managing Director and was subsequently promoted as its Chairman and Managing Director. He was also associated with planning commission in preparing five years plan documents, focused on SME Financing as Chairman of the sub–committee. He was instrumental in starting rating agency for SME. Mr. Balasubramanian has also served on the board of IFCI as its Chairman for a short stint. He holds directorship in JP Morgan Mutual Fund India Private Limited, Brickwork Ratings India Private Limited, Global Rural Netco Limited, Bharat Wire Ropes Limited, Bees’ Capital Advisory Private Limited, Mukambika Estate Private Limited, RE Techno Financial Services India Pvt Ltd and Chaz Insurance Brokers Private Limited.

Mr. Balasubramanian’s shareholding in the Company is 500,000 equity shares and Nil equity shares are held by his family members/relatives.

Dr. Anand Patkar

Dr. Anand Patkar, aged 58 years, is a Non–Executive Independent Director of the Company. Dr. Patkar has been a member of the Board since October 8, 2007. He is a rank holder in management studies from Jammalal Bajaj Institute of Management Studies and has done Ph.D in (Management) (Finance) from the Mumbai University. He has handled variety of assignments across all areas of finance, corporate planning, strategic management, mergers and acquisitions, collaborations and joint ventures, feasibility studies, budgetary control, human resource development, treasury and systems in diverse industries. His senior level assignments includes as Group Treasurer and Systems Head of Greaves Limited. He is a proprietor of Dr. A. Patkar Associates. He is also the author of the book “Master the Mind Monkey: Experience Your Excellence”.

Dr. Patkar’s shareholding in the Company is 100,000 equity shares and Nil equity shares are held by his family members/relatives.