

Quarter ending: March 31, 2016

I. Composition of Board of Directors								
Title (Mr./Ms)	Name of the Director	PAN\$ & DIN	Category (Chairperson/Executive/Non-Executive/independent/Nominee) &	Date of Appointment in the current term /cessation	Tenure	No of Directorship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations)	Number of memberships in Audit/Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)
Mr.	Manoj G. Tirodkar	PAN: AACPT3067G DIN: 00298407	Chairman-Non Independent-Non Executive Director	08/08/2005		2	2	0
Mr.	N. Balasubramanian	PAN: ADSPB7706M DIN: 00288918	Independent	16/09/2014	8 years	1	0	1
Mr.	Milind K. Naik	PAN: AAPPN8069B DIN: 00276884	Non Independent-Executive	21/07/2014		1	1	0
Mr.	Anand P. Patkar	PAN: AAKPP5325K DIN: 00634761	Independent	16/09/2014	8 years	1	0	1
Mr.	Charudatta K. Naik	PAN: AAYPN2944C DIN: 00225472	Non Independent-Non Executive	04/02/2004		1	1	0
Mr.	Vinod B. Agarwala	PAN: AABPA7952N DIN: 01725158	Independent	16/09/2014	6 years	3	4	1
Mr.	Vijay M. Vij	PAN: ABXPV1773D DIN: 02245470	Independent	16/09/2014	6 years	2	3	1
Ms.	Sonali P. Choudhary	PAN: ADSPT5063H DIN: 07139326	Non Independent - Non Executive	31/03/2015		1	1	0
<p>\$PAN number of any director would not be displayed on the website of Stock Exchange &amp;Category of directors means executive/non-executive/independent/Nominee. if a director fits into more than one category write all categories separating them with hyphen * to be filled only for Independent Director. Tenure would mean total period from which Independent director is serving on Board of directors of the listed entity in continuity without any cooling off period.</p>								
II. Composition of Committees								
Name of Committee			Name of Committee members		Category (Chairperson/Executive/Non-Executive/independent/Nominee) s			
1. Audit Committee			Mr. N. Balasubramanian Mr. Vinod B. Agarwala Mr. Vijay M. Vij Mr. Charudatta K. Naik		Independent - Chairman of the Committee Independent - Member of the Committee Independent - Member of the Committee Non Independent - Non Executive - Member of the Committee			



2. Nomination & Remuneration Committee	Mr. Vijay M. Vij	Independent - Chairman of the Committee
	Mr. N. Balasubramanian	Independent - Member of the Committee
	Mr. Charudatta K. Naik	Non Independent – Non Executive - Member of the Committee
3. Risk Management Committee(if applicable)	N.A.	N.A.
4. Stakeholders Relationship Committee'	Mr. Anand P. Patkar	Independent – Chairman of the Committee
	Mr. Vinod B. Agarwala	Independent – Member of the Committee
	Mr. Manoj G. Tirodkar	Non Independent – Non Executive – Member of the Committee
	Mrs. Sonali P. Choudhary	Non Independent – Non Executive – Member of the Committee

&Category of directors means executive/non-executive/independent/Nominee. if a director fits into more than one category write all categories separating them with hyphen

### III. Meeting of Board of Directors

<i>Date(s) of Meeting (if any) in the previous quarter</i>	<i>Date(s) of Meeting (if any) in the relevant quarter</i>	<i>Maximum gap between any two consecutive (in number of days)</i>
November 5, 2015	February 4, 2016	90

### IV. Meeting of Committees

<i>Date(s) of meeting of the committee in the relevant quarter</i>	<i>Whether requirement of Quorum met (details)</i>	<i>Date(s) of meeting of the committee in the previous quarter</i>	<i>Maximum gap between any two consecutive meetings in number of days*</i>
February 4, 2016	Yes, three members present	November 5, 2015	90

\* This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional

### V. Related Party Transactions

<i>Subject</i>	<i>Compliance status (Yes/No/NA) refer note below</i>
Whether prior approval of audit committee obtained	Yes
Whether shareholder approval obtained for material RPT	Yes
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	N.A.

**Note :**

1 In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A.. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.

2 If status is "No" details of non-compliance may be given here.

### VI. Affirmations

- The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
- The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015
  - Audit Committee



c. Stakeholders relationship committee

d. Risk management committee (applicable to the top 100 listed entities)

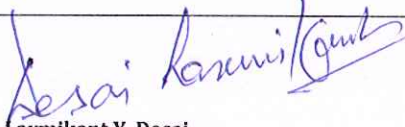
3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.

4. The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.

5. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. Any comments/observations/advice of Board of Directors may be mentioned here:



Nitesh A. Mhatre  
Company Secretary &  
Compliance Officer



Laxmikant Y. Desai  
Chief Financial Officer

Note:

Information at Table I and II above need to be necessarily given in 1st quarter of each financial year. However if there is no change of information in subsequent quarter(s) of that financial year, this information may not be given by Listed entity and instead a statement "same as previous quarter" may be given.



## ANNEXURE -II

Name of Listed Entity: GTL Infrastructure Limited

Financial Year ended: March 31, 2016

I. Disclosure on website in terms of Listing Regulations		
Items	Compliance Status ( Yes/No/NA	
Details of business	Yes	
Terms and conditions of appointment of independent directors	Yes	
Composition of various committees of board of directors	Yes	
Code of conduct of board of directors and senior management personnel	Yes	
Details of establishment of vigil mechanism/ Whistle Blower Policy	Yes	
Criteria of making payments to non- executive directors	Yes	
Policy on dealing with related party transactions	Yes	
Policy for determining ' material ' subsidiaries	Yes	
Details of familiarization programmes imparted to independent directors	Yes	
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes	
email address for grievance redressal and other relevant details	Yes	
Financial results	Yes	
Shareholding pattern	Yes	
Details of agreement entered into with the media companies and/or their associates	Yes	
New name and the old name of the listed entity	NA	
II. Annual Affirmations		
Particulars	Regulation Number	Compliance Status (Yes/No/NA) refer note below
Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25 (6)	Yes
Board Composition	17(1)	Yes
Meeting of Board of directors	17(2)	Yes
Review of Compliance Reports	17(3)	Yes
Plans of orderly succession for appointments	17(4)	Yes
Code of Conduct	17(5)	Yes
Fees/compensation	17(6)	Yes
Minimum Information	17(7)	Yes
Compliance Certificate	17(8)	Yes (to be disclosed in the ensuing Annual Report 2015-16)
Risk Assessment & Management	17(9)	Yes
Performance Evaluation of Independent Directors	17(10)	Yes
Composition of Audit Committee	18(1)	Yes
Meeting of Audit Committee	18(2)	Yes
Composition of nomination & remuneration committee	19(1) & (2)	Yes
Composition of Stakeholder Relationship Committee	20 (1) & (2)	Yes
Composition and role of risk management committee	21(1),(2),(3),(4)	NA
Vigil Mechanism	22	Yes
Policy for related party transaction	23(1),(5),(6),(7) & (8)	Yes



Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes
Approval for material related party transactions	23(4)	Yes (Received Members approval at 12 <sup>th</sup> AGM held on September 23, 2015)
Composition of Board of Directors of unlisted material Subsidiary	24(1)	NA
Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	NA
Maximum Directorship & Tenure	25(1) & (2)	Yes
Meeting of Independent Directors	25 (3) & (4)	Yes
Familiarization of independent directors	25 (7)	Yes
Memberships in Committees	26 (1)	Yes
Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26 (3)	Yes
Disclosure of Shareholding by Non - Executive Directors	26(4)	Yes
Policy with respect to Obligations of directors and senior management	26(2) & 26 (5)	Yes


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1. In the column " Compliance Status ", compliance or non compliance may be indicated by Yes/No/NA. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, " Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.
2. If status is "No" details of non compliance may be given here.
3. If the Listed Entity would like to provide any other information the same may be indicated here.

### III Affirmations :

The Listed Entity has approved Material Subsidiary Policy. Since, the Company is not having any subsidiary, the Corporate Governance requirements with respect to subsidiary of Listed Entity is Not Applicable.

  
Anil Mhatre  
Company Secretary &  
Compliance Officer

  
Laxmikant Y. Desai  
Chief Financial Officer

