

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 companies in operating practices.

2. Board of Directors

a) Size and composition of the Board

The current policy is to have an 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, 2013, the Company has 8 Directors with a Non-Executive Chairman and a Non-Executive Vice Chairman. Of the 8 Directors, 7 (i.e.87.5%) are Non-Executive Directors and 5 (i.e.62.5%) 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	5	Yes	2	—	1
Mr. N Balasubramanian	Vice-Chairman, Independent Director	3	Yes	2	—	—
Mr. Milind Naik	Executive Director	5	Yes	1	—	—
Dr. Anand Patkar	Independent Director	5	Yes	1	—	—
Mr. Charudatta Naik	Non-Independent / Non-Executive Director	4	Yes	1	—	—
Mr. Vivek Kulkarni #	Independent Director	1	No	N.A.	N.A.	N.A.
Mr. Vinod Agarwala	Independent Director	4	No	2	—	2
Mr. Vijay Vij	Independent Director	4	Yes	2	1	2
Mr. Satya Pal Talwar	Independent Director	5	No	11	2	6

@ Mr. Manoj Tirodkar is interested director in Promoter Company. All other Directors are Non-Promoter Directors. There are no inter-se relationships between our Board members.

Mr. Vivek Kulkarni has retired as Director of the Company at the Annual General Meeting held on September 27, 2012.

* 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).

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

The Board of Directors met five (5) times during the year under review. 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
May 17, 2012	09	07
July 3, 2012	09	09
July 25, 2012	09	06
October 31, 2012	08	07
January 31, 2013	08	07

3. Board Committees

I) Audit Committee

- i) **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. Nitesh A. Mhatre is the Secretary to the Audit Committee.

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

- 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.
- Recommending to the Board, the appointment, re-appointment and, if required, the replacement or removal of the statutory auditors including cost auditor and the fixation of audit fees.
- Approval of payment to statutory auditors including cost auditor for any other services rendered by the statutory auditors.
- Reviewing, with the management, the annual financial statements before submission to the Board for approval, with particular reference to:
 - 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.
 - Changes, if any, in accounting policies and practices and reasons for the same.
 - Major accounting entries involving estimates based on the exercise of judgment by management.
 - Significant adjustments made in the financial statements arising out of audit findings.
 - Compliance with listing and other legal requirements relating to financial statements.
 - Disclosure of any related party transactions.
 - Qualifications in the draft audit report.
- Reviewing, with the management, the quarterly financial statements before submission to the Board for approval.
- 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.
- Reviewing, with the management, performance of statutory auditors including cost auditor and internal auditors and adequacy of the internal control systems.
- 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.
- Discussion with internal auditors any significant findings and follow up there on.
- 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.
- Discussion with statutory auditors including cost auditor before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern.
- 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.
- To review the functioning of the Whistle Blower mechanism, in case the same is existing.
- 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.
- 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.
- 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 September 27, 2012 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 four (4) times during the year under review on May 17, 2012, July 25, 2012, October 31, 2012 and January 31, 2013. 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 2012–2013	
		Held	Attended
Mr. N. Balasubramanian, Chairman	Independent Director	4	2
Mr. Vinod Agarwala	Independent Director	4	3
Mr. Vijay Vij	Independent Director	4	3
Mr. Charudatta Naik	Non–Independent, Non Executive Director	4	3

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. Vijay Vij is the Chairman of the Committee.
Mr. Nitesh A. Mhatre is the Secretary to the Nomination & Remuneration Committee.
- b. **Terms of Reference:** The terms of reference of the Nomination & Remuneration Committee are as under:
 1. Frame Company's policies for Board and Directors with the approval of the Board of Directors.
 2. Make recommendations for the appointments on the Board.
 3. Recommend compensation payable to the Executive Directors.
 4. Administer and supervise Employees Stock Option Schemes.
 5. 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 (4) times during the year under review on May 17, 2012, October 31, 2012, January 31, 2013 and March 5, 2013. 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 2012–2013	
		Held	Attended
Mr. Vijay Vij, Chairman	Independent Director	4	3
Mr. N. Balasubramanian	Independent Director	4	1
Mr. Charudatta Naik	Non–Independent, Non Executive Director	4	4

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, 2013:**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
Mr. Milind Naik (w.e.f. July 21, 2011 for a period of 3 years)	20.09	27.16	*2.41	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 Director 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	2.03	—	—	—
Mr. N Balasubramanian	1.05	May 4, 2010	30.52	500,000
Dr. Anand Patkar	0.83	March 11, 2008	33.60	100,000
		May 4, 2010	30.52	300,000
Mr. Charudatta Naik	1.50	October 9, 2007	19.90	175,000
Mr. Vivek Kulkarni	0.15	March 11, 2008	33.60	200,000
Mr. Vinod Agarwala	0.90	November 23, 2009	24.37	200,000
		May 4, 2010	30.52	300,000
Mr. Vijay Vij	1.35	November 23, 2009	24.37	200,000
		May 4, 2010	30.52	300,000
Mr. Satya Pal Talwar	0.75	November 23, 2009	24.37	200,000
		May 4, 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, 2013 are as under:

Name of Director	Number of Shares
Mr. Manoj Tirodkar	58,97,783
Mr. N Balasubramanian	5,00,000
Mr. Milind Naik	19,000
Dr. Anand Patkar	1,00,000
Mr. Charudatta Naik	13,25,900
Mr. Vivek Kulkarni	Nil
Mr. Vinod Agarwala	4,59,000
Mr. Vijay Vij	63,500
Mr. Satya Pal Talwar	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—dependent director Mr. Manoj Tirodkar. Dr. Anand Patkar is the Chairman of the Committee.

Mr. Nitesh A. Mhatre 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:

1. 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;
2. Review the certificate of the Practicing Company Secretary regarding timely action on transfer, sub—division, consolidation, renewal, exchange or endorsement of calls / allotment monies;
3. Oversee the performance of the Registrar and Share Transfer Agent and recommend measures for overall improvement in the quality of investor services;
4. 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;
5. 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
6. 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 May 17, 2012.

- 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 2012–2013	
		Held	Attended
Dr. Anand Patkar, Chairman	Independent Director	1	1
Mr. Vinod Agarwala	Independent Director	1	1
Mr. Manoj Tirodkar	Non— Independent, Non—Executive Director	1	1

The necessary quorum was present for the meeting.

4. Code of Conduct for Directors and Senior Management :

The Board of Directors has laid down a Code of Conduct for all Board Members and Senior Management of the Company. The said Code of Conduct has been uploaded on the Company's website (www.gtlinfra.com) under the head 'Investors' – 'Code of Conduct'.

5. Subsidiary Monitoring Framework

Chennai Network Infrastructure Limited (CNIL) ceased to be subsidiary of the Company effective from December 20, 2012, which is managed by its Board. The Company monitored performance of CNIL inter alia, by the following means.

- (a) Financial statements, in particular the investments made by CNIL were reviewed quarterly by the Audit Committee of the Company.
- (b) All minutes of Board meetings of CNIL were placed before the Company's Board regularly.
- (c) A statement containing all significant transactions and arrangement entered into by CNIL was periodically placed before the Company's Board.
- (d) The Company had appointed Mr. Vijay Vij, Independent Director of the Company as a Director on the Board of CNIL, who continues to be a Director of CNIL.

6. General Body Meetings

i) General Meetings

a) Annual General Meetings:

Financial Year	Date	Time	Venue
2009–10	August 25, 2010	11.00 a.m.	Vishnudas Bhawe Natyagruh, Sector 16A, Vashi, Navi Mumbai – 400 703
2010–11	December 27, 2011	10.30 a.m.	
2011–12	September 27, 2012	10.30 a.m.	Marathi Sahitya Mandir Sabhagruh, Sector 6, Vashi Navi Mumbai 400 703

- 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 three (3) 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 three (3) years with effect from July 21, 2011.
- At the Annual General Meeting of the Company held on September 27, 2012, the following Special Resolutions were passed with requisite majority:
 - Appointment of Statutory Auditors of the Company as per Section 224A of the Companies Act, 1956.
 - Approval for raising of funds by issue of equity/convertible instruments through various means including by way of issue of Foreign Currency Convertible Bonds (FCCBs) up to 200 Crores equity shares as per section 81(1A) of the Companies Act, 1956.
 - Approval for issue of new FCCBs in place of Outstanding FCCBs.
 - Alteration of Capital Clause of Articles of Association as per section 31 of the Companies Act, 1956.

b) Extraordinary General Meetings:

No Extraordinary General Meeting of the Members was held during the year 2012–13.

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

No Special/Ordinary Resolutions were passed through postal ballot during the year 2012–13.

7. Disclosures

- 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.
- 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 2010–11, 2011–12 and 2012–13 respectively: NIL
- The Company does not have any whistle blower policy. However, no personnel have been denied access to the senior management.
- 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:
 - 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.
 - 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.
- e) Details of Compliance with mandatory requirements and adoption of the non-mandatory requirements:
 - a) Pursuant to sub-clause VII (2) of Clause 49 of the Listing Agreement, the Company confirms that it has complied with all mandatory requirements prescribed in Clause 49 of the Listing Agreement for the financial year 2012-13. The Company has obtained a certificate from Joint Auditors Certifying its compliance with the provisions of Clause 49 of the Listing Agreement. This certificate is annexed to the Corporate Governance Report.
 - b) Pursuant to sub-clause V of Clause 49 of the Listing Agreement, the Whole-time Director & Co-CEO and Chief Financial Officer have issued a certificate to the Board, for the year ended March 31, 2013.

8. 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.

9. 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.

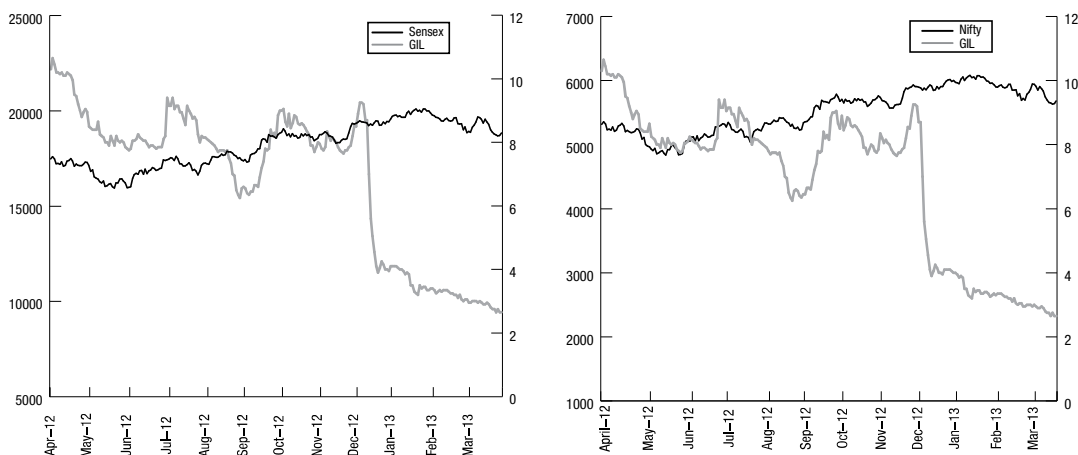
i.	AGM: Date, time and venue	Tuesday, the September 17, 2013 at 01.30 p.m. at Vishnudas Bhawe Natyagruha, Sector 16A, Vashi, Navi Mumbai 400 703
ii.	Financial Calendar	
	For Financial Year 2013-2014:	
	First Quarter Results: Quarter ended June 30, 2013	Within 45 days of the end of the Quarter
	Second Quarter Results: Quarter ended September 30, 2013	Within 45 days of the end of the Quarter
	Third Quarter Results: Quarter ended December 31, 2013	Within 45 days of the end of the Quarter
	Fourth Quarter and Audited Annual Results: Quarter/Year ended March 31, 2014	Within 60 days from the end of the Quarter / Year
iii.	Date of book closure	September 17, 2013
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 2013-14	BSE/NSE listing fees for the financial year 2013-2014 has been paid.
vii.	Stock Exchange Codes:	
	• BSE – Equity Shares	532775
	• NSE– Equity Shares	GTLINFRA
	• Reuters Code	GTLI.BO & GTLI.NS
	• Bloomberg ticker	GTLI:IN
	• Equity ISIN	INE221H01019
	• Singapore Exchange Securities Trading Limited	FCCB Series 'A' XS0854042537 FCCB Series 'B' XS0854044822

viii. Stock Market Price Data

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

Month	NSE			BSE		
	High (₹)	Low (₹)	Volume (Nos.)	High (₹)	Low (₹)	Volume (Nos.)
Apr-2012	10.65	8.80	7,661,490	10.62	8.83	3,236,602
May-2012	8.95	7.85	9,873,898	8.91	7.89	4,269,947
Jun-2012	8.25	7.75	9,243,395	8.22	7.75	3,458,498
Jul-2012	9.40	8.00	20,397,288	9.42	7.96	8,084,715
Aug-2012	8.15	6.25	8,013,365	8.16	6.27	3,658,997
Sep-2012	8.85	6.35	19,095,525	8.92	6.38	9,981,236
Oct-2012	9.05	7.70	24,912,400	9.02	7.72	9,908,409
Nov-2012	8.35	7.65	13,375,342	8.35	7.69	8,738,450
Dec-2012	9.25	3.90	149,506,738	9.32	3.97	104,423,764
Jan-2013	4.10	3.20	76,834,298	4.13	3.22	44,235,942
Feb-2013	3.40	3.00	47,191,222	3.39	3.02	44,642,081
Mar-2013	3.00	2.65	25,029,301	3.04	2.64	50,533,185

ix. GTL Infra's performance in comparison to broad based indices (BSE-Sensex; NSE-Nifty):



Average daily traded volumes: The average daily traded volume in the Company's shares on BSE and NSE was 1,185,429 and 1,651,142 shares respectively, in the year ended March 31, 2013 as against 1,199,576 and 2,724,605 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.

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 1,863 (Previous year 8,840).

xii. Distribution of Shareholding as on March 31, 2013:
a. Distribution of Shares according to size of holding:

No. of Shares	No. of Shareholders	% of Shareholders	Share amount (₹)	% to Total
Upto 500	148,527	76.36%	252,487,640	1.09%
501 – 1000	20,556	10.57%	173,879,900	0.75%
1001 – 2000	11,369	5.85%	178,092,550	0.77%
2001 – 3000	4,326	2.22%	112,423,760	0.49%
3001 – 4000	1,908	0.98%	69,581,030	0.30%
4001 – 5000	2,115	1.09%	101,630,350	0.44%
5001 – 10000	2,983	1.53%	227,139,330	0.99%
10001 & ABOVE	2,730	1.40%	21,952,762,980	95.17%
TOTAL	194,514	100.00%	23,067,997,540	100.00%

b. Distribution of shares by categories of shareholders:

Category	No. of Shares Held	Voting Strength
Promoter & Promoter Group	453,289,282	19.65%
Bodies Corporate (Domestic) / Trusts / Clearing Members	61,863,447	2.68%
Banks	857,313,956	37.16%
Mutual Funds	214	0.00%
Financial Institutions (FIs)	205,631,679	8.91%
Foreign Institutional Investors (FIIs)	176,670,204	7.66%
Non-Resident Individuals (NRIs) / Foreign Corporate Bodies / Overseas Corporate Bodies (OCBs) / Foreign Banks	362,751,253	15.73%
Resident Individuals	189,279,719	8.21%
TOTAL:	2,306,799,754	100.00%

c. Top 10 shareholders:

Name(s) of Shareholders	Category	Shares	%
Global Holding Corporation Private Limited (Promoter Group)	Domestic Company	283,062,609	12.27%
IFCI Ltd	Financial Institution	175,536,793	7.61%
GTL Limited (Promoter)	Domestic Company	170,226,673	7.38%
Indian Overseas Bank	Bank	161,976,510	7.02%
Elm Park Fund Limited	Foreign Institutional Investors (FII)	124,812,354	5.41%
Union Bank of India	Bank	121,034,706	5.25%
Technology Infrastructure Limited	Other Foreign Body	92,704,491	4.02%
Bank of Baroda	Bank	89,807,214	3.89%
Bank of India	Bank	78,160,268	3.39%
Goldman Sachs Investments (Mauritius) I Ltd.	Other Foreign Body	65,932,675	2.86%

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 both the Depository Systems in India – NSDL & CDSL. 99.95% of the Company's shares are held in dematerialized form as on March 31, 2013. 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, 2013, 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: +91-22-27673500
Fax: +91-22-27673666

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-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:

Mr. Rahul Desai – Group Head – Investor Relations & Capital Markets

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, 2012	Received	Resolved	Cl. Bal. March 31, 2013
Complaints	Nil	4	4	Nil
Other Correspondence	Nil	97	97	Nil
Total	Nil	101	101	Nil

xix. Compliance Officer:

Mr. Nitesh A. Mhatre, Joint 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

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

Members are requested to note that in compliance of Clause 5A (II) in the Listing Agreement with the Stock Exchanges, the Company has dematerialised all the unclaimed shares into "GTL Infrastructure Limited – Unclaimed Suspense Account" with one of the Depository Participants. The voting rights of those members shall remain frozen till the rightful owner claims the shares.

As stipulated under Clause 5A(II) of the Listing Agreement with the Stock Exchanges, the Company reports the following details of equity shares lying in the suspense account:

Details of the unclaimed shares as on March 31, 2013, are as under:

Sr. No.	Particulars	No. of Shareholders	No. of Shares
(i)	Aggregate number of shareholders and the outstanding shares lying in the suspense account as on April 1, 2012	496	50,370
(ii)	Number of shareholders who approached the Company for transfer of shares from suspense account during the year	5	313
(iii)	Number of shareholders to whom shares were transferred from suspense account during the year	5	313
(iv)	Aggregate number of shareholders and the outstanding shares lying in the suspense account as on March 31, 2013	491	50,057

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, 2013, 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

For **Yeolekar & Associates**

Chartered Accountants

Firm Reg No. – 102489W

S. S. Yeolekar

Partner

Membership No. 36398

Place : Mumbai

Date : May 9, 2013

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, 2013.

Milind Naik
Whole-time Director

Place: Navi Mumbai

Dated: May 9, 2013

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, 2013. 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, 2013;
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 complied with the relevant provisions of SEBI (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines.

CHETAN A. JOSHI

Practising Company Secretary

ACS: 20829/CP:7744

Place : Thane

Date : May 9, 2013

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

Mr. Vijay Vij, Independent Director

Mr. Vijay Vij is a Non-Executive Independent Director. He is a Practicing Chartered Accountant and has an experience of 21 years in almost every facet of taxation, auditing and consulting profession. He is an expert in direct taxation, valuations, financial modeling, business consultancy, system implementation, mergers & acquisitions and special economic zone. He has effectively handled business restructuring and start up ventures in competitive business environments. He has experience in providing advice on tax efficient entry strategy for India, transfer pricing and tax treaty implications.

He is also holds directorship in GTL Limited and Chennai Network Infrastructure Limited. He is a Chairman of Audit Committee of GTL Limited and also a Member of Shareholders'/Investors' Grievance & Nomination and Remuneration Committee in GTL Limited. He is a Member of Audit and Remuneration Committee of Chennai Network Infrastructure Limited. In GTL Infrastructure Limited, he is Chairman of Nomination and Remuneration Committee and also a Member of the Audit Committee.

Mr. Vij holds 63,500 shares and holds 5,00,000 options under Employee Stock Option Scheme of the Company.

Mr. Vinod Agarwala, Independent Director

Mr. Vinod Agarwala is a Non-Executive Independent Director. Mr. Agarwala is Advocate & Solicitor, Mumbai. He is also Solicitor, Supreme Court of England & Wales and Advocate of Supreme Court of India. He practices in Mumbai for the last 35 years. Mr. Agarwala specializes in corporate laws, Securities laws, Project Finance, Property Law, FDI and Commercial Laws. He is a Partner in Vigil Juris, Solicitors and Advocates, Mumbai.

He holds Directorships in Supreme Infrastructure India Limited, Chennai Network Infrastructure Limited, Suditul Trading and Investment Company Private Limited, SBM Chemicals & Instruments Private Limited and V-Magnum Opus Strategic Solutions Private Limited. He is Member of Audit Committee and Remuneration Committee in Supreme Infrastructure India Limited and Chennai Network Infrastructure Limited. In GTL Infrastructure Limited, he is a Member of Audit Committee and Shareholders'/Investors' Grievance Committee.

Mr. Agarwala holds 4,59,000 shares of the Company and holds 5,00,000 options under Employee Stock Option Scheme of the Company.