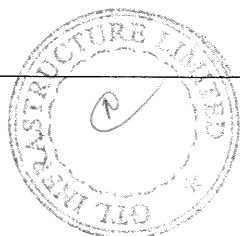


Name of Listed Entity: **GTL Infrastructure Limited**

Quarter ending: **September 30, 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	3	2
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 &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) §			
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 Mr. N. Balasubramanian Mr. Charudatta K. Naik	Independent - Chairman of the Committee Independent - Member of the Committee Non Independent - Non Executive - Member of the Committee
3. Risk Management Committee(if applicable)	N.A.	N.A.
4. Stakeholders Relationship Committee'	Dr. Anand P. Patkar Mr. Vinod B. Agarwala Mr. Manoj G. Tirodkar Mrs. Sonali P. Choudhary	Independent - Chairman of the Committee Independent - Member of the Committee Non Independent - Non Executive - Member of the Committee 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>
1) April 26, 2016	1) September 13, 2016	75
2) June 29, 2016	2) September 19, 2016	5

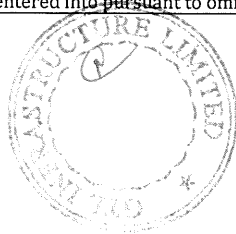
IV. Meeting of Committees

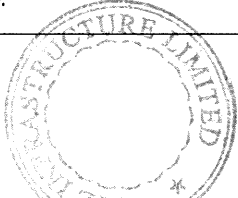
<i>Date(s) of meeting of the committee in the relevant quarter</i>	<i>Whether requirement of Quorum met (details)</i>	<i>Date(s) of meeting of the committee in the previous quarter</i>	<i>Maximum gap between any two consecutive meetings in number of days*</i>
1) Audit Committee Meeting - September 12, 2016	Yes, 3 members present	April 26, 2016	138
2) Nomination & Remuneration Committee Meeting - September 12, 2016	Yes, 2 members present	April 21, 2016	
3) Stakeholders Relationship Committee Meeting - September 13, 2016	Yes, all members present	1) April 26, 2016	

* 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

Subject	Compliance status (Yes/No/NA) refer note below
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	N.A.



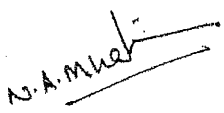
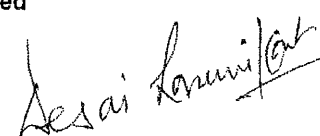

approval have been reviewed by Audit Committee	
<p>Note :</p> <p>1 In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A.. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.</p> <p>2 If status is "No" details of non-compliance may be given here.</p>	
<p>VI. Affirmations</p>	
<p>1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.</p> <p>2. The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015</p> <ul style="list-style-type: none"> a. Audit Committee b. Nomination & remuneration committee c. Stakeholders relationship committee d. Risk management committee (applicable to the top 100 listed entities) <p>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.</p> <p>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.</p> <p>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:</p>	
<p><i>N. A. Mhatre</i></p> <p>Nitesh Mhatre Company Secretary & Compliance Officer</p>	<p><i>L. Y. Desai</i></p> <p>L. Y. Desai Chief Financial Officer</p> 

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 III

Corporate Governance Report at the end of 6 months after end of financial year along-with second quarter report of next financial year

I Affirmations		
Broad heading	Regulation Number	Compliance status (Yes/No/NA) <small>refer note below</small>
<i>Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website</i>	46(2)	Yes, Business Reponsibility Report- Not Applicable
<i>Presence of Chairperson of Audit Committee at the Annual General Meeting</i>	18(1)(d)	Yes
<i>Presence of Chairperson of the nomination and remuneration committee at the annual general meeting</i>	19(3)	Yes
<i>Whether "Corporate Governance Report" disclosed in Annual Report</i>	34(3) read with para C of Schedule V	Yes
<p>Note</p> <p>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.</p> <p>2 If status is "No" details of non-compliance may be given here.</p> <p>3 If the Listed Entity would like to provide any other information the same may be indicated here.</p>		
<p>For GTL Infrastructure Limited</p> <div style="display: flex; justify-content: space-between; align-items: flex-start;"> <div style="text-align: center;">  Nitesh M. Mhatre Company Secretary & Compliance Officer </div> <div style="text-align: center;">  L.Y. Desai Chief Financial Officer </div> <div style="text-align: center;">  </div> </div>		