

GTL INFRASTRUCTURE LIMITED

(POLICY DOSSIER)

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I. ROLE OF CHAIRPERSON

The Chairperson shall:

1. act in the best interest of the Company and all its stakeholders *inter-alia* Shareowners, investors, financial institutions/ lenders, customers, employees and the communities within which the Company operates;
2. act as the Chairperson of the Board in such a way as to:
 - a. ensure that the Board fulfils the role that it has defined for itself;
 - b. ensure that the Board is satisfied that the Executive Directors viz. Vice-Chairman, Managing Director, Joint Managing Director and Whole-Time Director, if any, are fulfilling the role defined for each of them by the Board;
 - c. ensure that the constitution of the Board is appropriate to the needs of the business at any one time and that it meets the Corporate Governance Guidelines set out by The Companies Act, 2013, Ministry of Corporate Affairs, Securities and Exchange Board of India (SEBI), Stock Exchanges, any other regulatory body or advisory / professional bodies such as Confederation of Indian Industries (CII), as may be required for Company's Business; provided however, that adhering to the recommendations of advisory / professional bodies that are non-statutory in nature, shall be at the sole discretion of the Board;
 - d. ensure that the individual members of the Board have necessary freedom and opportunity to express their views; and
 - e. uphold and enhance the Company's reputation and its relationships with the outside world and in particular its Shareowners, the investing public, lenders, Government and fellow industrialists.
3. the Chairperson of the Board will:
 - a. hold position and discharge functions as per the provisions of Memorandum and Articles of Association of the Company and the Companies Act, 1956 / the Companies Act, 2013. Utmost care shall be taken in respect of matters like validity of own election as Chairperson, quorum of the meetings, orderly conduct of meetings, adjournment of convened meetings, declaration of results of voting, recording of minutes of meetings etc.;
 - b. guide the board in accordance with well settled practices on Corporate Governance, particularly on matters such as categorization of directors; composition of Board; constitution of Audit, Nomination/Remuneration, Stakeholders' Relationship & Securities Transfer and Corporate Social Responsibility Committees or such other statutory committees as may be required to be constituted *inter alia* changing the nomenclature and / or terms of reference, from time to time; Board / Committee / General meetings procedures; disclosures by directors etc. and also ensure that a compliance report on

Corporate Governance along with the Auditor's certificate forms part of the Annual Report;

- c. guide the Board in accordance with the accounting, secretarial and other standards, if any, brought out by the Professional Bodies from time to time;
- d. ensure that all directors receive adequate information, well in time and the Board Meetings are conducted in a manner enabling effective participation of all the directors, executive and non-executive alike, and encourages all to make an effective contribution;
- e. ensure that the Board occupies its time to the greatest extent possible upon those questions / matters which only it can decide, rather than for those for which the powers of decision have been delegated to its Executive Directors and that it has the right information to fulfill its role;
- f. ensure that the Board makes clear what powers it reserves for itself and what it has delegated to the Executive Directors;
- g. ensure that the Board is given opportunity to discuss any matter whether it lies within the powers and responsibilities of the Executive Directors or not, that any member wishes to raise;
- h. place before the Board, appointments as well as the remuneration and resignation / dismissal of any member of the Board, along with recommendations / comments of the Nomination / Remuneration committee, if any;
- i. recommend to the Board means or changes whereby its effectiveness will be improved;
- j. convene meetings of the Board and take the chair at all such meetings;
- k. ensure that the Board is given any information that any member asks shall be made available even if such information would not normally reach the Board;
- l. maintain range of contacts and relationships within the establishment to the indirect benefit of the Company;
- m. keep knowledge of the environment within which the group operates and knowledge of the experience and thinking of others engaged in industry, commerce, banking and Government, up to date, so as to be able to guide the decision-making process of the Board effectively;
- n. accept such outside appointments as shall be agreed by the Board, to be compatible with the Company's demands on his time and to be of direct or indirect value to the Company; and
- o. act as a friend, philosopher and guide to the individual members of the Board.

II. ROLE OF CHIEF EXECUTIVE OFFICER (CEO)

The CEO shall:

1. be the person so designated by the Board from one of its members or in case the Board has not appointed any person as the CEO, the Managing Director / Joint Managing Director / Whole-time Director shall as act as the CEO of the Company
2. act in the best interest of the Company and all its stakeholders' *inter-alia* Shareowners, investors, financial institutions / lenders, customers and employees, and the communities within which the Company operates;
3. uphold and enhance the Company's reputation and its relationships with the outside world and in particular its Shareowners, the investing public, Government and fellow industrialists;
4. ensure that the affairs of the Company are conducted as per the applicable laws and the Memorandum and Articles of Association of the Company;
5. ensure implementation of Corporate Governance practices adopted by the Company;
6. act in such a way as to:
 - a. ensure that the decisions of the Board are fully, promptly and properly carried out;
 - b. ensure that at no time exceeds the powers and authorities delegated by the Board;
 - c. ensure that the objectives of the Company, as decided by the Board are fulfilled;
 - d. ensure that the Board is kept fully informed, in the form and at the frequency it requires upon the Company's progress towards the achievement of its short, medium and long term objectives; and
 - e. ensure the optimisation of the human, financial and material resources of the Company to the greatest extent possible within the constraints imposed by the Company's Objectives and take all necessary steps to enhance their quality within the same constraints;
7. As a Chief Executive Officer of the Company:
 - a. act as the chief spokesperson of the Company to outside interests;
 - b. be regarded and regard oneself, as being solely responsible for the total performance of the Company within the constraints imposed by the Board and obtain Board's agreement to the precise extent of the powers and authority which it is prepared to delegate;

- c. inform the Board as to the extent of delegation of the powers and authority vested by the Board in the CEO to other managers in the Company;
- d. prepare and submit to the Board annually for its approval a set of objectives for the year and a road map for the three years succeeding thereto;
- e. prepare and submit to the Board annually for its approval plans for fulfillment of the Company's objective;
- f. achieve the financial objectives of the Company in the short and the medium term;
- g. obtain from the Board as and when occasion arises, authority to raise finances, raise finance upon the security or the mortgage of assets or establish new borrowing facilities from any new sources;
- h. prepare and submit to the Board proposal for all major capital expenditures;
- i. keep the Board informed on a regular and structured basis as to the progress and prospects of the Company;
- j. manage the business by establishing a system of corporate and personal objectives, designed to fulfill objectives of the Company;
- k. ensure that the personal objectives and the performance standards of those reporting to CEO are designed continually to achieve the objectives of the Company;
- l. ensure that the specialized expertise in the functional departments of the Company is brought to bear upon the dynamics of the business;
- m. place before the Board the appointment and dismissal, if any, of Key Managerial Personnel *inter alia* heads of operating divisions, Company Secretary and Chief Financial Officer;
- n. obtain from the Board, approval for the set of basic personnel policies and ensure their implementation throughout the Company;
- o. ensure that the general policies and objectives of the Company are implemented; and
- p. keep under the constant review the basic organisation of the Company and make recommendations to the Board for changes, where judged necessary;
- q. act as a friend, philosopher and guide to members of team with specific responsibility for the maintenance of high level of morale and motivation and therefore of personal performance.

8. focus on:

- a. strategic planning at Corporate level to cover apart from the Company, its subsidiaries / second generation subsidiaries, associate companies / joint ventures either in India or overseas. Making investments, acquisitions, diversifications, mergers, de-mergers, takeovers, hive-offs etc;
- b. extending corporate support services in respect of company secretarial, legal, finance, human resources and administration for operational activities;
- c. raising funds from domestic market as well as international markets, by way of equity, debentures or term loans;
- d. widening the trading base for the Company's / Group's securities by enlisting these on domestic or international bourses;
- e. ensuring Investors' delight / satisfaction by keeping a close touch with security analysts, stock markets, investors etc;
- f. ensuring protection of the Company's Interest in business agreements, litigations, claims, disputes, court cases and such other legal matters;
- g. providing effective leadership;
- h. recommending to the Nomination & Remuneration Committee, succession plan in case of physical incapacity;
- i. monitoring the overall capital expenditure of material / significant value;
- j. holding joint responsibility with Chief Operating Officer in respect of the following:
 - i. Sanctions of budgets and Resource allocation;
 - ii. Review of corporate policies;
 - iii. Review of all businesses on quarterly basis with Business Division Heads; and
 - iv. New initiatives

III. ROLE OF CHIEF OPERATING OFFICER (COO)

The COO shall:

1. act in the best interest of the Company and all its stakeholders' *inter-alia*, Shareowners, investors, financial institutions / lenders, customers and employees and the communities within which the Company operates;
2. uphold and enhance the Company's reputation and its relationships with the outside world and in particular its Shareowners, the investing public, Government and fellow industrialists, professional institutions, statutory authorities including tax, customs, excise, labour commissioner etc;
3. ensure implementation of Corporate Governance Practices adopted by the Company;
4. act in such a way as to:
 - a. ensure that the decisions of the Board in relation to the operational matters are fully, promptly and properly carried out;
 - b. ensure that at no time exceeds the powers and authorities delegated by the Board;
 - c. ensure that the objectives of the Company, as decided by the Board are fulfilled; and
 - d. ensure that the Board is kept fully informed, in the form and at the frequency it requires upon the progress of each business division and units towards the achievement of objectives;
5. as a Chief Operating Officer:
 - a. be regarded and regard oneself, as being solely responsible for the total performance of:
 - i. all the business divisions and units put together;
 - ii. all the business divisions and units, individually; and
 - iii. all the identifiable segments within the individual business divisions and units.
 - b. obtain Board's / CEOs agreement to the precise extent of the powers and authority which it is prepared to delegate;
 - c. inform the Board through CEO as to the precise extent of delegation of power and authority vested, to other managers in the Company;
 - d. keep the Board informed through CEO on a regular and structured basis as to the progress of the Company;

- e. ensure that the personal objectives and the performance standards of those reporting are designed continually to achieve the objectives of all the departments put together, all the departments individually and all the identifiable segments within the individual Departments;
 - f. ensure that the specialised expertise in the functional departments of the Company is brought to bear upon the dynamics of the business;
 - g. ensure that the general policies and objectives of the Company are known throughout the Company;
 - h. keep under the constant review the basic organisation of the Company and make recommendations to the Board through CEO for changes in it where judged necessary; and
 - i. act as a friend, philosopher and guide to the fellow colleagues for the maintenance of high level of moral and motivation and therefore of personal performance;
6. specifically:
- a. look after day to day operations of profit centers and their sub segments in coordination with other Executive Directors;
 - b. formulate sales and marketing strategy;
 - c. manage customer satisfaction for key clients;
 - d. endeavour to achieve annual targets in sales, profitability, quality, productivity and other significant areas;
 - e. ensure that the processes of recruitment, training and retention of employees are maintained at high standards;
 - f. keep updated on the changing business scenario;
 - g. keep updated on the changing technologies;
 - h. develop new products from time to time as the opportunity and situation may demand;
 - i. maintain good relations with media and other agencies;
 - j. update the Chief Executive Officer (CEO) on the operational developments on regular basis; and

7. hold joint responsibility with CEO in respect of the following:
 - a. Sanction of budgets and Resource allocation;
 - b. Review of corporate policies;
 - c. Review of all businesses on quarterly basis with Business Division Heads; and
 - d. New initiatives.

IV. CODE OF CONDUCT FOR DIRECTORS AND SENIOR MANAGEMENT

Preamble

All Directors and Senior Management (DSM) must act within the bounds of the authority conferred upon them and with a duty to make and enact informed decisions and policies in the best interest of the Company and its shareholders/stakeholders.

For the purpose of this section, Directors means the members of the Board of Directors of the Company and Senior Management means Key Managerial Personnel and all Departmental Heads.

With a view to maintain the high standards that the Company requires, the following rules / Code of Conduct should be observed by the DSM of the Company. The Company appoints the Company secretary as a compliance officer for the purpose of the code, who will be available to DSM to answer questions and to help them comply with the code.

1. Honesty and Integrity

All DSM shall conduct their activities, on behalf of the Company and on their personal behalf, with honesty, integrity and fairness. They will act in good faith, responsibly, with due care, competence and diligence, without allowing their independent judgment to be subordinated. They will act in the best interest of the Company and fulfill the fiduciary obligations.

2. Conflict of Interest

The DSM shall not engage in any business, relationship or activity, which may be in conflict of interest of the Company or the group.

Conflicts can arise in many situations. It is not possible to cover every possible conflict situation and at times, it will not be easy to distinguish between proper and improper activity. Set forth, are some of the common circumstances that may lead to a conflict of interest, actual or potential -

- a. DSM should not engage in any activity / employment that interferes with the performance or responsibility to the Company or is otherwise in conflict with or prejudicial to the Company.
- b. DSM and their immediate families should not make significant investment in a company, customer, supplier, developer or competitor and generally refrain from investments that compromise their responsibility to the Company.
- c. DSM should avoid conducting the Company's business with a relative or with a firm / company in which a relative / related party is associated in any significant role.

If such related party transaction is unavoidable it must be fully disclosed to the Board or to the CFO / Head of Finance.

3. Compliance

The DSM is required to comply with all applicable laws, rules and regulations, both in letter and spirit. In order to assist the Company in promoting lawful and ethical behavior, the DSM must report any possible violation of law, rules, regulation or the Code of Conduct to the Company Secretary.

4. Directorships

The Company feels that serving on the Boards of other companies may raise substantial concerns about potential conflict of interest. And companies may raise substantial concerns about potential conflict of interest. And therefore, all DSM must report / disclose such relationships to the board on an annual basis. It is felt that service on the Board of a direct competitor is not in the interest of the Company.

5. Retirement

The Company's Human Resources Department shall stipulate the retirement age for Senior Management from time to time.

Subject to the provisions of the Companies Act, 2013 (the Act), the maximum age for Directors is 75 years except for Promoter Directors and a Director who completes the age of 75 years shall volunteer to relinquish as a Director in the same month in which the Director completes 75 years or in the next Annual General Meeting. Further, in terms of the provisions of the Act, an independent Director shall hold the office of Director for a maximum period of two tenures of five years each or such other period as may be stipulated in the Act or Rules there under and appointment of Independent Directors shall be done as per the provisions of the Act.

6. Confidentiality of Information

Any information concerning the Company's business, its customers, suppliers etc, which is not in the public domain and to which the DSM has access or possesses such information, must be considered confidential and held in confidence, unless authorized to do so and when disclosure is required as a matter of law. No DSM shall provide any information either formally or informally, to the press or any other public media, unless specially authorized or by operation of law.

7. Insider Trading

Any DSM of the Company shall not derive benefit or assist others to derive benefit by giving investment advice from the access to and possession of information about the Company, not in public domain and therefore constitutes insider information. All DSM will comply with insider trading guidelines as issued by SEBI from time to time and the Company's Policy on 1) Prohibition of Insider

Trading; 2) Prohibition of Fraudulent and Unfair Trade practices relating to securities market; and 3) Prohibition on Forward Dealings as adopted from time to time.

8. Gifts and Donations

No DSM of the Company shall receive or offer, directly or indirectly, any gifts, donations, remuneration, hospitality, illegal payments and comparable benefits which are intended (or perceived to be intended) to obtain business (or uncompetitive) favors or decisions for the conduct of business. Nominal gifts of commemorative nature, for special events may be accepted and reported to the Board.

9. Protection of Assets

DSM shall ensure to protect the Company's assets, labour and information and may not use this for personal use, unless approved.

10. Equal opportunities

The DSM shall ensure equal opportunities to all its employees and all qualified applicants for employment, without regard to their race, caste, religion, colour, ancestry, marital status, sex, age, nationality and disability.

11. Health, Safety and Environment

The DSM shall strive to provide a safe and healthy working environment free of unlawful harassment and comply, in the conduct of its business affairs, with all regulations regarding the preservation of the environment of the territory it operates in.

12. Products & Services

The DSM shall endeavor to supply goods and services meeting national / international standards, backed by efficient after-sales service consistent with the requirements of the customers to ensure their total satisfaction.

13. Shareholders

The DSM shall duly and fairly inform its shareholders about all relevant aspects of the Company's business and disclose such information in accordance with the respective regulations and work towards enhancement of shareholder value.

14. Corporate Social Responsibility

The DSM shall endeavor to promote the interests of disadvantaged and impaired sections of the society and also support causes in terms of the Corporate Social Responsibility Policy adopted by the Company.

15. Compliance of the Code

Upon adoption of the Code, every DSM must acknowledge and execute an understanding of the Code and an agreement to comply. New DSM will sign such a deed at the time when their terms begin. All DSM shall affirm compliance with the Code on an annual basis. The Annual Report of the Company shall contain a declaration to this effect signed by the CEO.

16. Enforcement of the Code

The Board shall determine appropriate actions to be taken in the event of violations of this Code. Such actions shall be reasonably designed to deter wrongdoing and to promote accountability for adherence to the Code. In determining what action is appropriate in a particular case, the Board shall take into account all relevant information, including the nature and severity of the violation, whether the violation appears to have been intentional or inadvertent, and whether the individual in question had been advised prior to the violation as to the proper course of action.

17. Waiver of the Code

Any waiver of this Code may be made only by the Board and will be promptly and publicly disclosed.

V. CODE FOR INDEPENDENT DIRECTORS

[In terms of Schedule IV of the Companies Act, 2013 (the Act) as may be amended from time to time]

The Code is a guide to professional conduct for independent directors. Adherence to these standards by independent directors and fulfillment of their responsibilities in a professional and faithful manner will promote confidence of the investment community, particularly minority shareholders, regulators and companies in the institution of independent directors.

I. Guidelines of professional conduct:

An independent director shall:

- 1) uphold ethical standards of integrity and probity;
- 2) act objectively and constructively while exercising his duties;
- 3) exercise his responsibilities in a bona fide manner in the interest of the company;
- 4) devote sufficient time and attention to his / her professional obligations for informed and balanced decision making;
- 5) not allow any extraneous considerations that will vitiate his exercise of objective independent judgment in the paramount interest of the company as a whole, while concurring in or dissenting from the collective judgment of the Board in its decision making;
- 6) not abuse his position to the detriment of the Company or its stakeholders or for the purpose of gaining direct or indirect personal advantage or advantage for any associated person;
- 7) refrain from any action that would lead to loss of his independence;
- 8) where circumstances arise which make an independent director lose his independence, the independent director must immediately inform the Board accordingly;
- 9) assist the Company in implementing the best corporate governance practices.

II. Role and functions:

The independent directors shall:

- 1) help in bringing an independent judgment to bear on the Board's deliberations specially on issues of strategy, performance, risk management, resources, key appointments and standards of conduct;
- 2) bring an objective view in the evaluation of the performance of Board and management;

- 3) scrutinise the performance of management in meeting agreed goals and objectives and monitor the reporting of performance;
- 4) satisfy themselves on the integrity of financial information and that financial controls and the systems of risk management are robust and defensible;
- 5) safeguard the interests of all stakeholders, particularly the minority shareholders;
- 6) balance the conflicting interest of the stakeholders;
- 7) determine appropriate levels of remuneration of executive directors, key managerial personnel and senior management and have a prime role in appointing and where necessary recommend removal of executive directors, key managerial personnel and senior management;
- 8) moderate and arbitrate in the interest of the Company as a whole, in situations of conflict between management and shareholder's interest.

III.Duties :

The independent directors shall—

- 1) undertake appropriate induction and regularly update and refresh their skills, knowledge and familiarity with the Company;
- 2) seek appropriate clarification or amplification of information and, where necessary, take and follow appropriate professional advice and opinion of outside experts at the expense of the Company;
- 3) strive to attend all meetings of the Board of Directors and of the Board committees of which he is a member;
- 4) participate constructively and actively in the meetings of the Board / committees of the Board in which they are chairpersons or members;
- 5) strive to attend the general meetings of the Company;
- 6) where they have concerns about the running of the Company or a proposed action, ensure that these are addressed by the Board and, to the extent that they are not resolved, insist that their concerns are recorded in the minutes of the Board meeting;
- 7) keep themselves well informed about the Company and the external environment in which it operates;
- 8) not to unfairly obstruct the functioning of an otherwise proper Board or committee of the Board;

- 9) pay sufficient attention and ensure that adequate deliberations are held before approving related party transactions and assure themselves that the same are in the interest of the Company;
- 10) ascertain and ensure that the Company has an adequate and functional vigil mechanism and to ensure that the interests of a person who uses such mechanism are not prejudicially affected on account of such use;
- 11) report concerns about unethical behaviour, actual or suspected fraud or violation of the Company's code of conduct or ethics policy;
- 12) acting within his authority, assist in protecting the legitimate interests of the Company, shareholders and its employees;
- 13) not disclose confidential information, including commercial secrets, technologies, advertising and sales promotion plans, unpublished price sensitive information, unless such disclosure is expressly approved by the Board or required by law.

IV. Manner of appointment:

- 1) Appointment process of independent directors shall be independent of the Company management; while selecting independent directors the Board shall ensure that there is appropriate balance of skills, experience and knowledge in the Board so as to enable the Board to discharge its functions and duties effectively.
- 2) The appointment of independent director(s) of the Company shall be approved at the meeting of the shareholders.
- 3) The explanatory statement attached to the notice of the meeting for approving the appointment of independent director shall include a statement that in the opinion of the Board, the independent director proposed to be appointed fulfils the conditions specified in the Act and the rules made thereunder and that the proposed director is independent of the management.
- 4) The appointment of independent directors shall be formalised through a letter of appointment, which shall set out :
 - a. the term of appointment;
 - b. the expectation of the Board from the appointed director; the Board-level committee(s) in which the director is expected to serve and its tasks;
 - c. the fiduciary duties that come with such an appointment along with accompanying liabilities;
 - d. provision for Directors and Officers (D and O) insurance, if any;
 - e. the Code of Business Ethics that the Company expects its directors and employees to follow;
 - f. the list of actions that a director should not do while functioning as such in the company; and

- g. the remuneration, mentioning periodic fees, reimbursement of expenses for participation in the Boards and other meetings and profit related commission, if any.
- 5) The terms and conditions of appointment of independent directors shall be open for inspection at the registered office of the Company by any member during normal business hours.
- 6) The terms and conditions of appointment of independent directors shall also be posted on the Company's website.

V. Re-appointment:

The re-appointment of independent director shall be on the basis of report of performance evaluation.

VI. Resignation or removal:

- 1) The resignation or removal of an independent director shall be in the same manner as is provided in sections 168 and 169 of the Act.
- 2) An independent director who resigns or is removed from the Board of the Company shall be replaced by a new independent director within a period of not more than one hundred and eighty days from the date of such resignation or removal, as the case may be.
- 3) Where the Company fulfils the requirement of independent directors in its Board even without filling the vacancy created by such resignation or removal, as the case may be, the requirement of replacement by a new independent director shall not apply.

VII. Separate meetings:

- 1) The independent directors of the Company shall hold at least one meeting in a year without the attendance of non-independent directors and members of management;
- 2) All the independent directors of the Company shall strive to be present at such meeting;
- 3) The meeting shall:
 - a. review the performance of non-independent directors and the Board as a whole;
 - b. review the performance of the Chairperson of the Company, taking into account the views of executive directors and non-executive directors;
 - c. assess the quality, quantity and timeliness of flow of information between the Company management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

VIII. Evaluation mechanism:

- 1) The performance evaluation of independent directors shall be done by the entire Board of Directors, excluding the director being evaluated.
- 2) On the basis of the report of performance evaluation, it shall be determined whether to extend or continue the term of appointment of the independent director.

VI. SELECTION CRITERIA FOR INDEPENDENT DIRECTORS

- (1) An Independent Director may be selected from a data bank containing names, addresses and qualifications of persons who are eligible and willing to act as independent directors, maintained by any body, institute or association, as may be notified by the Central Government, having expertise in creation and maintenance of such data bank and put on their website for the use by the company making the appointment of such directors as per section 149 (5) and section 150 of the Act.

Provided that responsibility of exercising due diligence before selecting a person from the data bank referred to above, as an independent director shall lie with the Company making such appointment.

- (2) An Independent Director shall possess appropriate skills, experience and knowledge in one or more fields of finance, law, management, sales, marketing, administration, research, corporate governance, technical operations or other disciplines related to the Company's business.
- (3) The appointment of independent director shall be approved by the Company in general meeting as provided in sub-section (2) of section 152 of the Act and the explanatory statement annexed to the notice of the general meeting called to consider the said appointment shall indicate the justification for choosing the appointee for appointment as independent director.
- (4) The Central Government may prescribe the manner and procedure of selection of independent directors who fulfill the qualifications and requirements specified under section 149 of the Act.

VII. ROLE OF NON-EXECUTIVE DIRECTORS

The Non - Executive Director of GTL Infrastructure Limited shall:

1. act as a Director of the Company in the best interest of the Company and stakeholders *inter alia* shareowners, employees and customers;
2. bring to bear upon the business of the Company such personal skills and experience as he may possess;
3. attend all Board meetings called during the year, unless prevented by exceptional circumstances;
4. in so far as other commitments allow, be prepared to visit on request any of the Company's locations throughout India or overseas;
5. with permission of the Chairman, place upon the agenda for the Board any matter which he wishes to raise concerning the Company's affairs and which he thinks that the Board should discuss;
6. take and when necessary create, opportunities to acquaint himself with key managers in the Group and the Group's product and Services;
7. participate in constitution of the committees of the Board, including Corporate Governance Committees;
8. undertake such activities of PR nature, within reasonable scope and frequency, as he may be requested to perform by the Board for the furtherance of the Company's good name and standing;
9. keep his knowledge of the environment within which the Group operates up-to-date and maintain his contacts in the spheres of Governmental bodies, Statutory Authorities, Bankers, Financial Institutions, Professional Institutions etc;
10. assist, as requested, the Chairman or Executive Directors in questions concerning the appointment of Non Executive members of the Board;
11. bear in mind his dual role of evaluating and commenting - but not imposing his will, on the issues put forward by the Management and make any suggestion to the Chairman as he may think fit in the best interests of the Company;
12. not comment, for a minimum period of two years after he ceased to be a member of the Board, about the Company;
13. not hold, unless it is required otherwise, Office of the Non Executive Director, for more than 2 terms of 5 years each;
14. preferably not hold Office of the Non Executive Director of more than ten other Listed companies;

15. disclose conflict of interests as soon as it is apparent to him and volunteer to resign; and
16. not comment, before the expiry of a cooling period of say 48 hours, on any “non public information” made public by the authorised person.

VIII. SELECTION CRITERIA FOR NON-EXECUTIVE DIRECTORS

To be a member of the Board as a Non Executive Director, a person:

1. shall fulfill all the statutory requirements of the Companies Act, 1956 / 2013 and/or other applicable laws;

On the day of appointment shall be of a minimum age of 25 years and the maximum age of 75 years except for *Promoter* Directors and a Director who completes the age of 75 years shall volunteer to relinquish as a Director in the same month in which the Director completes 75 years or in the next Annual General Meeting. In exceptional circumstances, the Board may relax the age limit and reasons there for be enumerated in the notice appointing / reappointing the said candidate.

2. shall be in a position to bring synergetic advantages like:
 - a. bringing Investors' confidence;
 - b. known skills in the areas of accountancy, taxation, banking, company laws, general laws, education, software, e-commerce, technology etc;
 - c. improving Company's credibility with customers, Government, lenders because of his personal stature and standing;
 - d. attracting talented employees; and
 - e. adding comfort to overseas collaborators by virtue of his international business/technical exposure.
3. shall be and is viewed by general public as an independent person:
 - a. not related to any of the promoter directors;
 - b. not a supplier of products, goods, services etc. to the Company;
 - c. working in the interest of Company's stakeholders; and
 - d. a man of principles, integrity and honesty.
4. shall be in a position to attend minimum 50% of the Board and / or Committee meetings and contribute in the proceedings of the Meetings or shall be in a position to spend at least 10 whole working days in a year for the Company;
5. should not, preferably, be on the Boards of more than ten listed companies and
6. should not be associated with the companies, which are considered as fierce competitor / rivals, in any such manner detrimental to the interest of the Company.

IX. SELECTION CRITERIA FOR EXECUTIVE DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Executive Director:

To be a member of the Board as an Executive Director, a person:

1. shall fulfill all the statutory requirements of the Companies Act 2013 and / or other applicable laws and Rules stipulated thereunder;
2. shall be in a position to bring advantages like:
 - a. known skills in the areas of finance, accountancy, taxation, banking, company laws, general laws, education, software, e-commerce, technology, marketing, human resources, modern management practices in Information Technology Industry and leading edge technology etc;
 - b. bringing Investors' confidence;
 - c. improving Company's credibility with customers, Government, lenders because of his personal stature and standing;
 - d. attracting talented employees; and
 - e. adding comfort to overseas collaborators by virtue of his international business / technical exposure.
3. shall be and is viewed by general public as a person:
 - a. having adequate experience, capacity and potential to occupy such high office;
 - b. not a supplier of products, goods, services etc. to the Company;
 - c. working in the interest of Company's stakeholders; and
 - d. a man of principles, integrity and honesty.
4. should be in a position to spend his full time for the Company, unless permitted by the Board in exceptional circumstances considering the advantage / benefit, he would bring for the Company through the permitted office. However under no circumstances he shall be permitted to conduct the business carried on by the Company in his personal capacity;
5. should be in a position to attend minimum 50% of the Board and/or Committee meetings and contribute in the proceedings of the Meetings. He may participate in the Board Meeting and General Meeting by video conferencing or by other audio visual means, but must attend at least one meeting in person;
6. should not, preferably, be on the Boards of more than five listed companies; and

7. should not be associated with the companies, which are considered as fierce competitor / rivals, in any such manner detrimental to the interest of the Company.

B. Key Managerial Personnel:

I. Company Secretary:

For getting appointed to the position of the Company Secretary, a person shall possess following:

- i. Shall be a member of the Institute of Company Secretaries of India or such other qualifications as may be stipulated by the Companies Act, 2013 or the Institute of Company Secretaries of India;
- ii. Preferably hold a degree in Legal discipline from an University of repute;
- iii. Shall be between the age of 25 years and at the time of appointment shall not have crossed the age of 50 years or such other upper limit as may be approved by the Nomination & Remuneration Committee of the Board;
- iv. Shall possess command over written and oral communication;
- v. Shall be a go-getter; and
- vi. Shall possess at least 10 years of post- qualification experience in companies of repute or such other lower limit as may be approved by the Nomination & Remuneration Committee of the Board.

II. Chief Financial Officer:

For getting appointed to the position of the Chief Financial Officer, a person shall possess following:

- i. Shall be a member of the Institute of Chartered Accountants of India or such other qualifications as may be stipulated by the Companies Act, 2013 or the Institute of Chartered Accountants of India;
- ii. Preferably hold a degree / diploma in management / costing discipline from an University / Institute of repute;
- iii. Shall be between the age of 25 years and at the time of appointment shall not have crossed the age of 50 years or such other upper limit as may be approved by the Nomination & Remuneration Committee of the Board;
- iv. Shall possess command over Financial Planning, Reporting and Management Information System;
- v. Shall be a go-getter; and
- vi. Shall possess at least 10 years of post- qualification experience in companies of repute or such other lower limit as may be approved by the Nomination & Remuneration Committee of the Board.

X. COMPENSATION POLICY FOR DIRECTORS, KEY MANAGERIAL PERSONNEL AND SENIOR MANAGEMENT

A. NON-EXECUTIVE / INDEPENDENT DIRECTORS

1. Non-Executive / Independent Directors (NED / ID) are the members of the Board not involved in day-to-day operations of the Company.
2. Against the services rendered by NEDs / IDs, the Company shall make compensation by way of sitting fees as stipulated under the Act Companies Act, 2013 (the Act) or Rules there under.
3. And / or commission and travel related charges.
4. NEDs / IDs will be entitled to:
 - a. the sitting fees as may be permitted under the Act and determined from time-to-time by the Company for attending each meeting of the Board or Committees thereof and
 - b. Such commission as may be decided by the Board / Shareowners from time to time, taking into account attendance in the Board / Committee meetings and the time, efforts & output given by such NEDs / IDs, within the limits specified by the Act.
5. IDs, will not be eligible to participate in Employees Stock Option Plans (ESOPs).
6. In no case shall Commission exceed the limits and ceiling, prescribed from time to time by the Act.
7. As recommended by Clause 49 of the Listing Agreement, as may be amended from time to time, the Company shall provide office space to maximum two of the Non Executive / Independent Directors and compensate them appropriately by way of commission towards the services, time, efforts and output given by them subject to the limit as stipulated under the Act and / or as approved by the shareowners.
8. The Board of Directors of the Company shall evaluate the performance of non – executive / Independent Directors after closure of the Financial year and would take in to account the performance of each Director on the basis of their attendance / participation and time devotion in Board / Committee meetings, qualification, positive attributes *vis-a vis* their performance compared with the performance of the Company after taking in to account the overall situation at micro & macro - economic level *inter-alia* socio-economic and socio-political conditions.

B. EXECUTIVE DIRECTORS

1. The term Executive Director (ED), shall mean and include, Chairman, Vice-Chairman, Managing Director, Joint Managing Director, Whole-time Director, if any, who is in whole-time employment of the Company.
2. The Nomination & Remuneration Committee of the Board shall evaluate the performance of EDs after closure of the Financial year and would take in to account the performance of each Director on the basis of qualification, positive attributes and individual performance for achieving corporate goal *vis-a vis* the performance of the Company after taking in to account the overall situation at micro & macro - economic level *inter-alia* socio-economic and socio-political conditions.
3. Against the services rendered by EDs, the Company, on the recommendations of the Nomination & Remuneration Committee / Board and with the approval of the members in Annual General Meeting, pays compensation to them.
4. Such compensation is paid by way of salary, which shall mean and include Provident Fund, Gratuity, Performance Bonus etc. and by way of Commission.
5. Salary and Commission of the EDs are revised from time to time depending upon Company's performance, individual Director's performance and prevailing industry norms, as per the recommendations of Nomination & Remuneration Committee.
6. No payment is made to EDs by way of sitting fees.
7. No ESOPs are granted to promoter Directors, given the SEBI guidelines.
8. In no case, salaries and / or commission put together exceed the limits and ceiling, prescribed from time to time by the Companies Act, 2013 and / or as approved by the Central Government, as the case may be.

C. KEY MANAGERIAL PERSONNEL

1. The term Key Managerial Personnel (KMP), shall mean and include, CEO / Managing Director / Manager, Whole-time Director, Company Secretary, Chief Financial Officer and such other officer as may prescribed under the Companies Act, 2013 as may be amended from time to time. This section is dealing with compensation policy for KMPs other than Whole-time Directors.
2. The Nomination & Remuneration Committee of the Board shall evaluate the performance of KMPs after closure of the Financial year and would take in to account the performance of each KMP on the basis of qualification, positive attributes, statutory compliance and individual performance for achieving corporate goal *vis-a vis* the performance of the Company after taking in to account the overall situation at micro & macro - economic level *inter-alia* socio-economic and socio-political conditions.
3. Against the services rendered by KMPs, on the recommendations of the Nomination & Remuneration Committee, the Board will decide and fix compensation to them.

4. Such compensation is paid by way of salary, which shall mean and include Provident Fund, Gratuity, Performance Bonus, ESOPs etc.
5. Salary and Commission of the KMPs are revised from time to time depending upon Company's performance, individual KMPs performance and prevailing industry norms, as per the recommendations of Nomination & Remuneration Committee.

D. SENIOR MANAGEMENT

The Compensation policy for Senior Management shall be decided in terms of policy guidelines framed by the Company's Human Resources department and as may be approved by the Nomination & Remuneration Committee.

XI. GENERAL TERMS OF APPOINTMENT OF DIRECTORS

A. NON - EXECUTIVE DIRECTORS (NEDs)

1. The NEDs shall be inducted into the Board on the recommendation of the Nomination & Remuneration Committee, initially for a period of one year.
2. The reappointment shall be subject to the performance review of Directors conducted by the Nomination & Remuneration Committee annually.
3. The Directors are normally expected to attend a minimum of 50% of Board / Committee meetings or shall be in a position to spend at least 10 whole working days in a year for the Company. However, considering the time, inconvenience and the expenses involved, the same may be relaxed in case of NEDs having bonafide reasons, by prior arrangements.
4. The NEDs, among other things are expected to visit the operations, interact with officials and share their personal skills and experiences with them.
5. Within the limits prescribed under the Companies Act, 2013, or rules and regulations made there under, the NEDs would be entitled for remuneration commensurate with the time spent, effort, output and the number of Board / Committee Meetings attended by them.
6. The Independent Directors, to continue their position as Independent Directors, should ensure that apart from receiving Directors remuneration they do not have any material pecuniary relationships or transactions with the Company, its promoters, its directors, its key managerial personnel, its senior management or its holding company, its subsidiaries and associates which may affect the independence of the Directors; and continue to comply with various requirements as to the independence as stipulated in Clause 49 of the Listing Agreement, the Companies Act, 2013 or any other statute.
7. The Independent Director shall hold office for a term of five consecutive years on the Board of the Company, but shall be eligible for re-appointment for another term of five years on passing special resolution and disclosure of appointment in the Board's Report. ID shall hold office for not more than two consecutive terms of five years each and shall be eligible for appointment after the expiration of three years of ceasing to be an ID.
8. The NEDs should keep all material information made known to them confidential.

B. EXECUTIVE DIRECTORS (EDs):

1. The EDs holding the position of Chief Executive Officer / Chief Operating Officer and the EDs holding other positions would initially be appointed for a period not exceeding 5 years or 3 years as the case may be, on the recommendation of the Nomination & Remuneration Committee. However there would be provision for termination of services by either party by giving 3 months' notice or 3 months' remuneration in lieu thereof to the other party or such other period as may be decided by the Board from time to time.
2. The reappointment shall be subject to the performance review of the Directors conducted by the Nomination & Remuneration Committee annually.
3. Each ED would also accept the following terms:
 - a. The terms and conditions of the appointment may be altered and varied in such manner as may be agreed to between him and the Board.
 - b. If for any reason he ceases to be a Director of the Company, he shall cease to be Whole-Time Director of the Company.
 - c. He shall not become interested or otherwise concerned either directly or through his relatives (as defined in the Companies Act, 2013) in any selling agency of the Company without the necessary approvals.
 - d. He shall abide by the Corporate Governance practices of the Company and particularly those relating to the Ethics and Insider Trading.
 - e. He shall be prohibited on forward dealings in securities of the Company.
 - f. He shall observe the secrecy obligation with regard to the business obligation of the Company and shall adhere to the terms and conditions of the Policy Dossier.
 - g. Any intellectual property adopted or caused to be developed by the Executive Director during his tenure shall always remain the property of the Company.
 - h. The ED shall covenant and agree with the Company that during his tenure of office, he shall:
 - i. faithfully, diligently, conscientiously, honestly and to the best of his skill and ability endeavour to promote the interest and welfare of the business of the Company;
 - ii. transact, do, perform and superintend all such acts, deeds, matters and things incidental and in relation to the conduct and management of the business and other affairs of the Company as are required to be done by him as an Executive Director under the Articles of Associations and Regulations (for the time being in force) of the Company; and
 - iii. carry out such duties as may be assigned to him from time to time by the Board of Directors or Managing Director.

4. Subject to the general superintendence, control, direction of the Board or Managing Director as the case may be each Executive Director shall have such powers and authorities as may be assigned to him from time to time.
5. Each ED shall disclose *inter alia*, his relationship (as per Company Law) with any of the employees or business associates.
6. Each ED should make disclosure relating to all material, financial and commercial transactions, where he has personal interest that may have potential conflict with the interest of the Company at large.

C. NON-EXECUTIVE DIRECTORS AND EXECUTIVE DIRECTORS:

1. Both the NEDs & EDs shall neither be members of more than 10 Committees nor Chairman of more than 5 Committees, across all Companies as stipulated in Clause 49 of the Listing Agreement and / or the Companies Act, 2013. They shall inform the Company about the Committee positions occupied in other Companies at the time of their joining the Board and notify changes as and when they take place.
2. The Directors should not be associated with entities, which are considered as fierce competitors/ rivals, in any such manner detrimental to the interest of the Company. However, if there is conflict of interest, the concerned Director should disclose the same on his own and also volunteer to resign from the Directorship of the Company. For this purpose, the term fierce competitors / rivals of the Company would mean and include the entities, which may target / potentially target for the same customers of the Company in respect of the same product in the same geographical area.
3. As per the provisions of the Companies Act, 2013, every limited company before induction of an individual in its Board should obtain the consent of the concerned individual and file the same with the Ministry of Corporate Affairs. Accordingly, individuals proposed for appointment should furnish their consent in the prescribed form prior to their induction into the Board.
4. As per the requirement of the Listing Agreement of Stock Exchanges in India, a company has to give the following details at the time of appointment of a new Director or re-appointment of an existing Director;
 - i. A resume of the person proposed for appointment as Director;
 - ii. Nature of his expertise in specific functional areas; and
 - iii. Name of Companies in which the person also holds the Directorship/ Chairmanship and the Membership/ Chairmanship of Committees of the Board.
 - iv. Shareholding details in the Company"

Accordingly, individuals proposed for appointment should furnish the above details prior to their appointment/ reappointment as Directors.

5. As per Section 164 of the Companies Act, 2013, a person proposed for appointment should not have the disqualifications contained therein. Accordingly, individuals proposed for appointment should make a declaration to the effect that they are not

disqualified under Section 164 of the Companies Act, 2013, prior to their joining the Board. The Directors should also make such declaration at the end of each Financial Year.

6. As per Section 173 of the Companies Act, 2013, the notice of Board Meeting should be given not less than seven days' or such period as may be stipulated in the Secretarial Standards adopted by ICSI, in writing to every Director at his address registered with the Company and such notice shall be sent by hand delivery or by post or by electronic means.

XII. DUTIES OF BOARD OF DIRECTORS

The Board of Directors (the “Board”) shall:

1. recognise and be conscious all times, of the fiduciary position they assume towards the Shareowners and therefore collectively play material role in corporate decision making and maximising the long term value for the stakeholders;
2. ensure that the direction and control of the Company remains firmly in the hands of the Board and if required constitute appropriate committees and sub-committees to guide and review the performance of Operations Divisions and support functions;
3. induct Directors of appropriate talent in respective committees and sub-committees and thus have a clearly defined responsibilities for each of them;
4. consist of maximum of such number of Directors as stipulated by the Companies Act, 2013 or such other numbers as may be approved by shareholders by way of passing of special resolution;
5. through, Nomination & Remuneration Committee, review the size & composition of the Board from time to time;
6. select the Non Executive Directors, from any of the following areas of specialization, having:
 - a. long experience with proven entrepreneur skills;
 - b. world class experience and qualification in the field of Technology with Board level management experience in public / private sector in the business area wherein the Company is engaged;
 - c. acted as senior telecommunication personnel, with wide experience in public telecommunication;
 - d. acted as Chief of profitable & efficient Public Sector Units with experience synergetic to Company's business;
 - e. professional skills in the areas of management of technical sales and marketing or general administration in the industry;
 - f. a background as renowned Computer Scientists, professors, researchers in the fields of education and research;
 - g. a background as successful businesspersons in commerce and industry;
 - h. expertise in the fields of electronic commerce and information technology;
 - i. expertise in the field of futurology and futuristic technology;
 - j. expertise in strategy planning;

- k. expertise in the field of Finance, Taxation and economic policies;
 - l. expertise in the legal field and
 - m. expertise in modern practices in Human Resources Development;
7. review the internal control over the financial management of the Company through Audit Committee;
 8. review the matters exclusively reserved for the Boards' decision, whether by Statute or otherwise;
 9. call for all such information and documents that pertain to the issues to be discussed in the Meetings, deliberate and conclude on the individual issues of the Agenda of the Meetings and make sure that the conclusions and decisions are properly minuted;
 10. ensure that every meeting of the Committee / Board, have an agenda and the same is circulated amongst its members well in advance;
 11. review the Minutes of previous Meetings and the developments that have taken place between the two Meetings material to the decisions taken place in the earlier Meetings;
 12. ensure that appropriate mix of Executive & Non Executive Directors is maintained;
 13. report to the Shareholders, all such issues to be statutorily included in the Directors' / Annual Report;
 14. in respect of every issue that is discussed in the Board Meeting, ensure that interest of whatever nature that a director has, is properly disclosed and such director does not participate in the proceedings of the Meetings in which the issue is discussed;
 15. ensure that the principle of collective responsibility is understood and accepted by every member of the Board;
 16. obtain information from responsible officers about the status of statutory compliances on a periodic basis so as to ensure that that all the statutory / legal requirements are complied within the said time frame.
 17. ensure that the composition of the Board is in the best interest of the Company and that all the norms pertaining to; induction of new board member, composition of the Board, retirement of the Director, compensation structure for the directors, is duly met with.
 18. shall not, except with the approval of the Shareholders in general meeting:
 - a. sell, lease or otherwise dispose off the whole or substantially the whole of the undertaking of the Company;

- b. remit or give time for the repayment of any debt due by Director;
 - c. invest, otherwise than in Trust Securities, the amount of compensation received by the Company as a result of any merger or amalgamation;
 - d. borrow money in excess of the limits provided by Articles of Association and / or the Companies Act, 2013; and
 - e. contribute to bonafide charitable and other funds not related to business of the Company any amount in a financial year exceeding 5% of average net profits for the three immediately preceding financial years.
19. shall exercise the following powers only by means of resolution passed at its Meeting:
- a. power to make calls on shareholders in respect of money unpaid on their shares;
 - b. power to authorise buy-back of securities up to the limit stipulated in section 68 of the Companies Act, 2013;
 - c. power to issue securities including debentures, whether in or outside India;
 - d. power to approve quarterly, half yearly and annual financial statements or financial results as the case may be and the Board's report;
 - e. power to diversify the business of the Company;
 - f. power to approve amalgamation, merger or reconstruction;
 - g. power to takeover a company or acquire a controlling or substantial stake in another company;
 - h. power to make political contributions;
 - i. power to appoint or remove Key Managerial Personnel (KMPs);
 - j. to take note of appointment(s) or removal(s) of one level below the KMPs;
 - k. power to appoint internal auditors and secretarial auditors;
 - l. to take note of disclosure of directors interest and shareholdings;
 - m. power to buy, sell investments held by the Company (other than trade investments), constituting 5% or more of the paid up share capital and free reserves of the investee company;
 - n. power to invite or accept or renew public deposits and related matters;
 - o. power to review or change the terms and conditions of public deposits and

- p. such other powers as may be specified in Law or Articles of Association of the Company.

XIII. SCHEDULING AND SELECTING AGENDA ITEMS FOR BOARD MEETING

1. The Company Secretary shall intimate to all the senior executives of the Company, well in advance, asking about the matters requiring attention and approval of the Board.
2. Upon the receipt of the information, in consultation with the Chairman, he shall prepare the agenda of the items to be discussed as under:
 - a. Appoint Chairman of the meeting;
 - b. Grant leave of absence to the directors who are not present at the meeting;
 - c. Noting of the minutes of the previous Board / Committee meetings;
 - d. Review business operations of the Company for the period since previous Board;
 - e. Borrowings, if any;
 - f. Investments, if any;
 - g. Business Strategy;
 - h. Operational issues, if any;
 - i. Banking and Finance;
 - j. Share transfers and Investors delight;
 - k. Any of the items required to be made available to the board as per Clause 49 of the Listing Agreement with Stock Exchanges;
 - l. Any of the items such as items referred in Sections 161, 179, 188, 184, 203, 186 and 305 of the Companies Act, 2013, which are required to be transacted at a meeting of the Board;
 - m. Breaking news: In case there is any breaking news of “non-public information”, say to Stock Exchange, by the authorised person then the same will be circulated to the Board Members first and then make available for publication. However, the Board member shall not comment anything on such news during the “cooling off” period of 48 hours and
 - n. Any other matters with the permission of the Chairman.
3. At every meeting of the Committee / Board, there should be an agenda and the same is circulated amongst its members well in advance.

XIV. POLICY ON PROHIBITION (1) OF INSIDER TRADING, (2) OF FRAUDULENT & UNFAIR TRADE PRACTICES RELATING TO SECURITIES MARKET AND (3) ON FORWARD DEALINGS IN SECURITIES

A. Preamble:

GTL Infrastructure Limited (the “Company”) is a listed company. Its shares are listed on the National Stock Exchange of India Limited and the BSE Limited. With a view to enable the employees to participate in the future growth and success of the Company, with the approval of its shareholders, it also implemented Employees Stock Option Schemes (ESOP Schemes) from 2005. Though currently ESOP Schemes are discontinued, it may put in the place the said schemes for their benefit.

The Securities and Exchange Board of India (SEBI), established in 1992 to protect the interests of investors in securities and to promote and regulate the securities market, has been bringing out Regulations and Guidelines for the said purpose from time to time. The Company being a listed company is bound by the Regulations and Guidelines of SEBI, wherever they are applicable.

Regulation 5.4 of SEBI (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999, requires that the Compensation Committee of a company frame suitable policies and systems to ensure that there is no violation of:

- i. SEBI (Insider Trading) Regulations, 1992; and
- ii. SEBI (Prohibition of Fraudulent and Unfair Trade Practices relating to Securities Market) Regulations, 1995, by any employee.

Accordingly, with the approval of the Board, the Company adopted the Policy on Insider Trading and Prohibition of Fraudulent & Unfair Trade Practices and is implementing the same.

SEBI by its Notification dated February 20, 2002 has brought out certain amendments to the Securities and Exchange of Board of India (Insider Trading) Regulations, 1992. The said amendments have also resulted in change of name of the Regulation to SEBI (Prohibition of Insider Trading) Regulations, 1992.

The amended Regulation 12 of the SEBI (Prohibition of Insider Trading) Regulations, 1992 requires listed companies and other organisations associated with the securities markets to:

- Frame a code of internal procedures and conduct as near thereto the Model Code specified in Schedule I of the Regulations without diluting it in any manner and ensure compliance of the same.
- Abide by the Code of Corporate Disclosure Practices as specified in Schedule II of the Regulations.
- Adopt appropriate mechanisms and procedures to enforce the codes specified in (1) and (2).

The amended Regulation 13 of the Regulations requires initial and continuous disclosures by:

- Promoters, Directors or Officers and their dependents of their interest or holdings to the Company and
- The Company, of the information received as above, to the Stock Exchanges.

SEBI by its notifications dated July 11, 2003 and November 19, 2008 has brought out further amendments through the SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2003 & 2008 respectively.

In view of the said amendments to SEBI (Prohibition of Insider Trading) Regulations, 1992 and the requirements of the amended Regulations 2, 3, 12 13, 14, Schedule I and Schedule III of these Regulations, the Policy on Prohibition of Insider Trading & Prohibition of Fraudulent and Unfair Trade Practices adopted by the Company was modified accordingly.

During the Financial Year 2011-12, SEBI by its notification dated August 16, 2011 has brought out further amendments through the SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2011.

In view of the said amendments to SEBI (Prohibition of Insider Trading) Regulation 1992 and the requirements of the amended Regulations 13 & Schedule III of the Regulations, the Policy on Insider Trading adopted by the Company was modified accordingly.

Similarly, the SEBI (Prohibition of Fraudulent and Unfair Trade Practices relating to Securities Market) Regulations, 1995 was repealed and SEBI on July 17, 2003 notified the SEBI (Prohibition of Fraudulent and Unfair Trade Practices relating to the Securities Market) Regulations, 2003. Further on December 11, 2012 and September 6, 2013, SEBI notified SEBI (Prohibition of Fraudulent and Unfair Trade Practices Relating to Securities Market) (Amendment) Regulations, 2012 and SEBI - (Prohibition of Fraudulent and Unfair Trade Practices Relating to Securities Market) (Amendment) Regulations, 2013, respectively, bringing about amendments / insertions in respect of Regulation 4.

Further, pursuant to the enactment of the Companies Act, 2013 (the Act) in place of the Companies Act, 1956, Sections 194 and 195 of the Act notified on September 12, 2013 stipulate:

Section 194: prohibition on forward dealings in securities of company by director or key managerial personnel only if the option transaction is for a specified price, within a specified time and for a specified number of relevant shares or specified amount of relevant debentures.

Section 195: prohibition on insider trading of securities by any director or key managerial personnel.

In terms of Regulation 5.4 of SEBI (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999, the Nomination and Remuneration Committee has framed suitable policies and systems to ensure that there is no violation of:

- i. SEBI (Prohibition of Insider Trading) Regulations, 1992;
- ii. SEBI (Prohibition of Fraudulent and Unfair Trade Practices relating to Securities Market) Regulations, 2003, by any employee; and
- iii. Applicable provisions of The Companies Act, 2013;

And the same was approved the Board of Directors in its meeting held on May 21, 2014.

SEBI vide its Notification dated October 28, 2014 has framed Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014, thereby repealing SEBI (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999, which shall regulate:

- i. Employee stock option schemes;
- ii. Employee stock purchase schemes;
- iii. Stock appreciation rights schemes;
- iv. General employee benefits schemes; and
- v. Retirement benefit schemes.

Further to the above, SEBI vide its Notification dated January 15, 2015 has framed Securities and Exchange Board of India (Prohibition of Insider Trading) Regulation, 2015, which shall come into force on May 15, 2015 i.e. to say the one hundred and twentieth day (120) from the date of its publication in the Official Gazette viz. January 15, 2015 and accordingly the “SEBI (Prohibition of Insider Trading) Regulations, 1992” stand repealed.

In terms of Regulation 5.4 of Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014, the Nomination and Remuneration Committee has framed suitable policies and systems to ensure that there is no violation of securities laws, as amended from time to time, *inter-alia*:

- i. SEBI (Prohibition of Insider Trading) Regulations, 2015;
- ii. SEBI (Prohibition of Fraudulent and Unfair Trade Practices relating to Securities Market) Regulations, 2003, by the trust, the company and its employees, as applicable;
- iii. Applicable provisions of the Companies Act, 2013.

The Board of Directors in its meeting held on May 6, 2015, adopted the revised the Policy on Insider Trading and Prohibition of Fraudulent & Unfair Trade Practices.

B. Objectives:

The objectives of the Policy are:

- 1) Prohibition of Insiders from:
 - i. dealing in securities of the Company when in possession of any unpublished price sensitive information and
 - ii. communicating or counseling or procuring directly or indirectly any unpublished price sensitive information to any person (to enable such person from dealing in the Company's securities when in possession of unpublished price sensitive information) and
- 2) Prohibition of Employees from:
 - i. certain dealings in securities
 - ii. manipulative, fraudulent and unfair trade practices
- 3) Prohibition on forward dealings in securities of the Company by Director or Key Managerial Personnel:
- 4) No Director or key managerial personnel shall buy in the Company or in its holding, subsidiary or associate company –
 - i. a right to call for delivery or a right to make delivery at a specified price and within a specified time, of a specified number of relevant shares or a specified amount of relevant debentures; or
 - ii. a right, as he may elect, to call for delivery or to make delivery at a specified price and within a specified time, of a specified number of relevant shares or a specified amount of relevant debentures.

C. Definitions:

In this Policy, unless the context otherwise requires,

- a. The Company means GTL Infrastructure Limited;
- b. "Insider" means any person who:
 - (i) a connected person, or;
 - (ii) is in possession of or having access to unpublished price sensitive information;
- c. "Officer of GTL Infrastructure Limited" includes any Director, Key Managerial Personnel, Manager or Secretary or any person in accordance with whose directions or instructions the Board of Directors or any one or more of the Directors is or are accustomed to act and the Auditor of the Company.

d. “Connected Person” means –

(i) any person who is or has during the six months prior to the concerned act been associated with a company, directly or indirectly, in any capacity including by reason of frequent communication with its officers or by being in any contractual, fiduciary or employment relationship or by being a director, officer or an employee of the company or holds any position including a professional or business relationship between himself and the company whether temporary or permanent, that allows such person, directly or indirectly, access to unpublished price sensitive information or is reasonably expected to allow such access.

(ii) Without prejudice to the generality of the foregoing, the persons falling within the following categories shall be deemed to be connected persons unless the contrary is established, -

- 1) an immediate relative of connected persons specified in clause (i); or
- 2) a holding company or associate company or subsidiary company; or
- 3) an intermediary as specified in section 12 of the Act or an employee or director thereof; or
- 4) an investment company, trustee company, asset management company or an employee or director thereof; or
- 5) an official of a stock exchange or of clearing house or corporation; or
- 6) a member of board of trustees of a mutual fund or a member of the board of directors of the asset management company of a mutual fund or is an employee thereof; or
- 7) a member of the board of directors or an employee, of a public financial institution as defined in section 2 (72) of the Companies Act, 2013; or
- 8) an official or an employee of a self-regulatory organization recognized or authorized by the Board; or
- 9) a banker of the company; or
- 10) a concern, firm, trust, Hindu undivided family, company or association of persons wherein a director of a company or his immediate relative or banker of the company, has more than ten per cent of the holding or interest.

e. “Compliance Officer of GTL Infrastructure Limited” includes any senior officer, designated so and reporting to the board of directors, who is financially literate and is capable of appreciating requirements for legal and regulatory compliance under these regulations and who shall be responsible for compliance of policies, procedures, maintenance of records, monitoring adherence to the rules for the preservation of unpublished price sensitive information, monitoring of trades and the implementation of the codes specified in these regulations under the overall supervision of the board of directors of the company.

f. “Insider Trading” means –

- (i) an act of subscribing, buying, selling, dealing or agreeing to subscribe, buy, sell or deal in any securities by any director or key managerial personnel or any other officer of a company either as principal or agent if such director or key managerial personnel or any other officer of the company is reasonably expected to have access to any non-public price sensitive information in respect of securities of company; or
- (ii) an act of counseling about procuring or communicating directly or indirectly any non-public price-sensitive information to any person;

g. “Unpublished Price Sensitive Information” means any information relating to the Company or its securities directly or indirectly, that is not generally available which upon becoming generally available, is likely to materially affect the price of the securities and shall, ordinarily but not restricted to information relating to the following:

- (i) Financial result;
- (ii) Dividends;
- (iii) Change in capital structure;
- (iv) Mergers, de-mergers, acquisitions, delistings, disposals and expansion of business and such other transactions;
- (v) Changes in key managerial personnel; and
- (vi) Material events in accordance with the Listing Agreement.

Explanation: Speculative reports in print or electronic media shall not be considered as published information.

h. “Working Day” shall mean the working day when the regular trading is permitted on the concerned stock exchange where securities of the Company are listed.

D. Code of Conduct of GTL Infrastructure Limited for Prevention of Insider Trading:

The Company being a listed company, in terms of Regulation 9 of Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 has framed the Code of Conduct for Prevention of Insider Trading (as near there to Schedule B of the Regulations) as given in **Annexure I**. All the Promoters, Directors / Key Managerial personnel and Employees of the Company shall abide by the said Code of Conduct given in Annexure I.

E. Code of Practices and Procedures for Fair Disclosure of unpublished price- sensitive information:

In terms of Regulation 8 of Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, the Company shall abide by the Code of practices and procedures for fair disclosure of unpublished price-sensitive information given in **Annexure II** as set out in Schedule A of the Regulations.

The Compliance Officer appointed under the Code of Conduct for Prevention of Insider Trading shall also act as the Compliance Officer for overseeing the compliance of the Code of Practices and Procedures for Fair Disclosure of unpublished price-sensitive information.

Under the guidance and supervision of Board, the Nomination and Remuneration Committee of the Board shall adopt appropriate mechanisms and procedures to enforce the Codes specified in (D) and (E).

F. Disclosure Practice by Directors, Officers, Promoters or part of Promoter group, of their interest and holdings to the Company:

a) Initial Disclosure:

- Any person who is a director or officer or promoter or part of promoter group of the Company, shall disclose to the Company in such form or return as may be prescribed under the SEBI (Prohibition of Insider Trading) Regulations, 2015, the number of shares or voting rights held in the Company and positions taken in derivatives of the Company by such person and his dependents, as on date of these regulations taking effect (May 15, 2015), to the Company within thirty days of these regulations taking effect (June 14, 2015) and within 2 working days or such other period as may be stipulated, from time to time, of becoming a director or officer or promoter or part of promoter group of the Company.
- Every person on appointment as a key managerial personnel or a director of the company or upon becoming a promoter shall disclose the number of shares or voting rights held in the Company and positions taken in derivatives of the Company as on the date of appointment or becoming a promoter, to the Company within seven days of such appointment or becoming a promoter.

b) Continual Disclosure:

Any person who is a director or officer or promoter or part of the promoter group of the Company, shall disclose to the Company in such form or return as may be prescribed under the SEBI (Prohibition of Insider Trading) Regulations, 2015, the total number of securities acquired or disposed of within two trading days of such transactions over any calendar quarter, aggregates to a traded value in excess of Ten Lakh Rupees or such other value as may be specified.

Note: The disclosure of the incremental transactions after any disclosure under this sub-regulation shall be made when the transactions effected after the prior disclosure cross the threshold specified in clause (a) of sub-regulation (2) of regulation 7 of SEBI (Prohibition of Insider Trading) Regulations, 2015.

c) Disclosure by other connected persons.

Any other connected persons or class of connected persons other than director or officer or promoter or part of the promoter group of the Company, at the discretion of the Company, shall disclose the holdings and trading in securities of the Company in such form or return as may be prescribed under the SEBI (Prohibition of Insider Trading) Regulations, 2015.

G. Disclosure by the Company to the Stock Exchanges:

The Company, within 2 trading days of receipt of the disclosure or from becoming aware of such information or other period as may be stipulated, from time to time, shall disclose to all Stock Exchanges on which the Company is listed, the information received as above from the directors, officers, promoter/promoter group.

E-filing:

“The disclosures required under this regulation may also be made through electronic filing in accordance with the system devised by the stock exchanges.”

H. Responsibilities of Directors, Employees / Senior Officials, Promoter / Promoter Group:

All the Directors, Key Managerial Personnel, Employees / Officers, Promoter / Promoter Group of the Company shall abide by:

- a) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- b) Securities and Exchange Board of India (Prohibition of Fraudulent and Unfair Trade Practices relating to the Securities Market) Regulations, 2003;
- c) Code of Conduct of GTL Infrastructure Limited for Prevention of Insider Trading;
- d) Disclosure Practices by Directors, Officers, Promoter / Promoter Group of their interest and holdings to the Company
- e) Applicable provisions of The Companies Act, 2013.

I. Liabilities:

Contravention of any the provisions of the Regulations and Code by any of the Directors, Employees/Officers, Promoter/Promoter Group would lead to appropriate penal action both by the Company and the Securities and Exchange Board of India.

CODE OF CONDUCT OF GTL INFRASTRUCTURE LIMITED FOR PREVENTION OF INSIDER TRADING

1. Compliance Officer

1.1. The Company has appointed a Company Secretary as the Compliance Officer, reporting to the Managing Director / Chief Executive Officer / Whole-time Director.

1.2. The Compliance Officer shall be responsible for setting forth policies, procedures, monitoring adherence to the rules for the preservation of "Unpublished Price Sensitive Information", pre-clearing of designated employees' and their dependents' trades, monitoring of trades and the implementation of the Code of Conduct under the overall supervision of the Committee of Directors entrusted with the task (Committee) / the Board.

Explanation: For the purpose of this schedule, the term 'designated employee' shall include:-

1.2.1. Officers in the top three tiers of the Company:

- 1.2.1.1. Board of Directors of the Company;
- 1.2.1.2. Members of Operating Council, if any, Key Managerial Personnel (as defined under the Companies Act, 2013);
- 1.2.1.3. Chief / Dy. Executive Officer, Chief / Dy. Operating Officer, Head- Investor Relations, Head-Internal Audit, Head-Treasury, Head- Business Divisions; and
- 1.2.1.4. Any other employees who would be declared as designated employees, from time to time, by the Compliance Officer keeping in mind the objectives of the Code of Conduct.

1.3. The Compliance Officer shall maintain a record of the designated employees and any changes made in the list of designated employees.

1.4. The Compliance Officer shall assist all the employees in addressing any clarifications regarding the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and the Company's Code of Conduct.

1.5. The Compliance Officer shall report about trading by insiders to the Board of Directors and in particular, shall provide reports to the Chairman of the Audit Committee of the Board held after the quarter or to the Chairman of the Board, as the case may be.

2. Preservation of "Price Sensitive Information"

2.1. Designated employees / directors shall maintain the confidentiality of all Unpublished Price Sensitive Information. Designated employees / directors shall not pass on such information to any person directly or indirectly by way

of making a recommendation for the purchase or sale of securities except for the trading plan to be approved from the Compliance Officer of the Company.

2.2. Designated persons may execute trades subject to compliance with these regulations. Towards this end, a notional trading window shall be used as an instrument of monitoring trading by the designated persons. The trading window shall be closed when the Compliance Officer determines that a designated person or class of designated persons can reasonably be expected to have possession of unpublished price sensitive information. Such closure shall be imposed in relation to such securities to which such Unpublished Price Sensitive Information relates. Designated persons and their immediate relatives shall not trade in securities when the trading window is closed.

3. Need to know

3.1. Unpublished Price Sensitive Information is to be handled on a "need to know" basis, and Unpublished Price Sensitive Information shall be communicated to any person in furtherance of the insider's legitimate purposes, performance of duties or discharge of his legal obligations, and whose possession of such information will not give rise to a conflict of interest or appearance of misuse of the information.

3.2. Unpublished Price Sensitive Information directly received by any employee should immediately be reported to the head of the department.

4. Limited access to confidential information

Files containing confidential information shall be kept secure. Computer files must have adequate security of login and password, etc.

5. Chinese Walls Procedure

The Company shall be divided into insider areas and public areas. Insider areas refer to those areas and departments of the Company which routinely have access to Unpublished Price Sensitive Information. Insider areas shall be accessible in the normal course, only to persons who are designated persons. Outsiders may be allowed access for short duration, when accompanied by a designated person, but adequate care shall be taken to avoid communication or access to any Unpublished Price Sensitive Information. Public areas refer to those areas where persons other than designated persons shall be allowed access.

6. Prevention of misuse of "Price Sensitive Information"

No Director, Officer or employee shall make any dissemination of price sensitive information to the public / media / analyst etc. except under the authority of the Chairman / Managing Director/ Joint Managing Director / CEO / COO/ Company Secretary/Chief Investor Relations Officer or such other officer as may be authorised by the Board or its Committee from time to time.

All directors/ officers and designated employees of the Company shall be subject to trading restrictions as enumerated below:

6.1. Trading Window

- 6.1.1. The Compliance Officer shall specify a trading period, to be called "Trading Window", for trading in the Company's securities. The trading window shall be closed during the time the information referred to in para 6.1.3 is un-published.
- 6.1.2. When the trading window is closed, the designated persons and their immediate relatives shall not trade in the Company's securities in such period.
- 6.1.3. The trading window shall be *inter alia*, closed at the time of:
 - 6.1.3.1. Financial results (quarterly, half-yearly and annual)
 - 6.1.3.2. Declaration of dividends (interim and final)
 - 6.1.3.3. Change in capital structure
 - 6.1.3.4. Mergers, de-mergers, acquisitions, delistings, disposals and expansion of business and such other transactions
 - 6.1.3.5. Changes in key managerial personnel
 - 6.1.3.6. Material events in accordance with the Listing Agreement
- 6.1.4. The trading window shall be closed from the date of intimation to the Stock Exchanges where the shares of the Company are listed about the consideration of matters in respect of price sensitive information as referred above in para 6.1.3.
- 6.1.5. The trading window shall be opened 48 hours after the information referred to in para 6.1.3 is made public.
- 6.1.6. All directors/ officers/designated employees of the Company as well as any person having contractual or fiduciary relation with the Company, such as auditors, accountancy firms, law firms, analysts, consultants etc. assisting or advising the Company, shall conduct all their dealings in the securities of the Company only in a valid trading window and shall not deal in any transaction involving the purchase or sale of the Company's securities during the periods when trading window is closed, as referred to in para 6.1.3 or during any other period as may be specified by the Company from time to time.

6.2. Pre clearance of trades

Threshold limit for dealing in Company's securities shall be as under:

- 6.2.1. Designated employees / Directors [other than those mentioned in '6.2.2' & '6.2.3' below] – 10,000 shares or Rs.2,00,000/- whichever is lower in the aggregate in an English Calendar Month.

6.2.2. Promoter Directors – As permitted by Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.

6.2.3. All directors/officers /designated employees and their dependents who intend to deal in the securities of the Company (above a minimum threshold limit at any one time within a gap of 30 days or such other limit as may be fixed by the Committee from time to time) should pre-clear the transactions as per the pre-dealing procedure as described hereunder.

6.2.3.1. An application may be made in **Form 1** (*attached hereto*), to the Compliance officer indicating the estimated number of securities that the designated employee/ officer / director intends to deal in, the details as to the depository with which he has a security account, the details as to the securities in such depository mode and such other details specified therein.

6.2.3.2. An undertaking shall be executed in favour of the Company by such designated employee / director / officer incorporating, *inter alia*, the following clauses, as may be applicable:

- That the designated employee/ director/officer does not have any access or has not received "Price Sensitive Information" up to the time of signing the undertaking.
- That in case the designated employee/ director/officer has access to or receives "Price Sensitive Information" after the signing of the undertaking but before the execution of the transaction he/she shall inform the Compliance officer of the change in his position and that he/she would completely refrain from dealing in the securities of the Company till the time such information becomes public.
- That he/she has not contravened the code of conduct for prevention of insider trading as notified by the Company from time to time.
- That he/she has made a full and true disclosure in the matter.

6.3. Other restrictions

6.3.1. All directors/officers /designated employees and their dependents shall execute their order in respect of securities of the Company within one week after the approval of pre-clearance is given. If the order is not executed within one week after the approval is given, the directors/officers/designated employee must pre clear the transaction again.

6.3.2. All directors / officers / designated employees who buy or sell any number of shares of the Company shall not enter into an opposite transaction i.e. sell or buy any number of shares during six months

following the prior transaction. All directors/officers /designated employees shall also not take positions in derivative transactions in the shares of the Company at any time.

In the case of subscription in the primary market (initial Public Offers), the above mentioned entities shall hold their investments for a minimum period of 30 days or such other period as may be stipulated from time to time. The holding period would commence when the securities are actually allotted.

6.3.3. In case the sale of securities is necessitated by personal emergency, the holding period may be waived by the compliance officer after recording in writing his/her reasons in this regard.

6.3.4. In case of violation of such restriction, the profits from such trade shall be liable to be disgorged for remittance to the Securities and Exchange Board of India (SEBI) for credit to the Investor Protection and Education Fund administered by the SEBI under the Act.

6.4. Reporting Requirements for transactions in securities

6.4.1. All directors / officers / designated employees of the Company shall be required to forward following details of their Securities transactions including the statement of dependent family members (spouse, minor children and other dependents financially declared by the employee to the Compliance Officer:

6.4.1.1. all holdings in securities of the Company by directors / officers / designated employees at the time of joining the Company;

6.4.1.2. periodic statement of any transactions in securities as on the last date of every month (the periodicity of reporting may be defined by the Company. The Company may also be free to decide whether reporting is required for trades where pre-clearance is also required); and

6.4.1.3. annual statement of all holdings in securities of the Company in **Form 2** as on the last date of the Financial Year of the Company.

6.4.1.4. Statement of holding in securities of the Company as on the date of appointment by directors/ Key Managerial Personnel as defined under the Companies Act, 2013.

6.4.2. The Compliance Officer shall maintain records of all the declarations in the appropriate form given by the directors/officers /designated employees for a minimum period of three years.

6.4.3. The Compliance Officer shall place before the Committee specified by the Company, on a quarterly basis all the details of the dealing in the

securities by employees / director / officer of the Company and the accompanying documents that such persons had executed under the pre-dealing procedure as envisaged in this code.

7. Penalty for contravention of code of conduct

- 7.1. Any employee/ officer / director who trades in securities or communicates any information for trading in securities, in contravention of the code of conduct may be penalised and appropriate action may be taken by the Company.
- 7.2. Employees / officers / directors of the Company who violate the code of conduct shall also be subject to disciplinary action by the Company, which may include wage freeze, suspension, ineligibility for future participation in employee stock option plans, etc.
- 7.3. The action by the Company shall not preclude SEBI from taking any action in case of violation of SEBI (Prohibition of Insider Trading), Regulations, 2015.

8. Information to SEBI in case of violation of SEBI (Prohibition of Insider Trading) Regulations, 2015

In case it is observed by the Company / Compliance Officer that there has been a violation of SEBI (Prohibition of Insider Trading) Regulations, 2015, SEBI shall be informed by the Company.

9. Responsibilities of all Employees

- 9.1. Shall maintain the confidentiality of all Price Sensitive Information of the Company.
- 9.2. Shall not pass on such information to any person directly or indirectly by way of making a recommendation for the purchase or sale of Company's securities.
- 9.3. Unpublished Price Sensitive Information should be disclosed only to those within the Company who need the information to discharge their duty and whose possession would not lead to misuse.
- 9.4. All Unpublished Price Sensitive information directly received by any Employee should immediately be reported to the Head of the Department, who in turn will inform the Compliance officer.
- 9.5. Files containing confidential information shall be kept secure. Computer files must have adequate security of login and pass word etc.
- 9.6. Shall not respond to any queries or request of anybody on Price Sensitive Information unless authorized to do so in writing.
- 9.7. The persons authorized to disclose / disseminate Price Sensitive Information to Analysts, Research Persons, etc. shall follow the guidelines given below:

9.7.1. Shall provide only information which are made public

9.7.2. Shall make disclosure / dissemination in the presence of at least one more Authorised Person of the Company, preferably by recording the disclosure or dissemination to avoid misquoting.

9.8. Shall not indulge in:

9.8.1. Fraudulent dealings in securities market

9.8.2. Market Manipulation

9.8.3. Making misleading statements to induce sale or purchase of securities and

9.8.4. Unfair trade practices relating to securities.

10. Additional responsibilities of Directors/Officers and Designated Employees

10.1. Shall be subject to trading restrictions stated below:

10.1.1. The Company shall specify the trading period called 'Trading Window'. The Directors / Officers and Designated Employees shall trade only when the Trade Window is open.

10.1.2. Trading Window shall remain closed at the time of:

10.1.2.1. Financial results (quarterly, half-yearly and annual)

10.1.2.2. Declaration of dividends (interim and final)

10.1.2.3. Change in capital structure

10.1.2.4. Mergers, de-mergers, acquisitions, delistings, disposals and expansion of business and such other transactions

10.1.2.5. Changes in key managerial personnel

10.1.2.6. Material events in accordance with the Listing Agreement

10.1.3. The trading window shall be closed from the date of intimation to the Stock Exchanges where the shares of the Company are listed about the consideration of matters in respect of price sensitive information as referred above in 1.b and the same shall be opened 48 hours after the information referred to in para 1.b above, is made public.

10.1.4. During the period when the Trading Window is closed, Directors/Officers and Designated Employees, who are entitled for ESOP, are not allowed to exercise the option.

10.2. Those who intend to deal in the shares of the Company above the threshold limit stipulated in 3.3 above shall pre-clear the transactions as under:

- 10.2.1.** An application shall be made in the prescribed format to the Compliance officer (Form 1)
- 10.2.2.** The Application shall give the details such as estimated number of securities intended to be dealt with, Demat A/c no., etc.
- 10.2.3.** An undertaking shall also be executed in favour of the Company stating that:
 - 10.2.3.1.** He does not have or has not received price sensitive information;
 - 10.2.3.2.** In case he receives price sensitive information after signing the undertaking, he shall inform the Compliance officer of the development and refrain from dealing in the securities of the company till the information becomes public;
 - 10.2.3.3.** He has not contravened the Code of Conduct of the Company on Prohibition of Insider Trading and
 - 10.2.3.4.** He has made full and true disclosure in the matter.
- 10.2.4.** After obtaining the pre-clearance, he shall execute the transaction within a week from the date of approval given by the Compliance officer.
- 10.3.** Shall not enter into opposite transaction (contra trade) i.e. sell or buy any number of shares during six months following the prior transaction and in case of IPO/FPO/Rights Issue, hold the securities for a minimum period of 30 days. In case the sale of securities is necessitated by personal emergency, he has to take the approval of the Compliance officer by furnishing details / reasons of such emergency and confirmation to the effect that by undertaking any such transaction shall not violate SEBI regulations.
- 10.4.** Shall furnish a copy of declaration of his dependents, as disclosed to HR department, to the Compliance officer.
- 10.5.** Shall furnish his following details and details of his dependent family members (viz. spouse, minor children and other dependents as declared to HR) to the Compliance officer:
 - 10.5.1.** Shall disclose to the Company in such form or return as may be prescribed under the SEBI (Prohibition of Insider Trading) Regulations, 2015, the number of shares or voting rights held by such person and his dependents, within 2 working days of becoming a Director or Officer of the Company.
 - 10.5.2.** Annual statement of all holdings in securities of the Company as on the last date of the Financial Year of the Company. (to be submitted to the Compliance officer on or before 10th of the succeeding month) in the prescribed format **(Form 2)**.

10.5.3. Shall disclose to the Company in such form or return as may be prescribed under the SEBI (Prohibition of Insider Trading) Regulations, 2015, the total number of securities acquired or disposed of within two trading days of such transactions over any calendar quarter, aggregates to a traded value in excess of ten lakh rupees or such other value as may be specified.

11. Additional responsibilities of connected persons, other than Directors & Key Managerial Personnel

Any other connected persons or class of connected persons other than director or officer or promoter or part of the promoter group of the Company at the discretion of the Company, shall disclose the holdings and trading in securities of the Company in such form or return as may be prescribed under the SEBI (Prohibition of Insider Trading) Regulations, 2015.

12. Additional responsibilities of Directors & Key Managerial Personnel

All Directors & Key Managerial Personnel of the Company shall not indulge in forward dealings in the securities of the Company or in its holding, subsidiary or associate company, as stipulated in Section 194 of the Companies Act, 2013 (detailed above under the heading "Objectives").

FORM 1 APPLICATION FOR PRE-CLEARANCE

(To be submitted in duplicate)

(For use by Directors/ Officers/ Designated Employees in case of acquisition/purchase/sale of the Company's securities – i.e. 10,000 shares or Rs.2,00,000/- whichever is lower in the aggregate in an English Calendar Month)

Date:

To:

The Compliance Officer
GTL Infrastructure Limited
3rd Floor, Global Vision, ES-II,
MIDC, TTC Industrial Area,
Mahape, Navi Mumbai - 400710

I am desirous of dealing in the security(s) of the Company as under and seek your approval to acquire/purchase/sell them.

Present holding (Number of Securities)		Estimated Number of securities proposed to		Folio No./DP Id. No/Client ID No.
Physical	Demat	Purchase	Sale	
-		-		

In relation to the above acquisition/purchase/sale, I undertake that:

- (a) I have no access to nor do I have any information that could be construed as "Unpublished Price Sensitive Information" as defined in the Code up to the time of signing this undertaking.
- (b) In case, I get access to or receive any "Unpublished Price Sensitive Information" after signing this Application but before the execution of the transaction, I shall inform the Compliance Officer of the change in the position and shall refrain from dealing in the Securities till such information is made public.
- (c) I have not contravened the Code or the SEBI (Prohibition of Insider Trading), Regulations 2015.
- (d) I have made a full and true disclosure in this Application.
- (e) If approval is granted, I shall execute the transaction within 7 days of the approval, failing which I shall again seek pre-clearance.
- (f) I shall not enter into an opposite transaction i.e. sell or buy any number of shares during six months following the prior transaction.

I shall inform the Company of such purchase or sale within 2 working days of the execution of the transaction

Signature : _____
Name : _____
Designation : _____

Employee No : Division: Location:

FORM 2

DISCLOSURE (Annual)

Date:

To:
The Compliance Officer
GTL Infrastructure Limited
3rd Floor, Global Vision, ES-II,
MIDC, TTC Industrial Area,
Mahape, Navi Mumbai - 400710

Kindly find below the Disclosure of the shareholding in the company of self /spouse and minor children and other dependent family members:

Self*			
Opening Balance as on April 01, ____	Purchase	Sale	Closing Balance as on March 31, ____

* In respect of the holdings of the spouse, minor children and dependents, the above information may be given separately for each one of them.

Signature : _____
Name :
Designation :

Employee No :
Division :
Location :

**CODE OF PRACTICES AND PROCEDURES FOR FAIR DISCLOSURE OF
UNPUBLISHED PRICE SENSITIVE INFORMATION**

1. To promptly make public disclosure of unpublished price sensitive information that would impact price discovery. Such disclosures are made no sooner than credible and concrete information comes into being in order to make such information generally available.
2. To make disclosures of unpublished price sensitive information, as and when made, in a universal and uniform manner through forums like widely circulated media and / or through stock exchanges where its equity shares are listed. Selective disclosure of unpublished price sensitive information is to be avoided.
3. Head – Investor Relations serves as Chief Investor Relations Officer to deal with dissemination of information and disclosure of unpublished price sensitive information.
4. To promptly disseminate unpublished price sensitive information that gets disclosed selectively, inadvertently or otherwise if at all, to make such information generally available.
5. To provide appropriate and fair response to queries on news reports and requests for verification of market rumours by regulatory authorities.
6. To ensure that information shared with analysts and research personnel is not unpublished price sensitive information.
7. To publish proceedings of meetings with analysts and of other investor relations conferences on its official website www.gtlinfra.com to ensure official confirmation and documentation of disclosures made therein.
8. To handle all unpublished price sensitive information on a need-to-know basis only.

XV. CODE OF ETHICS

Ethics goes beyond what law of the land expects. It means a set of moral principles which are maintained and practiced voluntarily by institutions and persons in everyday life.

In order to ensure that all the actions and decisions taken on behalf of the Company are in consonance with highest and world class standard of integrity, it is desirable to lay down code of Ethics for the Company; its Board including Managing Director and employees.

CORE VALUES : The Company has set for itself the Vision, Mission and Core Values. Our cardinal 'Core Value' stipulates that; 'we shall treat everyone with personal attention, openness, honesty & respect they deserve.'

The Code of Ethics laid down below, follows from this core value, particularly the aspect of openness and honesty.

1. CODE OF ETHICS FOR BOARD, INCLUSIVE OF MANAGING DIRECTOR

The Board members:

- a) shall keep the interests of the Shareholders always on the top;
- b) be transparent and give true picture of the happenings to the investors, depositors, lenders etc;
- c) refrain from adverse or negative publicity/comments about fellow industrialist / business community instead exchange value based knowledge with business community in mutual interest;
- d) endeavour to get the Company recognised as a good corporate citizen discharging all its social obligations and
- e) disclose promptly, on their own, any clash of interest of whatsoever nature as soon as such interest becomes apparent (this clause of disclosure of "clash of interest" is applicable also to all Employees).

2. CODE OF ETHICS FOR ACCOUNTS & FINANCE DEPARTMENT

- a) To ensure financial reporting consistent with the Charter of Audit Committee, the Company's Memorandum and Articles, the Companies Act, 2013 & other governing laws and Corporate Governance practices in respect of fair and timely disclosure, accountability, responsibility, transparently, credibility etc.

- b) Not to disclose the Company financial matters to anyone who, according to the Management, does not come under “need to know” category.
- c) Stay clear of any behaviour leading to suspicion of “insider trading”.
- d) Ensure payment to creditors as per the terms of contract.
- e) Honour all the commitments in time.
- f) Not to accept any favours in cash or kind, from any person receiving payment from the Company and
- g) Any bonafide concern regarding a fellow employee being engaged in fraudulent practices shall forthwith be reported to the immediate superior. It is unethical to remain silent under such circumstances and would be treated as a breach of trust, the Management has in the Employee concerned.

3. CODE OF ETHICS FOR SALES & MARKETING

- a) Not to give false promises about quality of goods or execution dates.
- b) Not to indulge in running down competitors or their products but market the Company products by highlighting their merits.
- c) Honour all the guarantees and/or warranties given for the products and services thereof, in spirit and not by letter.
- d) Be transparent while granting discounts to different dealers and observe fair trade practices. There should be no discrimination / favouritism amongst dealers. The Discount terms can be different only on the grounds of turnover, payment terms, Quality of Service, infrastructure facilities available and such other factors, but not on any extraneous factors.

4. CODE OF ETHICS FOR OPERATIONS & TECHNOLOGY DEPARTMENTS

- a) Help the society to keep the planet pollution free & eco friendly.
- b) Avoid all types of pollution viz. air, water, noise, electro-magnetic, thermal.
- c) Ensure that appropriate actions are taken to check the electro-magnetic or radio frequency pollution, if any, caused due to Company Operations and that the Company products are free from viruses, radio frequency interference and other nuisances.
- d) Respect intellectual property rights; and not to use pirated software nor to infringe any patent rights.

- e) To protect the Company from corporate technical espionage and not to involve in such activities.

5. CODE OF ETHICS FOR HUMAN RESOURCES DIVISION:

- a. Extend courtesy to all candidates aspiring to become company Employees and protect their privacy and confidentiality.
- b. Not to take unfair advantages of weakness and ignorance of the candidates, particularly regarding Compensation which should be offered as per company established norms.
- c. Endeavor not to under-employ, even if the candidate is willing to do so due to compelling circumstances. In such cases efforts should be made so that Individual facets are fully utilised and compensated.
- d. Select the employees solely on the basis of merits and not being influenced by recommendations of friends, high level Government Officials, relatives or by ethnic, religious, linguistic considerations.
- e. Not to disclose any personal details of the Employees to any outsider person/agency, unless law requires it.
- f. Ensure that Office Premises are observed as non-smoking zones.
- g. Ensure that the Employees consume no drugs or intoxicants during the office hours and within the office premises.
- h. Ensure that no Employee indulges in any act, which may lead to sexual harassment.
- i. Try to retain good Employees by persuading / counseling them but if these efforts fail and the Employee insists on leaving, allow them a smooth passage and not to take steps which may comprise their future career.

6. CODE OF ETHICS FOR INDEPENDENT PROFIT CENTRES:

- a) Not to misuse the assets and facilities provided by the Company.
- b) Effect procurement only after ensuring that:
 - I. the quality of the products is not compromised;
 - II. arms length distance is maintained, while dealing with friends, relatives and associates and

III. decisions are not influenced by any extraneous considerations of whatsoever nature.

- c) Disclose promptly, the instances of frauds in the Profit Centres. In no circumstances these incidences of frauds are to be suppressed.
- d) The Managers heading the operations of branches or overseas offices to give periodically a certificate that the requirements of Code of Ethics are complied with.

Date: May 06, 2015.

Place: Mumbai.