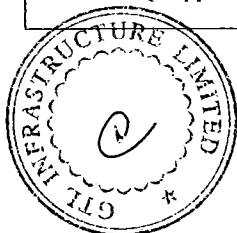


Name of Listed Entity: GTL Infrastructure Limited

Quarter ending: June 30, 2019

<b>I. Composition of Board of Directors</b>								
<b>Title (Mr./Ms)</b>	<b>Name of the Director</b>	<b>DIN</b>	<b>Category (Chairperson/Executive/Non-Executive/independent/Nominee) &amp;</b>	<b>Date of Appointment in the current term/ Cessation</b>	<b>Tenure (in months)</b>	<b>No of Directorship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations)</b>	<b>Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)</b>	<b>No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)</b>
Mr.	Manoj G. Tirodkar	DIN: 00298407	Chairperson related to Promoter-Non Independent- Non Executive Director	08/08/2005		1	1	0
Mr.	N. Balasubramanian	DIN: 00288918	Independent	08/10/2007	132	1	0	1
Mr.	Milind K. Naik	DIN: 00276884	Non Independent – Executive	21/07/2011		1	0	0
Mr.	Anand P. Patkar	DIN: 00634761	Independent	08/10/2007	132	1	0	1
Mr.	Charudatta K. Naik	DIN: 00225472	Non Independent-Non Executive	04/02/2004		1	1	0
Mr.	Vinod B. Agarwala	DIN: 01725158	Independent	20/07/2009	96	4	4	2
Mr.	Vijay M. Vij	DIN: 02245470	Independent	20/07/2009 Cessation: 09/05/2019	94	1	0	0
Ms.	Sonali P. Choudhary	DIN: 07139326	Non Independent – Non Executive	31/03/2015		1	1	0
<b>II. Composition of Committees</b>								
<b>Name of Committee</b>	<b>Name of Committee members</b>	<b>Category (Chairperson/Executive/Non-Executive/independent/Nominee) \$</b>	<b>Date of Appointment</b>	<b>Date of Resignation</b>				
1. Audit Committee	Mr. N. Balasubramanian Mr. Vinod B. Agarwala Mr. Vijay M. Vij Mr. Charudatta K. Naik	Independent - Chairman of the Committee Independent - Member of the Committee Independent - Member of the Committee Non Independent – Non Executive - Member of the Committee	16-09-2014 16-09-2014 16-09-2014 04-02-2004	- - 09-05-2019 -				
2. Nomination & Remuneration Committee	Mr. Vinod B. Agarwala Mr. Vijay M. Vij Mr. N. Balasubramanian Mr. Charudatta K. Naik	Independent - Chairman of the Committee Independent - Chairman of the Committee Independent - Member of the Committee Non Independent – Non Executive - Member of the Committee	16-09-2014 16-09-2014 16-09-2014 04-02-2004	- 09-05-2019 - -				
3. Risk Management Committee(if applicable)	N.A.	N.A.						



4. Stakeholders Relationship Committee'	Dr. Anand P. Patkar	Independent - Chairman of the Committee	16-09-2014	-
	Mr. Vinod B. Agarwala	Independent - Member of the Committee	16-09-2014	-
	Mr. Manoj G. Tirodkar	Non Independent - Non Executive - Member of the Committee	08-08-2005	-
	Mrs. Sonali P. Choudhary	Non Independent - Non Executive - Member of the Committee	31-03-2015	-

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

### III. Meeting of Board of Directors

Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Maximum gap between any two consecutive (in number of days)
January 31, 2019	May 9, 2019	97 days

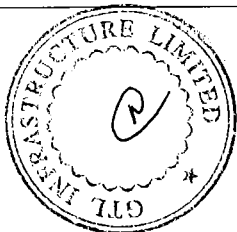
### IV. Meeting of Committees

Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days*
1) Audit Committee Meeting - April 30, 2019 - May 9, 2019	Yes, all members present	January 31, 2019	88
2) Stakeholders Relationship Committee Meeting - May 9, 2019	Yes, all members present	January 31, 2019	97
3) Nomination & Remuneration Committee Meeting - April 30, 2019 - May 9, 2019	Yes, all members present	-January 31, 2019 -March 22, 2019	49 38

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

### V. Related Party Transactions

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



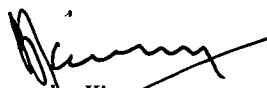
**Note :**

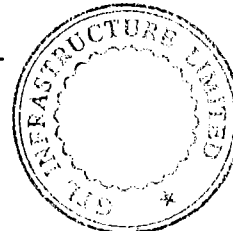
- 1 In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A.. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions,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

**VI. Affirmations**

1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
2. The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015
  - a. Audit Committee
  - b. Nomination & remuneration committee
  - c. Stakeholders relationship committee
  - d. ~~Risk management committee (applicable to the top 100 listed entities)~~
3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
4. The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
5. This report and/or the report submitted in the previous quarter has been placed before Board of Directors.
6. Any comments/observations/advice of Board of Directors may be mentioned here: NIL

  
Nitesh A. Mhatre  
Company Secretary &  
Compliance Officer

  
Bhupendra Kiny  
Chief Financial Officer



Date: July 13, 2019