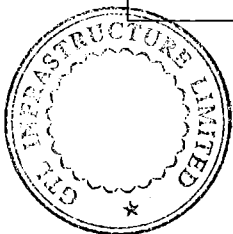


Name of Listed Entity: **GTL Infrastructure Limited**

Quarter ending: **March 31, 2019**

<b>I. Composition of Board of Directors</b>								
Title (Mr./Ms)	Name of the Director	PAN\$ & DIN	Category (Chairperson/Executive/Non-Executive/Independent/Nominee) &	Date of Appointment in the current term /cessation	Tenure (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)
Mr.	Manoj G. Tirodkar	DIN: 00298407	Chairperson related to Promoter-Non Independent-Non Executive Director	08/08/2005		1	1	0
Mr.	N. Balasubramanian	DIN: 00288918	Independent	16/09/2014	129	1	0	1
Mr.	Milind K. Naik	DIN: 00276884	Non Independent -Executive	21/07/2014		1	0	0
Mr.	Anand P. Patkar	DIN: 00634761	Independent	16/09/2014	129	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	16/09/2014	93	4	4	2
Mr.	Vijay M. Vij	DIN: 02245470	Independent	16/09/2014	93	1	1	0
Ms.	Sonali P. Choudhary	DIN: 07139326	Non Independent - Non Executive	31/03/2015		1	1	0
<p>\$PAN number of any director would not be displayed on the website of Stock Exchange                      &amp;Category of directors means executive/non-executive/independent/Nominee. If a director fits into more than one category write all categories separating them with hyphen                      * to be filled only for Independent Director. Tenure would mean total period from which Independent director is serving on Board of directors of the listed entity in continuity without any cooling off period.</p>								
<b>II. Composition of Committees</b>								
Name of Committee			Name of Committee members		Category (Chairperson/Executive/Non-Executive/independent/Nominee) s			
1.-Audit Committee			Mr. N. Balasubramanian		Independent - Chairman of the Committee			
			Mr. Vinod B. Agarwala		Independent - Member of the Committee			
			Mr. Vijay M. Vij		Independent - Member of the Committee			
			Mr. Charudatta K. Naik		Non Independent - Non Executive - Member of the Committee			
2. Nomination & Remuneration Committee			Mr. Vijay M. Vij		Independent - Chairman of the Committee			
			Mr. N. Balasubramanian		Independent - Member of the Committee			
			Mr. Charudatta K. Naik		Non Independent - Non Executive - Member of the Committee			



3. Risk Management Committee(if applicable)	N.A.	N.A.
4. Stakeholders Relationship Committee'	Dr. Anand P. Patkar Mr. Vinod B. Agarwala Mr. Manoj G. Tirodkar Mrs. Sonali P. Choudhary	Independent – Chairman of the Committee Independent – Member of the Committee Non Independent – Non Executive – Member of the Committee Non Independent – Non Executive – Member of the Committee

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

### III. Meeting of Board of Directors

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)
November 13, 2018	January 31, 2019	78

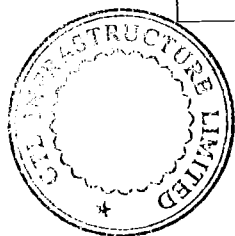
### IV. Meeting of Committees

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 January 31, 2019	Yes, all members present	November 13, 2018	78
2) Stakeholders Relationship Committee Meeting January 31, 2019	Yes, all members present	November 29, 2018	62
3) Nomination & Remuneration Committee Meeting January 31, 2019 March 22, 2019	Yes, all members present Yes, all members present		

\* 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.



## I. 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. Any comments/observations/advice of Board of Directors may be mentioned here:

## ANNEXURE II

### Format to be submitted by listed entity at the end of the financial year (for the whole of financial year)

I. Disclosure on website in terms of Listing Regulations			
Item	Compliance status (Yes/No/NA)	Company Remark	Website
Details of business	Yes		www.gtlinfra.com
Terms and conditions of appointment of	Yes		www.gtlinfra.com
Composition of various committees of board	Yes		www.gtlinfra.com
Code of conduct of board of directors and	Yes		www.gtlinfra.com
Details of establishment of vigil mechanism/	Yes		www.gtlinfra.com
Criteria of making payments to non-executive	Yes		www.gtlinfra.com
Policy on dealing with related party	Yes		www.gtlinfra.com
Policy for determining 'material' subsidiaries	Yes		www.gtlinfra.com
Details of familiarization programs imparted	Yes		www.gtlinfra.com
Contact information of the designated officials of the listed entity who are responsible for assisting and handling	Yes		www.gtlinfra.com
email address for grievance redressal and other relevant details	Yes		www.gtlinfra.com
Financial results	Yes		www.gtlinfra.com
Shareholding pattern	Yes		www.gtlinfra.com
Details of agreements entered into with the media companies and/or their	Yes		www.gtlinfra.com
New name and the old name of the listed	Not Applicable		-
II Annual Affirmations			
Particulars	Regulation Number	Compliance status	Company Remark
Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes	
Board composition	17(1)	Yes	
Meeting of Board of directors	17(2)	Yes	
Review of Compliance Reports	17(3)	Yes	
Plans for orderly succession for appointments	17(4)	Yes	
Code of Conduct	17(5)	Yes	
Fees/compensation	17(6)	Yes	
Minimum Information	17(7)	Yes	



Compliance Certificate	17(8)	Yes	
Risk Assessment & Management	17(9)	Yes	
Performance Evaluation of Independent Directors	17(10)	Yes	
Composition of Audit Committee	18(1)	Yes	
Meeting of Audit Committee	18(2)	Yes	
Composition of nomination & remuneration committee	19(1) & (2)	Yes	
Composition of Stakeholder Relationship Committee	20(1) & (2)	Yes	
Composition and role of risk management committee	21(1),(2),(3),(4)	Not Applicable	
Vigil Mechanism	22	Yes	
Policy for related party Transaction	23(1),(5),(6),(7) & (8)	Yes	
Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes	
Approval for material related party transactions	23(4)	Yes	
Composition of Board of Directors of unlisted material Subsidiary	24(1)	Not Applicable	
Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	Not Applicable	
Maximum Directorship & Tenure	25(1) & (2)	Yes	
Meeting of independent directors	25(3) & (4)	Yes	
Familiarization of independent directors	25(7)	Yes	
Memberships in Committees	26(1)	Yes	
Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes	
Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes	
Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes	

## II Affirmations:

The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied. - **Not Applicable**

*N.A.M. Mhatre*

Nitesh A. Mhatre  
Company Secretary &  
Compliance Officer

*Bhupendra K. K...*

Bhupendra K. K...  
Chief Financial Officer

