

ANNEXURE I

Format to be submitted by listed entity on quarterly basis

1. Name of Listed Entity - **GTL Infrastructure Limited**
 2. Quarter ending - **30-Sep-2019**

i. Composition Of Board Of Director

Title (Mr./Ms)	Name of the Director	DIN	Category (Chairperson /Executive/Non-Executive/Independent/Nominee)	Initial Date of Appointment	Date of Appointment	Date of cessation	Tenure	Date of Birth	No. of Directorship in listed entities including this listed entity	No of Independent Directorship in listed entities including this listed entity	No of memberships in Audit/ Stakeholder Committee(s) including this listed entity	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity	Membership in Committees of the Company	Remarks
Mr.	Manoj G. Tirodkar	00298407	C,NED	08-Aug-2005	21-Sep-2016			05-Oct-1964	1	0	1	0	SC	
Mr.	N. Balasubramanian	00288918	ID	16-Sep-2014	16-Sep-2019		61	03-Sep-1946	1	1	1	1	AC,NRC	
Mr.	Milind K. Naik	00276884	ED	21-Jul-2011	25-Sep-2019			19-Mar-1962	1	0	0	0		
Mr.	Anand P. Patkar	00634761	ID	16-Sep-2014	16-Sep-2019		61	07-Sep-1952	1	1	1	1	SC	
Mr.	Charudatta K. Naik	00225472	NED	04-Feb-2004	21-Sep-2017			09-Nov-1965	1	0	1	0	AC,NRC	
Mr.	Vinod B. Agarwala	01725158	ID	16-Sep-2014	16-Sep-2019		61	30-Oct-1949	4	4	6	2	AC,SC,NRC	
Mrs.	Sonali P. Choudhary	07139326	NED	31-Mar-2015	27-Sep-2018			01-Jul-1983	1	0	1	0	SC	
Ms.	Dina S. Hatekar	08535438	ID	14-Aug-2019	14-Aug-2019		2	29-Aug-1970	1	1	0	0		

Notes:

C- Chairperson, ED - Executive Director, NED - Non- Executive Director, ID- Independent Director
 AC - Audit Committee
 SC - Stakeholders Relationship Committee
 NRC - Nomination and Remuneration Committee

Company Remarks	1. Details of membership of committees includes chairmanship of committee as well. 2. Tenure of months of independent directors calculated from the date of their appointment in terms of the provisions of the Companies Act, 2013.
Whether Permanent chairperson appointed	Yes
Whether Chairperson is related to MD or CEO	No

ii. **Composition of Committees**

a. **Audit Committee**

Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
1	Vinod B. Agarwala	ID	Member	13-Aug-2009	
2	Charudatta K. Naik	NED	Member	13-Aug-2009	
3	N. Balasubramanian	ID	Chairperson	08-Oct-2007	

Company Remarks	Date of appointment on committee is considered instead of date of appointment in the Company as director.
Whether Permanent chairperson appointed	Yes

b. **Stakeholders Relationship Committee**

Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
1	Anand P. Patkar	ID	Chairperson	13-Aug-2009	
2	Vinod B. Agarwala	ID	Member	09-Feb-2012	
3	Manoj G. Tirodkar	C,NED	Member	01-Aug-2006	
4	Sonali P. Choudhary	NED	Member	07-May-2015	

Company Remarks	Date of appointment on committee is considered instead of date of appointment in the Company as director.
Whether Permanent chairperson appointed	Yes

c. **Risk Management Committee**

Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
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Company Remarks	
Whether Permanent chairperson appointed	

d. **Nomination and Remuneration Committee**

Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
1	Vinod B. Agarwala	ID	Chairperson	10-May-2019	
2	N. Balasubramanian	ID	Member	08-Oct-2007	
3	Charudatta K. Naik	NED	Member	13-Aug-2009	

Company Remarks	Date of appointment on committee is considered instead of date of appointment in the Company as director.
Whether Permanent chairperson appointed	Yes

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	Whether requirement of Quorum met	Number of Directors present	Number of Independent Directors present
09-May-2019	14-Aug-2019	Yes	8	4
	25-Sep-2019	Yes	7	3

Company Remarks	
Maximum gap between any two consecutive (in number of days)	96

iv. **Meeting of Committees**

Name of the Committee	Date(s) of meeting during of the committee in the previous quarter	Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (Yes/No)	Number of Directors present	Number of independent directors present
Audit Committee	30-Apr-2019		Yes		
Audit Committee	09-May-2019		Yes		
Audit Committee		14-Aug-2019	Yes	3	2
Stakeholders Relationship Committee	09-May-2019		Yes		
Stakeholders Relationship Committee		14-Aug-2019	Yes	4	2
Nomination & Remuneration Committee	30-Apr-2019		Yes		
Nomination & Remuneration Committee	09-May-2019		Yes		
Nomination & Remuneration Committee		14-Aug-2019	Yes	3	2

Company Remarks	
Maximum gap between any two consecutive (in number of days) [Only for Audit Committee]	96

v. **Related Party Transactions**

Subject	Compliance status (Yes/No/NA)	Remark
Whether prior approval of audit committee obtained	Not Applicable	
Whether shareholder approval obtained for material RPT	Not Applicable	
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Not Applicable	

Disclosure of notes on related party transactions and Disclosure of notes of material related party transactions	
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VI. **Affirmations**

1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. - **Yes**
2. The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015
 - a. Audit Committee - **Yes**
 - b. Nomination & remuneration committee - **Yes**
 - c. Stakeholders relationship committee - **Yes**
 - d. Risk management committee (applicable to the top 100 listed entities) - **Not applicable**
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. - **Yes**
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.- **Yes**
5. a. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. - **Yes**
b. Any comments/observations/advice of Board of Directors may be mentioned here:

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Name : **Nitesh A. Mhatre**
Designation : **Company Secretary & Compliance Officer**

ANNEXURE III

Affirmations

Broad Heading	Regulation Number	Compliance Status	Company Remark
Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website	46(2)	Yes	
Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	Yes	
Presence of Chairperson of the nomination and remuneration committee at the annual general meeting	19(3)	Yes	
Presence of Chairperson of the Stakeholder Relationship committee at the annual general meeting	20(3)	No	Due to urgent travel for personal reason, Dr. Anand Patkar, Chairman of the Committee could not attend the AGM. However, he authorised Mr. Vinod Agarwala, member of the Committee to attend AGM to answer queries of stakeholders.
Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	Yes	

Note:

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Name : **Nitesh A. Mhatre**
Designation : **Company Secretary & Compliance Officer**