

ANNEXURE I

Format to be submitted by listed entity on quarterly basis

1. Name of Listed Entity - **GTL Infrastructure Limited**
 2. Quarter ending - 31-Mar-2020

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		67	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		67	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		67	30-Oct-1949	4	4	6	2	AC,SC,NRC	
Mrs.	Sunali Chaudhry	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		8	29-Aug-1970	1	1	0	0		

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. 3. Name of Mrs. Sonali P. Choudhary has been changed to Mrs. Sunali Chaudhry
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	N. Balasubramanian	ID	Chairperson	08-Oct-2007	
2	Vinod B. Agarwala	ID	Member	13-Aug-2009	
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

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	Sunali Chaudhry	NED	Member	07-May-2015	

Company Remarks	
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	
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
05-Nov-2019	05-Feb-2020	Yes	8	4
05-Dec-2019	13-Mar-2020	Yes	8	4

Company Remarks	
Maximum gap between any two consecutive (in number of days)	61

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	05-Nov-2019		Yes	3	2
Audit Committee		05-Feb-2020	Yes	3	2
Stakeholders Relationship Committee	05-Nov-2019		Yes	4	2
Stakeholders Relationship Committee		05-Feb-2020	Yes	4	2
Nomination & Remuneration Committee	06-Nov-2019		Yes	3	2
Nomination & Remuneration Committee		05-Feb-2020	Yes	3	2

Company Remarks	
Maximum gap between any two consecutive (in number of days) [Only for Audit Committee]	91

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 Mhatre**
Designation : **Company Secretary & Compliance Officer**
Date : **14-05-2020**

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
As per regulation 46(2) of the LODR:			
Details of business	Yes		www.gtlinfra.com
Terms and conditions of appointment of	Yes		www.gtlinfra.com
Composition of various committees of	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-	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
Email address for grievance redressal and other relevant details entity who are	Yes		www.gtlinfra.com
Contact information of the designated	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 associates	Yes		www.gtlinfra.com
Schedule of analyst or institutional investor meet and presentations made by the listed	Not Applicable		
New name and the old name of the listed	Not Applicable		
Advertisements as per regulation 47 (1)	Yes		www.gtlinfra.com
Credit rating or revision in credit rating	Not Applicable		
Separate audited financial statements of	Not Applicable		
As per other regulations of the LODR:			
Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes		www.gtlinfra.com
Materiality Policy as per Regulation 30	Yes		www.gtlinfra.com
Dividend Distribution policy as per	Not Applicable		
It is certified that these contents on the	Yes		www.gtlinfra.com
II Annual Affirmations			
Particulars	Regulation Number	Compliance status (Yes/No/NA)	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), 17(1A) & 17(1B)	Yes	
Meeting of Board of directors	17(2)	Yes	
Quorum of Board meeting	17(2A)	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	
Recommendation of Board	17(11)	Yes	
Maximum number of directorship	17A	Yes	
Composition of Audit Committee	18(1)	Yes	
Meeting of Audit Committee	18(2)	Yes	
Composition of nomination & remuneration committee	19(1) & (2)	Yes	
Quorum of Nomination and Remuneration Committee meeting	19(2A)	Yes	
Meeting of nomination & remuneration committee	19(3A)	Yes	
Composition of Stakeholder Relationship Committee	20(1), 20(2) and 20(2A)	Yes	
Meeting of stakeholder relationship committee	20(3A)	Yes	
Composition and role of risk management committee	21(1),(2),(3),(4)	Not Applicable	
Meeting of Risk Management Committee	22	Not Applicable	
Vigil Mechanism	22	Yes	
Policy for related party Transaction	23(1),(1A),(5),(6),(7) & (8)	Yes	
Prior or Omnibus approval of Audit Committee for all related party	23(2), (3)	Not Applicable	
Approval for material related party transactions	23(4)	Not Applicable	
Disclosure of related party transactions on consolidated basis	23(9)	Yes	
Composition of Board of Directors of unlisted material Subsidiary	24(1)	Not Applicable	

Other Corporate Governance requirements with respect to subsidiary of Annual Secretarial Compliance Report	24(2),(3),(4),(5) & (6)	Not Applicable	
Alternate Director to Independent Director	24(A)	Yes	
Maximum Tenure	25(1)	Not Applicable	
Meeting of independent directors	25(2)	Yes	
Familiarization of independent directors	25(3) & (4)	Yes	
Declaration from Independent Director	25(7)	Yes	
D & O Insurance for Independent	25(8) & (9)	Yes	
Memberships in Committees	25(10)	Not Applicable	
Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(1)	Yes	
Disclosure of Shareholding by Non-Executive Directors	26(3)	Yes	
Policy with respect to Obligations of directors and senior management	26(4)	Yes	
	26(2) & 26(5)	Yes	

Other Information	
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III 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**

Other Information	
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Name : Nitesh A. Mhatre
Designation : Company Secretary & Compliance Officer
Date : 14-05-2020