

Format to be submitted by listed entity on quarterly basis

1. Name of Listed Entity - **GTL Infrastructure Limited**
 2. Quarter ending - **30-Sep-2021**

i. Composition Of Board Of Director

Title (Mr./Ms)	Name of the Director	DIN	Category (Chairperson/Executive/Non-Executive/Independent/Nominee)	Sub Category	Initial Date of Appointment	Date of Appointment	Date of cessation	Tenure	Whether special resolution passed?	Date of passing special resolution	No. of Directors hip 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	30-Sep-2020			NA		1	0	1	0	SC	
Mr.	N. Balasubramanian	00288918	ID		16-Sep-2014	16-Sep-2019		85	Yes	25-Sep-2019	1	1	1	1	AC,NRC	
Mr.	Anand P. Patkar	00634761	ID		16-Sep-2014	16-Sep-2019		85	NA		1	1	1	1	SC	
Mr.	Charudatta K. Naik	00225472	NED		04-Feb-2004	28-Sep-2021			NA		1	0	1	0	AC,RC,NRC	
Mr.	Vinod B. Agarwala	01725158	ID		16-Sep-2014	16-Sep-2019		85	NA		4	4	6	2	AC,SC,RC,NRC	
Mrs.	Sunali Chaudhry	07139326	NED		31-Mar-2015	27-Sep-2018			NA		1	0	1	0	SC,RC	
Ms.	Dina S. Hatekar	08535438	ID		14-Aug-2019	14-Aug-2019		26	NA		1	1	0	0	RMC	
Mr.	Milind K. Naik	00276884	ED		20-Jan-2021	28-Sep-2021			NA		1	0	0	0		

Company Remarks	1. Details of membership of committees include 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. The members at the 18th AGM of the Company held on 28.09.2021 passed the Ordinary Resolution for appointment of Mr. Milind K. Naik as Director and also passed Special Resolution for appointment of Mr. Milind K. Naik as a whole time Director w.e.f. January 20, 2021.
Whether Permanent chairperson appointed	Yes
Whether Chairperson is related to MD or CEO	No

ii. Composition of Committees

a. Audit Committee

<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Chairperson/Membership</i>	<i>Appointment Date</i>	<i>Cessation Date</i>
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

<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Chairperson/Membership</i>	<i>Appointment Date</i>	<i>Cessation Date</i>
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

<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Chairperson/Membership</i>	<i>Appointment Date</i>	<i>Cessation Date</i>
1	Vinod B. Agarwala	ID	Chairperson	03-Jun-2021	
2	Dina S. Hatekar	ID	Member	03-Jun-2021	
3	Charudatta K. Naik	NED	Member	03-Jun-2021	
4	Sunali Chaudhry	NED	Member	03-Jun-2021	

Company Remarks	
Whether Permanent chairperson appointed	Yes

d. Nomination and Remuneration Committee

<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Chairperson/Membership</i>	<i>Appointment Date</i>	<i>Cessation Date</i>
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
03-Jun-2021	10-Aug-2021	Yes	4	4
	02-Sep-2021	Yes	4	4

Company Remarks	
Maximum gap between any two consecutive (in number of days)	67

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	03-Jun-2021		Yes	1	2
Audit Committee		10-Aug-2021	Yes	1	2
Nomination & Remuneration Committee	23-Apr-2021		Yes	1	2
Nomination & Remuneration Committee		31-Aug-2021	Yes	1	2
Stakeholders Relationship Committee	03-Jun-2021		Yes	2	2
Stakeholders Relationship Committee		10-Aug-2021	Yes	2	2
Risk Management Committee		02-Sep-2021	Yes	2	2

Company Remarks	
Maximum gap between any two consecutive (in number of days) [Only for Audit Committee]	67

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) - **Yes**
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)	Yes	
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**

ANNEXURE IV

GTLINFRA	GTL INFRASTRUCTURE LIMITED	SEPTEMBER 30, 2021
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(A) Any loan or any other form of debt advanced by the listed entity directly or indirectly to

Aggregate amount advanced during six months				Balance outstanding at the end of six months			
<i>Promoter or any other entity controlled by them</i>	<i>Promoter Group or any other entity controlled by them</i>	<i>Directors (including relatives) or any other entity controlled by them</i>	<i>KMPs or any other entity controlled by them</i>	<i>Promoter or any other entity controlled by them</i>	<i>Promoter Group or any other entity controlled by them</i>	<i>Directors (including relatives) or any other entity controlled by them</i>	<i>KMPs or any other entity controlled by them</i>
0	0	0	0	0	0	0	0

(B) Any guarantee/ comfort letter (by whatever name called) provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by:

Entity	Type (guarantee, comfort letter etc.)	Aggregate amount of issuance during six months	Balance outstanding at the end of six months (taking into account any invocation)
<i>Promoter or any other entity controlled by them</i>	Not Applicable	0	0
<i>Promoter Group or any other entity controlled by them</i>	Not Applicable	0	0
<i>Directors (including relatives) or any other entity controlled by them</i>	Not Applicable	0	0
<i>KMPs or any other entity controlled by them</i>	Not Applicable	0	0

(C) Any security provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by:

Entity	Type of Security (cash, shares etc.)	Aggregate value of security provided during six months	Balance outstanding at the end of six months
<i>Promoter or any other entity controlled by them</i>	Not Applicable	0	0
<i>Promoter Group or any other entity controlled by them</i>	Not Applicable	0	0
<i>Directors (including relatives) or any other entity controlled by them</i>	Not Applicable	0	0
<i>KMPs or any other entity controlled by them</i>	Not Applicable	0	0

(D) If the Listed Entity would like to provide any other information the same may be indicated here

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Affirmations

All loans (or other form of debt), guarantees, comfort letters (by whatever name called) or securities in connection with any loan(s) (or other form of debt) given directly or indirectly by the listed entity to promoter(s), promoter group, director(s) (including their relatives), key managerial personnel (including their relatives) or any entity controlled by them are in the economic interest of the company

Company Remarks in case of non-compliant status

Name: Bhupendra Kiny
Designation: Chief Financial Officer
Place: Navi Mumbai
Date: 20-Oct-2021