

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-2022**

i. Composition Of Board Of Director

Title (Mr./Ms)	Name of the Director	DIN	PAN	Category (Chairperson /Executive/Non-Executive/Independent/Nominee)	Sub Category	Initial Date of Appointment	Date of Appointment	Date of cessation	Tenure	Date of Birth	Whether special resolution passed?	Date of passing special resolution	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	AACPT3067G	C,NED		08-Aug-2005	30-Sep-2020			05-Oct-1964	NA		1	0	1	0	SC	
Mr.	N. Balasubramanian	00288918	ADSPB7706M	ID		16-Sep-2014	16-Sep-2019		91	03-Sep-1946	Yes	25-Sep-2019	1	1	1	1	AC,NRC	
Mr.	Anand P. Patkar	00634761	AAKPP5325K	ID		16-Sep-2014	16-Sep-2019		91	07-Sep-1952	NA		1	1	1	1	SC	
Mr.	Charudatta K. Naik	00225472	AAYPN2944C	NED		04-Feb-2004	28-Sep-2021			09-Nov-1965	NA		1	0	1	0	AC,RC,NRC	
Mr.	Vinod B. Agarwala	01725158	AABPA7952N	ID		16-Sep-2014	16-Sep-2019		91	30-Oct-1949	NA		4	4	6	2	AC,SC,RC,NRC	
Mrs.	Sunali Chaudhry	07139326	ADSPT5063H	NED		31-Mar-2015	27-Sep-2018	22-Feb-2022		01-Jul-1983	NA		1	0	1	0	SC,RC	
Ms.	Dina S. Hatekar	08535438	ACEPH3663C	ID		14-Aug-2019	14-Aug-2019		32	29-Aug-1970	NA		1	1	0	0	RMC	
Mr.	Milind K. Naik	00276884	AAPPN8069B	ED		20-Jan-2021	28-Sep-2021			19-Mar-1962	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.
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	22-Feb-2022

Company Remarks	
Whether Permanent chairperson appointed	Yes

c. Risk Management Committee

Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
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	22-Feb-2022

Company Remarks	
Whether Permanent chairperson appointed	Yes

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
11-Nov-2021	14-Feb-2022	Yes	8	4
15-Dec-2021	22-Feb-2022	Yes	8	4

Company Remarks	
Maximum gap between any two consecutive (in number of days)	60

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	06-Oct-2021		Yes	3	2
Audit Committee	11-Nov-2021		Yes	3	2
Audit Committee		14-Feb-2022	Yes	3	2
Nomination & Remuneration Committee	11-Nov-2021		Yes	3	2
Nomination & Remuneration Committee	15-Dec-2021		Yes	3	2
Nomination & Remuneration Committee		15-Feb-2022	Yes	3	2
Nomination & Remuneration		25-Mar-2022	Yes	3	2

Committee					
Stakeholders Relationship Committee	11-Nov-2021		Yes	4	2
Stakeholders Relationship Committee		14-Feb-2022	Yes	4	2
Risk Management Committee	10-Nov-2021		Yes	4	2
Risk Management Committee		14-Feb-2022	Yes	4	2

Company Remarks	
Maximum gap between any two consecutive (in number of days) [Only for Audit Committee]	94

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 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	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	Not Applicable		
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		
Advertisements as per regulation 47 (1)	Yes		www.gtlinfra.com
Credit rating or revision in credit rating	Not		
Separate audited financial statements of	Not		
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	Yes		www.gtlinfra.com
It is certified that these contents on the	Yes		www.gtlinfra.com
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), 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)	Yes	
Meeting of Risk Management Committee	22	Yes	
Vigil Mechanism	22	Yes	
Policy for related party Transaction	23(1),(1A),(5),(6)	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	

<i>Other Corporate Governance requirements with respect to subsidiary of Annual Secretarial Compliance Report</i>	24(2),(3),(4),(5) & (6)	Not Applicable	
	24(A)	Yes	
<i>Alternate Director to Independent Director</i>	25(1)	Not Applicable	
<i>Maximum Tenure</i>	25(2)	Yes	
<i>Meeting of independent directors</i>	25(3) & (4)	Yes	
<i>Familiarization of independent directors</i>	25(7)	Yes	
<i>Declaration from Independent Director</i>	25(8) & (9)	Yes	
<i>D & O Insurance for Independent Memberships in Committees</i>	25(10)	No	The Company is in
	26(1)	Yes	
<i>Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel</i>	26(3)	Yes	
<i>Disclosure of Shareholding by Non-Executive Directors</i>	26(4)	Yes	
<i>Policy with respect to Obligations of directors and senior management</i>	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	Even though the Company doesn't have any subsidiary, the Company has approved Material Subsidiary Policy.
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Name : **Nitesh A. Mhatre**
Designation : **Company Secretary & Compliance Officer**

ANNEXURE IV

%symbol%	%companyName%	%quarterEnded%
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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			
Promoter or any other entity controlled by them	Promoter Group or any other entity controlled by them	Directors (including relatives) or any other entity controlled by them	KMPs or any other entity controlled by them	Promoter or any other entity controlled by them	Promoter Group or any other entity controlled by them	Directors (including relatives) or any other entity controlled by them	KMPs or any other entity controlled by them
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)
Promoter or any other entity controlled by them	Not Applicable	0	0
Promoter Group or any other entity controlled by them	Not Applicable	0	0
Directors (including relatives) or any other entity controlled by them	Not Applicable	0	0
KMPs or any other entity controlled by them	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
Promoter or any other entity controlled by them	Not Applicable	0	0
Promoter Group or any other entity controlled by them	Not Applicable	0	0
Directors (including relatives) or any other entity controlled by them	Not Applicable	0	0
KMPs or any other entity controlled by them	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	
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Name: Bhupendra Kiny
Designation: Chief Financial Officer
Place: Navi Mumbai
Date: 20-Apr-2022