Integrated Governance

GTL INFRASTRUCTURE LIMITED

General information about company

Scrip code	532775	
NSE Symbol	GTLINFRA	
MSEI Symbol	NOTLISTED	
ISIN	INE221H01019	
Date of start of financial year	01-04-2024	
Date of end of financial year	31-03-2025	
Reporting Quarter Type	Yearly	
Date of Quarter Ending	31-03-2025	
Type of company	Equity	
Whether Annexure I (Part A) of the SEBI Circular dated December 31, 2024 related to Compliance Report on Corporate Governance is applicable to the entity?	true	
Whether Annexure I (Part B) of the SEBI Circular dated December 31, 2024 related to Investor Grievance Redressal Report is Applicable to the entity?	true	
Whether Annexure I (Part C) of the SEBI Circular dated December 31, 2024 related to Disclosure of Acquisition of Shares or Voting Rights in Unlisted Companies is Applicable to the entity?	false	Nil during the period
Whether Annexure I (Part D) of the SEBI Circular dated December 31, 2024 related to Disclosure of Imposition of Fine or Penalty is Applicable to the entity?	false	Nil during the period
Whether Annexure I (Part E) of the SEBI Circular dated December 31, 2024 related to Disclosure of Updates to Ongoing Tax Litigations or Disputes is Applicable to the entity?	false	Nil during the period
Risk management committee	true	
Market Capitalisation as per immediate previous Financial Year	Top 1000 listed entities	
Is SCORE ID Available ?	true	
SCORE Registration ID	G00205	
Reason For No SCORE ID		
Type of Submission	Original	
Remarks (website dissemination)		

Annexure I

Annexure I to be submitted by listed entity on quarterly basis

I. Composition of Board of Directors

Disclosure of notes on composition of board of directors explanatory	Textual Information(1)	
Whether the listed entity has a Regular Chairperson	true	
Whether Chairperson is related to MD or CEO	false	Disqualification of Directors under section 164 of the Companies Act, 2013

Sr no.	Title(Mr/Ms)	Name of the Director	Category 1 of directors	Category 2 of directors	Category 3 of directors	Whether the director is disqualified?	Start Date of disqualification	End Date of disqualification	Details of disqualification	Current status	Whether special resolution passed? [Refer Reg. 17(1A) of Listing Regulations]	Date of passing special resolution	Initial Date of appointment	Date of Re-appointment	Date of cessation	Tenure of director(in months)	No of Directorship in listed entities including this listed entity(Refer Regulation 17A of Listing Regulations)	No of Independent Directorship in listed entities including this listed entity(Refer Regulation 17A(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)	Reason for Cessation	Notes for not providing PAN	Notes for not providing DIN
1	Mr	Charudatta Kashinath Naik	Non-Executive - Non Independent Director	Chairperson		false				Active	NA		04-02-2004	28-09-2023			1	0	1	0			
2	Mrs	Dina Sanjay Hatekar	Non-Executive - Independent Director	Not Applicable		false				Active	NA		14-08-2019	14-08-2024		68	1	1	1	0			
3	Mr	Vikas Krishanlal Arora	Executive Director	Not Applicable		false				Active	NA		10-11-2022	05-02-2023			1	0	0	0			
4	Mrs	Sunali Chaudhry	Non-Executive - Non Independent Director	Not Applicable		false				Active	NA		05-09-2023	28-09-2023			1	0	1	1			
5	Mr	Ramesh Bhagwanrao Bhosale	Non-Executive - Independent Director	Not Applicable		false				Active	NA		13-08-2024	13-08-2024		8	1	1	1	1			
6	Mr	Dhananjay Prabhakar Barve	Non-Executive - Independent Director	Not Applicable		false				Active	NA		13-08-2024	13-08-2024		8	1	1	1	0			
7	Mr	Jeevan Umesh Rai	Non-Executive - Non Independent Director	Not Applicable		false				Active	NA		12-09-2024	12-09-2024			1	0	2	0			

Text Block

Textual Information(1)	Details of membership of committees include chairmanship of committees.

Annexure I

II. Composition of Committees	
Disclosure of notes on composition of committees explanatory	Textual Information(1)

Text Block

Textual Information(1)	Date of appointment on committees is considered instead of date of appointment in the Company as director.

Audit Committee Details

Whether the Audit Committee has a Regular Chairperson						true
Sr	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	Ramesh Bhagwanrao Bhosale	Non-Executive - Independent Director	Chairperson	16-09-2024		
2	Jeevan Umesh Rai	Non-Executive - Non Independent Director	Member	06-02-2025		
3	Dina Sanjay Hatekar	Non-Executive - Independent Director	Member	16-09-2024		
4	Charudatta Kashinath Naik	Non-Executive - Non Independent Director	Member	13-08-2009	05-02-2025	

Nomination and remuneration committee

Whether the Nomination and remuneration committee has a Regular Chairperson						true
Sr	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	Dina Sanjay Hatekar	Non-Executive - Independent Director	Chairperson	16-09-2024		
2	Sunali Chaudhry	Non-Executive - Non Independent Director	Member	16-09-2024		
3	Ramesh Bhagwanrao Bhosale	Non-Executive - Independent Director	Member	16-09-2024		

Stakeholders Relationship Committee

Whether the Stakeholders Relationship Committee has a Regular Chairperson						true
Sr	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	Sunali Chaudhry	Non-Executive - Non Independent Director	Chairperson	06-09-2023		
2	Dhananjay Prabhakar Barve	Non-Executive - Independent Director	Member	16-09-2024		
3	Jeevan Umesh Rai	Non-Executive - Non Independent Director	Member	16-09-2024		
4	Charudatta Kashinath Naik	Non-Executive - Non Independent Director	Member	06-02-2025		

Risk Management Committee

Whether the Risk Management Committee has a Regular Chairperson						true
Sr	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	Sunali Chaudhry	Non-Executive - Non Independent Director	Chairperson	06-09-2023		
2	Dina Sanjay Hatekar	Non-Executive - Independent Director	Member	03-06-2021		
3	Jeevan Umesh Rai	Non-Executive - Non Independent Director	Member	16-09-2024		

Corporate Social Responsibility Committee

Whether the Corporate Social Responsibility Committee has a Regular Chairperson						true
Sr	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	Charudatta Kashinath Naik	Non-Executive - Non Independent Director	Chairperson	16-09-2024		
2	Vikas Krishanlal Arora	Executive Director	Member	11-11-2022		
3	Dhananjay Prabhakar Barve	Non-Executive - Independent Director	Member	16-09-2024		

Annexure I

III. Meeting of Board of Directors							
Disclosure of notes on meeting of board of directors explanatory							
Sr	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Notes for not providing Date	Whether requirement of Quorum met (Yes/No)	Total Number of Directors as on date of the meeting	Number of Directors present*(All directors including Independent Director)	No. of Independent Directors attending the meeting*
1	29-10-2024			true	8	8	3
2	12-11-2024	13		true	8	8	3
3	10-12-2024	27		true	8	8	3
4	05-02-2025	56		true	7	7	3
5	27-03-2025	49		true	7	7	3

Annexure I

IV. Meeting of Committees

Disclosure of notes on meeting of committees explanatory

Sr	Name of Committee	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Name of other committee	Reson for not providing date	Whether requirement of Quorum met (Yes/No)	Total Number of Directors in the Committee as on date of the meeting	Number of Directors Present (All Directors including Independent Director)	No. of Independent Directors attending the meeting*	No. of members attending the meeting (other than Board of Directors)
1	Audit Committee	12-11-2024				true	3	3	2	0
2	Audit Committee	05-02-2025	84			true	3	3	2	0
3	Nomination and remuneration committee	16-12-2024				true	3	3	2	0
4	Nomination and remuneration committee	05-02-2025	50			true	3	3	2	0
5	Stakeholders Relationship Committee	12-11-2024				true	4	4	2	0
6	Stakeholders Relationship Committee	05-02-2025	84			true	3	3	1	0
7	Risk Management Committee	12-11-2024				true	4	4	2	0
8	Risk Management Committee	05-02-2025	84			true	3	3	1	0

Annexure I

V. Affirmations		
Sr	Subject	Compliance status (Yes/No)
1	The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	true
2	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015 a. Audit Committee	true
3	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. b. Nomination & remuneration committee	true
4	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. c.Stakeholders relationship committee	true
5	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. d. Risk management committee (applicable the top 1000 listed entities)	Yes
6	The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	true
7	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.	true
8	This report and/or the report submitted in the previous quarter has been placed before Board of Directors.	true
9	Any comments/observations/advice of Board of Directors may be mentioned here:	

Annexure I

Sr	Subject	Compliance status
1	Name of signatory	NITESH ASHOK MHATRE
2	Designation	Company Secretary and Compliance Officer

Details of Cyber security incidence

Whether as per Regulation 27(2)(ba) of SEBI (LODR) Regulations, 2015 there has been cyber security incidents or breaches or loss of data or documents during the quarter	false
Other details of cyber security incidence or breaches or loss of data event	
Number of cyber security incidence or breaches or loss of data event occurred during the quarter	

Annexure II

Annexure II 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				
Sr	Item	Compliance status (Yes/No/NA)	If status is â€œNoâ€ details of non-compliance may be given here.	Web address
1	Details of business	Yes		www.gtlinfra.com
2	Terms and conditions of appointment of independent directors	Yes		www.gtlinfra.com
3	Composition of various committees of board of directors	Yes		www.gtlinfra.com
4	Code of conduct of board of directors and senior management personnel	Yes		www.gtlinfra.com
5	Details of establishment of vigil mechanism/ Whistle Blower policy	Yes		www.gtlinfra.com
6	Criteria of making payments to non-executive directors	Yes		www.gtlinfra.com
7	Policy on dealing with related party transactions	Yes		www.gtlinfra.com
8	Policy for determining â€˜materialâ€™ subsidiaries	Yes		www.gtlinfra.com
9	Details of familiarization programmes imparted to independent directors	Yes		www.gtlinfra.com
10	Email address for grievance redressal and other relevant details	Yes		www.gtlinfra.com
11	Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes		www.gtlinfra.com
12	Financial results	Yes		www.gtlinfra.com
13	Shareholding pattern	Yes		www.gtlinfra.com
14	Details of agreements entered into with the media companies and/or their associates	NA		
15.1	Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously with submission to stock exchange	NA		
15.2	Audio or video recordings and transcripts of post earnings/quarterly calls	NA		
16	New name and the old name of the listed entity	NA		
17	Advertisements as per regulation 47 (1)	Yes		www.gtlinfra.com
18	Credit rating or revision in credit rating obtained	NA		
19	Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	NA		
20	Secretarial Compliance Report	Yes		www.gtlinfra.com
21	Materiality Policy as per Regulation 30 (4)	Yes		www.gtlinfra.com
22	Disclosure of contact details of KMP who are authorized for the purpose of determining materiality as required under regulation 30(5)	Yes		www.gtlinfra.com
23	Disclosures under regulation 30(8)	Yes		www.gtlinfra.com
24	Statements of deviation(s) or variations(s) as specified in regulation 32	NA		
25	Dividend Distribution policy as per Regulation 43A(1)	Yes		www.gtlinfra.com
26	Annual return as provided under section 92 of the Companies Act, 2013	Yes		www.gtlinfra.com
27	Confirmation that the above disclosures are in a separate section as specified in regulation 46(2)	Yes		www.gtlinfra.com
28	Compliance with regulation 46(3) with respect to accuracy of disclosures on the website and timely updating	Yes		www.gtlinfra.com
29	Disclosure of notes on website in terms of Listing Regulations explanatory [Text Block]			

Annexure II

II. Annual Affirmations				
Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is â€œNoâ€ details of non-compliance may be given here.
1	Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes	
2	Board composition	17(1), 17(1A) & 17(1C), 17(1D) & 17(1E)	Yes	
3	Meeting of Board of directors	17(2)	Yes	
4	Quorum of Board meeting	17(2A)	Yes	
5	Review of Compliance Reports	17(3)	Yes	
6	Plans for orderly succession for appointments	17(4)	Yes	
7	Code of Conduct	17(5)	Yes	
8	Fees/compensation	17(6)	Yes	
9	Minimum Information	17(7)	Yes	
10	Compliance Certificate	17(8)	Yes	
11	Risk Assessment & Management	17(9)	Yes	
12	Performance Evaluation of Independent Directors	17(10)	Yes	
13	Recommendation of Board	17(11)	Yes	
14	Maximum number of Directorships	17A	Yes	
15	Composition of Audit Committee	18(1)	Yes	
16	Meeting of Audit Committee	18(2)	Yes	
17	Role of Audit Committee and information to be reviewed by the audit committee	18(3)	Yes	
18	Composition of nomination & remuneration committee	19(1) & (2)	Yes	
19	Quorum of Nomination and Remuneration Committee meeting	19(2A)	Yes	
20	Meeting of Nomination and Remuneration Committee	19(3A)	Yes	
21	Role of Nomination and Remuneration Committee	19(4)	Yes	
22	Composition of Stakeholder Relationship Committee	20(1), 20(2) & 20(2A)	Yes	
23	Meeting of Stakeholders Relationship Committee	20(3A)	Yes	
24	Role of Stakeholders Relationship Committee	20(4)	Yes	
25	Composition and role of risk management committee	21(1),(2),(3),(4)	Yes	
26	Meeting of Risk Management Committee	21(3A)	Yes	
27	Quorum of Risk Management Committee meeting	21(3B)	Yes	
28	Gap between the meetings of the Risk Management Committee	21(3C)	Yes	
29	Vigil Mechanism	22	Yes	
30	Policy for related party Transaction	23(1), (1A), (5), (6), & (8)	Yes	
31	Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	NA	
32	Approval for material related party transactions	23(4)	NA	
33	Disclosure of related party transactions on consolidated basis	23(9)	Yes	
34	Composition of Board of Directors of unlisted material Subsidiary	24(1)	NA	
35	Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	NA	
36	Alternate Director to Independent Director	25(1)	NA	
37	Maximum Tenure	25(2)	Yes	
38	Appointment, Re-appointment or removal of an Independent Director through special resolution or the alternate mechanism	25(2A)	NA	
39	Meeting of independent directors	25(3) & (4)	Yes	
40	Familiarization of independent directors	25(7)	Yes	
41	Declaration from Independent Director	25(8) & (9)	Yes	
42	Directors and Officers insurance	25(10)	Yes	
43	Confirmation with respect to appointment of Independent Directors who resigned from the listed entity	25(11)	NA	

44	Memberships in Committees	26(1)	Yes	
45	Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes	
46	Disclosure of Shareholding by Non-Executive Directors	26(4)		
47	Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes	
48	Approval of the Board and shareholders for compensation or profit sharing in connection with dealings in the securities of the listed entity	26(6)	NA	
49	Vacancies in respect Key Managerial Personnel	26A(1) & 26A(2)	NA	
Any other information to be provided				

Annexure II

1	Name of signatory	NITESH ASHOK MHATRE
2	Designation	Company Secretary and Compliance Officer

Annexure II

III. Affirmations		
Sr	Particulars	Compliance status (Yes/No/NA)
1	The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied	NA
	Any other information to be provided	Textual Information(1)

Text Block

Textual Information(1)	Even though the Company doesn't have any subsidiary, the Company has approved Material Subsidiary Policy.

Annexure II

1	Name of signatory	NITESH ASHOK MHATRE
2	Designation	Company Secretary and Compliance Officer

Signatory Details

Name of signatory	NITESH ASHOK MHATRE
Designation of person	Company Secretary and Compliance Officer
Place	NAVI MUMBAI
Date	30-04-2025

Additional Half yearly Disclosure

Any Other Information for Disclosure of Loans / Guarantees / Comfort Letters / Securities Etc.			
I. Disclosure of Loans/ guarantees/comfort letters /securities etc.refer note below			
(A)Any loan or any other form of debt advanced by the listed entity directly or indirectly to			
Entity	Aggregate amount advanced during six months	Balance outstanding at the end of six months	
Promoter or any other entity controlled by them	0	0	
Promoter Group or any other entity controlled by them	0	0	
Directors (including relatives) or any other entity controlled by them	0	0	
KMPs or any other entity controlled by them	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	NA	0	0
Promoter Group or any other entity controlled by them	NA	0	0
Directors (including relatives) or any other entity controlled by them	NA	0	0
KMPs or any other entity controlled by them	NA	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	NA	0	0
Promoter Group or any other entity controlled by them	NA	0	0
Directors (including relatives) or any other entity controlled by them	NA	0	0
KMPs or any other entity controlled by them	NA	0	0
(D) Additional Information			
II. Affirmations			
Affirmations	Compliance Status	Company Remarks	
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.	true		
Name		BHUPENDRA KINY	
Designation		CFO	
Place		NAVI MUMBAI	
Date		30-04-2025	

Investor Grievance Details

No. of investor complaints pending at the beginning of Quarter	0
No. of investor complaints received during the Quarter	1
No. of investor complaints disposed off during the Quarter	1
No. of investor complaints those remaining unresolved at the end of the Quarter	0