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	01-04-2025	
Date of end of financial year	31-03-2026	
Reporting Quarter Type	Half Yearly	
Date of Quarter Ending	30-09-2025	
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	Not Applicable during quarter
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	Not Applicable during quarter
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	Not Applicable during quarter
Whether Annexure I (Part F) of the SEBI Circular dated December 31, 2024 related to Disclosure Of Loans / Guarantees / Comfort Letters / Securities Etc. is Applicable to the entity?	true	
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	DIN	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
1	Mr	Charudatta Kashinath Naik	00225472	Non-Executive - Non Independent Director	Chairperson		false				Active	NA		04-02-2004	28-09-2023			1	0	1	0		
2	Mrs	Dina Sanjay Hatekar	08535438	Non-Executive - Independent Director	Not Applicable		false				Active	NA		14-08-2019	14-08-2024		74	1	1	1	0		
3	Mr	Vikas Krishanlal Arora	09785527	Executive Director	Not Applicable		false				Active	NA		10-11-2022	30-09-2025			1	0	0	0		
4	Mrs	Sunali Chaudhry	07139326	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	00078848	Non-Executive - Independent Director	Not Applicable		false				Active	NA		13-08-2024	13-08-2024		14	1	1	1	1		
6	Mr	Dhananjay Prabhakar Barve	00224261	Non-Executive - Independent Director	Not Applicable		false				Active	NA		13-08-2024	13-08-2024		14	1	1	1	0		
7	Mr	Jeevan Umesh Rai	02356479	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)	1.Details of membership of committees include chairmanship of committees. 2. The members of the Company at the 22nd Annual General Meeting of the Company held on 30.09.2025 approved the re-appointment of Mr. Vikas Arora (DIN: 09785527) as Whole-time Director of the Company for a period of three years with effect from November 10, 2025.

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	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00078848	Ramesh Bhagwanrao Bhosale	Non-Executive - Independent Director	Chairperson	16-09-2024		
2	02356479	Jeevan Umesh Rai	Non-Executive - Non Independent Director	Member	06-02-2025		
3	08535438	Dina Sanjay Hatekar	Non-Executive - Independent Director	Member	16-09-2024		

Nomination and remuneration committee

Whether the Nomination and remuneration committee has a Regular Chairperson						true	
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	08535438	Dina Sanjay Hatekar	Non-Executive - Independent Director	Chairperson	16-09-2024		
2	07139326	Sunali Chaudhry	Non-Executive - Non Independent Director	Member	16-09-2024		
3	00078848	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	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	07139326	Sunali Chaudhry	Non-Executive - Non Independent Director	Chairperson	06-09-2023		
2	00224261	Dhananjay Prabhakar Barve	Non-Executive - Independent Director	Member	16-09-2024		
3	02356479	Jeevan Umesh Rai	Non-Executive - Non Independent Director	Member	16-09-2024		
4	00225472	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	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	07139326	Sunali Chaudhry	Non-Executive - Non Independent Director	Chairperson	06-09-2023		
2	08535438	Dina Sanjay Hatekar	Non-Executive - Independent Director	Member	03-06-2021		
3	02356479	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	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00225472	Charudatta Kashinath Naik	Non-Executive - Non Independent Director	Chairperson	16-09-2024		
2	09785527	Vikas Krishanlal Arora	Executive Director	Member	11-11-2022		
3	00224261	Dhananjay Prabhakar Barve	Non-Executive - Independent Director	Member	16-09-2024		

Other Committee

Whether the Corporate Social Responsibility Committee has a Regular Chairperson					true	
Sr	DIN Number	Name of Committee members	Name of other committee	Category 1 of directors	Category 2 of directors	Remarks
No records available						

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	08-05-2025			true	7	7	3
2	24-06-2025	46		true	7	7	3
3	07-08-2025	43		true	7	7	3
4	03-09-2025	26		true	7	7	3
5	24-09-2025	20		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	08-05-2025				true	3	3	2	0
2	Audit Committee	07-08-2025	90			true	3	3	2	0
3	Nomination and remuneration committee	08-05-2025				true	3	3	2	0
4	Nomination and remuneration committee	19-06-2025	41			true	3	3	2	0
5	Nomination and remuneration committee	07-08-2025	48			true	3	3	2	0
6	Nomination and remuneration committee	03-09-2025	26			true	3	3	2	0
7	Nomination and remuneration committee	30-09-2025	26			true	3	3	2	0
8	Risk Management Committee	08-05-2025				true	3	3	1	0
9	Risk Management Committee	07-08-2025	90			true	3	3	1	0
10	Stakeholders Relationship Committee	08-05-2025				true	4	4	1	0
11	Stakeholders Relationship Committee	07-08-2025	90			true	4	4	1	0
12	Corporate Social Responsibility Committee	03-09-2025	26			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

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		
Sr.	Date of the event	Brief details of the event
No records available		

Affirmations on Compliance Requirements for AGM (applicable only for the first half-year filing i.e., 2nd quarter)

III. Affirmations				
Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is 'No' details of non-compliance may be given here.
1	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	
2	Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	Yes	
3	Presence of Chairperson of the nomination and remuneration committee at the annual general meeting	19(3)	Yes	
4	Presence of Chairperson of the Stakeholder Relationship committee at the annual general meeting	20(3)	Yes	
5	Disclosure of the Secretarial Audit Report of the listed entity and the material subsidiaries in the Annual Report	24A(1)	Yes	
6	Compliance with the conditions laid down for Secretarial Auditor or the person signing the Secretarial Compliance Report	24A(1A), 24A(1B), 24A(1C)	Yes	
7	Submission of Annual Secretarial Compliance Report	24A(2)	Yes	
8	Whether 'Corporate Governance Report' disclosed in Annual Report	34(3) read with para C of Schedule V	Yes	
Any other information to be provided				

Annexure III

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	29-10-2025

Additional Half yearly Disclosure DISCLOSURE OF LOANS / GUARANTEES / COMFORT LETTERS / SECURITIES ETC. (applicable only for half-yearly filings)

Any Other Information for Disclosure of Loans / Guarantees / Comfort Letters / Securities Etc.			
I. Disclosure of Loans/ guarantees/comfort letters /securities etc.			
(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		Ajit Shanbhag	
Designation		CFO	
Place		Navi Mumbai	
Date		29-10-2025	

Investor Grievance Details

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

Disclosure of Acquisition of Shares or Voting Rights in Unlisted Companies- The details of acquisition of shares or voting rights in unlisted companies during the quarter in terms of sub-para 1 of para A of Part A of Schedule III are given below:

Any Other Information for Disclosure of Acquisition of Shares or Voting Rights in Unlisted Companies					
Sr.No.	Name of the unlisted company in which shares or voting rights have been acquired	Date of acquisition	Aggregate holding (% shares or voting rights) as at the end of the previous quarter	% shares or voting rights acquired during the quarter	Aggregate holding (% shares or voting rights) as at the end of the quarter
No records available					

Disclosure of Imposition of Fine or Penalty The details of imposition of fine or penalty during the quarter in terms of sub-para 20 of para A of Part A of Schedule III are given below:

Any Other Information for Disclosure of Imposition of Fine or Penalty					
Sr.No.	Name of the authority	Nature and details of the action(s) taken or order(s) passed	Date of receipt of direction or order, including any ad interim or interim orders, or any other communication from the authority	Details of the violation(s)/ contravention(s) committed or alleged to be committed	Impact on financial, operation or other activities of the listed entity, quantifiable in monetary terms to the extent possible
No records available					

Disclosure of Updates to Ongoing Tax Litigations or Disputes The updates on tax litigations or disputes in terms of sub-para 8 of para B of Part A of Schedule III read with corresponding provisions of Annexure 18 of the Master Circular are given below:

Any Other Information for Disclosure of Updates to Ongoing Tax Litigations or Disputes				
Sr.No.	Name of the opposing party	Date of initiation of the litigation / dispute	Status of the litigation / dispute as per last disclosure	Current status of the litigation / dispute
No records available				