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	01-04-2026	
Date of end of financial year	31-03-2027	
Reporting Quarter Type	Half Yearly	
Date of Quarter Ending	30-09-2026	
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?	Yes	
Whether Annexure I (Part B) of the SEBI Circular dated December 31, 2024 related to Investor Grievance Redressal Report is Applicable to the entity?	Yes	
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?	No	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?	No	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?	No	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?	Yes	
Risk management committee	Yes	
Market Capitalisation as per immediate previous Financial Year	Top 2000 listed entities	
Is SCORE ID Available ?	Yes	
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						Yes																	
Whether Chairperson is related to MD or CEO						No	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		No				Active	NA		04-02-2004	30-09-2026			1	0	0	0		
2	Mr	Jayant Laxmikant Bhimanwar	09033879	Executive Director	Not Applicable		No				Active	NA		06-08-2026	06-08-2026			1	0	0	0		
3	Mrs	Dina Sanjay Hatekar	08535438	Non-Executive - Independent Director	Not Applicable		No				Active	NA		14-08-2019	14-08-2024		86	1	1	1	0		
4	Mrs	Sunali Chaudhry	07139326	Non-Executive - Non Independent Director	Not Applicable		No				Active	NA		05-09-2023	28-09-2023			1	0	1	1		
5	Mr	Ramesh Bhagwanrao Bhosale	00078848	Non-Executive - Independent Director	Not Applicable		No				Active	NA		13-08-2024	13-08-2024		26	1	1	1	1		
6	Mr	Dhananjay Prabhakar Barve	00224261	Non-Executive - Independent Director	Not Applicable		No				Active	NA		13-08-2024	13-08-2024		26	1	1	1	0		
7	Mr	Jeevan Umesh Rai	02356479	Non-Executive - Non Independent Director	Not Applicable		No				Active	NA		12-09-2024	12-09-2024			1	0	1	0		
8	Mr	Abhijit Padmanabh Deshpande	05203925	Non-Executive - Non Independent Director	Not Applicable		No				Active	NA		06-08-2026	06-08-2026			1	0	1	0		

Text Block

Textual Information(1)	1. Details of membership of committees include chairmanship of committees. 2. Mr. Jayant Bhimanwar appointed as an Whole-time Director of the Company w.e.f. August 6, 2026. 3. Mr. Abhijit Deshpande appointed as an Additional Director (in capacity of Non-Executive, Non-Independent) of the Company w.e.f. August 6, 2026. 4. Mr. Charudatta Naik re-appointed as a Director of the Company at the 23rd Annual General Meeting held on September 30, 2026.

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						Yes	
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						Yes	
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	06-08-2026	
3	00078848	Ramesh Bhagwanrao Bhosale	Non-Executive - Independent Director	Member	16-09-2024		
4	00225472	Charudatta Kashinath Naik	Non-Executive - Non Independent Director	Member	07-08-2026		

Stakeholders Relationship Committee

Whether the Stakeholders Relationship Committee has a Regular Chairperson						Yes	
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	06-08-2026	
4	00225472	Charudatta Kashinath Naik	Non-Executive - Non Independent Director	Member	06-02-2025	06-08-2026	
5	05203925	Abhijit Padmanabh Deshpande	Non-Executive - Non Independent Director	Member	07-08-2026		

Risk Management Committee

Whether the Risk Management Committee has a Regular Chairperson						Yes	
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		
4	05203925	Abhijit Padmanabh Deshpande	Non-Executive - Non Independent Director	Member	06-08-2026		

Corporate Social Responsibility Committee

Whether the Corporate Social Responsibility Committee has a Regular Chairperson						Yes	
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	00224261	Dhananjay Prabhakar Barve	Non-Executive - Independent Director	Member	16-09-2024		
3	02356479	Jeevan Umesh Rai	Non-Executive - Non Independent Director	Member	13-05-2026	06-08-2026	
4	09033879	Jayant Laxmikant Bhimanwar	Executive Director	Member	07-08-2026		

Other Committee

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	12-05-2026			Yes	7	7	3
2	06-08-2026	85		Yes	8	8	3
3	01-09-2026	25		Yes	8	8	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	12-05-2026				Yes	3	3	2	0
2	Audit Committee	06-08-2026	85			Yes	3	3	2	0
3	Nomination and remuneration committee	12-05-2026				Yes	3	3	2	0
4	Nomination and remuneration committee	05-08-2026	84			Yes	3	3	2	0
5	Nomination and remuneration committee	01-09-2026	26			Yes	3	3	2	0
6	Stakeholders Relationship Committee	12-05-2026				Yes	4	4	1	0
7	Stakeholders Relationship Committee	06-08-2026	85			Yes	4	4	1	0
8	Risk Management Committee	12-05-2026				Yes	3	3	1	0
9	Risk Management Committee	06-08-2026	85			Yes	3	3	1	0
10	Corporate Social Responsibility Committee	01-09-2026	25			Yes	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	Yes
2	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015 a. Audit Committee	Yes
3	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. b. Nomination & remuneration committee	Yes
4	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. c.Stakeholders relationship committee	Yes
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.	Yes
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.	Yes
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	Deepak A. Keluskar
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		No
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	Deepak A. Keluskar
2	Designation	Company Secretary and Compliance Officer

Signatory Details

Name of signatory	Deepak A. Keluskar
Designation of person	Company Secretary and Compliance Officer
Place	Navi Mumbai
Date	29-10-2026

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.	Yes	
Name		Ajit Shanbhag
Designation		CFO
Place		Navi Mumbai
Date		26-10-2026

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				