

## 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-2024**

**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 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 | No. of Directorship in listed entities including this listed entity [in reference to Regulation 17A (1)] | No of Independent Directorship in listed entities including this listed entity [With reference to proviso to regulation 17A (1)&17A(2)] | 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 Gajanan Tirodkar    | 00298407 | AACPT3067G | C, NED   |              | 08-Aug-2005                 | 29-Sep-2022         |                   |        | 05-Oct-1964   | No                                    |                                |                              |                             | Active         | NA   |                                    | 1  | 0   | 1   | 0  | SC                                      |         |
| Mr.            | Nagarajan Balasubramanian | 00288918 | ADSPB7706M | ID   |              | 16-Sep-2014                 | 16-Sep-2019         |                   | 112    | 03-Sep-1946   | No                                    |                                |                              |                             | Active         | Yes  | 25-Sep-2019                        | 1  | 1   | 1   | 1  | AC, NRC                                 |         |
| Mr.            | Anand Prabhakar Patkar    | 00634761 | AAKPP5325K | ID   |              | 16-Sep-2014                 | 16-Sep-2019         |                   | 112    | 07-Sep-1952   | No                                    |                                |                              |                             | Active         | NA   |                                    | 1  | 1   | 1   | 1  | SC, RC                                  |         |
| Mr.            | Charudatta Kashinath Naik | 00225472 | AAYPN2944C | NED  |              | 04-Feb-2004                 | 28-Sep-2023         |                   |        | 09-Nov-1965   | No                                    |                                |                              |                             | Active         | NA   |                                    | 1  | 0   | 1   | 0  | AC, RC, NRC                             |         |
| Mr.            | Vinod Balmukand Agarwala  | 01725158 | AABPA7952N | ID   |              | 16-Sep-2014                 | 16-Sep-2019         |                   | 112    | 30-Oct-1949   | No                                    |                                |                              |                             | Active         | NA   |                                    | 5  | 5   | 6   | 2  | AC, SC, RC, NRC                         |         |
| Mrs.           | Dina Sanjay Hatekar       | 08535438 | ACEPH3663C | ID   |              | 14-Aug-2019                 | 14-Aug-2019         |                   | 53     | 29-Sep-1970   | No                                    |                                |                              |                             | Active         | NA   |                                    | 1  | 1   | 0   | 0  | RMC                                     |         |
| Mr.            | Vikas Krishnlal Arora     | 09785527 | ADIPA3618H | ED   |              | 10-Nov-2022                 | 10-Nov-2022         |                   |        | 17-Aug-1971   | No                                    |                                |                              |                             | Active         | NA   |                                    | 1  | 0   | 0   | 0  |   |         |
| Mrs.           | Sunali Chaudhry           | 07139326 | ADSPT5063H | NED  |              | 05-Sep-2023                 | 28-Sep-2023         |                   |        | 01-Jul-1983   | No                                    |                                |                              |                             | Active         | NA   |                                    | 1  | 0   | 1   | 0  | SC, RC                                  |         |

|   |   |
|---|---|
| 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 Regular 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 Committee members</i> | <i>Category</i> | <i>Chairperson/Member</i> | <i>Date of Appointment</i> | <i>Date of Cessation</i> |
|----------------|----------------------------------|-----------------|---------------------------|----------------------------|--------------------------|
| 1              | Nagarajan Balasubramanian        | ID              | Chairperson               | 08-Oct-2007                |                          |
| 2              | Vinod Balmukand Agarwala         | ID              | Member                    | 13-Aug-2009                |                          |
| 3              | Charudatta Kashinath 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 Regular chairperson appointed | Yes   |

**b. Stakeholders Relationship Committee**

| <i>Sr. No.</i> | <i>Name of Committee members</i> | <i>Category</i> | <i>Chairperson/Member</i> | <i>Date of Appointment</i> | <i>Date of Cessation</i> |
|----------------|----------------------------------|-----------------|---------------------------|----------------------------|--------------------------|
| 1              | Anand Prabhakar Patkar           | ID              | Chairperson               | 13-Aug-2009                |                          |
| 2              | Vinod Balmukand Agarwala         | ID              | Member                    | 09-Feb-2012                |                          |
| 3              | Manoj Gajanan Tirodkar           | C,NED           | Member                    | 01-Aug-2008                |                          |
| 4              | Sunali Chaudhry                  | NED             | Member                    | 06-Sep-2023                |                          |

|                                       |     |
|---------------------------------------|-----|
| Company Remarks                       |     |
| Whether Regular chairperson appointed | Yes |

**c. Risk Management Committee**

| <i>Sr. No.</i> | <i>Name of Committee members</i> | <i>Category</i> | <i>Chairperson/Member</i> | <i>Date of Appointment</i> | <i>Date of Cessation</i> |
|----------------|----------------------------------|-----------------|---------------------------|----------------------------|--------------------------|
| 1              | Vinod Balmukand Agarwala         | ID              | Chairperson               | 03-Jun-2021                |                          |
| 2              | Dina Sanjay Hatekar              | ID              | Member                    | 03-Jun-2021                |                          |
| 3              | Charudatta Kashinath Naik        | NED             | Member                    | 03-Jun-2021                |                          |
| 4              | Anand Prabhakar Patkar           | ID              | Member                    | 31-Oct-2022                |                          |
| 5              | Sunali Chaudhry                  | NED             | Member                    | 06-Sep-2023                |                          |

|                                       |     |
|---------------------------------------|-----|
| Company Remarks                       |     |
| Whether Regular chairperson appointed | Yes |

**d. Nomination and Remuneration Committee**

| <i>Sr. No.</i> | <i>Name of Committee members</i> | <i>Category</i> | <i>Chairperson/Member</i> | <i>Date of Appointment</i> | <i>Date of Cessation</i> |
|----------------|----------------------------------|-----------------|---------------------------|----------------------------|--------------------------|
| 1              | Vinod Balmukand Agarwala         | ID              | Chairperson               | 10-May-2019                |                          |
| 2              | Nagarajan Balasubramanian        | ID              | Member                    | 08-Oct-2007                |                          |
| 3              | Charudatta Kashinath Naik        | NED             | Member                    | 13-Aug-2009                |                          |

|                                       |     |
|---------------------------------------|-----|
| Company Remarks                       |     |
| Whether Regular chairperson appointed | Yes |

iii. Meeting of Board of Directors

| Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order) | 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 |
|---|--|---|--|--|
| 12-Oct-2023   | Yes  | 8   | 8  | 4  |
| 09-Nov-2023   | Yes  | 8   | 8  | 4  |
| 08-Feb-2024   | Yes  | 8   | 8  | 4  |

|   |    |
|---|----|
| Company Remarks   |    |
| Maximum gap between any two consecutive (in number of days) | 90 |

iv. Meeting of Committees

| Name of the Committee                 | Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order) | 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) | Number of Independent directors attending the meeting | Number of Members attending the Meeting (Other than Board of Directors) |
|---------------------------------------|---|--|--|--|---|---|
| Audit Committee                       | 09-Nov-2023   | Yes  | 3  | 3  | 2   | 0   |
| Audit Committee                       | 08-Feb-2024   | Yes  | 3  | 3  | 2   | 0   |
| Audit Committee                       | 19-Mar-2024   | Yes  | 3  | 3  | 2   | 0   |
| Stakeholders Relationship Committee   | 08-Nov-2023   | Yes  | 4  | 4  | 2   | 0   |
| Stakeholders Relationship Committee   | 08-Feb-2024   | Yes  | 4  | 4  | 2   | 0   |
| Nomination and Remuneration Committee | 08-Feb-2024   | Yes  | 3  | 3  | 2   | 0   |
| Nomination and Remuneration Committee | 19-Mar-2024   | Yes  | 3  | 3  | 2   | 0   |
| Risk Management Committee             | 09-Nov-2023   | Yes  | 5  | 5  | 3   | 0   |
| Risk Management Committee             | 08-Feb-2024   | Yes  | 5  | 5  | 3   | 0   |

|   |    |
|---|----|
| Company Remarks   |    |
| Maximum gap between any two consecutive (in number of days) [Only for Audit | 90 |

|            |  |
|------------|--|
| Committee] |  |
|------------|--|

**V. Related Party Transactions**

| <b>Subject</b>   | <b>Compliance status (Yes/No/NA)</b> | <b>Remark</b> |
|--|--------------------------------------|---------------|
| 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 |  |
|--|--|

**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 1000 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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**Details of cyber security incidence**

|  |           |
|--|-----------|
| 1.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 | <b>No</b> |
| 2.Date of the Event  |           |
| 3.Brief details of the event   |           |

**Name** : Nitesh Ashok 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)**

| <b>I. Disclosure on website in terms of Listing Regulations</b>  |                          |                       |                  |
|--|--------------------------|-----------------------|------------------|
| <b>Item</b>  | <b>Compliance status</b> | <b>Company Remark</b> | <b>Website</b>   |
| <b>As per regulation 46(2) of the LODR:</b>  |                          |                       |                  |
| Details of business  | Yes                      |                       | www.gtlinfra.com |
| Terms and conditions of appointment of   | Yes                      |                       | www.gtlinfra.com |
| Composition of various committees of board of directors  | Yes                      |                       | www.gtlinfra.com |
| Code of conduct of board of directors and  | Yes                      |                       | www.gtlinfra.com |
| Details of establishment of vigil mechanism/ Whistle Blower policy   | Yes                      |                       | www.gtlinfra.com |
| Criteria of making payments to non-executive directors   | Yes                      |                       | www.gtlinfra.com |
| Policy on dealing with related party transactions  | Yes                      |                       | www.gtlinfra.com |
| Policy for determining 'material' subsidiaries   | Yes                      |                       | www.gtlinfra.com |
| Details of familiarization programs imparted to independent directors  | 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 officials of the listed entity who are responsible for assisting and handling investor grievances other relevant details                         | 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 entity to analysts or institutional investors simultaneously with submission to stock exchange | Not Applicable           |                       |                  |
| Audio or video recordings and transcripts of post earnings/quarterly calls   | Not Applicable           |                       |                  |
| New name and the old name of the listed  | Not Applicable           |                       |                  |
| Advertisements as per regulation 47 (1)  | Yes                      |                       | www.gtlinfra.com |
| Credit rating or revision in credit rating   | Not Applicable           |                       |                  |
| Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year  | Not Applicable           |                       |                  |
| Secretarial Compliance Report  | Yes                      |                       | www.gtlinfra.com |
| <b>As per other regulations of the LODR:</b>   |                          |                       |                  |
| Materiality Policy as per Regulation 30(4)   | Yes                      |                       | www.gtlinfra.com |
| 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 |
| Disclosures under regulation 30(8)   | Yes                      |                       | www.gtlinfra.com |
| Statements of deviation(s) or variations(s) as specified in regulation 32  | NA                       |                       |                  |

|  |                |  |                  |
|--|----------------|--|------------------|
| Dividend Distribution policy as per Regulation 43A (1)   | Not Applicable |  |                  |
| Annual return as provided under section 92 of the Companies Act, 2013  | Yes            |  | www.gtlinfra.com |
| Confirmation that the above disclosures are in a separate section as specified in regulation 46(2)           | Yes            |  | www.gtlinfra.com |
| Compliance with regulation 46(3) with respect to accuracy of disclosures on the website and timely updation. | Yes            |  | www.gtlinfra.com |

## II Annual Affirmations

| <b>Particulars</b>   | <b>Regulation Number</b>               | <b>Compliance status</b> | <b>Company Remark</b> |
|--|--|--------------------------|-----------------------|
| <i>Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'</i> | 16(1)(b) & 25(6)                       | Yes                      |                       |
| <i>Board composition</i>   | 17(1), 17(1A), 17(1C), 17(1D) & 17(1E) | Yes                      |                       |
| <i>Meeting of Board of directors</i>   | 17(2)                                  | Yes                      |                       |
| <i>Quorum of Board meeting</i>   | 17(2A)                                 | Yes                      |                       |
| <i>Review of Compliance Reports</i>  | 17(3)                                  | Yes                      |                       |
| <i>Plans for orderly succession for appointments</i>   | 17(4)                                  | Yes                      |                       |
| <i>Code of Conduct</i>   | 17(5)                                  | Yes                      |                       |
| <i>Fees/compensation</i>   | 17(6)                                  | Yes                      |                       |
| <i>Minimum Information</i>   | 17(7)                                  | Yes                      |                       |
| <i>Compliance Certificate</i>  | 17(8)                                  | Yes                      |                       |
| <i>Risk Assessment &amp; Management</i>  | 17(9)                                  | Yes                      |                       |
| <i>Performance Evaluation of Independent Directors</i>   | 17(10)                                 | Yes                      |                       |
| <i>Recommendation of Board</i>   | 17(11)                                 | Yes                      |                       |
| <i>Maximum number of directorship</i>  | 17A                                    | Yes                      |                       |
| <i>Composition of Audit Committee</i>  | 18(1)                                  | Yes                      |                       |
| <i>Meeting of Audit Committee</i>  | 18(2)                                  | Yes                      |                       |
| <i>Role of Audit committee and information to be reviewed by the audit committee</i>                                     | 18(3)                                  | Yes                      |                       |
| <i>Composition of nomination &amp; remuneration committee</i>  | 19(1) & (2)                            | Yes                      |                       |
| <i>Quorum of Nomination and Remuneration Committee meeting</i>   | 19(2A)                                 | Yes                      |                       |
| <i>Meeting of nomination &amp; remuneration committee</i>  | 19(3A)                                 | Yes                      |                       |
| <i>Role of Nomination and Remuneration Committee</i>   | 19(4)                                  | Yes                      |                       |
| <i>Composition of Stakeholder Relationship Committee</i>   | 20(1), 20(2) and 20(2A)                | Yes                      |                       |
| <i>Meeting of stakeholder relationship committee</i>   | 20(3A)                                 | Yes                      |                       |
| <i>Role of Stakeholders Relationship Committee</i>   | 20(4)                                  | Yes                      |                       |
| <i>Composition and role of risk management committee</i>   | 21(1),(2),(3),(4)                      | Yes                      |                       |
| <i>Meeting of Risk Management Committee</i>  | 21(3A)                                 | Yes                      |                       |
| <i>Quorum of Risk Management Committee meeting</i>   | 21(3B)                                 | Yes                      |                       |

|   |                          |                |  |
|---|--------------------------|----------------|--|
| <i>Gap between the meetings of the Risk Management Committee</i>  | 21(3C)                   | Yes            |  |
| <i>Vigil Mechanism</i>  | 22                       | Yes            |  |
| <i>Policy for related party Transaction</i>   | 23(1),(1A),(5),(6) & (8) | Yes            |  |
| <i>Prior or Omnibus approval of Audit Committee for all related party transactions</i>  | 23(2),(3)                | Not Applicable |  |
| <i>Approval for material related party transactions</i>   | 23(4)                    | Not Applicable |  |
| <i>Disclosure of related party transactions on consolidated basis</i>   | 23(9)                    | Yes            |  |
| <i>Composition of Board of Directors of unlisted material Subsidiary</i>  | 24(1)                    | Not Applicable |  |
| <i>Other Corporate Governance requirements with respect to subsidiary of listed entity</i>  | 24(2),(3),(4),(5) & (6)  | Not Applicable |  |
| <i>Alternate Director to Independent Director</i>   | 25(1)                    | Not Applicable |  |
| <i>Maximum Tenure</i>   | 25(2)                    | Yes            |  |
| <i>Appointment, Re-appointment or removal of an Independent Director through special resolution or the alternate mechanism</i>                      | 25(2A)                   | Not Applicable |  |
| <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>Directors &amp; Officers Insurance</i>   | 25(10)                   | Yes            |  |
| <i>Confirmation with respect to appointment of Independent Directors who resigned from the listed entity</i>  | 25(11)                   | NA             |  |
| <i>Memberships in Committees</i>  | 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            |  |
| <i>Approval of the Board and shareholders for compensation or profit sharing in connection with dealings in the securities of the listed entity</i> | 26(6)                    | NA             |  |
| <i>Vacancies in respect Key Managerial Personnel</i>  | 26A(1) & 26A(2)          | NA             |  |

|                          |  |
|--------------------------|--|
| <b>Other Information</b> |  |
|--------------------------|--|

### 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**

|                          |  |
|--------------------------|--|
| <b>Other Information</b> | <b>Even though the Company does not have any subsidiary as on date, the Company has approved Material Subsidiary Policy.</b> |
|--------------------------|--|

**Name** : Nitesh Ashok Mhatre  
**Designation** : Company Secretary & Compliance Officer