

REF: GTL/CS-SE/2017-18/009

August 08, 2017

The Secretary BSE Limited Phiroze Jeejeebhoy Towers, 25th Floor, Dalal Street, Fort, Mumbai 400 001.	The Secretary National Stock Exchange of India Ltd. Exchange Plaza, 5th Floor, Plot No. C/1, G Block, Bandra Kurla Complex, Bandra (East), Mumbai 400 051.
(BSE Code: 500160 NSE Symbol: GTL ISIN: INE043A01012)	

Dear Sir/s,

Re: Outcome of the Board Meeting

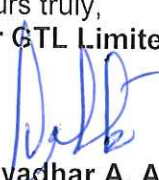
This is in continuation to our letter bearing Ref. No. GTL/CS-SE/2017-18/008 dated August 1, 2017 and pursuant to Regulation 33 and other applicable regulations, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the Listing Regulations), we have to inform that the Board of Directors of the Company, in its meeting held today has approved the Unaudited Financial Results on standalone basis for the quarter ended June 30, 2017. A copy of the said results, notes thereto and Limited Review Report of the Joint Auditors is enclosed for your records.

The meeting of the Board of Directors of the Company commenced at 11:00 Hours and concluded at 15:15 Hours.

We request you to take the above on your records.

Thanking you,

Yours truly,
For GTL Limited



Vidyadhar A. Apte
Company Secretary &
Compliance Officer



Milind Bapat
Chief Financial Officer

Encl. as above

Note: This letter is submitted electronically with BSE & NSE through their respective web-portals

Sr.No.	Particulars	Quarter ended June 30. 2017	Quarter ended March 31. 2017	Quarter ended June 30. 2016	Year ended March 31. 2017
		Unaudited	Unaudited	Unaudited	Audited
1	Revenue from operations	36,496.97	30,415.84	30,417.68	122,111.32
2	Other Income	343.09	2,915.05	103.66	3,351.05
3	Total Revenue (1+2)	36,840.06	33,330.89	30,521.34	125,462.37
4	Expenses				
a)	Cost of Material Consumed and Services	28,820.66	21,784.45	22,263.74	89,345.42
b)	Purchase of Stock - in - trade	NIL	433.76	16.84	454.04
c)	Changes in inventories of finished goods, work-in-progress and Stock-in-Trade	37.51	39.71	(3.07)	(593.64)
d)	Employee benefits expenses	4,335.17	3,766.71	3,860.83	13,979.41
e)	Finance costs (Refer Note 7)	658.75	12,223.16	12,217.71	54,711.47
f)	Depreciation and amortisation expenses	554.50	562.52	2,249.19	4,741.31
q)	Other Expenses	1,189.86	12,106.61	12,446.89	26,343.20
	Total Expenses	35,596.45	50,916.92	53,052.13	188,981.21
5	Profit / (Loss) before exceptional items and tax (3-4)	1,243.61	(17,586.03)	(22,530.79)	(63,518.84)
6	Exceptional items	NIL	NIL	NIL	NIL
7	Profit / (Loss) before tax (5-6)	1,243.61	(17,586.03)	(22,530.79)	(63,518.84)
8	Tax				
i)	Current tax	NIL	NIL	NIL	NIL
ii)	Adjustment of tax relating to earlier periods	(36.54)	(532.72)	NIL	(532.72)
iii)	Deferred tax	NIL	NIL	NIL	NIL
9	Profit / (Loss) for the period from Continuing operations (7-8)	1,280.15	(17,053.31)	(22,530.79)	(62,986.12)
10	Discontinued operations				
	Loss from discontinuing operations	NIL	NIL	NIL	NIL
11	Tax expenses of discontinuing operations	NIL	NIL	NIL	NIL
12	Profit / (Loss) from discontinuing operations after tax (10-11)	NIL	NIL	NIL	NIL
13	Profit / (Loss) for the period (9+12)	1,280.15	(17,053.31)	(22,530.79)	(62,986.12)
14	Other Comprehensive income				
A	(i) Items that will not be reclassified to profit or loss	(5.56)	24.46	(34.20)	(43.52)
	(ii) Income tax relating to items that will not be reclassified to profit or loss	NIL	NIL	NIL	NIL
	Net other comprehensive income not to be reclassified to profit or loss in subsequent periods	(5.56)	24.46	(34.20)	(43.52)
B	(i) Items that will be reclassified to profit or loss	NIL	NIL	NIL	NIL
	(ii) Income tax relating to items that will be reclassified to profit or loss	NIL	NIL	NIL	NIL
	Net other comprehensive income to be reclassified to profit or loss in subsequent periods	NIL	NIL	NIL	NIL
15	Total comprehensive income for the period (13+14)	1,274.59	(17,028.85)	(22,564.99)	(63,029.64)
16	Paid-up equity share capital (Equity Shares of Face Value of ₹ 10/- each)	15,729.68	15,729.68	15,729.68	15,729.68
17	Earnings Per Shares (For continuing operations) (of ₹ 10/- each) (not annualised):				
a)	Basic	0.81	(10.84)	(14.32)	(40.04)
b)	Diluted	0.81	(10.84)	(14.32)	(40.04)
18	Earnings Per Shares (For discontinued operations) (of ₹ 10/- each) (not annualised):				
a)	Basic	NIL	NIL	NIL	NIL
b)	Diluted	NIL	NIL	NIL	NIL
19	Earnings Per Shares (For discontinued and continuing operations) (of ₹ 10/- each) (not annualised):				
a)	Basic	0.81	(10.84)	(14.32)	(40.04)
b)	Diluted	0.81	(10.84)	(14.32)	(40.04)
20	Capital Redemption Reserve and Debenture Redemption Reserve	N.A.	N.A.	N.A.	19,979.22
21	Other Equity	N.A.	N.A.	N.A.	(384,209.86)

See accompanying notes to the Financial Results

For GTL Limited

Place : Mumbai
Date : August 08, 2017


Manoj Tiroadkar
Chairman & Managing Director

Notes: -

1. The above unaudited Standalone financial results have been reviewed by Audit Committee and taken on record by the Board of Directors in the meeting held on August 08, 2017
2. The Statutory Auditors of the Company have conducted a limited review of the above standalone financial results
3. Results for the quarter 30th June 2017 are in compliance with Indian Accounting Standards (Ind - AS) notified by the Ministry of Corporate Affairs.
4. The Company is engaged only in business of providing "Network Services" and as such there are no separate reportable segments.
5. The Company has strategic and long term equity investments in its associates, GTL Infrastructure Limited (GIL) and Chennai Network Infrastructure Limited (CNIL). The carrying value of investments in GIL & CNIL as at June 30, 2017 is ₹ 48,406.88 Lakhs (net of impairment provision of ₹ 10,747.89 Lakhs) and ₹ 163,748.04 Lakhs respectively. Both the associates have incurred cash losses and their net worth as at March 31, 2017 has been substantially eroded. Post March 31, 2017 in case of both associates substantial portion of debts have been converted into equity under Strategic Debt Restructuring. The Company continues to carry its investment in CNIL at cost though its book value is lower than its carrying value as in the opinion of the management the Company's equity interest in the said associate based on associate's business plans as at June 30, 2017 support the carrying value of the investment and recoverable amount of this investment is higher than carrying value. In respect of investment in GIL, the Company has recognized impairment provision of ₹ 10,747.89 Lakhs as at March 31, 2017 which in view of the Management is adequate
6. In last few years, the Company has incurred cash losses, resulting in erosion of its entire net worth. The Company's current liabilities are higher than its current assets. As reported earlier, the winding up petitions filed against the Company are currently *sub-judice*

The Company has made a proposal for a negotiated settlement of debts which has been in principally agreed by all the lenders and the Company expects substantial waiver of its liabilities. . The management is of a view that upon the implementation of the Company's negotiated settlement proposal, the Company would be in a position to meet its liabilities and continue its operations. In view of the above, the Company continues to prepare above results on Going Concern basis.

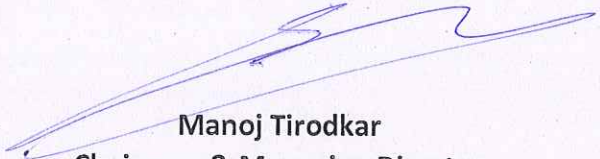
7. In the recent joint lenders forum meeting held on March 18, 2017 the lenders have in principally agreed to the negotiated settlement proposal and also agreed to expedite the process of settlement. Taking into account the liability already recognized by the Company towards all sets of lenders as at March 31, 2017 being more than the expected outflow towards negotiated settlement, and the management being reasonably certain of concluding the negotiated settlement, the Company has not provided and recognized interest for the reporting quarter on dues payable to all sets of lenders.

Had such interest been recognized the Finance Cost would have been more by ₹ 13,299.08 lakhs, resultant loss would have been ₹ 12,024.49 lakhs and EPS would be ₹ (7.64). The Auditors have issued modified opinion in respect of this matter

8. Debenture Redemption Reserve will be considered at the financial year end subject to availability of the profits.
9. The figures for the previous quarter have been regrouped / rearranged / recast wherever considered necessary.

For GTL Limited

Date: August 08, 2017
Place: Mumbai



Manoj Tirodkar
Chairman & Managing Director

GODBOLE BHAVE & CO
Chartered Accountants
501, Kinara CHS Ltd,
Mhatre Wadi Road, Dahisar (W),
Mumbai - 400 068

YEOLEKAR & ASSOCIATES
Chartered Accountants
11-12, Laxmi Niwas,
Subhash Rd, Vile Parle (E),
Mumbai - 400 057

Independent Auditors' Review Report

To,

The Board of Directors of GTL Limited

1. We have reviewed the accompanying statement of unaudited standalone financial results of GTL LIMITED ("the Company") for the quarter ended 30th June 2017 ("the Statement") attached herewith, being submitted by the Company pursuant to the requirement of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, read with Circular No. CIR/CFD/FAC/62/2016 dated 5th July, 2016.
2. This statement is the responsibility of the Company's Management and approved by the Board of Directors. Our responsibility is to issue a report on the Statement based on our review.
3. We conducted our review of the Statement in accordance with the Standard on Review Engagements (SRE) 2410, 'Review of Interim Financial Information Performed by the Independent Auditor of the Entity' issued by the Institute of Chartered Accountants of India. This standard requires that we plan and perform the review to obtain moderate assurance as to whether the Statement is free of material misstatement. A review is limited primarily to inquiries of company personnel and analytical procedures applied to financial data and thus provides less assurance than an audit. We have not performed an audit and accordingly, we do not express an audit opinion.

4. Basis for Qualified Conclusion

As mentioned in note no.7 to the Statement, the Company has not provided interest liability of Rs.13,299.08 Lakhs on the amounts due and payable to the lenders as the Company's negotiated settlement proposal has been agreed in principle by all sets of lenders in Joint Lenders' Forum (JLF) meeting held on 18th March, 2017.

However, as informed to us the Company is yet to receive final approvals from individual lenders in this regard containing terms of negotiated settlement. Therefore, non provision of interest as stated above, has resulted in the understatement of finance cost by Rs. 13,299.08 Lakhs and consequentially, Company for the quarter ended 30th June, 2017 has reported profit after other comprehensive income of Rs.1274.59 Lakhs instead of loss after other comprehensive income of Rs.12,024.49 Lakhs. Had the above interest been provided, the Earning per Share (EPS) would have been negative Rs. 7.64 instead positive Rs. 0.81.

5. Emphasis of Matter

We draw attention to the following notes to the accompanying Statement :

- a) Note No.5 to the Statement which inter-alia states that book value of Company's long term investment in its associate Chennai Network Infrastructure Limited is lower than the carrying value of the said investment. No impairment provision is considered necessary by the management in respect of the said investment for the reasons stated in the said note. The Company has made impairment provision of Rs. 10,747.89 lakhs in the preceding quarter in respect of its investment in another associate GTL Infrastructure Limited and which in the opinion of the management is adequate.



- b) Note No. 6 to the Statement which inter-alia describes/states that the Company has incurred cash losses, its Net worth has been fully eroded and the Company's current liabilities have exceeded its current assets as at 30th June, 2017.

Moreover the uncertainty related to the outcome of the winding up petition filed against the Company by the holders of Non Convertible Debentures issued by the Company and the winding up proceedings initiated against the Company by the Optionally Convertible Loan (OCL) holders of an associate wherein the Company had given the put option still prevails.

The above conditions indicate the existence of a material uncertainty that cast significant doubt about the Company's ability to continue as a going concern. However, the financial statements/results of the Company have been prepared on a going concern basis for the reasons stated in the said Note.

Our conclusion is not modified in respect of above matters.

6. Other Matters:

As at 30th June, 2017, in respect of the outstanding Term Loan and Cash Credit balances (including interest accrued and provided thereon) aggregating Rs. 61,725.51 Lakhs due to Catholic Syrian Bank, Punjab National Bank, State Bank of Hyderabad, SIDBI and Standard Chartered Bank, the Balance Confirmations have not been received. Further, the Balance Confirmations in respect of current account balances with Punjab National Bank and Standard Chartered Bank aggregating to Rs.587.12 Lakhs have not been received.

The balances stated above are as per IGAAP.

Our conclusion is not modified in respect of above matter.

7. **Qualified Conclusion:**

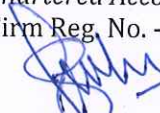
Based on our review conducted as above, *except for effects of the matter described in "Basis for qualified conclusion" paragraph 4 above* and read with our comments in the preceding paragraphs 5 and 6 above, nothing has come to our attention that causes us to believe that the accompanying Statement, prepared in accordance with the applicable Indian Accounting Standards and other accounting principles generally accepted in India, has not disclosed the information required to be disclosed in terms of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, read with SEBI Circular No. CIR/CFD/FAC/62/2016 dated 5th July, 2016, including the manner in which it is to be disclosed, or that it contains any material misstatement.

For **Godbole Bhawe & Co.**
Chartered Accountants
Firm Reg. No. - 114445W


M. V. Bhawe
Partner
Membership No. - 038812
Place: Mumbai
Date: 8th August, 2017



For **Yeolekar & Associates**
Chartered Accountants
Firm Reg. No. - 102489W


S. S. Yeolekar
Partner
Membership No. - 036398

