

REF: GTL/CS-SE/2020-21/019

Date: August 25, 2020

The Secretary BSE Limited Phiroze Jeejeebhoy Towers, 25th Floor, Dalal Street, Fort, Mumbai 400 023.	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/2020-21/018 dated August 18, 2020 and pursuant to Regulations 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 and Consolidated basis for the quarter ended June 30, 2020 (Q1). A copy of the said results, notes thereto and Limited Review Report of the Auditor is enclosed for your records.

The meeting of the Audit Committee / Board of Directors of the Company commenced at 10:00 Hours and concluded at 14:00 Hours.

We request you to take the above on your records.

Thanking you,

Yours truly,
For **GTL Limited**


Milind Bapat
Chief Financial Officer


Deepak A. Keluskar
Company Secretary & Compliance Officer

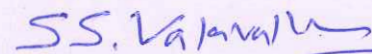
Encl. as above.

Note: This letter and attachments thereto are submitted electronically with BSE & NSE through their respective web-portals.

Sr.No.	Particulars	Quarter ended	Quarter ended	Quarter ended	Year ended
		June 30,	March 31,	June 30,	March 31,
		2020	2020	2019	2020
		Unaudited	Audited	Unaudited	Audited
1	Revenue from operations	4,767.86	4,762.50	3,002.55	21,540.22
2	Other Income	99.61	520.08	73.67	1,231.12
3	Total Income (1+2)	4,867.47	5,282.58	3,076.22	22,771.34
4	Expenses				
a)	Cost of Material Consumed and Services rendered	1,262.27	974.03	806.08	7,107.13
b)	Changes in inventories of finished goods, Stock-in-Trade and work-in-progress	NIL	NIL	NIL	NIL
c)	Employee benefits expense	1,573.48	1,496.33	1,641.47	7,316.24
d)	Finance costs (Refer Note 8)	501.09	551.35	450.44	1,938.11
e)	Depreciation and amortisation expense	106.75	108.22	117.56	451.34
f)	Other Expenses	1,929.40	13,197.47	2,813.56	29,010.15
	Total Expenses (4)	5,372.99	16,327.40	5,829.11	45,822.97
5	Profit / (Loss) before exceptional items and tax (3-4)	(505.52)	(11,044.82)	(2,752.89)	(23,051.63)
6	Exceptional items	NIL	NIL	NIL	NIL
7	Profit / (Loss) before tax (5-6)	(505.52)	(11,044.82)	(2,752.89)	(23,051.63)
8	Tax expense :				
	i) Current tax	NIL	NIL	NIL	NIL
	ii) Adjustment of tax relating to earlier periods	NIL	NIL	NIL	NIL
	iii) Deferred tax	NIL	NIL	NIL	NIL
9	Profit / (Loss) for the period from Continuing operations (7-8)	(505.52)	(11,044.82)	(2,752.89)	(23,051.63)
10	Profit / (Loss) from discontinued operations	NIL	NIL	NIL	NIL
11	Tax expense of discontinued operations	NIL	NIL	NIL	NIL
12	Profit / (Loss) from discontinued operations (after tax) (10+11)	NIL	NIL	NIL	NIL
13	Profit / (Loss) for the period (9+12)	(505.52)	(11,044.82)	(2,752.89)	(23,051.63)
14	Other Comprehensive Income				
	A (i) Items that will not be reclassified to profit or loss	(17.11)	2.35	(42.45)	(34.74)
	(ii) Income tax relating to items that will not be reclassified to profit or loss	NIL	NIL	NIL	NIL
	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
	Total Comprehensive income for the period / year	(17.11)	2.35	(42.45)	(34.74)
15	Total Comprehensive Income for the period (13+14) (Comprising profit / (loss) and other Comprehensive Income for the period)	(522.63)	(11,042.47)	(2,795.34)	(23,086.37)
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 Share (For continuing operations) (of ₹ 10 /- each) (not annualised):				
	a) Basic	(0.32)	(7.02)	(1.78)	(14.66)
	b) Diluted	(0.32)	(7.02)	(1.78)	(14.66)
18	Earnings Per Share (For discontinued operations) (of ₹ 10 /- each) (not annualised):				
	a) Basic	NIL	NIL	NIL	NIL
	b) Diluted	NIL	NIL	NIL	NIL
19	Earnings Per Share (For discontinued and continuing operations) (of ₹ 10 /- each) (not annualised):				
	a) Basic	(0.32)	(7.02)	(1.78)	(14.66)
	b) Diluted	(0.32)	(7.02)	(1.78)	(14.66)
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.	(694,491.01)

See accompanying notes to the Financial Results

For GTL Limited

Place: Mumbai
Date: August 25, 2020

Sunil S. Valavalkar
Whole-time Director

GTL LIMITED

1. The above unaudited standalone financial results and notes thereto have been reviewed by the Audit Committee and approved and taken on record by the Board of Directors in their respective meetings held on August 25, 2020.
2. The Statutory Auditors of the Company have conducted a limited review of the above standalone financial results.
3. The results, as stated above, have been prepared in accordance with the Companies (Indian Accounting Standards) Rules, 2015 (as amended) (Ind AS), prescribed under Section 133 of the Companies Act, 2013 and other recognized accounting practices and policies to the extent applicable.
4. The Company is engaged only in business of providing "Network Services" and as such there are no separate reportable segments.
5. In a dispute between the Company and GTL Infrastructure Limited (GIL), the Arbitration Tribunal vide its interim order dated December 17, 2019 has directed GIL to pay an amount of ₹ 44,000 Lakhs in stipulated timeline. The parties had initiated a settlement process, however, it could not be completed due to non-receipt of consents from lenders of both parties. Further GIL's appeal under section 37 of Arbitration and Conciliation Act, 1996 have been dismissed by the Hon'ble Delhi High Court on March 04, 2020, execution proceedings filed by the Company is ongoing. GIL's lenders have also challenged the award and related execution proceedings, which the Company is defending. Hence the Company shall recognize this income upon receipt of consent of the lenders / based on the outcome of the legal proceedings.
6. The Company is awaiting the for outcome of the Inter-creditor agreement and is in discussion with the Lead Bank. In the meanwhile, in the matter of application under section 7 of the Insolvency and Bankruptcy Code, 2016 filed by one of the lenders before NCLT, on appeal the Hon'ble Supreme Court has passed status quo order.
7. During the 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. On account of the above developments, the management is of the view that through negotiated settlement it would be in a position to settle the matter and continue its operations. Accordingly, it continues to prepare above results on going concern basis.

8. The Company has neither paid nor provided interest on its borrowing during the current quarter and year in view of the foregoing as explained.

Had such interest been recognized, the Finance Cost for the quarter ended June 30,2020 would have been more by ₹ 12,083.89 lakhs.

The resultant profit / (loss) would have been ₹ (12,606.52) lakhs and EPS would have been ₹ (8.00) for the quarter June 30,2020. The Auditors have issued modified opinion in respect of this matter.

9. Pending appropriation of the pledged shares of GTL Infrastructure Ltd (GIL) invoked by the lenders, Company continues to classify the same as investment under 'Long Term Investments'. Market value of these shares has substantially increased from ₹ 5,116.26 lakhs to ₹ 25,581.32 lakhs resulting in gain of ₹ 20,465.06 lakhs, as on 30th June, 2020.

As the Company is not the beneficial owner of the said shares, on account of the reasons stated above and also the gain in the market value of these shares, as on 30th, June 2020, is temporary in nature, the company while continuing with the valuation of shares of GIL as per the market value as on March 31,2020 opted not to recognise the gain of ₹ 20,465.06 Lakhs.

10. The Ministry of home affairs notified telecommunication services including telecom infrastructure services among the essential services, which continued to operate during lock down declared since March 25, on account of COVID-19. While this has enabled the Company to continue its operations, as it has got only one customer in viz GTL Infrastructure Ltd, which in turn depends upon 3 private operators, the majority of whose operations are under severe stress due to the debt burden and the decision of Supreme Court on Adjusted Gross Revenue, the Company is trying to maintain its revenue at present level. However, the COVID-19 crisis has impacted ability of technicians to visit the tower sites for upkeep and maintenance of tower and Diesel filling. Against this background, and keeping in mind the health and safety of employees/customers/vendors, the Company has for the moment taking maximum precaution to protect its network and maintain uptime. Thus, though the Company is trying its best to keep the customer focus / network uptime humming/ maintain revenue at present level, the exact impact of the crisis on the operations cannot be determined at this juncture.

11. Debenture Redemption Reserve would be considered at the end of the financial year subject to availability of the profits.

12. Figures for the last quarters ended March 31, 2020 represent the difference between the audited figures in respect of the full financials year and the published figures of nine months ended December 31, 2019.

13. The figures for the previous quarter / year have been regrouped / rearranged / recast wherever considered necessary.

For GTL Limited



Sunil Valavalkar

Whole-time Director

Date August 25, 2020

Place: Mumbai

Limited Review Report

**Review Report to,
The Board of Directors of
GTL LIMITED**

1. We have reviewed the accompanying statement of standalone unaudited financial results of **GTL LIMITED** ("the Company") for the quarter ended June 30, 2020. This statement is the responsibility of the Company's Management and has been approved by the Board of Directors. Our responsibility is to issue a report on these financial statements based on our review.

This Statement, which is the responsibility of the Company's Management and approved by the company's Board of Directors, has been prepared in accordance with the recognition and measurement principles laid down in the Indian Accounting Standard 34 "Interim Financial Reporting" (Ind AS 34"), prescribed under Section 133 of the Companies Act, 2013, and other accounting principles generally accepted in India and in compliance with Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations"). Our responsibility is to issue a report on the Statement based on our review.

We Conducted our review of the Statement in accordance with the Standard on Review Engagement (SRE) 2410, "Review of Interim Financial Information performed by the independent Auditor of the Entity" issued by the Institute of Chartered Accountants of India (ICAI). A review of Interim Financial information consists of making inquiries, primarily of the Company's personnel responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with Standards on Auditing specified under section 143(10) of the Companies Act, 2013 and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. We have not performed an audit and accordingly, we do not express an audit opinion.

2. Basis for Modified Conclusion

As mentioned in Note No. 8 to the Statement, the Company has neither paid nor provided interest on its borrowings during the quarter ended June 30, 2020. Had such interest been recognised, the finance cost and interest liability for the quarter ended June 30, 2020 would have been more by Rs. 12,083.89 Lakhs.

Consequently, the reported Loss after Other Comprehensive Income by the Company for the quarter ended June 30, 2020 would have been Rs. 12,606.52 Lakhs. The Earnings per Share (EPS) would have been Negative Rs. 8.00.

3. Modified Conclusion

Based on our review conducted as above, except for the effect of the matters described in the basis for modified conclusion paragraph above, nothing has come to our attention that causes us to believe that the accompanying statement of standalone unaudited financial results prepared in accordance with applicable accounting standards and other recognised accounting practices and policies, has not disclosed the information required to be disclosed in terms of

Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 including the manner in which it is to be disclosed, or that it contains any material misstatement.

4. Emphasis of Matter

We draw attention to the following notes to the accompanying statements

- a) Note no. 7 which inter-alia 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 June 30, 2020. The above conditions indicate the existence of the material uncertainty that cast significant doubt about the Company's ability to continue as a going concern. However, the Standalone financial statements of the Company have been prepared on going concern basis for the reasons stated in the said note.
- b) Note no. 9 which inter-alia states that, company had pledged certain investments in its subsidiary / associate / affiliate companies with the lenders towards the borrowings from them. The lenders had invoked the pledge and transferred those investments of the company in the name of its trustees without appropriating the same against the borrowings. Pending appropriation of pledged shares as mentioned above, the said investments are continued to be classified under 'Long Term Investments'.

Further, as the Company is not the beneficial owner of the said shares, on account of the reasons stated above and also the gain in the market value of these shares, as on June 30, 2020, is temporary in nature, the company has opted not to recognize the gain of Rs. 20,465.06 Lakhs and continue with the valuation as per the market value as on March 31, 2020.

Our conclusion is not modified in respect of above matters.

5. Other matters

As at June 30, 2020, balance Confirmations, with respect to Bank Loan (including interest accrued), Bank Guarantee, Bank Current Account and Fixed Deposits aggregating to Rs. 3,57,950.18 Lakhs, have not been received.

Our conclusion is not modified in respect of above matter.

For GDA & Associates

Chartered Accountants

Firm Registration Number: 135780W

Mayuresh Vasant Zele Digitally signed
by Mayuresh Vasant Zele

Mayuresh V. Zele

Partner

Membership No: 150027

UDIN : 20150027AAAAAZ7932

Place : Mumbai

Date : August 25, 2020

Sr.No.	Particulars	Quarter ended	Quarter ended	Quarter ended	Year ended
		June 30,	March 31,	June 30,	March 31,
		2020	2020	2019	2020
		Unaudited	Audited	Unaudited	Audited
1	Revenue from operations	4,767.86	4,762.50	3,002.55	21,540.22
2	Other Income	99.61	520.08	73.67	1,231.12
3	Total Income (1+2)	4,867.47	5,282.58	3,076.22	22,771.34
4	Expenses				
a)	Cost of Material Consumed and Services	1,262.27	974.03	806.08	7,107.13
b)	Changes in inventories of finished goods, Stock-in-Trade and work-in-progress	NIL	NIL	NIL	NIL
d)	Employee benefits expense	1,573.48	1,496.33	1,641.47	7,316.24
e)	Finance costs (Refer Note 9)	501.09	551.35	450.44	1,938.11
f)	Depreciation and amortisation expense	106.75	108.22	117.56	451.34
g)	Other Expenses	1,929.40	13,197.47	2,813.56	29,010.15
	Total Expenses (4)	5,372.99	16,327.40	5,829.11	45,822.97
5	Profit / (Loss) before exceptional items'and tax (3-4)	(505.52)	(11,044.82)	(2,752.89)	(23,051.63)
6	Exceptional items	NIL	NIL	NIL	NIL
7	Profit / (Loss) before tax (5-6)	(505.52)	(11,044.82)	(2,752.89)	(23,051.63)
8	Tax expense :				
	i) Current tax	NIL	NIL	NIL	NIL
	ii) Adjustment of tax relating to earlier periods	NIL	NIL	NIL	NIL
	iii) Deferred tax	NIL	NIL	NIL	NIL
9	Profit / (Loss) for the period from Continuing operations (7-8)	(505.52)	(11,044.82)	(2,752.89)	(23,051.63)
10	Profit / (Loss) from discontinued operations	(549.94)	(1,449.14)	(2,126.19)	(8,477.83)
11	Tax expense of discontinued operations	NIL	0.73	48.85	50.54
12	Extra-ordinary items - income from discontinued operations	NIL	28,576.55	NIL	28,576.55
13	Profit / (Loss) from discontinued operations (after tax) (10+11)	(549.94)	27,126.68	(2,175.04)	20,048.18
14	Profit / (Loss) for the period (9+12)	(1,055.46)	16,081.86	(4,927.93)	(3,003.45)
15	Other Comprehensive Income				
	A (i) Items that will not be reclassified to profit or loss	(17.11)	2.35	(42.45)	(34.74)
	(ii) Income tax relating to items that will not be reclassified to profit or loss	NIL	NIL	NIL	NIL
	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
	C (i) Share in other comprehensive income of associates	NIL	NIL	NIL	NIL
	Total Comprehensive income for the year	(17.11)	2.35	(42.45)	(34.74)
16	Total Comprehensive Income for the period (13+14) (Comprising profit / (loss) and other Comprehensive Income for the period)	(1,072.57)	16,084.21	(4,970.38)	(3,038.19)
17	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
18	Earnings Per Share (For continuing operations) (of ₹ 10/- each) (not annualised):				
	a) Basic	(0.32)	(7.02)	(1.78)	(14.66)
	b) Diluted	(0.32)	(7.02)	(1.78)	(14.66)
19	Earnings Per Share (For discontinued operations) (of ₹ 10/- each) (not annualised):				
	a) Basic	(0.35)	17.25	(1.38)	12.75
	b) Diluted	(0.35)	17.25	(1.38)	12.75
20	Earnings Per Share (For discontinued and continuing operations) (of ₹ 10/- each) (not annualised):				
	a) Basic	(0.67)	10.22	(3.16)	(1.91)
	b) Diluted	(0.67)	10.22	(3.16)	(1.91)
21	Capital Redemption Reserve and Debenture Redemption Reserve	N.A	N.A	N.A	19,979.22
22	Other Equity	N.A	N.A	N.A	(765,507.02)

See accompanying notes to the Financial Results

For GTL Limited

S. S. Valavalkar

Place: Mumbai
Date: August 25, 2020

Sunil S. Valavalkar
Whole-time Director

GTL LIMITED

1. The above Audited financial results and notes thereto of the Company, its subsidiaries and associate (hereinafter referred to as the "Group") have been reviewed by the Audit Committee and approved and taken on record by the Board of Directors in their respective meeting held August 25,2020
2. The Statutory Auditors of the Company have conducted a limited review of the above standalone financial results.
3. The results, as stated above, have been prepared in accordance with the Companies (Indian Accounting Standards) Rules, 2015 (as amended) (Ind AS), prescribed under Section 133 of the Companies Act, 2013 and other recognized accounting practices and policies to the extent applicable.
4. The Company is engaged only in business of providing "Network Services" and as such there are no separate reportable segments.
5. In a dispute between the Company and GTL Infrastructure Limited (GIL), the Arbitration Tribunal vide its interim order dated December 17, 2019 has directed GIL to pay an amount of ₹ 44,000 Lakhs in stipulated timeline. The parties had initiated a settlement process, however, it could not be completed due to non-receipt of consents from lenders of both parties. Further GIL's appeal under section 37 of Arbitration and Conciliation Act,1996 have been dismissed by the Hon'ble Delhi High Court on March 04,2020, execution proceedings filed by the Company is ongoing. GIL's lenders have also challenged the award and related execution proceedings, which the Company is defending. Hence the Company shall recognize this income upon receipt of consent of the lenders / based on the outcome of the legal proceedings.
6. The Company is awaiting the for outcome of the Inter-creditor agreement and is in discussion with the Lead Bank. In the meanwhile, in the matter of application under section 7 of the Insolvency and Bankruptcy Code, 2016 filed by one of the lenders before NCLT, on appeal the Hon'ble Supreme Court has passed status quo order.
7. During the 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. On account of the above developments, the management is of the view that through negotiated settlement it would be in a position to settle the matter and continue its operations. Accordingly, it continues to prepare above results on going concern basis.

8. In continuation of the disclosures made earlier, the assets and liabilities of International Global Tele systems Ltd, the subsidiary of the Company is continued to be treated as "Liabilities Held for Sale and discontinued operations" and loss incurred is shown under loss from discontinued operations in terms of Ind AS 105.

9. The Company has neither paid nor provided interest on its borrowing during the current quarter in view of the foregoing as explained.

Had such interest been recognized, the Finance Cost for the quarter ended June 30,2020 would have been more by ₹ 12,083.89 lakhs The resultant profit / (loss) would have been ₹ (13,156.46) lakhs and EPS would have been ₹ (8.35) for the quarter ended June 30, 2020. The Auditors have issued modified opinion in respect of this matter.

10. Pending appropriation of the pledged shares of GTL Infrastructure Ltd (GIL) invoked by the lenders, Company continues to classify the same as investment under 'Long Term Investments'. Market value of these shares has substantially increased from ₹ 5,116.26 lakhs to ₹ 25,581.32 lakhs resulting in gain of ₹ 20,465.06 lakhs, as on 30th June, 2020.

As the Company is not the beneficial owner of the said shares, on account of the reasons stated above and also the gain in the market value of these shares, as on 30th, June 2020, is temporary in nature, the company while continuing with the valuation of shares of GIL as per the market value as on March 31,2020 opted not to recognise the gain of ₹ 20,465.06 Lakhs.

11. The Ministry of home affairs notified telecommunication services including telecom infrastructure services among the essential services, which continued to operate during lock down declared since March 25, on account of COVID-19. While this has enabled the Company to continue its operations, as it has got only one customer in viz GTL Infrastructure Ltd, which in turn depends upon 3 private operators, the majority of whose operations are under severe stress due to the debt burden and the decision of Supreme Court on Adjusted Gross Revenue, the Company is trying to maintain its revenue at present level. However, the COVID-19 crisis has impacted ability of technicians to visit the tower sites for upkeep and maintenance of tower and Diesel filling. Against this background, and keeping in mind the health and safety of employees/customers/vendors, the Company has for the moment taking maximum precaution to protect its network and maintain uptime. Thus, though the Company is trying its best to keep the customer focus / network uptime humming/ maintain revenue at present level, the exact impact of the crisis on the operations cannot be determined at this juncture.

12. Debenture Redemption Reserve would be considered at the end of the financial year subject to availability of the profits.

13. Figures for the last quarters ended March 31, 2020 represent the difference between the audited figures in respect of the full financials year and the published figures of nine months ended December 31, 2019.

14. The figures for the previous quarter / period/ year have been regrouped / rearranged / recast wherever considered necessary.

For GTL Limited



Sunil Valavalkar

Whole-time Director

Date: August 25, 2020

Place: Mumbai

Limited Review Report

**Review Report to,
The Board of Directors of
GTL LIMITED**

1. We have reviewed the accompanying Statement of Consolidated Unaudited Financial Results of **GTL LIMITED** ("the Parent") and its subsidiaries (the Parent and its subsidiaries together referred to as "the Group"), for the quarter ended June 30, 2020 and for the period from April 01, 2020 to June 30, 2020 ("the Statement"), being submitted by the Parent pursuant to the requirement of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended.

This Statement, which is the responsibility of the Parent's Management and approved by the Parent's Board of Directors, has been prepared in accordance with the recognition and measurement principles laid down in Indian Accounting Standard 34 "Interim Financial Reporting" ("Ind AS 34"), prescribed under Section 133 of the Companies Act, 2013, and other accounting principles generally accepted in India. Our responsibility is to express a conclusion on the Statement based on our review.

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. A review of interim financial information consists of making inquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with the Standards on Auditing specified under section 143(10) of the Act, and consequently, does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

The Statement includes the results of the its subsidiary company, namely, International Global Telesystems Ltd., in so far as they relate to the consolidated results in the statement.

2. Basis for Modified Conclusion

As mentioned in Note No. 9 to the Statement, the Company has neither paid nor provided interest on its borrowings during the quarter ended June 30, 2020. Had such interest been recognised, the finance cost and interest liability for the quarter ended June 30, 2020 would have been more by Rs. 12,083.89 Lakhs.

Consequently, the reported Loss after Other Comprehensive Income by the Company for the quarter ended June 30, 2020 would have been Rs. 13,156.46 Lakhs. The Earnings per Share (EPS) would have been Negative Rs. 8.35.

3. Modified Conclusion

Based on our review conducted and procedures performed as stated in paragraph above except for the effect of the matters described in the basis for modified conclusion paragraph

above and based on the consideration of the review reports of other auditors referred to in paragraph 5 below, nothing has come to our attention that causes us to believe that the accompanying Statement, prepared in accordance with the recognition and measurement principles laid down in the aforesaid Indian Accounting Standard 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, as amended, including the manner in which it is to be disclosed, or that it contains any material misstatement.

4. Emphasis of Matter

We draw attention to the following notes to the accompanying statements

- a) Note no. 7 which inter-alia 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 June 30, 2020. The above conditions indicate the existence of the material uncertainty that cast significant doubt about the Company's ability to continue as a going concern. However, the financial statements of the Company have been prepared on going concern basis for the reasons stated in the said note.
- b) Note no. 10 which inter-alia states that, company had pledged certain investments in its subsidiary / associate / affiliate companies with the lenders towards the borrowings from them. Lenders have invoked the pledge and transferred those investments of the company in the name of its trustees without appropriating the same against the borrowings. Pending appropriation of pledged shares as mentioned above, the said investments are continued to be classified under 'Long Term Investments'.

Further, as the Company is not the beneficial owner of the said shares, on account of the reasons stated above and also the gain in the market value of these shares, as on June 30, 2020, is temporary in nature, the company has opted not to recognize the gain of Rs. 20,465.06 Lakhs and continue with the valuation as per the market value as on March 31, 2020.

Our conclusion is not modified in respect of above matters.

5. Other Matters

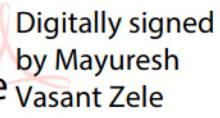
- a) As at June 30, 2020 balance Confirmations, with respect to Bank Loan (including interest accrued), Bank Guarantee, Bank Current Account and Fixed Deposits aggregating to Rs. 3,57,950.18 Lakhs have not been received.
- b) We did not review the interim financial results of subsidiary company namely International Global Telesystems Ltd, classified as "held for sale" included in the consolidated unaudited financial results, whose interim financial results reflect total revenues of Rs. NIL, total net loss after tax of Rs. 549.94 Lakhs and total comprehensive loss of Rs. 549.94 Lakhs for the quarter ended June 30, 2020 and for the period from April 01, 2020 to June 30, 2020 respectively, as considered in the consolidated unaudited financial results which have not been reviewed by us. These interim financial results have been reviewed by other auditors

whose reports have been furnished to us by the Management and our conclusion on the Statement, in so far as it relates to the amounts and disclosures included in respect of these subsidiary, is based solely on the reports of the other auditors and the procedures performed by us as stated in paragraph above.

Our conclusion on the Statement is not modified in respect of the above matter.

For GDA & Associates
Chartered Accountants

Firm Registration Number: 135780W

Mayuresh Vasant Zele  Digitally signed
by Mayuresh
Vasant Zele

Mayuresh V. Zele

Partner

Membership No: 150027

UDIN : 20150027AAAABA8294

Place : Mumbai

Date : August 25, 2020