REF: GTL/CS-SE/2019-20/014 August 29, 2019

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,

Sub: Annual Report for year ended March 31, 2019, Notice of 31st Annual General Meeting scheduled on Wednesday, September 25, 2019 at Navi Mumbai.

Pursuant to Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are enclosing the Annual Report for the financial year ended March 31, 2019 including the Notice of the 31st Annual General Meeting of GTL Limited ('the Company') to be held on Wednesday, September 25, 2019 at 11:00 A.M. at Marathi Sahitya, Sanskriti & Kala Mandal, Sahitya Mandir Hall, Near Navi Mumbai Sports Association, Sector 6, Vashi, Navi Mumbai-400 703, Maharashtra.

The same are being dispatched to the Company's shareholders by the permitted mode(s). The above is for your information and records please.

Thanking you,

Yours truly,
For GTL Limited

PToprani

Pratik R Toprani
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

GLOBAL Group Enterprise

GTL LIMITED
Regd Office & Investor Service Centre : Global Vision ES-II MIDC TTC Industrial Area, Mahape Navi Mumbai-4000 710 India
Tel: +91-22-2761 2929 Ext: 2233-2235 Fax: +91-22-2768 0171 Email: gtlshares@gtllimited.com Website: www.gtllimited.com

Corp Off: 412 Janmabhoomi Chambers 29 Walchand Hirachand Marg Ballard Estate Mumbai - 400 038 India
Tel: +91-22-2271 5000 Fax: +91-22-2271 5332 CIN :L40300MH1987PLC045657

31st Annual Report 2018–19

CORPORATE INFORMATION

BOARD OF DIRECTORS

Mr. D. S. Gunasingh	Independent Director – Chairman
Mr. Navin J. Kripalani	Independent Director
Mr. Sunil S. Valavalkar	Whole–time Director
Mrs. Siddhi M. Thakur	Independent Director
Mr. Badri Srinivasa Rao	Director – Nominee of IDBI Bank
Dr. Mahesh M. Borase	Director (w.e.f. September 27, 2018)
Mr. Manoj G. Tirodkar	Director (upto August 17, 2018)
Mr. Vijay M. Vij	Independent Director (upto May 3, 2018)

COMPANY SECRETARY & COMPLIANCE OFFICER

Mr. Pratik Toprani

CHIEF FINANCIAL OFFICER

Mr. Milind V. Bapat

AUDITORS

M/s GDA & Associates, Chartered Accountants

BANKS / INSTITUTIONS (in India)

Andhra Bank	Indian Bank	State Bank of India
Bank of Baroda	Indian Overseas Bank	UCO Bank
Bank of India	Catholic Syrian Bank (represented by their ARC)	Union Bank of India
Canara Bank	Punjab National Bank	United Bank of India
Dena Bank	SIDBI	Vijaya Bank
IDBI Bank Ltd.	Standard Chartered Bank	

NCD / ECB

Lead / Managed by Standard Chartered Bank

Registered Office:

GTL Limited
"Global Vision", Electronic Sadan–II,
MIDC, TTC Industrial Area, Mahape,
Navi Mumbai – 400 710, Maharashtra, India.

Tel: +91 22 2761 2929 Extn: 2233–2235
Fax: +91 22 2768 9990 / 2768 0171
Email: gtlshares@gtllimited.com
Website: http://www.gtllimited.com
CIN : L40300MH1987PLC045657

Registrar & Share Transfer Agent:

Bigshare Services Pvt. Ltd.
1st Floor, Bharat Tin Works Building,
Opp. Vasant Oasis, Makwana Road, Marol,
Andheri East, Mumbai–400059, Maharashtra, India.

Tel: +91 22 6263 8200 Extn: 221–222
Fax: +91 22 6263 8299
Email: info@bigshareonline.com
Online form based investor correspondence link:
http://www.bigshareonline.com/contact.aspx

FINANCIAL SNAPSHOTS

CONTINUING AND DISCONTINUING BUSINESS OPERATIONS

Particulars	Consolidated				Standalone	
	FY 2018–19	FY 2017–18	FY 2018–19	FY 2017–18	FY 2018–19	FY 2017–18
	₹ Crore	₹ Crore	US$ Mn	US$ Mn	₹ Crore	₹ Crore
Total Income	**238.74**	1,005.38	**33.88**	155.91	**238.74**	1,005.38
Net Sales and Services	**219.05**	995.49	**31.08**	154.38	**219.05**	995.49
PBDIT and Exceptional items	**(223.51)**	(63.97)	**(31.72)**	(9.92)	**(223.51)**	(79.67)
Depreciation	**4.54**	17.49	**0.64**	2.71	**4.54**	17.49
Profit / (Loss) before exceptional items and tax	**(244.72)**	(99.99)	**(34.73)**	(15.51)	**(244.72)**	(115.69)
Profit / (Loss) after Exceptional items but before tax	**(244.72)**	(827.78)	**(34.73)**	(128.37)	**(244.72)**	(2,628.03)
Profit / (Loss) after tax	**(244.77)**	(827.41)	**(34.73)**	(128.31)	**(244.77)**	(2,627.66)
Share of Profit / (Loss) in Associates and Minority	**N.A**	425.77	**N.A**	66.03	**N.A**	N.A.
Profit / (Loss) From Continuing Operations	**(244.77)**	(401.64)	**(34.73)**	(62.28)	**(244.77)**	(2,627.66)
Profit / (Loss) for the year from discontinued operations	**(170.37)**	(52.83)	**(24.17)**	(8.19)	**Nil**	Nil
Other Comprehensive Income for the year	**0.10**	0.36	**0.01**	0.06	**0.11**	0.37
Profit / (Loss) after Other Comprehensive Income	**(415.04)**	(454.11)	**(58.89)**	(70.42)	**(244.66)**	(2,627.29)
Equity Capital	**157.30**	157.30	**22.65**	24.26	**157.30**	157.30
Reserves & Surplus	**(7,559.79)**	(6,569.74)	**(1,088.57)**	(1,013.14)	**(6,714.05)**	(6,469.40)
Net Worth	**(7,402.49)**	(6,412.44)	**(1,065.95)**	(988.88)	**(6,556.75)**	(6,312.10)
Net Fixed Assets	**78.96**	83.40	**11.37**	12.86	**78.96**	83.40
Total Assets	**310.13**	998.42	**44.66**	153.97	**310.13**	492.34

Conversion Rate for 1 US$ into INR (Weighted Average)	FY 2018–19	FY 2017–18
Profit and Loss Account items	**70.4720**	64.4846
Balance Sheet items	**69.4470**	64.8450

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CONTENTS

MANAGEMENT DISCUSSION & ANALYSIS

BUSINESS SNAPSHOT

GTL Limited (GTL), is a Network Services Company, offering services and solutions to address the Network Life Cycle requirements of Telecom Operators and Tower Companies.

GTL has extensive domain knowledge and experience across multiple technology platforms and OEM products. Its network services portfolio includes:

Network Operations and Maintenance

GTL is a significant provider of network operations and maintenance services that delivers assured uptime and availability of network for telecommunication services. The broad array of services are:

- Remote Monitoring of network assets and uptime
- Field level Corrective and Preventive Maintenance of network assets
- Technical Support and Process Management
- Vendor Management and Related Logistics

Energy Management

Uninterrupted access to power is critical for Telecom Networks and forms a significant part of the operating costs. Telecom Operators and Tower Companies face challenges of maintaining power availability and associated costs due to the spread of their sites.

GTL's Energy Management Solutions provide high availability of power to telecom sites, at optimum costs. They are delivered through –

- Technical audit for optimum power consumption
- Monitoring utilization of sources of energy and plugging leakage thereof
- Driving modernization with energy efficient equipment and
- Integrating non–traditional or alternate sources of energy with reduced CO2 footprint.

INDUSTRY STRUCTURE AND DEVELOPMENTS

Indian Telecom market is the second largest in the world with over 1,183.51 Mn. telecom subscribers with total 563.31 Mn. broadband subscribers as on March 31, 2019.*

The FY 18–19 showed some key moves and issues across Telecom sector

- Some major Telcos announced losses.
- Brutal pricing strategy adapted by some Telcos.
- Falling rentals and sharp fall in co–location of sites due to consolidation
- Major Telcos failed to comply the QOS resulting in huge penalties.
- Delay in rollout of 5G

The above factors led to profitability/cash flow impact across all participants in the sector. Thus the revival of India's telecom sector will be prolonged impacting the cash flows and might continue for few more years.

OPPORTUNITIES AND THREATS

Opportunities

India has been witnessing data growth in the recent years. With the advent of high speed data technology and smart phone prices dropping, Telcos will need massive networks and infrastructure, creating opportunities for Service Providers and Infrastructure Providers. Upcoming 5G means technically, more bandwidth and more speed for a common user. The operators are waiting for allocation of the 5G spectrum which is expected to happen within a year.

**(as per TRAI Press Release No. 40/2019 dated May 21, 2019).*

Threats

Consolidation in Industry– Changing business environment

There are only 3 large Private Mobile Operators and 2 PSUs operating in India down from approximately 18 few years ago. Consolidation will result in optimization of tenancy and current active technology rationalization. Therefore downsizing of passive infrastructure will affect the operations and maintenance services potential for GTL and this trend is expected to continue.

FUTURE OUTLOOK

As a focused telecom network services player GTL is looking at newer opportunities in engineering and O&M services for 4G and 5G networks. The active deployment of 5G networks is at least 15–18 months away.

The decision of the Company's Lenders and the developments in the Indian Telecom Industry will bear material impact on the business prospects of the Company and its survival / growth prospects.

SEGMENT WISE PERFORMANCE

The Company is engaged in the business of providing "Network Services" only. Accordingly the performance of the Company from Network Services business is presented below.

DISCUSSION ON CONSOLIDATED FINANCIAL PERFORMANCE WITH RESPECT TO OPERATIONAL PERFORMANCE

The Financial Analysis of the FY 2018–19 are as under:

For the purpose of financial analysis, the conversion rates for conversion of Indian Rupees into US Dollar and vice versa for the FY 2018–19 and FY 2017–18 are as under :

Particulars	FY 2018–19 (₹)	FY 2017–18 (₹)
Profit and Loss Account – 1 US$ equals to INR	**70.472**	64.4846
Balance Sheet – 1 US$ equals to INR	**69.447**	64.8450

Profit & Loss Account Items

Revenue

Revenue in FY 2018–19 stood at ₹ 219.05 Crores (US$ 31.08 Mn.) as compared to ₹ 995.49 Crores (US$ 154.38 Mn.) in FY 2017–18. The reduction in revenue is on account of intense competition, unsustainable level of debts and exit / consolidation in telecom sector and loss of business from Aircel Group and the delay by the lenders in deciding on the settlement proposal of the Company.

Cost of Purchases and Services Rendered

In the FY 2018–19 cost of purchases and services rendered stood at ₹ 108.86 Crores (US$ 15.45 Mn.) as against ₹ 780.23 Crores (US$ 120.99 Mn.) in FY 2017–18.

Employee Benefits

In the FY 2018–19 employee benefit expenses stood at ₹ 72.06 Crores (US$ 10.23 Mn.) as against ₹ 151.40 Crores (US$ 23.48 Mn.) in FY 2017–18.

Other Expenses

In the FY 2018–19 Other expenses including administration, travelling, conveyance, rent, consultancy, Provision for doubtful debts, impairment of investments and others stood at ₹ 281.33 Crores (US$ 39.92 Mn.) as against ₹ 137.72 Crores (US$ 21.36 Mn.) in FY 2017–18.

Finance Cost

In the FY 2018–19 Finance Cost stood at ₹ 16.67 Crores (US$ 2.37 Mn.) as against ₹ 18.53 Crores (US$ 2.87 Mn.) in FY 2017–18.

The Company has neither paid nor provided interest on its borrowing during the financial year based on the revised negotiated settlement proposal. Had such interest been recognized the Finance Cost for the year ended would have been higher by ₹ 605.24 Core. (US$ 85.88 Mn.)

Balance Sheet Items

Equity Share capital

As on March 31, 2018 the equity share capital was ₹ 157.30 Crores (US$ 22.65 Mn.). There is no change in GTL's Share Capital and as such as at March 31, 2019 the share capital remains at ₹ 157.30 Crores as under :

Particulars	No. of Equity Shares	₹ in Crores	US$ Mn.
Equity Share Capital as at March 31, 2018	157,296,781	157.30	24.26
Equity Share Capital as at March 31, 2019	157,296,781	157.30	22.65

Reserves and Surplus

Particulars	₹ in Crores	US$ Mn.
As at March 31, 2018	(6,569.74)	(1,013.15)
Movement in Reserves & Surplus	(990.05)	(75.42)
As at March 31, 2019	(7,559.79)	(1,088.57)

Net Worth

Particulars	₹ in Crores	US$ Mn.
Equity Share Capital as at March 31, 2019	157.30	22.65
Reserves as at March 31, 2019	(7,559.79)	(1,088.57)
Total Net Worth	(7,402.49)	(1,065.92)

As Preference Share Capital is considered as Non–current Financial Liability, the same is not considered as part of Net Worth.

Borrowings

Borrowings as on March 31, 2019 were ₹ 4,996.75 Crores (US$ 719.51 Mn.) as against ₹ 5,041.15 Crores (US$ 777.42 Mn.) as on March 31, 2018.

Net Fixed Assets

As on March 31, 2019 the net fixed assets were ₹ 78.96 Crores (US$ 11.37 Mn.) as against ₹ 83.40 Crores (US$ 12.86 Mn.) as on March 31, 2018.

Long Term Investments

The Company had pledged certain shares held in its subsidiary / associate / affiliate companies, which are held as 'Long Term Investments', with the lenders as a security towards the borrowings from the lenders. During the current year, the lenders have invoked the pledge and have transferred those shares in the name of its trustees without appropriating the same against the borrowings. The Company has made necessary disclosure to the Stock Exchanges vide its letter dated April 2, 2019 in this regard. Further, the Company shall take appropriate legal action based on legal advice. Pending appropriation of the pledged shares as mentioned above, the said investments are continued to be classified under "Long Term Investments."

Particulars	As at March 31, 2019		As at March 31, 2018	
	₹ in Crores	US $ Mn	₹ in Crores	US $ Mn
GTL Infrastructure Limited*	**184.19**	**26.52**	841.89	129.83
Total Investments	**184.19**	**26.52**	**841.89**	**129.83**

The receivables as on March 31, 2019 were ₹ 0.01 Crores (US$ 0.001 Mn.) as against ₹ 0.84 Crores (US$ 0.13 Mn.) as on March 31, 2018.

Inventory as on March 31, 2019 was ₹ Nil as against ₹ Nil Crores (US$ Nil Mn.) as on March 31, 2018.

Contingent Liabilities and Related Party Transactions with Associates

For details please refer to Note Nos. 40.c and 41.3 in the Consolidated Financial Statements.

Significant changes in key financial ratios

Particulars	UoM	FY 2018–19	FY 2017–18
Debtors Turnover	No. of Times	21,905	1,185
Inventory Turnover (Refer Note 1)	No. of Times	N.A.	N.A.
Interest Coverage Ratio (Refer Note 2)	No. of Times	N.A.	N.A.
Debt Equity Ratio (Refer Note 3)	No. of Times	–	–
Return on Net Worth (Refer Note 3)	%	–	–
Operating Profit Margin (%)			
Net Profit Margin (%)			
– Net Loss (before Exceptional items)	%	(111.69)	(11.55)
– Net Loss (After Exceptional items)	%	(111.69)	(263.96)
Current Ratio	No. of Times	0.01	0.01

Notes : *(1) At the Financial year ended March 31, 2019 and March 31, 2018, inventory was NIL hence stated as N.A. (2) The Company has neither paid nor provided interest on its borrowings during the FY 2017–18 & 2018–19, hence stated as N.A. (3) In view of Negative Networth, Debt / Equity Ratio and Return on Net Worth is not furnished above*

Explanation for significant changes in ratios: The cancellation of 122 2G licenses by the Hon'ble Supreme Court (SC), cancellation of 20,000 tenancies by Aircel Group, suspension of fixed line contract by BSNL and cancellation of MSEDCL contract, since the admission of the Company into CDR w.e.f. July 01, 2011, had negative impact. The intense competition, unsustainable level of debts and incurring of loss by almost all telecom operators in the recent past led to exit / consolidation, leaving only 3 private players in the Industry as against 18 earlier. Aircel Group, the major customer of the Company [& its then associate GTL Infrastructure Ltd (GIL)], filed for bankruptcy in March 2018. These developments resulted in the Company relying upon only one customer viz. GIL. Added to this though the lenders agreed in principle for a one time settlement of dues by monetization of its assets on December 04, 2015, it could not be given effect to on account of procedural delays and the RBI cancelling the CDR and other schemes vide its circular dated February 12, 2018. Based on the said circular, one of the lenders also approached the NCLT. Now the lenders, based on the revised circular of RBI dated June 07, 2019 issued after the quashing of its earlier circular by SC on April 02, 2019, has considered the revised settlement proposal and entered into an Inter Creditor Agreement. However, in the meanwhile the operations of the Company got completely affected and has resulted in the significant changes in ratios in respect of all the parameters.

RISKS AND CONCERNS

The key risks and concerns are as under:

Strategic Risk

Since the opening up of the telecom sector to private players in 1999, the transformation in the telecom industry had been taking place in phases. While in the first phase the focus of the industry was on communication technology, in the second phase the focus was on internet. Now in the third phase, the focus is on cloud to capitalize on data uptake. For meeting these changing requirements, the operators had to continuously upgrade their infrastructure from time to time and also acquire spectrum, which have resulted in a heavy financing cost of ₹ 82.8 billion for the industry by September 2018, higher than that of its operating profit of ₹ 73 billion. This gap in servicing of the debt coupled with the aggressive pricing on account of arrival of a new player in 2016 has resulted in exit / consolidation and bringing down the number of private players in the market from 18 to 3. This is happening at a time when the economy is slowing down, while the operators are gearing up for leveraging the data opportunity by raising further funds, though this time through equity and monetization of their tower and fiber infrastructure. The Company being a service provider to the operators, these developments in the industry will have a bearing on its operations.

Operational Risk

The filing of voluntary insolvency by Aircel Group, the exit / consolidation of the operators and the reduction of the tenancy of GTL Infrastructure Ltd (GIL) on account of these developments have resulted in

- 70% reduction in sites / tenancies from August 2017 level.
- Difficulty in recovering the dues of the Company from Aircel Group
- Loss of value to the Operation & Maintenance Division
- Loss of value of its investment in GIL.

Though the lenders gave their in principle approval on December 4, 2015 for settlement of their dues by monetization of the assets / investments / business divisions of the Company, the implementation could not take place on account of the procedural delays in giving their individual approvals. In the meanwhile, RBI vide its circular dated February 12, 2018 withdrew the CDR and other schemes and came out with a Revised Resolution Framework. Though the Company submitted its proposal, one of the lenders approached the NCLT. While dealing with the Circular, the Hon'ble Supreme Court (SC) held and declared that all cases in which debtors have been proceeded against by Financial Creditors under Section 7 of the Insolvency Code, only because of the operation of the said RBI Circular to be non est. Accordingly the process initiated by the said lender to approach NCLT became non est, in the opinion of the Company and the decision in respect of this from NCLT is awaited.

Thereafter based on the developments in the Industry and the Company and the Revised Circular issued by RBI after the decision of the SC, the Company presented a revised OTS proposal for settlement of the dues of the lenders. The lenders, in continuation of the discussion held earlier in the matter, discussed the same in their JLF meeting held on July 5 and 6, 2019. In the said meeting, it was agreed by all but one bank to sign the Inter Creditor Agreement, based on which almost all specified lenders have executed the Inter Creditor Agreement, as per new circular of RBI dated June 7, 2019.

Thus the decision of the Company's Lenders and the developments in the Indian telecom industry will bear material impact on the business prospects of the Company and its survival / growth prospects.

Legal & Compliance Risk

RBI vide its Circular dated February 12, 2018 withdrew the CDR and other Schemes and came out with the Resolution Framework under which the restructure proposal has to be completed within 180 days, failing which the accounts in which default exists are to be referred to NCLT. The SC vide its order dated April 2, 2019 quashed the said Circular of RBI on debt resolution. Thereafter the RBI has issued a revised Circular on June 7, 2019, based on which the Company has filed a revised OTS proposal. As stated above after considering the proposal, based on the revised Circular, the specified lenders have executed the Inter Creditor Agreement.

The Company has entered into consent terms with some of the lenders and has got the cases filed by them disposed of.

Foreign Exchange and Commodity Price Risk

The Company's business is predominantly in India. The International subsidiaries carry out their business in local currency and therefore are not exposed to fluctuations in foreign exchange rates. The business related financial risk especially involving commodity prices, by and large, are managed contractually through price variation clauses.

Members are requested to refer note no. 42 of Standalone Financial Statement for further details in the matter.

Mitigation measures taken

The revenue and profit of the Company have come down drastically during the year under consideration, as the present revenue streams of the OME business of the Company are only operation maintenance for telecom sites and management fees for energy management from GIL. Thus for sustaining its business continuity, the Company is aligning its business plans with that of GIL. On account of the stiff competition, liquidity problem of the industry and the reduction in the scale of operations of the Company, the Company is carrying out cost optimization and network optimization activities. While reducing the manpower, has taken care to retain its trained manpower particularly in senior level. The Company has also taken other cost control measures including rationalizing its manpower. It also tries to maintain a flexible and nimble organization which can react to any exigency.

As stated above though the Company submitted a revised settlement proposal in terms of RBI Circular dated February 12, 2018, one of the lenders approached the NCLT. The Company has taken appropriate steps to protect its interest before the NCLT and the SC. Simultaneously, it continued its efforts to arrive at a settlement with the lenders. Accordingly, it submitted a revised OTS proposal for settlement of the dues of the lenders in terms of the revised circular of RBI and has executed Inter Creditor Agreement with specified lenders.

In respect of matters where the lenders have filed recovery suits in the Court, the Company wherever possible has filed consent terms and got the suits disposed of. The Company has also taken legal action for recovery of its dues from MSEDCL and others.

In respect of certain divestments, the Company has entered into agreements for sale subject to final approval of lenders of the Company and the investee companies and other necessary approvals. Pending completion of these transactions, the said Non Current Investments in the investee companies are treated as "Assets Held for Sale" in terms of AS 105. One of these subsidiaries has also filed an application before the Court for liquidation, wherein the Court has appointed Joint Provisional Liquidators.

INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

The Company has put in place various Internal Controls for different activities so as to minimize the impact of various risks. Also, as mandated by the Companies Act, 2013, the Company has implemented the Internal Financial Control (IFC) framework to ensure proper Internal Controls over financial reporting. Apart from this, a well–defined system of Internal Audit is in place so as to independently review and strengthen these internal controls. The Audit Committee of the Company regularly reviews the reports of the internal auditors and recommends actions for further improvement of the internal controls.

HUMAN RESOURCES

Rewards and Recognition

Excellence at GTL is recognized through a Rewards and Recognition Process. During FY 2018–19, 52 associates have been recognized for their efforts through "Passion for Action" Program and Spot Awards.

Health, Safety & Environment (HSE)

HSE objectives form an integral part of the overall corporate strategy. GTL engages its human resources in a wide range of initiatives and programs to provide the employee appropriate protection at the workplace. The Company educates its employees on HSE issues through awareness programs. The Company also provides in–house medical facility.

The Company has complied with provisions relating to the constitution of Internal Complaints Committee under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal Act, 2013 (the said Act). During the year under review, no complaint / case has been received in terms of the said Act and Rules made thereunder.

People Strength

In line with the developments in Indian telecom industry and its own business requirements as mentioned elsewhere in this Report, the Company optimized its human resources strength to 1,732 associates (directly or indirectly) as on March 31, 2019 as against 2,978 associates in March 31, 2018.

The reduced man power strength is due to exit / consolidation of several telecom operators, filing of insolvency before NCLT by Aircel Group a prime customer and other factors stated else where.

QUALITY AND PROCESS

Quality initiatives at GTL aim to achieve excellence in Business, Operations and Processes.

Process Excellence

To maintain its high quality standards and excellence in processes, the Company certified for :

- ISO 9001: 2015– Quality Management System (QMS)
- ISO 14001:2015 Environmental Management System (EMS)
- OHSAS 18001:2007 Occupational Health & Safety Assessment Series

Operational Excellence

GTL's operational excellence is a result of implementing a blend of standard processes and initiatives like site assessment, resource optimization, energy optimization, automation etc.

CORPORATE SOCIAL RESPONSIBILITY

The Company discharges its social responsibilities by supporting the causes adopted by Global Foundation, a public charitable trust, through employee volunteerism and non financial means. Our employee serving the social causes is known as 'Positron' i.e. 'one that radiates positive energy'.

Corporate Social Responsibility at Global Foundation aims to take a balanced approach by addressing social, economic and environmental issues through diverse programs.

The social causes supported by the Foundation are in the areas of:

A. Education
B. Health, Hygiene and Sanitation
C. Disability
D. Community Development

During FY 2018–19 Global Foundation supported the beneficiaries in the following ways:

Global Foundation awarded 'Gyanjyot Scholarships' to over 1,250 students from Pre–School to Post Graduation, helping them to continue their education.

'Netra' initiative of Global Foundation empowered the visually challenged by enabling them to learn to use computers and personal grooming through the soft skills program. Over the years 122 of our visually impaired students have positively altered their lives forever by successfully getting employed in PSUs and Corporate.

Global Foundation's 'Gyan IT' initiative in the rural areas provided computer education to 310 school students, while the static Computer Labs set up by the Foundation over the years continued to offer computer education to students across 52 schools.

Global Foundation organized medical camps for early detection and prevention of diabetes, ophthalmic, hemoglobin and heart checkups for the communities. 80 health camps were held benefitting over 10,000 people. Global Foundation also supported 60 families seeking financial aid to deal with the medical exigencies.

Timely financial support was provided to build back the homes of 15 families affected by floods in Kerala, cyclone Gaja in Tamil Nadu and cyclone Fani in Odisha by Global Foundation.

We remain indebted to our soldiers who safeguard us. Global Foundation expressed its gratitude by contributing to the DIGP (welfare), CRPF Risk Fund and Indian Army Welfare Fund Battle Casualties.

DIRECTORS' REPORT

Your Directors present their Thirty First Annual Report together with the Audited Financial Statements for the year ended March 31, 2019.

1. STATE OF THE COMPANY'S AFFAIRS

FINANCIAL HIGHLIGHTS

(₹ Crores)

Particulars	FY 2018–19		FY 2017–18	
	Consolidated	Standalone	Consolidated	Standalone
Total Income	**238.74**	**238.74**	1,005.38	1,005.38
Profit / (Loss) before Depreciation, Interest and Financial Charges (Net), Exceptional items and Tax (PBDIT)	**(223.51)**	**(223.51)**	(63.97)	(79.67)
Profit / (Loss) before Depreciation, Exceptional and Tax (PBDT)	**(240.18)**	**(240.18)**	(82.50)	(98.20)
Less: Depreciation	**4.54**	**4.54**	17.49	17.49
Profit / (Loss) before Tax, exceptional item and extra–ordinary items	**(244.72)**	**(244.72)**	(99.99)	(115.69)
Exceptional items	**Nil**	**Nil**	(727.79)	(2,512.34)
Less: Provision for Taxation (incl. Short Provision for Income Tax and Deferred Tax)	**(0.05)**	**(0.05)**	0.37	0.37
Profit / (Loss) after Tax (PAT) before Extra–ordinary and Prior Period items	**(244.77)**	**(244.77)**	(827.41)	(2,627.66)
Add / (Less): Extra–ordinary item	**Nil**	**Nil**	Nil	Nil
Add: Minority Interest	**N.A.**	**N.A.**	Nil	N.A.
Add: Share of Profits in Associates	**N.A.**	**N.A.**	425.77	N.A.
Loss For The Year From Continuing Operations	**(244.77)**	**(244.77)**	(401.64)	(2,627.66)
Loss for the year from discontinued operations	**(170.37)**	**Nil**	(52.83)	Nil
Other Comprehensive Income for the year	**0.10**	**0.11**	0.36	0.37
Total Comprehensive Income for the period (net of Tax)	**(415.04)**	**(244.66)**	(454.11)	(2,627.29)
Add: Balance brought forward from the last year	**(8,346.64)**	**(8,199.06)**	(7,892.53)	(5,571.77)
Profit / (Loss) available for Appropriation	**(8,761.68)**	**(8,443.72)**	(8,346.64)	(8,199.06)
Appropriations:				
Recommended Equity dividend	**Nil**	**Nil**	Nil	Nil
Dividend Distribution Tax	**N.A.**	**N.A.**	N.A.	N.A.
Amount transferred to				
– General Reserve	**Nil**	**Nil**	Nil	Nil
– Debenture Redemption Reserve	**Nil**	**Nil**	Nil	Nil
Balance Carried Forward	**(8,761.68)**	**(8,443.72)**	(8,346.64)	(8,199.06)

The difference in brought forward reserve is on account of non–consideration of accounts of GTL Infrastructure Limited (GIL) and ADA Cell Works Engineering Pvt. Ltd. in consolidation since investment in Shares of these companies are invoked by the secured Lenders (Refer Note no. 6.2. of Consolidated Financials)

2. RESULTS OF OPERATIONS

The financial highlights of the Company on a standalone basis for the financial year under review are as follows:

- Total Income is ₹ 238.74 Crores as against ₹ 1,005.38 Crores for the previous financial year.
- Profit / (Loss) (before Depreciation, Interest and Financial Charges (Net), Exceptional Items and Tax) (PBDIT) is ₹ (223.51) Crores as against ₹ (79.67) Crores for the previous financial year.
- Profit/ (Loss) (before Depreciation, Exceptional Items and Tax (PBDT) is ₹ (240.18) Crores as against ₹ (98.20) Crores for the previous financial year.
- Profit / (Loss) after Tax (PAT) before extra–ordinary and prior period items is ₹ (244.77) Crores as against ₹ (2,627.66) Crores for previous financial year.

3. CORPORATE DEBT RESTRUCTURING (CDR)

Post CDR Developments

In the last Annual Report for FY 2017–18, the Directors' Report summarized the developments since the Company's admission into Corporate Debt Restructuring (CDR) w.e.f. July 1, 2011 as under:

- Impact of post CDR developments like cancellation of 122 Nos of 2G licenses by the Supreme Court, Cancellation of 20,000 tenancies by Aircel Group, Suspension of fixed line expansion by BSNL, cancellation of MSEDCL Contract in November 2014;
- Regular payments made to lenders till May 2014;

- The proactive efforts of the Company to settle the lenders dues by means of an OTS plan submitted to the lenders in September 2014, by monetization of its assets / business divisions / investments;
- The in principle approval of the lenders given on December 4, 2015 to the OTS monetization proposal, based on the valuation report dated July 17, 2015;
- The execution of business transfer agreement for its OME business with a potential buyer on September 30, 2015 and obtaining of approval of Competition Commission of India for the same for giving effect to the above monetization proposal;
- The intimation to the lenders on January 6, 2017, about the inability of the potential buyer to go ahead with OME business deal, on account of inordinate delay in giving the requisite approvals by the lenders;
- The various external audits such as special audit, concurrent audit, due diligence, business valuation exercise, stock audit, forensic audit etc. carried out and the delay caused by some of them in the settlement process;
- The conclusion arrived at by the lenders on March 18, 2017 that there were no evidence of diversion of funds and hence the lenders could close the forensic audit and expedite the process of approval of settlement (based on the findings of the forensic audit report, clarifications received from the Company and further clarifications given by the Auditors);
- Non provision of interest from FY 2017–18 based on the settlement proposal agreed as above.
- Issue of Circular dated February 12, 2018 by RBI *inter alia* for
    - ➢ Withdrawal of the CDR and all other restructuring schemes by RBI
    - ➢ Referring all accounts in which default exists to the NCLT under the Insolvency and Bankruptcy Code, 2016, in case of failure to arrive at a restructure under the Revised Resolution Framework.
- Valuation of the Company going down on account of intense competition, unsustainable level of debts, incurring of loss by almost all operators and consequent merger / exit of telecom companies like Tata Tele, Rcom, Telenor, Sistema–Shyam etc.; and filing of voluntary insolvency by Aircel Group;
- Exit of Tata Teleservices Ltd & Aircel Group and the significant scaling down of operations by GIL, would have considerable negative impact on the business of the Company;
- Submission of revised restructure proposal by the Company in April 2019, in response to the RBI Circular, based on the valuation report of March 2018.

Current Status

While the Company and its management filed a settlement proposal to the lenders, based on the RBI Circular dated February 12, 2018, the lenders issued notices for recall of their loans and interest thereon and also for taking possession of secured assets under the SARFEASI Act. They have also invoked the shares pledged by the Company and the Promoter, apart from filing Application before the Debt Recovery Tribunal. One of the lenders also filed an application before National Company Law Tribunal (NCLT) under Chapter 7 of the Insolvency and Bankruptcy Code, 2016, against which the appropriate judicial authority granted interim relief by ordering status quo to be maintained by all the parties. Subsequently, the Hon'ble Supreme Court vide its order dated April 2, 2019 held the said circular ultra vires as a whole and declared to be of no effect in law. The Hon'ble Supreme Court also held and declared that all cases in which debtors have been proceeded against by Financial Creditors under Section 7 of the Insolvency Code, only because of the operation of the said RBI Circular to be non est. Accordingly, the process initiated by one of the Lenders to approach NCLT as mentioned above became non est, in the opinion of the Company and the decision in respect of this from NCLT is awaited.

Thereafter based on the developments in the Industry and the Company and the Revised Circular issued by RBI, the Company presented a revised OTS proposal for settlement of the dues of the lenders. The lenders, in continuation of the discussion held earlier in the matter, discussed the same in their JLF meeting held on July 5 and 6, 2019. In the said meeting, it was agreed by all but one bank to sign the Inter–Creditor Agreement, based on which almost all specified lenders have executed the Inter –Creditor Agreement, as per new circular of RBI dated June 7, 2019.

Impact on the Company

Aircel Group was one of the largest customers of both GTL & GIL. Its filing for bankruptcy has resulted in loss of direct and indirect revenue for the Company. This coupled with loss of MSEDCL contracts due to their financial positions have impacted negatively. Further on account of exit / consolidation, the tenancy for GIL has come down due to the termination of overlapping tenancy by existing operators and tenancy by those who exit. Both BSNL and MTNL face huge funds crunch, which has resulted in reduction in tenancy and liquidity issue. On account of the stiff competition and the reduction in the scale of operation, the profit margin keeps going down. All these developments affecting GIL in turn affect the operations of the Company, as GIL is the only customer for the Company. The present revenue streams of the OME business of the Company are Operation Maintenance for Telecom Sites and Management Fees for Energy Management. Thus the revenue and profit of the Company have come down drastically during FY 2018–19. Under the circumstances, the Company is aligning its business plans with that of GIL to sustain business continuity.

At the same time, in spite of these difficulties, for settling the dues of the lenders, whether through negotiated settlement process or through legal process, it is necessary for the Company to maintain and create value for its existing business viz network services.

Keeping this aspect in mind, the Company on a continuous basis implements cost optimization and network optimization measures. While downsizing its manpower for reducing the cost, it takes care to retain its trained manpower and senior management team for meeting the demand of the operators including for their expected addition in data services. Similarly while it got its winding up petitions and other litigations disposed of by filing consent terms wherever possible, it has also taken legal action to recover its dues from Aircel, MSEDCL and others. It also tries to maintain a flexible and nimble organization which can react to any exigency.

4. DEVELOPMENTS

As stated in the previous report, since September 2016, when Reliance Jio launched commercial services, there had been a spate of exit / consolidation in the Telecom Industry, leaving only 3 private operators instead of 18 few years ago, viz. Bharti Airtel, Vodafone Idea and Reliance Jio in the fray, who among them hold close to 90% of the market share. The intense competition and the consequent unprecedented exit / consolidation coupled with the debt burden, have affected the balance sheets of the operators, it is reported that while Bharti Airtel has posted a loss of ₹ 2,866 Crores in April–June 19 quarter, its first in 14 years, Vodafone Idea has posted a loss of ₹ 4,908 Crores for the same period.

While Countries like US, Switzerland, South Korea etc have already started commercial 5G services, India is likely to launch 5G commercial services along with other key telecom markets globally in the near future. However, going by the past, the operators have to make huge investments in procuring the spectrum and developing infrastructure for this to happen. In this connection it is pertinent to note that two of the operators have expressed reservations about their participation in the upcoming 5G license auctions.

Thus while on the one hand the Industry is having difficulty to overcome its debt burden, on the other hand it is under pressure for making further investments in spectrum and infrastructure for launching 5G services.

To overcome these difficulties, the Operators are now resorting to various forms of financial engineering to shore up their balance sheets and also to free up capital for new investments.

Some industry developments as reported in media are:

- Both Vodafone Idea and Bharti Airtel are raising 250 billion each through rights issue;
- Bharti Airtel also proposes to raise another ₹ 70 billion through foreign currency perpetual bonds;
- Both Bharti Infratel and Indus Towers have announced merger. The merged entity will have over 1,60,000 towers. Both Bharti Airtel and Vodafone Group, are considering stake sales in the merged entity;
- A consortium led by Brookfield Asset Management has agreed to acquire Reliance Jio's Tower unit. Once the transactions are closed, the Canadian alternative assets manager and its partners would own 100% of India's largest telecom tower company with 1,70,000 towers;
- Talks are also going on to monetize the group's fibre assets, Jio Digital Fibre, under similar deal structure.

While the Telecom Industry is taking all steps to overcome the debt burden and launch 5G services, the media reports suggest that the Indian economy is slowing down. The slowdown in the Indian economy is partially attributed to global slowdown, retreat of globalization, sluggish global demand & US–China trade war and also collapse in private consumption, debt burden of corporates, loss of job, decline in exports, lower demand, etc. in India.

Challenges of the Telecom Sector

Data consumption by the subscribers has grown manifold in recent years. To provide uninterrupted service, the operators have to make investments not only for acquiring new infrastructure, but also modify existing infrastructure. As cloud has emerged as a key solution for this, the operators are exploring to provide cloud services through data centers. These developments are happening at a time when the financial woes of the telecom industry continue to trouble the telecom industry. These challenges faced by the Industry and the efforts made by the operators to overcome the same is well summarized by tele.net under the caption 'Pluming New Depths – Operators look for solutions to cope with debts' as under (refer page 26 of April Issue):

"By July–September 2018 quarter, the industry had aggregated financing costs of ₹ 82.8 billion and it was generating only about ₹ 73 billion in operating profits (EBITDA). Far too much debt on telecom balance sheets for comfort and due to the continuing price war, revenues are not growing quickly enough to make it possible to service that debt. Moreover, capex must continue. New areas such as digital entertainment are opening up as companies search for new revenue streams. Further, they must strengthen their fibre and 4G networks to exploit these opportunities. Since 5G is already on the horizon, even more capex will be required in future.

In terms of strategy, it is clear that the data segment is key to future earnings. The Indian appetite for entertainment has already pushed data consumption to global highs. Since about half of Indian subscribers are still not on data–enabled devices, there is room for growth. While tariffs remain low, operators are also trimming subscriber lists to eliminate low–ARPU "missed call" subscribers.

The trio of private operators is also trying various forms of financial engineering to reduce their respective debt–to–equity ratios. They are looking to raise more cash, ideally via the equity route, or by monetization of non–core assets.

Airtel and Vodafone Idea have both announced large rights issues, which will enable them to retire some of their debt. They are also looking to hive off assets like tower portfolios and fiber networks, in the hope of monetization at the later stage. Jio is also hiving off its fibre and tower assets and may soon look to monetize them. Airtel is seeking to list its Africa arm, via an initial public offering (IPO), and this too would cut debt."

Thus while the operators are struggling to service their debts out of their existing profits, there is further need for funds for participating in the spectrum auction and investment for acquiring / modifying the infrastructure for providing enhanced services to the customers. With the economic slowdown knocking at the door of corporates across the sector, the Industry is facing one of its challenging times.

5. GOING CONCERN

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. The management is of the view that upon acceptance and implementation of the Company's revised negotiated settlement proposal to the lenders and/or upon restructure through NCLT and/or the revised circular of RBI as the case may be, it would be in a position to settle the matter and continue its operations. The signing of the Inter–Creditor Agreement by the Specified Lenders as per RBI Circular dated June 7, 2019 is a step in the positive direction. In view of this, the Company continues to prepare its financial statements on Going Concern basis.

6. INVESTMENTS

The Company had pledged certain shares held in its subsidiary / associate / affiliate companies, which are held as 'Long Term Investments', with the lenders as a security towards the borrowings from the lenders. During the year, the lenders have invoked the pledge and have transferred those shares in the name of its trustees without appropriating the same against the borrowings. The Company has made necessary disclosure to the Stock Exchanges vide its letter dated April 2, 2019 in this regard. Further, the company shall take appropriate legal action based on legal advice. Pending appropriation of pledged shares as mentioned above, the said investments are continued to be classified under 'Long Term Investments'.

The Company has carried out fair valuation of its investment in GIL and accordingly, accounted the 'Mark to Market' loss amounting to ₹ 152.81 Crores during the current year. These investments are part of the shares that have been transferred by the lenders in the name of its trustees as mentioned above.

As regards investments in subsidiaries reference may be made to the contents under the head 'Subsidiaries'.

7. INVOCATION OF PLEDGED SHARES OF THE PROMOTER

While the Company and the promoter had been engaging with the lenders on the OTS proposal, on March 28, 2019, the secured lenders had invoked 1,85,99,435 equity shares of the Company, pledged by the Promoter in their favour. Both the promoter and the Company have made necessary disclosure in this regard to the Stock Exchanges on April 2, 2019.

8. DIVIDEND

Since your Company has posted losses and it is also not allowed to declare dividend without fulfillment of certain conditions, as per the MRA executed with the lenders on December 31, 2011 for restructure of its debts, your Directors express their inability to recommend any dividend on the paid up Equity and Preference Share Capital of the Company for the financial year ended March 31, 2019.

9. SHARE CAPITAL AND NON CONVERTIBLE DEBENTURES (NCDs)

i) Equity:

There is no change in Equity Capital due to allotment of shares or otherwise during the year under review. As such, Equity Capital of the Company at the beginning of the year and at the year end stood at 157,296,781 Equity shares.

The Company has only one class of equity share. Thus, the details required to be furnished for equity shares with differential rights and / or sweat equity shares and / or ESOS under the Companies (Share Capital and Debentures) Rules, 2014 are not furnished.

ii) Preference:

There is no change in status of preference shares as reported in the last year's Director's Report.

iii) NCDs:

During the FY 2009–10, the Company had privately placed 14,000 Rated Redeemable Unsecured Rupee NCDs of the face value of 10 Lakh each aggregating ₹ 1,400 Crores, which were listed under debt segment of BSE Limited. The NCDs got delisted for the reason 'Redemption'.

In the meanwhile, based on the consent terms filed by both parties before the Hon'ble Bombay High Court on March 19, 2018 and the order passed thereon, the winding petition got disposed of. The NCD holder has also signed the Inter–Creditor Agreement, signalling settlement.

10. FIXED DEPOSITS

There are no unclaimed deposits lying with the Company and during the year under review, the Company has not accepted any fresh fixed deposits from Public or from its Shareholders.

11. DIRECTORS AND KEY MANAGERIAL PERSONNEL

Mr. Sunil S. Valavalkar (DIN:01799698) retires by rotation at the ensuing Annual General Meeting and being eligible offer himself for re–appointment.

Mr. D.S. Gunasingh and Mr. Navin J. Kripalani were appointed as Independent Directors of the Company with effect from September 16, 2014 to September 15, 2019. Pursuant to the recommendation of the Nomination and Remuneration Committee, the Board of Directors at its meeting held on August 14, 2019 has approved the re–appointments of Mr. D.S. Gunasingh and Mr. Navin J. Kripalani for a further term of five years from September 16, 2019 to September 15, 2024 subject to the approval of shareholders, through special resolution.

The Company has incorporated appropriate resolutions for re–appointment of Mr. Sunil S. Valavalkar, on his retirement by rotation; and for the re–appointments of Mr. D. S. Gunasingh and Mr. Navin Kripalani as Independent Directors from September 16, 2019 to September 15, 2024 on expiration of their terms, as detailed in the Notice convening ensuing Annual General Meeting and Explanatory Statement annexed thereto for consideration of members.

The background of the Directors proposed for re–appointments are given in the Corporate Governance Report, which forms part of this Report.

During the year, Mr. Manoj G. Tirodkar and Mr. Vijay M. Vij relinquished their positions as Director and Non–Executive Independent Director respectively, as intimated to the Stock Exchanges.

Mr. Vidyadhar A. Apte – Company Secretary retired from the employment of the Company and accordingly relinquished his position as Key Managerial Personnel w.e.f. November 7, 2018. In his place, Mr. Pratik Toprani was appointed as the Company Secretary and Compliance Officer w.e.f. May 1, 2019.

12. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

The information required under Section 197(12) of the Act read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended, is given below:

i) **The ratio of the remuneration of each director to the median remuneration of the employees of the Company for the financial year and percentage increase in remuneration of each Director, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year:**

Name	Ratio to median remuneration	% increase in remuneration in the financial year
Executive Directors		
Mr. Sunil S. Valavalkar	1:2.73	No Change
Mr. Manoj G. Tirodkar*	^	No change
Non–executive Directors (Sitting Fees only) #		
Mr. Vijay M. Vij**	N.A.	N.A.
Mr. D. S. Gunasingh	N.A.	N.A.
Mr. Navin J. Kripalani	N.A.	N.A.
Mrs. Siddhi M. Thakur	N.A.	N.A.
Mr. Badri Srinivasa Rao	N.A.	N.A.
Chief Financial Officer		
Mr. Milind V. Bapat	–	No change
Company Secretary		
Mr. Vidyadhar A. Apte***	^	No change

* *Relinquished the position of Director w.e.f. August 23, 2018.*

** *Relinquished the position of Independent Director w.e.f. May 2, 2018.*

*** *Retired from the employment of the Company w.e.f. November 7, 2018.*

^ *Since remuneration is only for part of the year, the ratio of his remuneration to median remuneration is not comparable and hence not stated.*

Since Non–executive Directors received no remuneration except sitting fees for attending Board / Committee meetings, the required details are not applicable.

ii) **The percentage increase in the median remuneration of employees in the financial year:** 14%

iii) **Number of employees:** The number of employees of the Company and its Associates are 1,732

iv) **Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration:**

The average annual increase in salaries of employees is NIL and there is no change in managerial remuneration during the year.

v) **Affirmation that the remuneration is as per the remuneration policy of the Company:** The Company affirms that the remuneration is as per remuneration policy of the Company.

13. DIRECTORS RESPONSIBILITY STATEMENT

In terms of the provisions of Section 134(3)(c) of the Act, the Board of Directors, to the best of their knowledge and ability, in respect of the year ended March 31, 2019, confirm that:

i) in the preparation of the annual accounts, the applicable accounting standards had been followed and there are no material departures;

ii) they had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the loss of the Company for that period;

iii) they had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;

iv) they had prepared the annual accounts on a going concern basis;

v) they had laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively; and

vi) they had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

14. DECLARATION BY INDEPENDENT DIRECTORS

All the Independent Directors of the Company have furnished a declaration to the effect that they meet the criteria of independence as provided in Section 149(6) of the Act.

15. POLICY ON DIRECTORS' APPOINTMENT & REMUNERATION ETC.

The Company has put in place appropriate policy on Directors' appointment and remuneration and other matters provided in Section 178(3) of the Act, which is provided in the Policy Dossier that has been uploaded on the Company's website www.gtllimited.com. Further, salient features of the Company's Policy on Directors' remuneration have been disclosed in the Corporate Governance Report, which forms part of this Report.

16. PERFORMANCE EVALUATION OF THE BOARD, ITS COMMITTEES AND INDIVIDUAL DIRECTORS

The Board of Directors has carried out annual evaluation of its own performance, Board Committees and individual Directors pursuant to the provisions of the Act and corporate governance requirements as prescribed by the Securities & Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015 (the Listing Regulations).

The performance of the Board and its Committees were evaluated by the Board after seeking inputs from the Board / Committee members on the basis of the criteria such as composition of the Board / Committees and structure, effectiveness of Board / Committee processes, providing of information and functioning etc. The Board and Nomination & Remuneration Committee also reviewed the performance of individual Directors on the basis of criteria such as attendance in Board / Committee meetings, contribution in the meetings like preparedness on issues to be discussed etc.

In a separate meeting of Independent Directors, performance of non–independent Directors, performance of the Board as a whole and performance of the Chairman was evaluated, taking in to consideration views of executive and non–executive Directors.

17. MANAGEMENT DISCUSSION AND ANALYSIS

Management Discussion and Analysis Report (MD&A Report) for the year under review, as stipulated under Regulation 34 read with Schedule V to the Listing Regulations, is presented in a separate section forming part of the Annual Report.

18. CORPORATE GOVERNANCE & VIGIL MECHANISM

A separate Corporate Governance Report on compliance with Corporate Governance requirements as required under Regulation 34(3) read with Schedule V to the Listing Regulations forms part of this Report. The same has been reviewed and certified by M/s GDA & Associates, Chartered Accountants, the Auditors of the Company and Compliance Certificate in respect thereof is given in **Annexure A** to this Report.

The Company has formulated a Whistle Blower Policy, details of which are furnished in the Corporate Governance Report, thereby establishing a vigil mechanism for directors and permanent employees for reporting genuine concerns, if any.

19. RISKS

A separate section on risks and their management is provided in the MD&A Report forming part of the Annual Report. The Audit Committee monitors the risk management plan and ensures its effectiveness. It is important for shareowners and investors to be aware of the risks that are inherent in the Company's businesses. The major risks faced by your Company have been outlined in this section to allow stakeholders and prospective investors to take an independent view. We strongly urge stakeholders / investors to read and analyze these risks before investing in the Company.

20. CORPORATE SOCIAL RESPONSIBILITY

In view of the negative net worth, revenue below the prescribed limit and loss suffered by the Company, it is not attracted by the provisions of Section 135 of the Act. However, it is undertaking various projects through 'Global Foundation' a Public Charitable Trust.

The brief outline of the Corporate Social Responsibility (CSR) Policy of the Company and other details are furnished in **Annexure B** of this Report in the format prescribed in the Companies (Corporate Social Responsibility Policy) Rules, 2014. For the CSR initiatives undertaken by Global Foundation, reference may be made to MD&A Report under the caption "Corporate Social Responsibility". The CSR Policy is available on the Company's website www.gtllimited.com.

21. AUDIT COMMITTEE

The details in respect of composition of the Audit Committee are included in the Corporate Governance Report, which forms part of this Report.

22. AUDITORS AND AUDITORS' REPORT

Auditors:

M/s GDA & Associates (FRN: 135780W), Chartered Accountants, Pune were appointed as Auditors at the Twenty Ninth (29th) Annual General Meeting (AGM) to hold office from conclusion of the said meeting till the conclusion of the Thirty Fourth (34th) AGM. In pursuance of the provisions of Section 139 of the Act, as amended, since the requirement for ratification of appointment of an Auditor at every annual general meeting has been dispensed with, the Company has not incorporated such resolution in the matter.

Cost Auditors:

In terms of the provisions of Section 148(1) of the Act read with the Companies (Cost Records and Audit) Rules, 2014, as amended, since the Company's business (telecom networking services) is not included in the list of industries to which these rules are applicable, the Company is not required to maintain cost records.

Auditors' Report:

As regards the Auditors' qualified opinion and emphasis of matters, the Board has furnished required details / explanations in Note Nos. 31.1 and 6.2 & 45 of Notes to Standalone financial statements respectively.

Secretarial Auditors' Report:

The Secretarial Audit Report is given in **Annexure C** (Form No. MR–3) forming part of this report.

As regards the observation on non–filing of Form MGT–14 for filing of Board Resolution with Registrar of Companies, it is to be noted that it is on account of inadvertent omission. Necessary action is being taken for filing the same.

In terms of Regulation 24A of the Listing Regulations, a Secretarial Compliance Report given by the Practicing Company Secretary, is also annexed as **Annexure D** to this Report.

Compliance with Secretarial Standards:

The Company has complied with applicable Secretarial Standards as prescribed by the Institute of Company Secretaries of India.

23. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS

As regards Guarantees and Investments reference may be made to Note Nos. 38c and 6 of the Standalone Financial Statements.

No loans are given by the Company to any person / entity except to its employees as at March 31, 2019.

24. PARTICULARS OF RELATED PARTY TRANSACTIONS

All related party transactions entered into during the financial year were on an arm's length basis and were in the ordinary course of business. There are no materially significant related party transactions made by the Company with Promoters, Directors, Key Managerial Personnel or other designated persons which may have a potential conflict with the interest of the Company at large.

The policy on Related Party Transactions as approved by the Board is uploaded on the Company's website www.gtllimited.com. None of the Directors has any pecuniary relationships or transactions vis–à–vis the Company. The particulars as required under the Companies Act, 2013 are furnished in **Annexure E** (Form No. AOC–2) to this report.

25. MATERIAL CHANGES AND COMMITMENTS

Save and except as discussed in this Annual Report, no material changes have occurred and no commitments were given by the Company thereby affecting its financial position between the end of the financial year to which these financial statements relate and the date of this report.

26. SUBSIDIARIES

For the reasons stated in the previous year's Annual Reports, except some of the subsidiaries / step down subsidiaries, whose operations are viable, the operations of other subsidiaries / step down subsidiaries have been scaled down or closed down. The domestic subsidiary viz. ADA Cellworks Wireless Engineering Pvt. Ltd. is admitted into NCLT.

In respect of certain disinvestment of its holdings in the subsidiaries, the Company entered into agreements for sale, subject to final approval of lenders of the Company and the investee companies and other necessary regulatory approvals. Pending completion of these transactions, the said Non–current investments in the investee companies are treated as 'Assets Held for Sale' in terms of AS 105. In respect of one of those subsidiaries, the Court has appointed Joint Provisional Liquidators *inter alia* for reviewing the financial position of the said company and has also stayed the winding up proceedings in the matter, pending final decision.

As required by the Companies (Accounts) Rules, 2014, a report on performance and financial position of each of the subsidiaries and associate companies included in the Consolidated Financial Statement, is presented in **Annexure F** (Form No. AOC–1).

27. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION & FOREIGN EXCHANGE EARNINGS AND OUTGO

[Steps taken / actions initiated by the Company for and on behalf of its customer's viz. telecom operators, telecom tower companies and Original Equipment Manufacturers (OEMs)]

a) Conservation of Energy:

The company has continued its enhanced focus on reduction of energy consumption at telecom tower sites through several initiatives of energy efficiency & fuel savings.

i. the steps taken for impact on conservation of energy:

- Optimization of Energy cycles across circles through Energy Audits and constant monitoring facilitated effective energy usage, cash flow management and energy conservation.
- With timely rectification of electricity related faults and upkeep of EB infrastructure, organization has maintained the 'Diesel Free' status (as defined by TAIPA) on 3,151 telecom sites.
- Development & Implementation of Energy Management processes for effective cost controlling and optimization of monthly diesel planning and management approval process.
- Projects under trial / implementation for Electricity & Diesel conservation: The Company continues with the project undertaken in the earlier years

ii. **the steps taken by the Company for utilizing alternate sources of energy:**
Installation of Deep Discharge and Quick Recharge Storage (QRS) batteries on various telecom sites for carbon emission reduction

iii. **the capital investment on energy conservation equipment:**
Due to lack of availability of Capex this investment is not undertaken.

b) **Technology Absorption:**

i. **the efforts made towards technology absorption:** Refer a(iii) above.

ii. **the benefits derived like product improvement, cost reduction, product development or import substitution:** Not Applicable.

iii. **in case of imported technology (imported during the last three years reckoned from the beginning of the financial year):**

a. the details of technology imported:
b. the year of import:
c. whether the technology been fully absorbed:
d. if not fully absorbed, areas where absorption has not taken place, and the reasons thereof:

Not Applicable

iv. **the expenditure incurred on Research and Development:**

a. Capital: Nil
b. Recurring: Nil

c) **Foreign exchange earnings and Outgo:**
During the year under review, the Company earned in terms of actual inflows foreign exchange of ₹ Nil and the foreign exchange outgo in terms of actual outflows / expenditure is ₹ 43.62 Crores.

28. INTERNAL FINANCIAL CONTROL SYSTEM

The details in respect of adequacy of internal financial control with reference to the financial statements are included in the MD&A Report, which forms part of the Annual Report.

29. HUMAN RESOURCES

Our employees and associates base stood at 1,732 as on March 31, 2019 as against 2,978 as on March 31, 2018. For full details refer to the Human Resources write up in the MD&A Report, which forms part of the Annual Report.

30. EXTRACT OF ANNUAL RETURN AS ON MARCH 31, 2019

As per the requirements of Section 92(3) of the Act and the Rules framed thereunder, the extracts of Annual Return as on March 31, 2019 is annexed as **Annexure G** (Form No. MGT–9) to this report. The Company has placed a copy of the same on its website at www.gtllimited.com

31. NUMBER OF BOARD MEETINGS HELD DURING THE FY 2018–19

5 (Five) meetings of the Board were held during the year, details of which are furnished in the Corporate Governance Report that forms part of this Report.

32. PROMOTER GROUP

The Promoter Group comprised of Mr. Manoj G. Tirodkar and Global Holding Corporation Pvt. Ltd. Consequent to the invocation of 1,85,99,435 pledged equity shares of the Company held by the Promoter, by the lenders on March 28, 2019, the Promoter does not hold any ownership in the Company.

33. PARTICULARS OF EMPLOYEES

In terms of the provisions of Section 197(12) of the Act read with sub–rules 2 & 3 of Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended, names and other particulars of the top ten employees in terms of remuneration drawn and the name of every employee who is in receipt of such remuneration stipulated in said Rules are required to be set out in a statement to this report. Further, the report and the Financial Statement are being sent to the shareholders excluding the aforesaid statement. In term of Section 136 of the Act, the said statement is open for inspection at the Registered Office of the Company. Any shareholder interested in obtaining a copy of the same may write to the Company Secretary at the Registered Office. None of the employees listed in the said statement is related to any Director of the Company.

34. SPECIAL BUSINESS

As regards the items of the Notice of the Annual General Meeting relating to Special Business, the Resolution(s) incorporated in the Notice and the Explanatory Statement relating thereto, if any, fully indicate the reasons for seeking the approval of members to those proposals. Members' attention is drawn to these items and Explanatory Statement annexed to the Notice.

35. ACKNOWLEDGEMENT

Your Directors wish to place on record their appreciation and acknowledge with gratitude the support and cooperation extended by the clients, employees, vendors, bankers, financial institutions, investors, media and both the Central and State Governments and their Agencies and look forward to their continued support.

On behalf of the Board of Directors,

D. S. Gunasingh
Chairman

Place : Mumbai
Date : August 14, 2019

ANNEXURE A TO DIRECTORS' REPORT
AUDITORS' CERTIFICATE ON CORPORATE GOVERNANCE

To the Members
GTL Limited

This certificate is issued in accordance with the terms of our engagement with GTL Limited ('the Company').

We have examined the compliance of conditions of Corporate Governance by the Company, for the year ended on March 31, 2019, as stipulated in regulations 17 to 27 and clauses (b) to (i) of regulation 46(2) and para C and D of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the SEBI Listing Regulations").

MANAGEMENTS' RESPONSIBILITY

The compliance of conditions of Corporate Governance is the responsibility of the Management. This responsibility includes the design, implementation and maintenance of internal control and procedures to ensure the compliance with the conditions of the Corporate Governance stipulated in the SEBI Listing Regulations.

AUDITORS' RESPONSIBILITY

Our responsibility is limited to examining the procedures and implementation thereof, adopted by the Company for ensuring compliance with the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

We have examined the books of account and other relevant records and documents maintained by the Company for the purpose of providing reasonable assurance on the compliance with Corporate Governance requirements by the Company.

We have carried out an examination of the relevant records of the Company in accordance with the Guidance Note on Certification of Corporate Governance issued by the Institute of the Chartered Accountants of India (the ICAI), the Standards on Auditing specified under Section 143(10) of the Companies Act 2013, in so far as applicable for the purpose of this certificate and as per the Guidance Note on Reports or Certificates for Special Purposes issued by the ICAI which requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI.

We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.

OPINION

Based on our examination of the relevant records and according to the information and explanations provided to us and the representations provided by the Management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in regulations 17 to 27 and clauses (b) to (i) of regulation 46(2) and para C and D of Schedule V of the SEBI Listing Regulations during the year ended March 31, 2019.

We state that such compliance is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

For **GDA & Associates**
Chartered Accountants, Firm Reg. No. 135780W

Mayuresh Zele
Partner, Membership No. 150027
Place: Mumbai
Date : August 14, 2019

ANNEXURE B TO DIRECTORS' REPORT

ANNUAL REPORT ON CORPORATE SOCIAL RESPONSIBILITY ACTIVITIES FOR THE FINANCIAL YEAR 2018–19
[Pursuant to Companies (Corporate Social Responsibility Policy) Rules, 2014]

1. **A brief outline of the Company's CSR policy, including overview of projects or programs proposed to be undertaken and a reference to the web–link to the CSR policy and projects or programs:**

   GTL acknowledges debts towards the society in which it operates and in order to discharge its responsibility, it undertakes, when permissible, various projects through 'Global Foundation', a Public Charitable Trust for the betterment of the society and in particular in the areas such as education, health, community service, medical assistance and rural education particularly in IT through 'Mobile Computer Lab' etc. On account of the financial constraints faced by the Company and also the loss suffered by it, during the FY 2018–19, it carried out its social responsibilities by supporting the causes adopted by Global Foundation through employees volunteerism and non–financial means. For more particulars about the Company's CSR Policy, please visit its website www.gtllimited.com/investors.

2. **The Composition of the CSR Committee:**

   The Company has constituted a Corporate Social Responsibility Committee of Directors comprising of Dr. Mahesh M. Borase – Chairman of the Committee, Mr. Sunil S. Valavalkar and Mrs. Siddhi M. Thakur.

3. **Average net profit of the Company for last three financial years:** Loss (₹ 1,1167.42 Crores)

4. **Prescribed CSR Expenditure (two percent of the amount as in item 3 above):** N.A. in view of losses incurred by the Company.

5. **Details of CSR spent during the financial year:**
   a. **Total amount to be spent for the financial year:** N.A.
   b. **Amount unspent, if any:** N.A.
   c. **Manner in which the amount spent during the financial year:** N.A.
6. **In case the Company has failed to spend the two per cent of the average net profit of the last three financial years or any part thereof, the Company shall provide the reasons for not spending the amount in its Board report:** N.A. in view of losses incurred by the Company.
7. **A responsibility statement of the CSR Committee that the implementation and monitoring of CSR Policy, is in compliance with CSR objectives and Policy of the Company:** We hereby declare that implementation and monitoring of CSR Policy is in compliance with CSR objectives and Policy of the Company.

Place : Mumbai	**Sunil S. Valavalkar**	**Dr. Mahesh M. Borase**
Date : August 14, 2019	*Whole–time Director*	*Chairman – Corporate Social Responsibility Committee*

ANNEXURE C TO THE DIRECTORS' REPORT

Form No. MR–3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2019

[Pursuant to section 204(1) of the Companies Act, 2013 and Rule No. 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,
The Members,
GTL Limited

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **GTL Limited** (Hereinafter called "the Company"). Secretarial Audit was conducted in a manner that provides me a reasonable basis for evaluating the corporate conduct /statutory compliances and expressing my opinion thereon.

Based on my verification of the Company's statutory registers, papers, minute books, forms and returns filed with the Registrar of Companies and other relevant records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on 31st March, 2019 has prima facie complied with the statutory provisions listed hereunder:

I have examined the statutory registers, papers, minute books, forms and returns filed with the ROC and other records maintained by the Company for the financial year ended on 31st March, 2019 according to the provisions of:

(i) The Companies Act, 2013 ("the Act") and the rules made there under;

(ii) The Securities Contracts (Regulation) Act, 1956 ("SCRA") and the rules made there under;

(iii) The Depositories Act, 1996 and the Regulations and Bye–laws framed there under;

(iv) Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent to Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;

(v) The following Regulations and Guidelines prescribed under Securities and Exchange Board of India Act, 1992 ("SEBI Act"):–
   (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
   (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
   (c) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993;

   Though the following laws are prescribed in the format of Secretarial Audit Report by the Government, the same were not applicable to the Company for the financial year ended 31st March, 2019:–
   (a) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
   (b) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
   (c) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
   (d) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and
   (e) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018.

(vi) I further report that, I rely on the Compliance Report of various Laws placed before me by the Company.

   I have also examined compliance with the applicable provisions of the following and I am in opinion that the Company has prima facie complied with applicable provisions:
   (a) Secretarial Standards 1 and 2 issued by the Institute of Company Secretaries of India;
   (b) The Listing agreements entered into by the Company with Stock Exchanges read with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

During the period under review, I am in opinion that the Company has prima facie complied with the applicable provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. as mentioned above.

I further report that:

a) The Company had submitted a revised negotiated settlement proposal to the lenders in response to the issuance of RBI Circular dated 12th February, 2018. The banks instead of responding to the settlement proposal have issued notices to recall their loans and interest thereon. One of the lenders had also filed an application before National Company Law Tribunal (NCLT) under Chapter 7 of the Insolvency and Bankruptcy Code, 2016, against which the appropriate judicial authority had granted interim relief by ordering status quo to be maintained by all the parties. Subsequently, the Hon'ble Supreme Court vide it's order dated 2nd April, 2019, has held the said RBI circular ultra virus as a whole and has been declared to be of no effect in law.

   The Hon'ble Supreme Court has also held and declared that all the cases in which debtors have been proceeded against by Financial Creditors under Section 7 of the Insolvency Code, only because of the operation of the said RBI circular to be non est. Accordingly, the process initiated by one of the Lenders to approach NCLT as mentioned above becomes non est, in the opinion of the Company.

b) The Company had pledged certain investments in its subsidiary / associate / affiliate Companies with the lenders towards the borrowing from them. During the year, lenders have invoked the pledge and transferred those investments in the name of their trustees without appropriating the same against the borrowings.

c) There has been no delay in transferring amounts, required to be transferred, to the investor Education and Protection Fund by the Company. However, disputed unpaid dividend for the following years has not been transferred to Investor Education and Protection Fund but is held in abeyance on account of pending legal cases:

Sr. No.	Dividend for Financial Year	Amount (₹)
1	2000–01	2,44,995
2	2001–02	19,391
3	2003–04	36,924
4	2004–05	44,959
5	2005–06	10,67,840
6	2006–07	1,33,486
7	2007–08	1,60,182
8	2008–09	1,60,182
9	2009–10	1,60,182
Total		**20,28,141**

d) During the period under review, the Company has entered into transactions with the Related Parties and as informed all transactions are at arm's length basis subject to reconciliation.

e) Debenture Redemption Reserve not created due to non–availability of profit.

f) In relation to non–payment of dues to the holders of Non Convertible Debentures, on the basis of the legal opinion obtained by the Company on the provision of Section 164 (2) of the Companies Act, 2013 and representation/application made by the Company to the Central Government seeking relief in the matter, which is under consideration.

g) ***The Company had not filed e–Form MGT–14 in respect of Board Resolution passed on 23rd August, 2018 for approval of Directors' Report for the financial year ended 31st March, 2018 and the Company has to go for Condonation of Delay.***

h) I have not examined books of accounts and I rely on statutory auditor's reports in relation to Financial Statements and accuracy of financial figures for Sales Tax, Value Added tax, Goods and Service Tax Act, ESIC, Provident fund, Professional Tax, Related Party Transactions etc. as disclosed under financial statements, Accounting Standards and note on foreign currency transactions during my audit period.

i) The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non–Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

j) As per the information provided, prima facie adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

k) As per the information provided and as per minutes of the meetings, majority decisions of the Board were unanimous and no dissenting views were found as part of the minutes.

l) There are prima facie adequate systems in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

m) The management is responsible for compliances of all business laws. This responsibility includes maintenance of statutory registers/files required by the concerned authorities and internal control of the concerned department.

n) During the period under review, as per the information provided by the Company, the Compliance Officer has not granted any pre clearance approval to any of the Designated Persons during the closure of trading window period.

I further report that during the audit period, there were no instances of:

i. Public / Right / sweat equity, Debentures etc;
ii. Issue of equity shares under Employee Stock Option Scheme;
iii. Buy–back of securities;
iv. Major decisions taken by the Members in pursuance to Section 180 of the Companies Act, 2013 which would have major bearing on the Company's affairs;
v. Foreign Technical Collaborations;
vi. Change of name pursuant to the Scheme of De–merger;

I further report that:

1. Maintenance of Secretarial record is the responsibility of the Management of the Company. My responsibility is to express an opinion on these Secretarial Records based on my audit.
2. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in the Secretarial records. I believe that the processes and practices, I followed provide a reasonable basis for my opinion.
3. Where ever required, I have obtained the Management representation about the compliance of Laws, Rules and Regulations and happening of events etc.
4. The compliance of the provisions of Corporate and other applicable Laws, Rules, Regulations, Standards is the responsibility of the Management. My examination was limited to the verification of procedures on test basis.
5. The Secretarial Audit report is neither an assurance as to the future viability of the company nor the efficacy or effectiveness with which the Management has conducted the affairs of the company.

Virendra Bhatt
ACS No – 1157
COP No – 124

Place: Mumbai
Date : 14th August, 2019

ANNEXURE D TO THE DIRECTORS' REPORT

SECRETARIAL COMPLIANCE REPORT OF GTL LIMITED FOR THE YEAR ENDED 31st MARCH, 2019

1. I, Virendra G. Bhatt, Practicing Company Secretary, have examined:

(a) all the documents and records made available to me and explanation provided by **GTL Limited** ("the listed entity") arising from the compliances of specific Regulations listed under Clause 2 of this report;
(b) the filings or submissions made by the Listed Entity to the stock exchanges in connection with the above;
(c) website of the listed entity; and
(d) all other documents, fillings or submission on the basis of which this certification is given **for the year ended 31st March, 2019 ("Review Period") in respect of compliance with the provisions of:**
 (a) The Securities and Exchange Board of India Act, 1992 **("SEBI Act")** and the Regulations, circulars, guidelines issued thereunder; and
 (b) The Securities Contracts (Regulation) Act, 1956 **("SCRA")**, rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India **("SEBI");**

2. The specific Regulations, whose provisions and the circulars / guidelines issued thereunder, have been examined, include:–

(a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
(b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
(c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
(d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;
(e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
(f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
(g) Securities and Exchange Board of India (Issue and Listing of Non–Convertible and Redeemable Preference Shares) Regulations, 2013;
(h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015; and
(i) all other regulation and circulars / guidelines issued and as applicable to the Company from time to time

and based on the above examination, I hereby report that, during the Review Period:

(a) The Listed Entity has prima facie complied with the provisions of the above Regulations and circulars / guidelines issued thereunder. However, in the absence of any transaction relating to buyback of securities, issue of Non Convertible and Redeemable Preference Shares, Employee Stock Option Scheme and issue of debt securities during the review period, the compliance of the relevant regulations mentioned above does not arise.

(b) The listed entity has prima facie maintained proper records under the provisions of the above Regulations and circulars / guidelines issued thereunder in so far as it appears from my examination of those records.

(c) During the period under review and as per information provided, no action was taken against the listed entity / its promoters / directors either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures Issued by SEBI through various circulars) under the aforesaid Acts / Regulations and circulars / guidelines issued thereunder.

(d) The Company had submitted a revised negotiated settlement proposal to the lenders in response to the issuance of RBI Circular dated 12th February, 2018. The banks instead of responding to the settlement proposal have issued notices to recall their loans and interest thereon. One of the lenders had also filed an application before National Company Law Tribunal (NCLT) under Chapter 7 of the Insolvency and Bankruptcy Code, 2016, against which the appropriate judicial authority had granted interim relief by ordering status quo to be maintained by all the parties. Subsequently, the Hon'ble Supreme Court vide it's order dated 2nd April, 2019, has held the said RBI circular ultra vires as a whole and has been declared to be of no effect in law.

The Hon'ble Supreme Court has also held and declared that all the cases in which debtors have been proceeded against by Financial Creditors under Section 7 of the Insolvency Code, only because of the operation of the said RBI circular to be non est. Accordingly, the process initiated by one of the Lenders to approach NCLT as mentioned above becomes non est, in the opinion of the Company.

(e) During the period under review, as per the information provided by the Company, prima facie there were no instances of transaction by the designated persons in the securities of the Company during the closure of window.

(f) This is being my first reporting since the notification regarding requirement to submit this report, reporting on actions to comply with the observations made in previous reports does not arise.

Virendra Bhatt
ACS No – 1157
COP No – 124

Place: Mumbai
Date : 30th May, 2019

ANNEXURE E TO THE DIRECTORS' REPORT

Form No. AOC–2

[Pursuant to clause (h) of sub–section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014]

Form for disclosure of particulars of contracts / arrangements entered into by the Company with related parties referred to in sub–section (1) of section 188 of the Companies Act, 2013 including certain arms length transactions under third proviso thereto:

1. **Details of contracts or arrangements or transactions not at arm's length basis:** Not Applicable
2. **Details of material contracts or arrangement or transactions at arm's length basis:**

Name(s) of the related party	Nature of relationship	Nature of contracts / arrangements / transactions	Duration of the contracts / arrangements / transactions	Salient terms of the contracts or arrangements or transactions	Contracts / Arrangement / transactions value (₹ Crores)	Date(s) of approval by the Board, if any	Amount paid as advances, if any (₹ Crores)
GTL Infrastructure Limited(GIL)	Third Party*	Energy Management Agreement	10 Years w.e.f. April 1, 2015	Rendering of energy management services to the Company at an agreed price	102.21	March 8, 2018	Nil
GTL Infrastructure Limited(GIL)	Third Party*	Operations and Maintenance Services	10 Years w.e.f. April 1, 2015	Rendering of Field level services to the Company at an agreed price	80.65	March 8, 2018	Nil

**GTL Infrastructure Limited ceased to be Associate of the Company w.e.f. March 28, 2019, post invocation of pledge of shares of GTL Infrastructure Limited held by the Company by CDR lenders*

On behalf of the Board of Directors,

D. S. Gunasingh
Chairman

Place : Mumbai
Date : August 14, 2019

ANNEXURE F TO THE DIRECTORS' REPORT

Form No. AOC–1

[Pursuant to first proviso to sub–section (3) of section 129 of the Act read with rule 5 of Companies (Accounts) Rules, 2014]

Statement containing salient features of the financial statement of subsidiaries / associate companies / joint ventures:

Part "A": Subsidiaries **(amounts in ₹ Crores)**

Sr. No.	Name of the Subsidiary Company	Date since when Subsidiary was Acquired	Reporting Currency	Reporting Period	Exchange Rate Balance Sheet	Exchange Rate Profit and Loss	Share Capital	Reserves & Surplus	Total Assets	Total Liabilities	Investments	Turnover / Total Income	Profit Before Taxation	Provision for Taxation	Profit After Taxation	Proposed / Interim Dividend	% of Shareholding
	Operating Companies																
A	International Global Tele–Systems Ltd.	10–Jul–1995	USD	31–Dec	69.447	70.472	498.37	(1,326.53)	2.55	2.55	NIL	NIL	(169.15)	NIL	(169.15)	NIL	100%
B	GTL International Ltd.	16–May–2007	USD	31–Mar	69.447	70.472	55.56	(170.79)	294.99	294.99	250.61	NIL	(14.58)	NIL	(14.58)	NIL	100%
B.1	GTL (Singapore) Pte. Ltd.	04–Aug–1995	USD	31–Mar	69.447	70.472	2.09	56.32	59.85	59.85	2.43	25.42	(0.10)	0.54	(0.63)	NIL	100%
B.2	GTL Overseas (Middle East) DMCC	30–Mar–2014	AED	31–Mar	18.910	19.189	0.09	(28.44)	10.13	10.13	NIL	1.64	(3.93)	NIL	(3.93)	NIL	100%
B.3	GTL Europe Ltd.	17–Oct–2006	GBP	31–Mar	90.574	91.911	4.69	(2.45)	13.56	13.56	NIL	208.22	(2.96)	NIL	(2.96)	NIL	100%
B.4	GTL Nepal Pvt. Ltd.	17–Sep–2009	NPR	31–Mar	0.632	0.641	1.31	9.39	37.57	37.57	NIL	55.15	3.27	0.82	2.45	NIL	100%
B.5	iGTL Myanmar Limited	28–Jul–2014	MMK	31–Mar	21.634	21.320	1.13	14.07	64.03	64.03	NIL	151.71	15.94	6.79	9.14	NIL	100%

1. **Names of subsidiaries which are yet to commence operations:** Not Applicable
2. **Names of subsidiaries which have been liquidated or sold during the year:** ADA Cellular Wireless Engineering Pvt. Ltd. ceased to be subsidiary of the Company with effect from March 28, 2019 post invocation of pledge of shares of ADA Cellular Wireless Engineering Pvt. Ltd. held by the Company by CDR Lenders.

Part "B": Associates and Joint Ventures

Statement pursuant to Section 129 (3) of the Companies Act, 2013 related to Associate Companies and Joint Ventures:

Sr. No.	Name of Associates	Latest audited Balance Sheet date	Date on which the Associate was Associated or Acquired	Shares of Associates held by the Company on the year end			Net worth Attributable to shareholding as per latest audited Balance Sheet (₹ in Crores)	Loss for the year including Share in other comprehensive income of associates		Description of How there is significant influence	Reason why the Associates is not Consolidated
				No.	Amount of Investment in Associates (₹ in Crores)	Extent of Holding %		Considered in Consolidation (₹ in Crores)	Not Considered in Consolidation (₹ in Crores)		
1	Global Rural Netco Pvt. Ltd.	31–Mar–18	04–Sep–2009	75,000,000	75.00	42.86%	(282.17)	Nil (Refer Note B)	Nil	Note – A	N.A.

Note:

A. There is significant influence due to percentage (%) holding in associate.

B. The Share in associate Global Rural Netco Pvt. Ltd. stands recognised to the extent of investment held in that associate.

1. **Names of associates or joint ventures which are yet to commence operations:** Not Applicable
2. **Names of associates or joint ventures which have been liquidated or sold during the year:** GTL Infrastructure Ltd. ceased to be associate of the Company with effect from March 28, 2019 post invocation of pledge of shares of GTL Infrastructure Ltd. held by the Company by CDR Lenders.

For and on behalf of the Board

Sunil S. Valavalkar
Whole–time Director

D. S. Gunasingh
Independent Director

Dr. Mahesh Borase
Director

Milind Bapat
Chief Financial Officer

Pratik Toprani
Company Secretary

Place : Mumbai
Date : May 06, 2019

ANNEXURE G TO DIRECTORS' REPORT

Form No. MGT–9
EXTRACT OF ANNUAL RETURN
as on the financial year ended on March 31, 2019

[Pursuant to Section 92(3) of the Companies Act, 2013 and Rule 12(1) of the Companies (Management & Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS

Sr. No.	Particulars	Details
i	Corporate Identity Number (CIN)	L40300MH1987PLC045657
ii	Registration Date	December 23, 1987
iii	Name of the Company	GTL Limited
iv	Category / Sub–Category of the Company	Indian Non–Government Company limited by Shares
v	Address of the Registered office and contact details	'Global Vision', Electronic Sadan No. II, MIDC, TTC Industrial Area, Mahape, Navi Mumbai – 400710 Email: gtlshares@gtllimited.com Telephone No. 022– 27612929 Ext. No.: 2233–2235
vi	Whether listed company	Yes (Listed in BSE & NSE)
vii	Name, Address and Contact details of Registrar and Transfer Agent, if any	M/s. Bigshare Services Private Limited (w.e.f. January 15, 2019) 1st Floor, Bharat Tin Works Building, Opp. Vasant Oasis, Makwana Road, Marol, Andheri East, Mumbai–400059 Email: info@bigshareonline.com
		Tel: +91–22–62638200 Extn: 221–222 Fax:+91–22–626388299

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10% or more of the total turnover of the Company shall be stated:

Sr. No.	Name and Description of main products / services	NIC Code of the Product/ service	% to total turnover of the Company
1	Telecom Services (Network Services)	612	100

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

Sr. No.	Name and Address of the Company CIN / GLN	Holding/ Subsidiary/ Associate	% of shares held	Applicable Section
SUBSIDIARY – OPERATING COMPANIES				
1	International Global Tele–Systems Ltd. Regd. Office: 5th Floor, Barkly Wharf, Le Caudan Waterfront, Port Louis, Mauritius. CIN / GLN : N.A.	Subsidiary	100	2(87)(ii)
2	GTL International Limited* Regd. Office: Clarendon House, 2, Church Street, Hamilton, HM 11, Bermuda CIN / GLN : N.A.	Subsidiary	100	2(87)(ii)

Sr. No.	Name and Address of the Company CIN / GLN	Holding/ Subsidiary/ Associate	% of shares held	Applicable Section
3	GTL (Singapore) Pte Ltd. Regd. Office: 78, Shenton Way, #26–02A, Singapore 079120 CIN / GLN : N.A.	Step down Subsidiary	100	2(87)(ii)
4	GTL Overseas (Middle East) DMCC (Formerly known as GTL Overseas (Middle East) JLT Regd. Office: Office 2405, Mazaya Business Avenue, Tower BB1, Jumeirah Lake, Towers, Dubai, UAE CIN / GLN : N.A.	Step down Subsidiary	100	2(87)(ii)
5	GTL Europe Limited Regd. Office: Global House, Spitfire Close, Ermine Business Park, Huntingdon, PE29 6 YA, United Kingdom CIN / GLN : N.A.	Step down Subsidiary	100	2(87)(ii)
6	GTL Nepal Pvt. Ltd. Regd. Office: Kotheshwor–35, Balkumari, Kathmandu, Nepal CIN / GLN : N.A.	Step down Subsidiary	100	2(87)(ii)
7	iGTL Myanmar Ltd. Regd. Office: G1–19, Block D, Pearl Condominium, Kabaaye Pagoda Road, Bahan Township, Yangon, Myanmar. CIN / GLN : N.A.	Step down Subsidiary	100	2(87)(ii)
ASSOCIATE COMPANIES				
8	Global Rural Netco Limited Regd. Off: Global Vision, ES–II, MIDC, TTC Indl. Area, Mahape, Navi Mumbai 400 710 MH. CIN / GLN : U64200MH2009PLC192365	Associate	42.86	2(6)

**Joint Provisional Liquidators have been appointed*

IV. SHAREHOLDING PATTERN (Equity Share Capital Breakup as Percentage of Total Equity):

(i) Category–wise Shareholding

	Category of Shareholders	No. of Shares held at the beginning of the year 01–Apr–18				No. of Shares held at the end of the year 31–Mar–19				% Change during the year
		Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A	**Promoters**									
(1)	**Indian**									
(a)	Individual / HUF	1,85,99,435	–	1,85,99,435	11.82	–	–	–	–	(11.82)
(b)	Central Govt.									
(c)	State Govt(s)									
(d)	Bodies Corp.	2,89,80,559	–	2,89,80,559	18.42	5,09,80,559	–	5,09,80,559	32.41	13.99
(e)	Banks / FI									
(f)	Any Other (Specify)									
	Sub–Total (A)(1)	**4,75,79,994**	**–**	**4,75,79,994**	**30.25**	**5,09,80,559**	**–**	**5,09,80,559**	**32.41**	**2.16**
(2)	**Foreign**									
(a)	NRIs – Individuals									
(b)	Other – Individuals									

Category of Shareholders		No. of Shares held at the beginning of the year 01-Apr-18				No. of Shares held at the end of the year 31-Mar-19				% Change during the year
		Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
(c)	Bodies Corp.									
(d)	Banks / FI									
(e)	Any Other (Specify)									
	Sub-Total (A)(2)									
A	**Total Shareholding of Promoter (A) = (A)(1) + (A)(2)**	**4,75,79,994**	**–**	**4,75,79,994**	**30.25**	**5,09,80,559**	**–**	**5,09,80,559**	**32.41**	**2.16**
B	**Public Shareholding**									
(1)	**Institutions**									
(a)	Mutual Funds									
(b)	Banks / FI	5,99,65,353	500	5,99,65,853	38.12	3,58,08,500	500	3,58,09,000	22.77	(15.36)
(c)	Central Govt.									
(d)	State Govt(s)									
(e)	Venture Capital Funds									
(f)	Insurance Companies	10,07,259	–	10,07,259	0.64	10,07,259	–	10,07,259	0.64	–
(g)	FIIs	–	6	6	0.00	–	6	6	0.00	–
(h)	Foreign Venture Capital Funds									
(i)	Others (Specify)									
	Sub-Total (B)(1)	**6,09,72,612**	**506**	**6,09,73,118**	**38.76**	**3,68,15,759**	**506**	**3,68,16,265**	**23.41**	**(15.36)**
(2)	**Non-Institutions**									
(a)	Bodies Corp.									
	i) Indian	56,37,612	8,411	56,46,023	3.59	2,45,24,667	8,411	2,45,33,078	15.60	12.01
	ii) Overseas									
(b)	Individuals									
	i. Individual shareholders holding nominal share capital upto to 1 lakh	2,78,93,236	2,10,125	2,81,03,361	17.87	2,81,81,131	2,00,948	2,83,82,079	18.04	0.18
	ii. Individual shareholders holding nominal share capital in excess of ₹1 lakh	1,40,91,110	20,148	1,41,11,258	8.97	1,52,26,927	–	1,52,26,927	9.68	0.71
(c)	Others (Specify)									
	i. Corp.Body OCBs	25,250	–	25,250	0.02	25,250	–	25,250	0.02	–
	ii. Other Foreign Bodies	–	100	100	0.00	–	100	100	0.00	–
	iii. NRIs	8,51,458	328	8,51,786	0.54	10,18,447	–	10,18,447	0.65	0.11
	iv. Trusts	500	–	500	0.00	–	–	–	–	(0.00)
	v. Foreign National	1,933	–	1,933	0.00	1,933	–	1,933	0.00	–
	vi. RFPI-Corporate	3,458	–	3,458	0.00	3,12,143	–	3,12,143	0.20	0.20
	Sub-Total (B)(2)	**4,85,04,557**	**2,39,112**	**4,87,43,669**	**30.99**	**6,92,90,498**	**2,09,459**	**6,94,99,957**	**44.18**	**13.20**
B	**Total Public Shareholding (B) = (B)(1) + (B)(2)**	**10,94,77,169**	**2,39,618**	**10,97,16,787**	**69.75**	**10,61,06,257**	**2,09,965**	**10,63,16,222**	**67.59**	**(2.16)**
	TOTAL (A) + (B)	**15,70,57,163**	**2,39,618**	**15,72,96,781**	**100.00**	**15,70,86,816**	**2,09,965**	**15,72,96,781**	**100.00**	**–**
C	**Shares held by Custodians for GDRs & ADRs**	**NA**	**NA**	**NA**	**NA**	**NA**	**NA**	**NA**	**NA**	**NA**
	GRAND TOTAL (A) + (B) + (C)	**15,70,57,163**	**2,39,618**	**15,72,96,781**	**100.00**	**15,70,86,816**	**2,09,965**	**15,72,96,781**	**100.00**	**–**

(ii) Shareholding of Promoters

Sr. No.	Shareholder's Name	Share holding at the beginning of the year 01–Apr–18			Share holding at the end of the year 31–Mar–19			% change in share holding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encum–bered to total shares	
1	Manoj Gajanan Tirodkar[@]	1,85,99,435	11.82	100.00	0	0.00	0.00	(11.82)
2	Global Holding Corporation Private Limited[$]	2,89,80,559	18.42	98.34	5,09,80,559	32.41	99.06	13.99
	TOTAL	**4,75,79,994**	**30.25**	**98.99**	**5,09,80,559**	**32.41**	**99.06**	**2.16**

[@] *CDR lenders of GTL through security trustee IDBI Trusteeship Services Limited invoked 1,85,99,435 pledged shares on 28–Mar–2019.*

[$] *Wrongful invocation 2,20,00,000 pledged shares by Lender of GHC (which was challenged by GHC) reversed on 19–May–2018 pursuant to order of Hon'ble Debt Tribunal as reported under caption "Restoration of Promoter's Shareholding" in the Directors' Report of previous year's Annual Report.*

(iii) Change in Promoters' Shareholding (please specify, if there is no change)

Sr. No.	Name	Shareholding at the beginning of the year 01-Apr-18		Date	Increase / Decrease in Shareholding	Reason	Cumulative shareholding during / at the end of the year 31-Mar-19	
		No. of Shares	% of total Shares of the company				No. of Shares	% of total Shares of the company
1	Manoj Gajanan Tirodkar	1,85,99,435	11.82	28-Mar-19	(1,85,99,435)	[#] Invocation of pledged shares	-	-
2	Global Holding Corporation Private Ltd.	2,89,80,559	18.42	11-May-18	2,20,00,000	[#] Reversal of Invocation	5,09,80,559	32.41
	TOTAL	**4,75,79,994**	**30.25**				**4,75,79,994**	**30.25**

[#] *Refer note under table "(ii) Shareholding of Promoters" above*

(iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and holders of GDRs and ADRs)

Sr. No.	For each of Top 10 shareholders	Shareholding at the beginning of the year 01–Apr–18		Date	Increase / Decrease in Share–holding	Reason	Cumulative Shareholding during / at the end of the year 31–Mar–19	
		No. of Shares	% of total Shares of the company				No. of Shares	% of total Shares of the company
1	SYNDICATE BANK	2,20,00,000	13.99%	11–May–2018	(2,20,00,000)	@	–	–
1	IDBI TRUSTEESHIP SERVICES LTD			29–Mar–2019	1,85,99,435	#	1,85,99,435	11.82%
2	BANK OF INDIA	60,99,512	3.88%				60,99,512	3.88%
3	ANDHRA BANK	47,87,185	3.04%				47,87,185	3.04%
4	PUNJAB NATIONAL BANK	39,62,419	2.52%	27–Apr–2018	(4,000)	Secondary Market	39,58,419	2.52%
				18–May–2018	(2,000)		39,56,419	2.52%
5	IDBI BANK LIMITED	33,17,412	2.11%	29–Mar–2019	(84,687)		32,32,725	2.06%
6	CANARA BANK–MUMBAI	32,98,150	2.10%	20–Apr–2018	5,000		33,03,150	2.10%
				15–Jun–2018	(5,000)		32,98,150	2.10%
				18–Jan–2019	(4,275)		32,93,875	2.09%
7	UNION BANK OF INDIA	27,69,496	1.76%				27,69,496	1.76%
8	DENA BANK	27,41,555	1.74%				27,41,555	1.74%
9	INDIAN OVERSEAS BANK	24,33,199	1.55%				24,33,199	1.55%
10	UCO BANK	18,54,519	1.18%				18,54,519	1.18%

[@] *Reversal of Invocation*

 # Invocation of pledged shares as Trustee of CDR Lenders

(v) Shareholding of Directors and Key Managerial Personnel:

Sr. No.	For each of the Directors and KMP	Shareholding at the beginning of the year 01–Apr–18		Date	Increase / Decrease in Shareholding	Reason	Cumulative Shareholding during / at the end of the year 31–Mar–19	
		No. of Shares	% of total Shares of the company				No. of Shares	% of total Shares of the company
1	Mr. Manoj G. Tirodkar, Promoter	1,85,99,435	11.82	28–Mar–19	(1,85,99,435)	Refer @ in Table (ii) above	–	–
2	Mr. D. S. Gunasingh, Independent Director	100	0.00	–	–		100	0.00
3	Mr. Vidyadhar A. Apte, CS (KMP)*	2,866	0.00	–	–	–	2,866	0.00
4	Mr. Milind V. Bapat, CFO (KMP)	15,100	0.01	–	–	–	15,100	0.01

* *Retired from services from close of working hours of November 07, 2018*

V. INDEBTEDNESS:

Indebtedness of the Company including interest outstanding / accrued but not due for payment:

(₹ in Crores)

Particulars	Secured Loans (excluding deposits)	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	2,767.59	2,273.56	NIL	5,051.15
ii) Interest due but not paid	793.71	667.58	NIL	1,461.29
iii) Interest accrued but not due	NIL	NIL	NIL	NIL
Total (i+ii+iii)	**3,561.30**	**2,941.14**	**NIL**	**6,502.44**
Change in Indebtedness during the financial year				
Addition	3.49	66.95	NIL	70.45
Reduction	(5.25)	(96.58)	NIL	(101.83)
Net Change	(1.75)	(29.63)	NIL	(31.38)
Indebtedness at the end of the financial year				
i) Principal Amount	2,765.84	2.230.91	NIL	4,996.75
ii) Interest due but not paid	793.71	680.60	NIL	1,474.31
iii) Interest accrued but not due	NIL	NIL	NIL	NIL
Total (i+ii+iii)	**3,339.55**	**2,911.51**	**NIL**	**6,471.06**

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL:

A) Remuneration to Managing Director, Whole–time Directors and / or Manager:

Sr. No.	Particulars of Remuneration	Name of MD / WTD / Manager		Total Amount (₹)
		Mr. Manoj G. Tirodkar – CMD	Mr. Sunil S. Valavalkar – WTD	
1.	Gross salary			
	(a) Salary as per provisions contained in section 17(1) of the Income–tax Act, 1961	17,12,378	14,32,705	31,45,083
	(b) Value of perquisites u/s 17(2) of the Income–tax Act, 1961	Nil	Nil	Nil
	(c) Profits in lieu of salary under section 17(3) of the Income– tax Act, 1961	Nil	Nil	Nil
2.	Stock Option	Nil	Nil	Nil
3.	Sweat Equity	Nil	Nil	Nil
4.	Commission			
	– as % of profit	Nil	Nil	Nil
	– others, specify	Nil	Nil	Nil
5.	Others (PF Contribution)	80,234	94,296	1,74,530
	Total (A)	17,92,612*	15,27,001	33,19,613
	Ceiling as per the Act	48,00,000**	15,00,000@	63,00,000#

* *Term completed on August 17, 2018, hence considered salary for the period from April 01, 2018 to August 17, 2018.*

** *Ceiling in terms of the provisions of the extant statute at the time of appointment.*

@ *The payment of managerial remuneration to the Whole–time Director is subject to Central Government approval being sought.*

Since the Company has Incurred losses, the overall ceiling is as per the limits stipulated in the erstwhile provision of the Companies Act, 1956 and / or subject to Central Government approval / wherever applicable.

B) Remuneration to other directors:

Sr. No.	Particulars of Remuneration	Name of Directors				Total Amount (₹)
1.	Independent Directors	**Mr. Vijay M. Vij**	**Mr. D. S. Gunasingh**	**Mr. Navin J. Kripalani**	**Mrs. Siddhi M. Thakur**	
	– Fee for attending board / committee meetings (₹)	2,80,000	12,60,000	10,20,000	11,80,000	37,40,000
	– Commission	Nil	Nil	Nil	Nil	Nil
	– Others, please specify	Nil	Nil	Nil	Nil	Nil
	Total (1) (₹)	**2,80,000**	**12,60,000**	**10,20,000**	**11,80,000**	**37,40,000**
2.	Other Non–Executive Directors	**Mr. Badri Srinivasa Rao^**	**Dr. Mahesh Borase**			
	– Fee for attending board / committee meetings (₹)	4,00,000	4,00,000			8,00,000
	– Commission	Nil	Nil			Nil
	– Others, please specify	Nil	Nil			Nil
	Total (2) (₹)	**4,00,000**	**4,00,000**			**8,00,000**
	Total (B)=(1+2)					**45,40,000**
	Total Managerial Remuneration*					33,19,613$
	Overall Ceiling as per the Act					63,00,000#

^ *Sitting fees of Nominee Director of IDBI Bank is paid directly to the bank he represents.*

* *In terms of provisions of Section 197(2) of the Companies Act, 2013, sitting fees paid to Non–Executive Directors are not considered in computation.*

$ *In the FY under review viz. FY 2018–19 Mr. Manoj G. Tirodkar has drawn remuneration of ₹ 17,92,612/– and the WTD has drawn remuneration of ₹15,27,001/– aggregating ₹ 33,19,613/–, which is within the overall ceiling of ₹ 63,00,000/–.*

Since the Company has Incurred losses, the overall ceiling is as per the limits stipulated in the erstwhile provision of the Companies Act, 1956 and / or subject to Central Government approval / wherever applicable.

C) Remuneration to Key Managerial Personnel other than MD / Manager / WTD:

Sr. No.	Particulars of Remuneration	Key Managerial Personnel (Amount in ₹)			
		CEO	**CFO**	**Company Secretary***	**Total**
1.	Gross salary	Not Applicable			
	(a) Salary as per provisions contained in section 17(1) of the Income–tax Act, 1961		1,11,70,260	30,40,167	1,42,10,427
	(b) Value of perquisites u/s 17(2) of the Income–tax Act, 1961		Nil	Nil	Nil
	(c) Profits in lieu of salary under section 17(3) of the Income–tax Act, 1961		Nil	Nil	Nil
2.	Stock Option		Nil	Nil	Nil
3.	Sweat Equity		Nil	Nil	Nil
4.	Commission				
	– as % of profit		Nil	Nil	Nil
	– others, specify.		Nil	Nil	Nil
5.	Others (PF Contribution)		2,47,680	1,42,352	3,90,032
	Total		**1,14,17,940**	**31,82,519**	**1,46,,00,459**

**Retired from the services from the close of working hours on November 07, 2018.*

VII. PENALTIES / PUNISHMENT / COMPOUNDING OF OFFENCES:

There were no penalties, punishments or compounding of offences under the Companies Act, 2013 during FY 2018–19.

CORPORATE GOVERNANCE REPORT

As the Company is listed at BSE Limited and National Stock Exchange of India Limited, in terms of Regulation 34(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the Listing Regulations), the Compliance Report on Corporate Governance of GTL Limited (GTL) is given as under:

1. COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE

GTL's Philosophy on the Code of Governance as adopted by its Board of Directors:

a. Ensure that quantity, quality and frequency of financial and managerial information which is shared with the Board, fully places the Board members in control of the Company's affairs.

b. Ensure that the Board exercises its fiduciary responsibilities towards stakeholders thereby ensuring high accountability.

c. Ensure that the extent to which the information is disclosed to present and potential investors is maximized.

d. The decision–making is transparent and documented through the minutes of the meetings of the Board / Committees thereof.

e. Maximizing long term value of the stakeholders and the Company and to protect interest of minority shareholders.

f. Ensure that core values of the Company are protected.

g. Ensure that the Company positions itself from time to time to be at par with any other company of world class operating practices.

2. BOARD OF DIRECTORS

A. Details of Directors:

NAME OF DIRECTOR	PD/ NPD *	ED/ NED/ ID/NID/ND*	Attendance in Board Meetings		Attendance in last AGM	Other Companies as on 31/03/2019				Directorship in other listed entity (Category of Directorship)
			Held	Attended		Board Directorship (incl. Chairmanship) **	Board Chairmanship **	Committee Membership (incl. Chairmanship) ***	Committee Chairmanship ***	
Mr. Manoj G. Tirodkar [DIN: 00298407] **$$**	PD	NED/NID **$**	3	2	N.A.	1	1	1	0	N.A.
Mr. Vijay M. Vij [DIN: 02245470] **@**	NPD	NED/ID	1	1	N.A	1	0	1	0	N.A.
Mr. D. S. Gunasingh [DIN: 02081210]	NPD	NED/ID	5	5	Present	0	0	0	0	–
Mr. Navin J. Kripalani [DIN: 05159768]	NPD	NED/ID	5	5	Present	0	0	0	0	–
Mr. Sunil S. Valavalkar [DIN: 01799698]	NPD	ED/NID	5	5	Present	0	0	0	0	–
Mrs. Siddhi M. Thakur [DIN: 07142250]	NPD	NED/ID **#**	5	5	Present	0	0	0	0	–
Mr. Badri Srinivasa Rao [DIN:02556029]	NPD	NED/NID/ND **##**	5	3	Absent	0	0	0	0	–
Dr. Mahesh M. Borase [DIN:03330328] **%**	NPD	NED/NID	2	2	N.A	0	0	0	0	–

Note: *There is no inter–se relationship between our Board members.*

* *PD– Promoter Director; NPD– Non–Promoter Director; ED–Executive Director; NED–Non–Executive Director; ID –Independent Director; NID–Non Independent Director; ND – Nominee Director.*

** *Excludes directorship in associations, private limited companies, foreign companies, companies registered under Section 8 of the Act, Government Bodies*

*** *In Audit and Stakeholders Relationship Committee of Indian Public Limited Companies.*

$ *Ceased to be Executive Director w.e.f. August 17, 2018.*

$$ *Ceased to be Director w.e.f. August 23, 2018.*

@ *Ceased to be Director w.e.f. May 3, 2018.*

Reappointment for a term of five years w.e.f. April 1, 2018 upto March 31, 2023.

IDBI Bank is Monitoring Institution for the Company under CDR mechanism and Mr. Badri Srinivasa Rao is Nominee of the said Bank. Further, in terms of the Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015 (Listing Regulations), Nominee Director(s) is / are treated as Non–Independent.

% *Appointed in 30th Annual General Meeting in the vacancy of Mr. Manoj G. Tirodkar.*

B. Details of Board Meetings held during the year:

Dates of Board Meeting	03–May–18	09–Aug–18	23–Aug–18	30–Oct–18	01–Feb–19
Board Strength	7	6	6	6	6
No. of Directors Present	7	5	6	6	6

Note: *In terms of the Regulation 25(3) of the Listing Regulations and Schedule IV to the Companies Act, 2013, a meeting of Independent Directors was held on March 22, 2019 for transacting stipulated business.*

C. Skill/ expertise/competencies of the Board of Directors

In the context of its business and sector, for its effective functioning, the Company requires, skills/expertise/competencies in the areas of Finance, Legal, Risk & Governance and Business Leadership. While the Board has a mix of Directors having skills /expertise /competencies in these areas, there is scope for strengthening the Board in respect of Business Leadership.

D. In the opinion of the board, the independent directors fulfill the conditions specified in the Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015 and are independent of the management.

3. AUDIT COMMITTEE

A. Role / Terms of Reference:

The role of the Audit Committee shall include the following:

(i) oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;

(ii) recommendation for appointment, remuneration and terms of appointment of auditors of the Company;

(iii) approval of payment to statutory auditors for any other services rendered by the statutory auditors;

(iv) reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the Board for approval;

(v) Any other terms of reference as may be included in the Companies Act, 2013 and the Listing Regulations including any amendments / re–enactments thereof from time to time.

B. Composition of Audit Committee and Attendance of Members:

Name of Director and position	Meetings/Attendance			
	03–May–18	09–Aug–18	30–Oct–18	01–Feb–19
Mr. D. S. Gunasingh, Chairman*	P	P	P	P
Mr. Vijay M. Vij**	P	N.A.	N.A.	N.A.
Mr. Navin J. Kripalani, Member	P	P	P	P
Mrs. Siddhi M. Thakur, Member@	N.A.	P	P	P

P–Present, N.A.– Not Applicable

**Designated as Chairman w.e.f. May 4, 2018.*

***Ceased to be Chairman and Member of this committee w.e.f. May 3. 2018.*

@Inducted as a Member w.e.f. May 4, 2018.

4. NOMINATION & REMUNERATION COMMITTEE (NRC)

A. Role / Terms of Reference:

(i) Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board of Directors a policy relating to, the remuneration of the directors, key managerial personnel and other employees;

(ii) Formulation of criteria for evaluation of performance of independent directors and the Board of Directors;

(iii) Devising a policy on diversity of Board of Directors;

(iv) Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board of Directors their appointment and removal;

(v) Whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors;

(vi) Providing information to the shareholders in case of appointment of New Director or re–appointment of a Director as stipulated in the Companies Act, 2013 and the Listing Regulations;

(vii) Providing of General shareholder information in the Annual Report;

(viii) Review of HR Policies / Initiatives & Senior Level Appointments;

(ix) Administer and supervise Employees Stock Option Schemes including allotment of shares arising out of conversion of Employee Stock Option Scheme(s) or under any other employee compensation scheme;

(x) Frame suitable Policies and systems for implementation, take appropriate decisions and monitor implementation of the following Regulations:

a. SEBI (Prohibition of Insider Trading) Regulations, 2015; and

b. SEBI (Prohibition of Fraudulent and Unfair Trade Practices relating to the Securities Market) Regulations, 2003.

(xi) Perform such other functions consistent with regulatory requirements.

B. Composition of NRC and Attendance of Members:

Name of Director and Position	Meetings/Attendance	
	03–May–18	30–Mar–19
Mr. Navin Kripalani, Chairman*	P	P
Mr. Vijay M. Vij**	P	N.A.
Mr. D. S. Gunasingh, Member	P	P
Mrs. Siddhi M. Thakur, Member	P	P

P–Present, N.A. – Not Applicable
**Designated as Chairman w.e.f. February 1, 2019.*
***Ceased to be chairman and member of this committee w.e.f. May 3, 2018.*

C. Performance Evaluation Criteria For Independent Directors:

The performance evaluation criteria for Independent Directors are determined by the Nomination and Remuneration Committee. Indicative lists of factors that may be evaluated include attendance, participation, proactive & positive approach, maintenance of confidentiality and contribution by a director.

D. Remuneration Policy:

The Policy Dossier approved by the Board at its meeting held on May 20, 2014 contains compensation policy (criteria on making payments) for Directors, which has been posted on the website of the Company www.gtllimited.com, *inter–alia*, provides for the following:

I. Executive Directors:

(i) Salary and commission not to exceed limits prescribed under the Companies Act, 2013.

(ii) Remunerate from time to time depending upon the performance of the Company, Individual Directors performance and prevailing Industry norms.

(iii) No sitting fees.

(iv) No ESOPs for Promoter Directors.

II. Non–Executive Directors:

(i) Eligible for commission based on time, efforts and output given by them.

(ii) Sitting fees and commission not to exceed limits prescribed under the Companies Act, 2013.

(iii) Eligible for ESOPs (other than Independent and Promoter Directors).

5. DETAILS OF REMUNERATION TO ALL THE DIRECTORS DURING THE YEAR ENDED MARCH 31, 2019

Name of Director	Salary (₹)	PF / Pension Fund (₹)	Perqu–isites (₹)	Comm–ission (₹)	Perfor–mance linked bonus (along with Criteria) (₹)	Sitting fees (₹)	Total (₹)	Service Contract/ Notice period/ Severance fees/ Pension
a) Executive Directors								
i) Mr. Manoj G. Tirodkar Chairman & Managing Director	17,12,378	80,234	–	@	@	NA	17,92,612	%
ii) Mr. Sunil S. Valavalkar Whole–time Director	14,32,705	94,296	–	@	@	NA	15,27,001	Liable to retire by rotation**
b) Non–Executive Directors								
i) Mr. Vijay M. Vij Independent Director	–	–	–	@	–	2,80,000	2,80,000	$
ii) Mr. D. S. Gunasingh Independent Director	–	–	–	@	–	12,60,000	12,60,000	#
iii) Mr. Navin J. Kripalani Independent Director	–	–	–	@	–	10,20,000	10,20,000	#
iv) Mrs. Siddhi M. Thakur Independent Director	–	–	–	@	–	11,80,000	11,80,000	#
v) Mr. Badri Srinivasa Rao	–	–	–	@	–	@@4,00,000	4,00,000	
vi) Dr. Mahesh M. Borase	–	–	–	@	–	4,00,000	4,00,000	Liable to retire by rotation

% *Ceased to be Chairman & Managing Director w.e.f. August 17, 2018 and director w.e.f. August 23, 2018.*

** *3 years w.e.f. December 16, 2017 / notice period 3 months or 3 months' salary in lieu of the notice / Nil / Nil. The re–appointment and payment of remuneration is subject to approval of Secured Creditors and Central Government, if required.*

$ *Ceased to be director w.e.f. May 3, 2018.*

Mr. D. S. Gunasingh and Mr. Navin J. Kripalani were appointed as Independent Directors respectively from September 16, 2014 up to September 15, 2019 and Mrs. Siddhi M. Thakur was re–appointed as an Independent Director from April 1, 2018 up to March 31, 2023 and they are not liable to retire by rotation.

@ *In view of the loss incurred during the period under consideration, the Board of Directors decided non–payment of any Commission / Performance Linked Bonus to Managerial Personnel and Non–Executive Directors.*

@@ *Sitting fees payable to Nominee Director is paid directly to the bank he represents.*

Notes:

1. Mr. D. S. Gunasingh held 100 equity shares in the Company as on March 31, 2019.
2. Apart from the above, the Company does not have any other pecuniary relationship or transactions with the Directors.
3. Currently the Company does not have any stock option plans / schemes.
4. The details of familiarization programmes imparted to independent directors are available on website link of the Company http://www.gtllimited.com/ind/inv_cg.aspx

6. STAKEHOLDERS RELATIONSHIP COMMITTEE

A. Composition of Committee:

Name of Director	Position
Mr. D. S. Gunasingh	Chairman
Mr. Manoj G. Tirodkar*	Member
Mr. Vijay M. Vij**	Member
Mrs. Siddhi M. Thakur#	Member
Dr. Mahesh M. Borase##	Member

* *Ceased to be member of this committee w.e.f. August 23, 2018.*
** *Ceased to be member of this committee w.e.f. May 3, 2018.*
# *Inducted w.e.f. May 4, 2018.*
Inducted w.e.f. October 15, 2018.

B. Name of Non–Executive Director heading the Committee: Mr. D.S. Gunasingh.

C. Name and Designation of compliance officer: Mr. Pratik Toprani, Company Secretary and Compliance Officer (w.e.f. May 1, 2019).

D. Number of shareholders complaints received during 2018–19: Three

E. Number not solved to the satisfaction of shareholders: Nil

F. Number of pending complaints: Nil

7. DETAILS OF GENERAL MEETINGS

A. Location and time of the Company's last three Annual General Meetings with details of special resolutions passed:

Year	2015–16	2016–17	2017–18
Date	21–Sep–2016	21–Sep–2017	27–Sep–2018
Time	11:00 A.M.	11:00 A.M.	11:00 A.M.
Venue	Vishnudas Bhave Natyagruha, Sector 16–A, Vashi, Navi Mumbai–400 703		
Details of Special Resolutions passed	Approval for Selling / disposing of the Company's shareholding in its subsidiary company(ies), whether material or not, held either directly or through the Company's subsidiary(ies) and / or selling, disposing and leasing of assets amounting to more than twenty percent of the assets of the subsidiary company(ies), whether material subsidiary or not.	NIL	a. Appointment of Mr. Sunil S. Valavalkar as a Whole–time Director of the Company b. Appointment of Mrs. Siddhi M. Thakur as Independent Director of the Company. c. Enter into and implement appropriate resolution plans and/or settlement proposals with the lenders

B. Whether Special Resolutions were put through postal ballot last year, details of voting pattern: No

C. Person who conducted the postal ballot exercise: Not Applicable

D. Whether special resolutions are proposed to be conducted through postal ballot:

The Company is proposing to pass special resolution under Section 180(1)(a) of the Companies Act, 2013, read with Rule 22(16)(i) of the Companies (Management and Administration) Rules, 2014 for sale of its undertaking/(s), investments, core / non–core assets etc.

E. The Procedure for postal ballot:

a. Postal Ballot Forms are being sent to all shareholders with Draft resolution and Explanatory Statement pursuant to Sections 110 and 102(1) of the Companies Act, 2013, for obtaining approval of members.

b. In compliance with Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Sections 108 and 110 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended, the Company is pleased to offer e–voting facility as an option to all the Members of the Company to exercise their right to vote. The Company has entered into an agreement with Central Depository Services (India) Limited (CSDL) for facilitating the e–voting. The voting period begins on Sunday, September 1, 2019 at 9.00 A.M. and ends on Monday, September 30, 2019 at 05.00 P.M.

c. The Company has appointed Mr. Virendra G. Bhatt, a Company Secretary in Practice, Mumbai, as Scrutinizer for conducting the Postal Ballot voting process.

d. Members are requested to carefully read the instructions in the Postal Ballot Notice/Explanatory Statement and Postal Ballot Form, records their assent or dissent therein and cast their vote either electronically or by sending the Postal Ballot Form duly completed, in original, in the self–addressed pre–paid envelope, so as to reach the addressee on or before the closing of working hours i.e. 5.00 p.m. on Monday, September 30, 2019.

e. The Scrutinizer will scrutinize and submit his report to the Chairman / Whole–time Director after ascertaining votes through e–voting and Postal Ballot forms and the results of the Postal Ballot will be announced by the Chairman/ Whole–time Director On Tuesday, October 1, 2019.

F. Details of Extra–Ordinary General Meetings held in last three years: Does not arise as no extra ordinary general meetings were held in the last three years.

8. MEANS OF COMMUNICATION

a. Quarterly Results:

The quarterly, half–yearly and yearly financial results of the Company are sent to the Stock Exchanges where shares of the Company are listed, immediately after they are approved by the Board.

b. Publication of Quarterly Results:

The Quarterly Results were published in the Newspapers as under:

Newspapers	Date of publication of results for the Quarter ended			
	31–Mar–18	30–Jun–18	30–Sep–18	31–Dec–18
Free Press Journal	04–May–18 & 05–May–18*	10–Aug–18	31–Oct–18	02– Feb–19
Navshakti	04–May–18 & 05–May–18*	10–Aug–18	31– Oct–18	02–Feb–19

**Along with the note inadvertently got omitted.*

c. Website where displayed:

http://www.gtllimited.com

d. Whether it also displays official news releases:

- Press Releases, if any, made by the Company from time to time are also displayed on the Company's website.
- A Management Discussion and Analysis Report (MD&A) is a part of the Company's Annual Report.

e. The presentation made to institutional investors or to the analysts:

During the year under review, the Company has not made any presentations to institutional investors or to the analysts.

9. GENERAL SHAREOWNER INFORMATION

The Company is registered in the State of Maharashtra, India. The Corporate Identity Number (CIN) allotted to the Company by the Ministry of Corporate Affairs (MCA) is L40300MH1987PLC045657.

a. Date, time and venue of the 31st Annual General Meeting:

Wednesday, September 25, 2019, 11:00 A.M. at Marathi Sahitya, Sanskriti & Kala Mandal, Sahitya Mandir Hall, Near Navi Mumbai Sports Association, Sector 6, Vashi, Navi Mumbai 400 703, Maharashtra.

b. Financial Year: April 1 – March 31

c. Dividend Payment Date: Not Applicable as the Board has not recommended any dividend for FY 2018–19.

d. Listing on Stock Exchanges:

BSE Limited (BSE) Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai– 400001	National Stock Exchange of India Limited (NSE) Exchange Plaza, C–1, Block G, Bandra Kurla Complex, Bandra East, Mumbai – 400051

Listing Fees for FY 2019–20 in respect of equity capital paid to both the Stock Exchanges.

e. Stock Exchange Codes:

Stock Exchange / News Agency	Stock Code	Non–Convertible Debentures (Originally Listed on BSE)*		
		Series	ISIN	BSE Code
BSE	500160	I	INE043A08017	946494
NSE	GTL	II	INE043A08025	946495
Reuters Code	GTL.BO & GTL.NS	III	INE043A08033	946496
Bloomberg ticker	GTS:IN	IV	INE043A08041	946521
Equity ISIN	INE043A01012	V	INE043A08058	946522
		VI	INE043A08066	946523
Debenture Trustees:	**IDBI Trusteeship Services Ltd.** Asian Building, Gr. Floor, 17, R. Kamani Marg, Ballard Estate, Mumbai – 400 001. **Tel.:** 022–4080 7000; **Fax:** 022–6631 1776; **E–mail:** itsl@idbitrustee.com / response@idbitrustee.com			

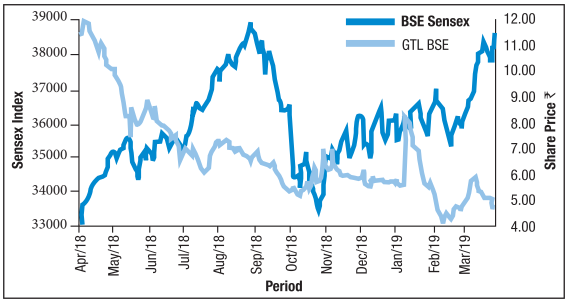
**Got delisted for the reason 'Redemption'.*

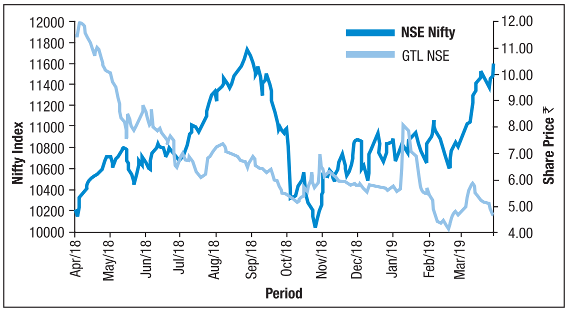
f. Stock Market Price Data:

Monthly high and low of closing quotations and volume of shares traded on BSE and NSE are given below:

Month	BSE			NSE		
	High (₹)	Low (₹)	Volume (Nos.)	High (₹)	Low (₹)	Volume (Nos.)
Apr–2018	12.02	10.06	4,16,274	12.00	10.05	24,16,211
May–2018	10.11	7.53	6,76,430	10.05	7.55	30,32,710
Jun–2018	8.69	6.54	4,70,239	8.70	6.65	23,54,069
Jul–2018	7.27	6.05	4,70,328	7.25	6.00	16,52,741
Aug–2018	7.33	6.51	5,46,533	7.40	6.51	14,01,874
Sep–2018	6.91	5.55	5,86,193	6.95	5.51	14,13,325
Oct–2018	7.03	5.13	5,35,738	7.00	5.18	20,93,801
Nov–2018	6.61	5.83	2,70,990	6.45	5.80	7,79,214
Dec–2018	6.18	5.51	1,18,779	5.85	5.55	5,88,955
Jan–2019	8.10	5.40	13,63,362	8.15	5.40	61,25,106
Feb–2019	5.57	4.18	2,99,998	5.55	4.17	7,49,324
Mar–2019	5.91	4.72	3,87,554	5.90	4.70	7,71,639

g. GTL's share performance in comparison to broad–based indices (BSE: Sensex and NSE: Nifty):





h. Registrar and Share Transfer Agent:

Company has surrendered its certificate as Share Transfer Agent under Category–II granted by SEBI and has discontinued its in–house Investor Service Center. The Company, w.e.f. January 15, 2019 has appointed M/s. Bigshare Services Private Limited as its Registrar and Share Transfer Agent (RTA).

Address for Correspondence:
Bigshare Services Private Limited
Unit: GTL Limited, 1st Floor, Bharat Tin Works Building,
Opp. Vasant Oasis, Makwana Road, Marol,
Andheri (East), Mumbai–400059 Maharashtra, India
Tel : +91–22–62638200 Extn: 221–222, Fax: + 91 22 62638299
Email: info@bighshareonline.com, Website: www.bigshareonline.com
Online form based investor correspondence link: http://www.bigshareonline.com/contact.aspx

i. **Share transfer system:**

Bigshare Services Private Limited acts as the Registrar and Share Transfer Agent (RTA) for the Company. The Company's equity shares which are in demat form are transferable through the depository system. The Shares in physical form are processed and approved by the RTA and reported to the Stakeholders' Relationship Committee of the Company through the authorized officials of the Company. The share transfers are generally processed within a period of 15 (fifteen) days from the date of receipt of the transfer documents by the RTA. Further, pursuant to the SEBI Listing Regulations, with effect from April 1, 2019, except in case of transmission or transposition of securities, requests for effecting transfer of securities shall not be processed unless the securities are held in dematerialized form with a depository.

As a part of compliance requirement, the Company also obtains from a Practicing Company Secretary a half–yearly certificate of compliance with the share transfer formalities as required under Regulation 40(9) of the Listing Regulations and files a copy of the compliance certificate with the Stock Exchanges where the shares of the Company are listed.

j. **Distribution of shareholding as on March 31, 2019:**

A. **Distribution of shares according to size of holding:**

No. of Shares	No. of Shareholders	% of Shareholders	Share amount (₹)	% to Total
Up to 500	58824	82.72	7,72,27,050	4.91
501 – 1000	5687	8.00	4,68,76,790	2.98
1001 – 2000	3141	4.42	4,85,90,480	3.09
2001 – 3000	1152	1.62	2,98,37,950	1.90
3001 – 4000	516	0.72	1,86,77,540	1.19
4001 – 5000	482	0.68	2,28,64,380	1.45
5001 – 10000	705	0.99	5,22,33,570	3.32
10001 & Above	607	0.85	1,27,66,60,050	81.16
TOTAL	**71,114**	**100.00**	**1,57,29,67,810**	**100.00**

B. **Distribution of shares by categories of shareholders:**

Category	No. of Shares Held	Voting Strength %
Promoter & Promoter Group	#5,09,80,559	32.41
Bodies Corporate (Domestic) / Trusts / Clearing Members	2,41,76.303	15.37
Banks	3,58,09,000	22.77
Financial Institutions	10,07,259	0.64
Non–Resident Individuals / Foreign Corporate Bodies / Overseas Corporate Bodies / Foreign National / Registered Foreign Portfolio Investors etc.	13,57,879	0.86
Investor Education & Protection Fund / Demat Suspense Account	3,56,775	0.23
Resident Individuals	4,36,09,006	27.72
TOTAL	**15,72,96,781**	**100.00**

#Excluding 1,85,99,435 pledged equity shares held by Mr. Manoj G. Tirodkar, Promoter, invoked by CDR Lenders on March 28, 2019.

C. **Top 10 Shareholders:**

Name(s) of Shareholders	Category	No. of Shares	%
Global Holding Corporation Private Limited (Promoter)	Domestic Company	5,09,80,559	32.41
IDBI Trusteeship Services Limited#	Corporate Bodies	1,85,99,435	11.82
Bank of India	Bank	60,99,512	3.88
Andhra Bank	Bank	47,87,185	3.04
Punjab National Bank	Bank	39,56,419	2.52
Canara Bank	Bank	32,93,875	2.09
IDBI Bank	Bank	32,32,725	2.06
Union Bank of India	Bank	27,69,496	1.76
Dena Bank	Bank	27,41,555	1.74
Indian Overseas Bank	Bank	24,33,199	1.55

#IDBI Trusteeship Services Limited is currently holding 1,85,99,435 pledged equity shares of Mr. Manoj G. Tirodkar, Promoter, invoked by CDR Lenders on March 28, 2019

k. Dematerialisation of shares and liquidity:

Trading in equity shares of the Company on the Stock Exchanges is permitted only in dematerialised form as per notification issued by SEBI. The shares of the Company are available for trading under both the Depository Systems in India – NSDL & CDSL. 99.87% of the Company's shares are held in dematerialised form as on March 31, 2019 (99.85% as on March 31, 2018).

The Company's equity shares are among the regularly traded shares on the BSE and NSE. Relevant data for the traded volumes is provided hereinabove.

l. Outstanding Global Depository Receipts or American Depository Receipts or Warrants or any Convertible instruments, conversion date and likely impact on equity:

Currently, the Company does not have any outstanding Global Depository Receipts or American Depository Receipts or Warrants or any Convertible instruments and hence there will be no impact on equity.

m. Plant Locations:

List of Branch Offices and addresses provided elsewhere in this Annual Report.

n. Address for correspondence:

Registered Office

GTL Limited, "Global Vision", Electronic Sadan – II, MIDC, TTC Industrial Area, Mahape, Navi Mumbai – 400 710, Maharashtra, India.

Website: www.gtllimited.com **CIN:** L40300MH1987PLC045657

Tel.: +91 22 2761 2929 **Extn. Nos.:** 2233 –2235 **Fax:** +91 2768 9990 / 2768 0171

E–mail for Investor Grievance/s: gtlshares@gtllimited.com

o. Credit Ratings obtained by the Company

The Company does not have any credit rating.

10. OTHER DISCLOSURES

a. Disclosures on materially significant related party transactions of the Company that may have potential conflict with the interests of the Company at large:

The necessary disclosures regarding the transactions with Related Parties are given in the notes to the Accounts. None of these transactions have potential conflict with the interest of the Company at large.

b. Details of non–compliance by the Company, penalties, strictures imposed on the Company by the Stock Exchanges or SEBI or any Statutory Authority, on any matter related to Capital Markets during the last three years:

There was no such instance in the last three years.

c. Details of establishment of vigil mechanism, Whistle Blower Policy and affirmation that no personnel have been denied access to the Audit Committee:

The Company has formulated the Whistle Blower Policy providing vigil mechanism for receiving and redressing directors / permanent employees' complaints and that no personnel of the Company were denied access to the Audit Committee. The said Policy has been placed on the Company's website www.gtllimited.com.

d. Details of Compliance with mandatory requirements and adoption of the non–mandatory requirements:

The Company confirms that it has complied with all mandatory requirements prescribed in the Listing Regulations for the financial year 2018–19. The Company has obtained a certificate from Auditors Certifying its compliance with the paragraph E of Schedule V to the Listing Regulations. This certificate is annexed to the Directors' Report for the FY 2018–19.

As regards adoption of non–mandatory requirements, the same is provided under serial No.12 below.

e. Web link where policies for (i) determining 'material' subsidiaries and (ii) dealing with related party transactions are disclosed:

The required information can be accessed from the Company's website link: http://www.gtllimited.com/ind/inv_cg.aspx

f. Disclosure of commodity price risk or foreign exchange risk and commodity hedging activities:

Please refer to Management Discussion and Analysis Report for the same.

g. A certificate has been received from a Practising Company Secretary that none of the Directors on the Board of the Company has been debarred or disqualified from being appointed or continuing as Directors of Companies by the Securities and Exchange Board of India / Ministry of Corporate Affairs or such other statutory authorities.

h. For the Financial year 2018–19, the total fees paid by the Company and its subsidiaries, on a consolidated basis to M/s. GDA & Associate, Statutory Auditors and all entities in the network firm / network entity of which the statutory auditors are part thereof for all the services provided by them is ₹ 0.25 Crores.

i. **Disclosure in relation to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013:**

Details of number of complaints received, disposed and pending during the FY 2018–19 pertaining to the Sexual Harassment of Women at Workplace are as under :

Number of complaints filed during the financial year	NIL
Number of complaints disposed of during the financial year	NIL
Number of complaints pending as on end of the financial year	NIL

11. Non compliance of any requirement of corporate governance report of sub–paras (2) to (10) above, with reasons thereof

The Company has complied with requirement of sub–paras (2) to (10) above.

12. DISCRETIONARY REQUIREMENTS

As required under Regulation 27(1) read with Part E of the Schedule II and Part C (12) of Schedule V to the Listing Regulations, we furnish hereunder the extent to which the Company has adopted discretionary requirements:

A. The Board:

Has a Non–Executive Chairman. He is provided with an office and the expenses incurred by him in the performance of his duties are reimbursed.

B. Shareholders Rights:

Financial Results for the half year / quarter ended September 30, 2018 were published in the Free Press Journal and Navshakti newspapers and were also displayed on the Company's website www.gtllimited.com and disseminated to the Stock Exchanges (i.e. BSE & NSE) wherein its equity shares are listed, hence separately not circulated to the shareholders.

C. Modified opinion(s) in Audit Report:

The modified opinion of the Auditor has arisen under the circumstances stated in Note No. 31.1 in the Standalone Financial Statements and the same has been dealt with appropriately in the Directors' Report/Notes to Accounts. Once the Company's efforts to arrive at a settlement with its lenders succeed, the Company will be in a position to move towards a regime of financial statements with unmodified audit opinion.

D. Separate posts of Chairman and CEO:

The post of Chairman and CEO are separate.

E. Reporting of Internal Auditor:

The Acting Chief Internal Auditor of the Company reports to the Audit Committee.

13. COMPLIANCE WITH CORPORATE GOVERNANCE REQUIREMENTS

The Company has complied with the corporate governance requirements specified in Regulation 17 to 27 and clauses (b) to (i) of sub–regulation (2) of Regulation 46 of the Listing Regulations.

14. LEGAL PROCEEDINGS

For details of legal proceedings reference may be made to Note No. 38.c.1 to Financial Statements of Standalone Accounts and under Note No. 40.c.1 to Financial Statements of Consolidated Accounts. Also refer to Directors' Report under the head "Current Status".

15. UNPAID / UNCLAIMED DIVIDENDS

Pursuant to provisions of Sections 124 and 125 of the Companies Act, 2013 ("the Act") read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ("IEPF Rules") dividends which remain unpaid or unclaimed for a period of seven years from the date of its transfer to unpaid dividend account, are liable to be transferred to the Investor Education and Protection Fund ("IEPF").

Further, shares in respect of such dividends which have not been claimed for a period of seven consecutive years are also liable to be transferred to the demat account of the IEPF Authority. The said requirement does not apply to shares in respect of which there is a specific order of Court, Tribunal or Statutory Authority, restraining any transfer of the shares. Accordingly, this requirement does not apply to the Unpaid Dividend of ₹ 0.20 Crores pertaining to the years 2000–01, 2001–02 and 2003–04 to 2009–10, which has not been transferred to IEPF, but held in abeyance on account of pending legal cases. The provisions relating to transfer of shares were made effective by the Ministry of Corporate Affairs, vide its Notification dated October 13, 2017 read with the circular dated October 16, 2017, wherein it was provided that where the period of seven consecutive years, as above, was completed or being completed during the period from September 7, 2016 to October 31, 2017, the due date for transfer of such shares was October 31, 2017 to be completed on or before November 30, 2017.

The Company has not declared / paid any dividend for FY 2010–11 and thereafter. As reported in the previous Annual Report for FY 2017–18, the Company had complied with the requirements and transferred unclaimed dividend of FY 2009–10 and related shares to the IEPF Authority. No further Unclaimed / Unpaid Dividend(s) are due for transfer to the IEPF as of date.

Pursuant to the provisions of IEPF (Uploading of information regarding unpaid & unclaimed amounts lying with companies) Rules, 2012, as of September 21, 2018 (date of last AGM), as there were no further unclaimed / unpaid dividends due for transfer to the IEPF, there were no further details to be uploaded on the website of the Company / Ministry of Corporate Affairs.

The members who have a claim on dividends / shares which are transferred to the IEPF by the Company may verify their claims, if any, on the website of the Company viz. www.gtllimited.com (under tabs "home" > "investors" > "investor information" > "Unpaid / Unclaimed Dividend"). Claims, if any, may be raised with the IEPF Authority by submitting an online application in the prescribed Form No. IEPF–5 available on the website www.iepf.gov.in and sending a physical copy of the same, duly signed to the Company, along with the requisite documents enumerated in the said Form No. IEPF–5. No claims shall lie against the Company in respect of the dividends / shares so transferred.

16. EQUITY SHARES IN THE SUSPENSE ACCOUNT

In accordance with the requirements of Regulations 34(3) and Part F of Schedule V to the Listing Regulations, the Company reports the following details in respect of equity shares lying in the suspense account:

Sr. No.	Particulars	No. of Shareholders	No. of Shares
(i)	Aggregate number of shareholders and the outstanding shares lying in the suspense account as on April 1, 2018	508	56,721
(ii)	Number of shareholders who approached the Company for transfer of shares from suspense account during the year	2	344
(iii)	Number of shareholders to whom shares were transferred from suspense account during the year	2	344
(iv)	Aggregate number of shareholders and the outstanding shares lying in the suspense account as on March 31, 2019	506	56,377

The voting rights on the shares outstanding in the suspense account shall remain frozen till the claims of the rightful owner of such shares is determined.

DECLARATION BY THE WHOLE–TIME DIRECTOR

Pursuant to the provisions of Regulation 34(3) read with Schedule V (D) of the Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015, it is hereby declared that all the Board Members and Senior Management personnel of GTL Limited have affirmed compliance with the Code of Conduct for 'Directors and Senior Management' for the year ended March 31, 2019.

Date : August 14, 2019
Place : Mumbai

Sunil S. Valavalkar
Whole–time Director

INFORMATION ON DIRECTOR(S) RECOMMENDED FOR APPOINTMENT / RE–APPOINTMENT AT THE ENSUING ANNUAL GENERAL MEETING

Mr. Sunil Sadanand Valavalkar, Whole–time Director

Mr. Sunil Sadanand Valavalkar, aged 55 years, is a Commerce Graduate and holds a certificate in Marathi Journalism. He has over 34 years of work experience, of which he was associated with General Insurance Corporation of India for about 25 years and has also been associated with State Bank of Bikaner & Jaipur, Air India and HDFC. During his association with the Company since August 2010, he has handled various assignments. Presently he is Whole–time Director of the Company. He also holds directorship in the All India Pickleball Association, a Company registered under Section 8 of the Companies Act.

In GTL Limited, he serves as Member of Corporate Social Responsibility Committee. He does not hold any shares of the Company either through himself or through his relatives.

Mr. D. S. Gunasingh, Independent Director

Mr. Gunasingh, aged 70 years, has over 39 years of corporate experience in in the fields of secretarial, corporate governance, legal and taxation. He is graduate in Science and Law and also Fellow Member of the Institute of Company Secretaries of India. He in his career has handled several professional assignments that include managing affairs of boards and shareholders of large public listed companies, handling of issues for raising funds through equity and debt instruments in the domestic market and bonds issues in the international markets; merger, demerger and takeover of companies; establishment of globally recognized corporate governance practices; legal representation before the Income–tax Appellate Tribunal and Company Law Board; practiced as Advocate; and authored a book on taxation.

In GTL Limited, he serves as Chairman of the Board, Audit Committee and Stakeholders Relationship Committee and also Member of the Nomination & Remuneration Committee. He holds 100 shares of the Company

Mr. Navin J. Kripalani, Independent Director

Mr. Navin Kripalani, aged 70 years, a science graduate, is a Mentor and Advisor for young companies looking for exponential growth. Private Bike share, Interiors, Medical Imaging are some of the companies, he is involved with. His guidance is towards organizational set–up, funding and Marketing. He specializes in managing cultural changes, critical appraisal of business, getting processes into your DNS, assessing & profiling human resource needs and strategic business initiatives. He was the President of TiE, Pune Chapter during 2010 & 2011. He is one of the Founders, and a Governing Council Member, of Innovations Pune, a part of the Kirloskar Brothers Ltd. group. He was also Managing Director of Kilobytes India Ltd., a company manufacturing and exporting 1 Million 5.25" Floppy Discs every month.

In GTL Limited he is Chairman of Nomination & Remuneration Committee and also Member of Audit Committee. He does not hold any shares of the Company either through himself or through his relatives

STANDALONE ACCOUNTS

INDEPENDENT AUDITORS' REPORT ON STANDALONE FINANCIAL STATEMENTS

To

The Members of GTL LIMITED

Report on the Standalone Financial Statements

Qualified Opinion

We have audited the accompanying standalone financial statements of **GTL LIMITED** ("the Company"), which comprise the Balance Sheet as at March 31, 2019, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Changes in Equity and the Statement of Cash Flows for the year ended on that date, and a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "the standalone financial statements") in which are incorporated the returns for the year ended on that date audited by the branch auditor of the company's branch at Nepal.

In our opinion and to the best of our information and according to the explanations given to us, except for the effect of matters described in the basis of opinion paragraph below, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2019, and it's loss and total comprehensive income, changes in equity and its cash flows for the year ended on that date.

Basis for Qualified Opinion

As mentioned in Note No. 31.1 to the Statement, the Company has neither paid nor provided interest on its borrowings during the financial year. Had such interest been recognised, the finance cost and interest liability for the year ended March, 31, 2019 would have been more by ₹ 605.24 Crores.

Consequently, the reported Loss after Other Comprehensive Income by the Company for the year ended March 31, 2019 would have been ₹ 849.90 Crores. The Earnings per Share (EPS) would have been Negative ₹ 54.04.

We conducted our audit of the standalone financial statements in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Standalone Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the ethical / independence requirements that are relevant to our audit of the standalone financial statements under the provisions of the Act and the Rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our qualified audit opinion on the standalone financial statements.

Emphasis of Matter:

We draw attention to the following notes to the accompanying statements

a) Note no. 6.2 which *inter–alia* states that, Company had pledged certain investments in its subsidiary / associate / affiliate companies with the lenders towards the borrowings from them. During the year, 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'.

b) Note no. 45 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 March 31, 2019. 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.

Our opinion is not qualified in respect of above matters.

Key Audit Matters

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the standalone financial statements of the current period. These matters were addressed in the context of our audit of the standalone financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described below to be the key audit matters to be communicated in our report.

Sr. No.	Key Audit Matter	Auditor's Response
1.	**Accuracy of recognition, measurement, presentation and disclosures of revenues and other related balances in view of adoption of Ind AS 115 "Revenue from Contracts with Customers" (new revenue accounting standard)** The application of the new revenue accounting standard involves certain key judgements relating to identification of distinct performance obligations, determination of transaction price of the identified performance obligations, the appropriateness of the basis used to measure revenue recognised over a period.	We assessed the Company's process to identify the impact of adoption of the new revenue accounting standard. The procedure performed included the following: 1. Evaluated the design of internal controls relating to implementation of the new revenue accounting standard. 2. Selected a sample of continuing and new contracts, and tested the operating effectiveness of the internal control, relating to identification of the distinct performance obligations and determination of transaction price. 3. Selected a sample of continuing and new contracts and performed the following procedures: ➢ Read, analyzed and identified the distinct performance obligations, if any, in these contracts. ➢ Compared these performance obligations with that identified and recorded by the Company. ➢ Considered the terms of the contracts to determine basis of recognizing the revenue 'at a point' or 'over the period', the transaction price including any variable consideration to verify the transaction price used to compute revenue and to test the basis of estimation of the variable consideration. ➢ Verified whether the revenue has been recognised only post the fulfilment of the performance obligations and related conditions.

Sr. No.	Key Audit Matter	Auditor's Response
2.	**Subsidiaries Classified as Held for Sale** The Company has entered into sale agreements which result into loss of control of subsidiaries. The assets and liabilities of these subsidiaries are classified as 'held for sale'. The same is considered as key audit matter as it involves evaluation of conditions that is required to be satisfied for classification of assets held for sale, fair valuation of assets less cost of disposal and liabilities on such classification and consequential impairment, if any, and disclosure and presentation in the financial statements. (Refer note 18 to the Standalone Ind AS financial statements)	We have carried out the following procedures in respect of these matters: ➢ Obtained management representation for classifying the investments in subsidiaries as "Held for Sale" ➢ Read minutes of meetings of Board of Directors of the Company. ➢ Verified the impairment loss that is recognised on initial recognition and on subsequent measurement when carrying amount exceeds its fair value less costs of disposal. ➢ Obtained and relied on the financial statements of these subsidiaries as certified by the management. ➢ Verified the disclosure and presentation of financial statement in accordance with Ind AS – 105 'Non–current Assets held for sale and discontinued operations'
3.	**Evaluation of uncertain tax positions:** The Company has material uncertain tax positions including matters under dispute which involves significant judgement to determine the possible outcome of these disputes.	**Our procedures included the following:** Obtained understanding of key uncertain tax positions; Obtained details of completed tax assessments and demands for the year ended March 31, 2019 from the management; We along with our internal tax experts – i. Discussed with management and evaluated the Management's underlying key assumptions in estimating the tax provision; ii. Assessed management's estimate of the possible outcome of the disputed cases; and iii. Considered legal precedence and other rulings in evaluating management's position on these uncertain tax positions. Additionally, considered the effect of new information in respect of uncertain tax positions as at April 1, 2018 to evaluate whether any change was required to management's position on these uncertainties.

Other matters

a) We did not audit the financial statements/information of Nepal branch included in the Standalone Ind AS Financial Statements of the Company whose financial statements / financial information reflect total assets of ₹ 0.70 crores as at March 31, 2019 and total revenues of ₹ Nil for the year ended on that date. The financial statements/information of this branch have been audited by the branch auditors whose report has been furnished to us, and our opinion in so far as it relates to the amounts and disclosures included in respect of this branch, is based solely on the report of such branch auditor.

b) As at March 31, 2019, balance Confirmations, with respect to Term Loan & Cash Credit Balances (including interest accrued), Bank Guarantee, Bank Current Account and Fixed Deposits aggregating ₹ 3,574.92 Crores, have not been received.

Our opinion is not modified in respect of above matter.

Information Other than the Standalone Financial Statements and Auditor's Report Thereon

The Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including Annexures to Board's Report, Business Responsibility Report, Corporate Governance and Shareholder's Information, but does not include the standalone financial statements and our auditor's report thereon.

Our opinion on the standalone financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the standalone financial statements, our responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

When we read other information, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance and describe actions applicable in the applicable laws and regulations.

Management's Responsibility for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance, total comprehensive income, changes in equity and cash flows of the Company in accordance with the Ind AS and other accounting principles generally accepted in India. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgements and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the standalone financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors are responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Standalone Financial Statements

Our objectives are to obtain reasonable assurance about whether the standalone financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these standalone financial statements. As part of an audit in accordance with SAs, we exercise professional judgement and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the standalone financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Materiality is the magnitude of misstatements in the standalone financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the financial statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the standalone financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

I. As required by Section 143 (3) of the Act, we report that:

a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.

b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.

c) The reports on the accounts of the branch office of the Company audited under section 143(8) of the Act, by branch auditor has been provided to us and has been properly dealt with by us in preparing this report.

d) The Balance Sheet, the Statement of Profit and Loss (including other comprehensive income), the Cash Flow Statement and Statement of Changes in Equity dealt with by this Report are in agreement with the books of account.

e) In our opinion, the aforesaid Standalone Financial Statements comply with the Ind AS specified under Section 133 of the Act, read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015.

f) On the basis of the written representations received from the directors as on March 31, 2019 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2019 from being appointed as a director in terms of Section 164 (2) of the Act.

g) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure A" to this report.

h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014 read with Notification No G.S.R 307(E) dated 30.03.2017, in our opinion and to the best of our information and according to the explanations given to us:

i. The Company has disclosed the impact of pending litigations on its financial position in its Standalone Financial Statements – Refer Note No. 38.c.1 to the Standalone Financial Statements.

ii. The Company does not have any long – term contracts including derivative contracts for which there are any material foreseeable losses.

iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company. However, unpaid dividend of ₹ 0.20 Crore pertaining to the years 2000–01, 2001–02 and 2003–04 to 2009–10 has not been transferred to Investor Education and Protection Fund but is held in abeyance on account of pending legal cases.

II. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of sub–section (11) of section 143 of the Act, we give in the Annexure B, a statement on the matters specified in paragraphs 3 and 4 of the Order to the extent applicable.

For GDA & Associates
Chartered Accountants
Firm registration number: 135780W

CA Mayuresh V. Zele
Partner
Membership No: 150027

Place: Mumbai
Date : May 06, 2019

ANNEXURE "A" TO THE INDEPENDENT AUDITORS' REPORT ON STANDALONE FINANCIAL STATEMENTS OF GTL LIMITED

(Referred to in paragraph I (g) under 'Report on Other Legal and Regulatory Requirements' of our report of even date to the members of GTL Limited on the Standalone Financial Statements for the year ended March 31, 2019)

Report on the Internal Financial Controls Over Financial Reporting under Clause (i) of Sub–section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of **GTL Limited** ("the Company") as of March 31, 2019 in conjunction with our audit of the Standalone Financial Statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting ("the Guidance Note") issued by the Institute of Chartered Accountants of India (ICAI). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing issued by the ICAI and deemed to be prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the Standalone Financial Statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of Standalone Financial Statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of Standalone Financial Statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the Standalone Financial Statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as of March 31, 2019, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note issued by the ICAI.

For GDA & Associates

Chartered Accountants

Firm registration number: 135780W

CA Mayuresh V. Zele

Partner

Membership No: 150027

Place: Mumbai

Date : May 06, 2019

ANNEXURE – B to the Independent Auditors' Report on Standalone Financial Statements of GTL Limited

(Referred to in paragraph II under the heading "Report on Other Legal and Regulatory Requirements" of our report of even date to the members of GTL Limited on the Standalone Financial Statements for the year ended March 31, 2019)

i. a) The Company has maintained proper records showing full particulars including quantitative details and situation of property, plant and equipment.

b) As explained to us, the Company has a phased program of physical verification of the property, plant and equipment, which in our opinion is reasonable, having regard to the size of the Company and nature of its assets.

During the year the Company, in accordance with the said program, has physically verified certain property, plant and equipment. No material discrepancies were noticed on such physical verification.

c) According to the information and explanations given to us and based on the records produced, the title deeds of the immovable properties held by the Company are in the name of the Company. The title deeds of the immovable properties held by the Company are verified from the photo copies of such title deeds as the originals thereof have been deposited with the lenders for securing the borrowings of the Company and confirmation for the same has been obtained from IDBI Trusteeship Services Limited.

ii. The inventories have been physically verified during the year by the management. In our opinion, the frequency of verification is reasonable. The discrepancies noticed on verification between the physical stocks and the book records were not material, having regard to the size of the operations of the Company and the same have been properly dealt with.

iii. According to the information and explanations given to us, the Company has not granted any loans, secured or unsecured to companies, firms, Limited Liability Partnerships or other parties covered in the register maintained under section 189 of the Companies Act, 2013. Accordingly, the provisions of sub clauses (a), (b), (c) of clause (iii) of the order are not applicable to the company.

iv. In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of section 185 and 186 of the Act in respect of investments made, and guarantees and securities given. According to the information and explanations given to us, the Company has neither provided any security nor given any loans.

v. In respect of deposits accepted, in our opinion and according to the information and explanations given to us, directives issued by the Reserve Bank of India and the provisions of section 73 to 76 or any other relevant provisions of the Companies Act, 2013, and the rules framed there under, are not applicable and hence not commented upon.

vi. According to the information and explanations given to us, the Central Government has not prescribed the cost records to be maintained under sub–Section (1) of Section 148 of the Act in respect of business activities carried on by the Company. Therefore, the provisions of clause (vi) of the Order are not applicable to the Company.

vii. a) According to the information and explanations given to us and according to the records of the Company examined by us, in our opinion, the Company is generally regular in depositing with the appropriate authorities undisputed statutory dues including Provident Fund, Employees' State Insurance, Income–tax, Sales Tax, Service Tax, Goods and Service Tax, duty of Custom, duty of Excise, Value Added Tax, Cess and any other statutory dues, wherever applicable.

On the basis of examination of the relevant records and according to the information and explanations given to us, except for Sales Tax dues of ₹ 5.68 Crores, no undisputed amounts payable in respect of aforesaid dues were outstanding as at March 31, 2019 for a period of more than 6 months from the date they became payable.

b) According to the information and explanations given to us, there were no dues in respect of Income Tax, Duty of Excise, Duty of Customs, Sales Tax, Service Tax, Goods and Service Tax and Value Added Tax which have not been deposited on account of any dispute except the following:

(₹ In Crores)

Name of Statute	Nature of Dues	Forum where Dispute is pending	Period to which amount relates (Financial Year)	Gross Amount involved	Amount Paid under protest	Amount Unpaid
Central Sales Tax Act, 1956 and respective states Sales Tax	Sales Tax, Entry Tax, Trade Tax, Penalty, Interest	Commissioner (Appeals), Joint Commissioner, Additional Commissioner, Deputy Commissioner	1992–1993, 1995–1997, 2005–2015	103.84	3.58	100.26
		Appellate Tribunals and Revision Boards	1995–1996, 2002–2003, 2005–2011	6.98	1.28	5.70
Total (A)				110.82	4.86	105.96
Finance Act, 1994 (Service Tax Act)	Service Tax, Interest, Penalty	Commissioner (Appeals)	2010–2015	18.35	0.97	17.38
Total (B)				18.35	0.97	17.38
Income Tax Act, 1961	Penalty	Income Tax Appellate Tribunal	2012–2013	74.91	–	74.91
Total (C)				74.91	–	74.91
Grand Total (A+B+C)				204.08	5.83	198.25

viii. On the basis of, our examination of the records of the Company, the terms of Corporate Debt Restructuring scheme as applicable and according to the information and explanations given to us, the Company has defaulted in repayment of borrowings to financial institutions and banks. The lender wise details of the amount of default and the period of default are as under.

a) Nature of Dues : Term Loan

(Grouped and disclosed under the heading "Secured: Payable to CDR lenders" of note no. 23 "Other Financial Liabilities" to the Standalone Ind AS Financial Statements)

(₹ In Crores)

Name of the Lender	Amount of Loan	Period of Default			
		Less than 1 Year	1 to 2 Years	2 to 3 Years	More than 3 Years
Andhra Bank	189.86	26.63	47.94	42.62	72.67
Bank Of Baroda	67.10	9.37	16.87	15.00	25.86
Bank Of India	239.01	33.20	59.75	53.11	92.95
Canara Bank	131.91	18.32	32.98	29.31	51.30
Catholic Syrian Bank	31.33	4.50	8.10	7.20	11.52
Dena Bank	108.97	15.25	27.46	24.41	41.86
IDBI Bank	91.81	18.46	33.22	29.53	10.60
Indian Bank	65.30	9.12	16.41	14.59	25.18
Indian Overseas Bank	96.96	13.54	24.37	21.66	37.39
Punjab National Bank	150.30	22.51	40.51	36.01	51.27
State Bank Of Hyderabad	13.78	2.26	4.06	3.61	3.85
Standard Chartered Bank	14.45	1.81	3.25	2.89	6.50
Small Industrial Development Bank Of India	65.75	9.18	16.52	14.69	25.36
UCO Bank	74.29	10.32	18.57	16.51	28.89
Union Bank Of India	104.79	15.41	27.74	24.65	37.00
United Bank Of India	46.20	6.45	11.61	10.32	17.81
Vijaya Bank	106.39	14.77	26.59	23.63	41.39
Total	**1,598.19**	**231.09**	**415.96**	**369.74**	**581.40**

b) Nature of Dues : Funded Interest Term Loan

(Grouped and disclosed under the heading "Secured: Payable to CDR lenders" of note no. 23 "Other Financial Liabilities" to the Standalone Ind AS Financial Statements)

(₹ In Crores)

Name of the Lender	Period of default		
	Amount of Loan	2 to 3 Years	More than 3 Years
Andhra Bank	39.39	14.77	24.62
Bank Of Baroda	10.03	4.38	5.64
Bank Of India.	42.13	15.80	26.33
Canara Bank.	26.81	10.05	16.76
Catholic Syrian Bank	6.37	2.60	3.77
Dena Bank	21.81	8.17	13.64
IDBI Bank	20.80	9.23	11.58
Indian Bank	10.87	4.08	6.80
Indian Overseas Bank	17.66	6.62	11.04
Punjab National Bank	31.80	13.02	18.78
State Bank Of Hyderabad	2.68	1.09	1.59
Standard Chartered Bank	2.57	0.77	1.80
Small Industrial Development Bank Of India	10.22	3.83	6.39
UCO Bank	11.88	4.46	7.43
Union Bank Of India	16.13	7.22	8.91
United Bank Of India	9.94	3.73	6.21
Vijaya Bank	21.31	7.99	13.32
Total	**302.41**	**117.82**	**184.59**

c) Nature of Dues: Liability for Bank Guarantee Invocation

(Grouped and disclosed under the heading "Secured: Payable to CDR lenders" of note no. 23 "Other Financial Liabilities" to the Standalone Ind AS Financial Statements)

(₹ In Crores)

Name of the Lender	Period of default	
	Amount of Loan	More than 3 Years
Andhra Bank	7.27	7.27
Dena Bank	16.88	16.88
IDBI Bank	2.65	2.65
Punjab National Bank	58.04	58.04
UCO Bank	6.17	6.17
Union Bank Of India	20.13	20.13
Total	**111.14**	**111.14**

d) Nature of Dues: External Commercial Borrowings

(Disclosed under the heading "Unsecured: Payable to External Commercial Borrowings (ECB) Lenders" of Note No. 23 "Other Financial Liabilities" to the Standalone Ind AS Financial Statements)

(₹ In Cores)

Name of the Lender	Amount of Loan	Period of Default
Al Salam Bank, Bahrain BSC	35.00	More than 7 years
Ami life Insurance PCC Limited	53.21	More than 7 years
Bank of Baroda – London	221.63	More than 7 years
Bank of India – London	90.14	More than 7 years
Pegasus CP One Ltd.	79.96	More than 7 years
Indian Bank – Colombo	35.00	More than 7 years
Indian Bank – Singapore	35.00	More than 7 years
Indian Overseas Bank – Hong Kong	69.99	More than 7 years
Punjab National Bank – London	46.55	More than 7 years
Syndicate Bank– London	69.84	More than 7 years
Total	736.32	
Less : Deposits / Security Margin	(100.57)	
Total	**635.75**	

e) Nature of Dues : Non–Convertible Debentures

As regards dues of ₹ 1,595.16 crores disclosed under "Payable to holder of Rated Redeemable Unsecured Rupee Non–Convertible Debentures" in Note No. 23 "Other Financial Liabilities".

The Company has arrived at a one time settlement (OTS) agreement with its NCD holders for its full and final payment of their existing dues and has accordingly filed the agreed consent terms with the Honorable High Court. Accordingly, High court has set aside the winding up petition filed by the NCD holders against the company.

We further invite attention to Note No 23.3 to the Standalone Ind AS Financial Statements for the same.

ix. According to the information and explanations given to us and on the basis of examination of records, the Company has neither obtained new term loans nor raised any money by way of initial public offer or further public offer of shares and/or debt instruments during the year. Therefore, the provisions of clause (ix) of the Order are not applicable to the Company.

x. Based on our audit procedures performed for the purpose of reporting the true and fair view of the Standalone Financial Statements and on the basis of information and explanations given by the management, no fraud by the Company or on the Company by its officers or employees has been noticed or reported during the year.

xi. According to the information and explanations given to us and based on our examination of records of the Company, the managerial remuneration has been paid or provided in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Act.

xii. In our opinion and according to the information and explanations given to us, the Company is not a Nidhi Company and accordingly the provisions of clause (xii) of the Order are not applicable to the Company.

xiii. According to the information and explanations given to us and based on our examination of records of the Company, the transactions entered with related parties are in compliance with provisions of Section 177 and 188 of the Act, where applicable and the details of such transactions are disclosed in the Standalone Financial Statements as required by the applicable accounting standards.

xiv. According to the information and explanations given to us and based on our examination of records of the Company, the Company during the year has not made any preferential allotment or private placement of shares or fully or partly convertible debentures. Accordingly, the provisions of clause (xiv) of the Order are not applicable to the Company.

xv. In our opinion and according to the information and explanations given to us and based on our examination of records of the Company, the Company during the year has not entered into any non cash transactions with directors or persons connected with the directors covered under the provisions of Sec 192 of the Act and accordingly the provisions of clause (xv) of the Order are not applicable to the Company.

xvi. In our opinion and according to the information and explanations given to us, the Company is not required to be registered under Section 45–IA of the Reserve Bank of India Act, 1934.

For GDA & Associates
Chartered Accountants
Firm registration number: 135780W

CA Mayuresh V. Zele
Partner
Membership No: 150027

Place: Mumbai
Date : May 06, 2019

Standalone Balance Sheet as at March 31, 2019

₹ Crores

Particulars	Notes	As at 31 March 2019	As at 31 March 2018
Assets			
Non–current assets			
Property, plant and equipment	3	**75.13**	79.50
Capital work–in–progress	3	**NIL**	NIL
Investment properties	4	**3.08**	3.12
Intangible assets	5	**0.75**	0.78
Financial assets			
Investments	6	**184.19**	337.00
Loans	7	**0.97**	0.91
Other	8	**NIL**	NIL
Deferred tax assets (net)		**NIL**	NIL
Other non–current assets	9	**NIL**	NIL
		264.12	421.31
Current assets			
Inventories	10	**NIL**	NIL
Financial assets			
Investments		**NIL**	NIL
Trade receivables	11	**0.01**	0.84
Cash and cash equivalents	12	**4.67**	15.19
Bank balance other than included in Cash and cash equivalents above	13	**3.03**	4.49
Loans	14	**0.07**	1.05
Other	15	**6.86**	0.94
Current Tax Assets (Net)	16	**18.01**	17.65
Other current assets	17	**13.36**	30.86
Assets held for Sale and Discontinued Operations	18	**NIL**	NIL
		46.01	71.03
Total Assets		**310.13**	492.34
Equity and liabilities			
Equity			
Equity Share Capital	19	**157.30**	157.30
Other Equity		**(6,714.05)**	(6,469.40)
Total Equity		**(6,556.75)**	(6,312.10)
Non–current liabilities:			
Financial liabilities			
Borrowings	20	**156.87**	141.19
Provisions	21	**0.45**	0.66
		157.32	141.85
Current liabilities:			
Financial liabilities			
Trade payables	22		
– Total outstanding dues to micro & small enterprises		**1.30**	1.38
– Total outstanding dues to other than micro & small enterprises		**56.59**	36.45
Other financial liabilities	23	**6,639.97**	6,614.44
Other current liabilities	24	**11.65**	10.27
Provisions	25	**0.05**	0.05
		6,709.56	6,662.59
Total liabilities		**6,866.88**	6,804.44
Total equity and liabilities		**310.13**	492.34

The accompanying notes form an integral part of the standalone financial Statement

As per our report of even date
For M/s. **GDA and Associates**
Chartered Accountants
FRN No.135780W

Mayuresh V. Zele
Partner
M.No. 150027
Mumbai, May 06, 2019

For and on behalf of the Board

Sunil S.Valavalkar
Whole–time Director

D. S. Gunasingh
Director

Dr. Mahesh Borase
Director

Milind Bapat
Chief Financial Officer

Pratik Toprani
Company Secretary

Statement of Profit and Loss for the year ended March 31, 2019

₹ Crores (unless otherwise stated)

Particulars	Notes	**Year ended 31 March, 2019**	Year ended 31 March, 2018
CONTINUING OPERATIONS			
Revenue from operations	26	**219.05**	995.49
Other income	27	**19.69**	9.89
TOTAL INCOME		**238.74**	1,005.38
EXPENSES			
Cost of Purchases / Services rendered	28	**108.86**	774.29
Changes in inventories of finished goods, stock–in–trade and work–in–progress	29	**NIL**	5.94
Employee benefits expenses	30	**72.06**	151.40
Finance costs	31	**16.67**	18.53
Depreciation and amortisation expenses	32	**4.54**	17.49
Other expenses	33	**281.33**	153.42
TOTAL EXPENSES		**483.46**	1,121.07
Loss before exceptional items and tax from continuing operations		**(244.72)**	(115.69)
Exceptional items	34	**NIL**	(2,512.34)
Loss before tax from continuing operations		**(244.72)**	(2,628.03)
Tax expenses			
Current tax		**NIL**	NIL
Adjustment of tax relating to earlier periods		**0.05**	(0.37)
Loss For The Year From Continuing Operations		**(244.77)**	(2,627.66)
Discontinued operations:			
Loss before tax for the year from discontinued operations		**NIL**	NIL
Tax expenses of discontinued operations		**NIL**	NIL
Loss for the year from discontinued operations		**NIL**	NIL
Loss for the year		**(244.77)**	(2,627.66)
Other Comprehensive Income			
A (i) Items that will not be reclassified to profit or loss		**0.11**	0.37
(ii) Income tax relating to items that will not be reclassified to profit or loss		**NIL**	NIL
Net other comprehensive income not to be reclassified to profit or loss in subsequent periods		**0.11**	0.37
B (i) Items that will be reclassified to profit or loss		**NIL**	NIL
(ii) Income tax relating to items that will be reclassified to profit or loss		**NIL**	NIL
Net other comprehensive income to be reclassified to profit or loss in subsequent periods		**NIL**	NIL
Other comprehensive income for the year, net of tax		**0.11**	0.37
Total Comprehensive Income for the period, net of tax		**(244.66)**	(2,627.29)
Earnings per share (in ₹)	35		
Continuing operations			
Basic		**(15.57)**	(167.05)
Diluted		**(15.57)**	(167.05)
Discontinued operations			
Basic		**NIL**	NIL
Diluted		**NIL**	NIL
Continuing and discontinued operations			
Basic		**(15.57)**	(167.05)
Diluted		**(15.57)**	(167.05)

The accompanying notes form an integral part of the Standalone Financial Statement.

As per our report of even date
For M/s. **GDA and Associates**
Chartered Accountants
FRN No.135780W

Mayuresh V. Zele
Partner
M.No. 150027
Mumbai, May 06, 2019

For and on behalf of the Board

Sunil S. Valavalkar
Whole –time Director

D. S. Gunasingh
Director

Dr. Mahesh Borase
Director

Milind Bapat
Chief Financial Officer

Pratik Toprani
Company Secretary

Statement of Changes in Equity for the year ended March 31, 2019

a. Equity Share Capital:

₹ Crores

Equity shares of INR 10 each issued, subscribed and fully paid (Refer Note 19.3)	No of shares	₹ Crores
At 31 March 2018	157,296,781	157.30
At 31 March 2019	157,296,781	157.30

b. Other Equity:

₹ Crores

Particulars	Equity component of compound financial instrument	Reserves & Surplus						Items of OCI FVTOCI reserve	Total
		Capital Reserve (Refer Note 47)	Capital Redemption Reserve	Securities premium account	Debenture Redemption Reserve*	General reserve	Balance in Statement of Profit and Loss		
For the year ended 31 March 2019									
As at 31 March 2018	570.92	–	8.63	448.18	191.16	510.76	(8,199.06)	NIL	(6,469.40)
Net loss for the period	NIL	NIL	NIL	NIL	NIL	NIL	(244.77)	NIL	(244.77)
Other comprehensive income	NIL	NIL	NIL	NIL	NIL	NIL	0.11	NIL	0.11
Total comprehensive income	NIL	NIL	NIL	NIL	NIL	NIL	(244.66)	NIL	(244.66)
Transfer from debenture redemption reserve / general reserve	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
As at 31 March 2019	**570.92**	**–**	**8.63**	**448.18**	**191.16**	**510.76**	**(8,443.72)**	**NIL**	**(6,714.05)**
For the year ended 31 March 2018									
As at 1 April 2017	570.92	–	8.63	448.18	191.16	510.76	(5,571.77)	NIL	(3,842.11)
Net loss for the period	NIL	NIL	NIL	NIL	NIL	NIL	(2,627.66)	NIL	(2,627.66)
Other comprehensive income	NIL	NIL	NIL	NIL	NIL	NIL	0.37	NIL	0.37
Total comprehensive income	NIL	NIL	NIL	NIL	NIL	NIL	(2,627.29)	NIL	(2,627.29)
Transfer from debenture redemption reserve / general reserve	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
As at 31 March 2018	570.92	–	8.63	448.18	191.16	510.76	(8,199.06)	NIL	(6,469.40)

Notes:

Capital Reserve: This reserve represents fraction coupons amount on conversion of FCCB into equity shares.

Capital Redemption Reserve: This reserve is created u/s 69 of the Companies Act, 2013 by transferring an amount equal to the nominal value of shares bought back by the Company. The same is permitted to be used for issuing fully paid bonus shares.

Securities Premium Account: Premium collected on issue of securities is accumulated as part of securities premium. Utilisation of such premium is restricted by the Companies Act, 2013.

Debenture Redemption Reserve: In view of loss incurred, no Debenture Redemption Reserve is created since year ended March 31, 2012.

General Reserve: General Reserve forms part of the retained earnings and is permitted to be distributed to shareholders as dividend.

Balance in Statement of Profit and Loss: This represents profits remaining after all appropriations. This is free reserve and can be used for distribution as dividend.

As per our report of even date
For **M/s. GDA and Associates**
Chartered Accountants
FRN No.135780W

Mayuresh V. Zele
Partner
M.No. 150027

Mumbai, May 06, 2019

For and on behalf of the Board

Sunil S. Valavalkar
Whole–time Director

D. S. Gunasingh
Director

Dr. Mahesh Borase
Director

Milind Bapat
Chief Financial Officer

Pratik Toprani
Company Secretary

Standalone Cash Flow Statement for the year ended March 31, 2019

₹ Crores

	31 March 2019	31 March 2018
Operating activities		
Profit / (loss) before tax from continuing operations	**(244.61)**	(2,627.66)
Profit/(loss) before tax from discontinued operations	**NIL**	NIL
Profit before tax	**(244.61)**	(2,627.66)
Adjustments to reconcile profit before tax to net cash flows:		
Depreciation and impairment of property, plant and equipment (Continuing operations)	**4.54**	17.49
Gain on disposal of property, plant and equipment	**(0.00)**	(0.06)
Finance income (including fair value change in financial instruments)	**(0.51)**	(2.21)
Finance costs (including fair value change in financial instruments)	**16.67**	18.53
Unrealised Exchange (Gain)/Loss	**71.40**	1.71
Allowance for credit losses – Trade Receivables	**30.64**	85.00
Allowance for credit losses– Other Receivables	**1.19**	31.22
Provision for impairment of investment	**152.81**	1.64
Liabilities / provisions no longer required written back	**(14.93)**	(2.20)
Exceptional Items :		
Provision for Doubtful Advances (Net)	**NIL**	727.79
Provision for diminution in investments	**NIL**	1,784.55
Working capital adjustments:		
Increase /(decrease) in provision for gratuity & compensated absences	**(0.20)**	(0.32)
(Increase)/decrease in trade receivables	**3.50**	14.17
(Increase)/decrease in inventories	**NIL**	5.94
(Increase)/decrease in other current and non current assets	**(4.12)**	78.81
(Increase)/decrease in long term and short term loans and advances	**(4.91)**	18.04
Increase /(decrease) in trade payables, other current and non current liabilities and provisions	**80.07**	(33.31)
	91.54	119.13
Income tax paid (including TDS) (net)	**(0.41)**	9.00
Net cash flows from operating activities	**91.13**	128.13

	31 March 2019	31 March 2018
Investing activities		
Proceeds from sale of property, plant and equipment	**0.00**	0.06
Purchase of property, plant and equipment (including CWIP)	**(0.14)**	(1.90)
Interest received (finance income)	**0.53**	2.27
Net cash flows from / (used in) investing activities	**0.39**	0.43
Financing activities		
Interest paid	**(0.71)**	(1.32)
Repayment of long term borrowings	**(102.79)**	(125.78)
Liability portion of guarantee obligation	**NIL**	(83.07)
Fixed deposits with banks held as margin money	**1.46**	1.63
Net cash flows from / (used in) financing activities	**(102.04)**	(208.54)
Net increase / (decrease) in cash and cash equivalents	**(10.52)**	(79.98)
Cash and cash equivalents at the beginning of the year	**15.19**	95.17
Cash and cash equivalents at the end of the year	**4.67**	15.19

(i) The above Cash Flow Statement has been prepared under the ‘Indirect Method’ as set out in Ind AS – 7 ‘ Statement of Cash Flow.

(ii) Figures in brackets indicate outflows.

(iii) Previous year’s figures have been regrouped/rearranged/recast wherever necessary to make them comparable with those of current year.

As per our report of even date
For **M/s. GDA and Associates**
Chartered Accountants
FRN No.135780W

Mayuresh V. Zele
Partner
M.No. 150027

Mumbai, May 06, 2019

For and on behalf of the Board

Sunil S. Valavalkar
Whole –time Director

D. S. Gunasingh
Director

Dr. Mahesh Borase
Director

Milind Bapat
Chief Financial Officer

Pratik Toprani
Company Secretary

NOTES TO FINANCIAL STATEMENTS

1. CORPORATE INFORMATION

The Company is a public company domiciled in India and is incorporated under the provisions of the Companies Act, applicable in India. Its shares are listed on Bombay Stock Exchange and National Stock Exchange of India. The registered office of the Company is located at GTL Limited, Global Vision, Electronic Sadan II, MIDC, TTC Industrial Area, Mahape, Navi Mumbai.

The Company is engaged in providing network services to telecom operators, OEM's and tower companies.

The financial statements were authorised for issue in accordance with a resolution passed in the meeting of the Board of Directors held on May 06, 2019.

2. SIGNIFICANT ACCOUNTING POLICIES

1. Basis for preparation of Financial Statements:

The Financial Statements have been prepared on a going concern basis under on accrual basis, in accordance with Indian Accounting Standards (Ind AS) notified under the Companies (Indian Accounting Standards) Rules, 2015 as amended by Companies (Indian Accounting standards) (Amendment) Rules, 2016.

The financial statements have been prepared on a historical cost basis, except for the following assets and liabilities which have been measured at fair value:

- Certain financial assets and liabilities measured at fair value (refer accounting policy regarding financial instruments)

  The preparation of the financial statements requires management to make estimates and assumptions. Actual results could vary from these estimates. The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate are revised if the revision affects only that period or in the period of the revision and future periods if the revision affects both current and future years (refer Note no. 38 on critical accounting estimates, assumptions and judgements).

  The financial statements are presented in ₹ and all values are rounded to the nearest Crores (₹ 10,000,000), except when otherwise indicated.

2. Current versus non–current classification:

The Company presents assets and liabilities in the balance sheet based on current/ non–current classification. The Company has presented non–current assets and current assets before equity, non–current liabilities and current liabilities in accordance with Schedule III, Division II of Companies Act, 2013 notified by Ministry of Corporate Affairs (MCA)."

An asset is classified as current when it satisfies any of the following criteria:

- Expected to be realised or intended to be sold or consumed in normal operating cycle;
- Held primarily for the purpose of trading;
- Expected to be realised within twelve months after the reporting period; or
- Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

All other assets are classified as non–current.

A liability is classified as current when:

- It is expected to be settled in normal operating cycle;
- It is held primarily for the purpose of trading;
- It is due to be settled within twelve months after the reporting period; or
- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.

  All other liabilities are classified as non–current.

  Deferred tax assets and liabilities are classified as non–current.

  The operating cycle is the time between the acquisition of assets for processing and their realisation in cash and cash equivalents.

  The Company has considered a period of twelve months for classifying its assets and liabilities as current and non–current.

3. Fair value measurement:

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- In the principal market for the asset or liability, or
- In the absence of a principal market, in the most advantageous market for the asset or liability.

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

A fair value measurement of a non–financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

- Level 1 — Quoted / Published NAV (unadjusted) market prices in active markets for identical assets or liabilities
- Level 2 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable
- Level 3 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

For assets and liabilities that are recognised in the financial statements on a recurring basis, the Company determines whether transfers have occurred between levels in the hierarchy by re–assessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

External valuers are involved for valuation of significant assets, such as properties and unquoted financial assets, and significant liabilities as and when required.

For the purpose of fair value disclosures, the Company has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy as explained above.

This note summarises accounting policy for fair value. Other fair value related disclosures are given in the following notes:

- Disclosures for valuation methods, significant estimates and assumptions (note 36)
- Quantitative disclosures of fair value measurement hierarchy (note 41)
- Investment in unquoted equity shares (note 6)
- Investment properties (note 4)
- Financial instruments (including those carried at amortised cost) (note 40)

4. Revenue recognition:

Revenue is recognised to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured regardless of when the proceeds are being received. Revenue is measured based on the transaction price which is the fair value of the consideration received or receivable, stated net of discounts, returns and taxes. Transaction price is recognised based on the price specified in the contract. Accumulated experience is used to estimate and provide for the discounts / right of return, using the expected value method.

The specific revenue recognition policies are as under:

a. Revenue from contracts with customers:

i. Revenue from Turnkey Contracts, which are either Fixed Price or Cost Plus contracts, is recognized based on percentage of completion method or achievement of milestone. Use of the percentage–of–completion method requires the Company to estimate the efforts or costs expended to date as a proportion to the total efforts or costs to be expended. The Company uses significant judgements while determining the transaction price allocated to performance obligations using the expected cost plus margin approach.

Provisions for estimated losses, if any, on uncompleted contracts are recorded in the period in which such losses become probable based on the expected contract estimates at the reporting date.

ii. Revenue from sale of products is recognized when performance obligations are satisfied. Performance obligations are satisfied when the customer obtains control of the products.

iii. Revenue from services is recognized on performance of service as per the contractual terms.

Contract assets are recognized when there is an excess of revenue earned over billings on contracts. Contract assets are classified as unbilled receivables when there is an unconditional right to receive cash, and only passage of time is required, as per contractual terms. Unearned revenue (“Contract Liability”) is recognized when there is billing in excess of revenue.

b. Dividend income is recognized when the right to receive dividend is established.

c. Income such as interest, rent is recognized as per contractually agreed terms on time proportion basis.

5. Property, plant and equipment :

On transition to Ind AS, the Company has opted to continue with the previous GAAP carrying values as deemed cost for all items of plant, property and equipment.

Tangible Assets are stated at the cost of acquisition less accumulated depreciation and impairment losses, if any. The cost includes purchase price (after deducting trade discounts and rebates), including non–refundable taxes and duties and any costs directly attributable to bringing the asset to the location and condition necessary for it to be capable of operating in the manner intended by Management.

When significant parts of Property, plant and equipment are required to be replaced at intervals, the Company depreciates them separately based on their specific useful lives. Likewise, when a major inspection is performed, its cost is recognised in the carrying amount of the plant and equipment as a replacement if the recognition criteria are satisfied. All other repair and maintenance costs are recognised in the statement of profit and loss.

Advances paid towards acquisition of fixed assets are disclosed as Capital Advances under Other non–current assets and cost of assets not ready for use before the year–end, is disclosed as capital work in progress.

Depreciation on Fixed Assets is provided to the extent of depreciable amount on Straight Line Method over the useful life of the assets and in the manner prescribed in schedule II to the Companies Act, 2013 except in respect of following Fixed Assets where the assessed useful life is different than that prescribed in Schedule II.

The management believes that these estimated useful lives are realistic and reflect fair approximation of the period over which the assets are likely to be used.

Sr.	Asset	Economic Useful Life (Years)
1	Buildings (including land for which no separate Valuation is available)	58
2	Leasehold land	58
3	Plant and Equipment	3 to 10
4	Furniture and Fixtures	5
5	Test and Repair Equipment	5
6	Vehicles	5

An item of property, plant and equipment and any significant part initially recognised is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the statement of Profit and Loss when the asset is derecognised.

The residual values, useful lives and methods of depreciation of property, plant and equipment are reviewed at each financial year end and adjusted prospectively, if appropriate.

Assets taken on lease are depreciated as per useful life prescribed in schedule II, over lease period or the estimated useful life of such assets, whichever is lower. The improvements to leasehold assets are depreciated as per useful life prescribed in schedule II, over the lease period, the estimated useful life of the improvements or the balance lease period, whichever is lower.

6. Investment properties:

On transition to Ind AS, the Company has opted to continue with the previous GAAP carrying values as deemed cost for investment properties.

Investment properties are measured initially at cost, including transaction costs. Subsequent to initial recognition, investment properties are stated at cost less accumulated depreciation and accumulated impairment loss, if any.

The Company, based on assessment made by technical expert and management estimate, depreciates the building over estimated useful life of 58 years which is different from the useful life prescribed in Schedule II to the Companies Act, 2013. The management believes that this estimated useful life is realistic and reflects fair approximation of the period over which the asset is likely to be used.

Though the Company measures investment property using cost based measurement, the fair value of investment property is disclosed in the notes. Fair values are determined based on an annual evaluation performed by an accredited external independent valuer.

Investment properties are derecognised either when they have been disposed of or when they are permanently withdrawn from use and no future economic benefit is expected from their disposal. Any gain or loss arising on derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the statement of Profit and Loss when the asset is derecognised.

7. Intangible assets:

On transition to Ind AS, the Company has opted to continue with the previous GAAP carrying values as deemed cost for all items of Intangible assets.

Intangible assets acquired separately are measured on initial recognition at cost. Following initial recognition, intangible assets are carried at cost less accumulated amortisation and accumulated impairment losses, if any.

The useful lives of intangible assets are assessed as either finite or indefinite. There are no intangible assets assessed with indefinite useful life.

Intangible assets with finite lives are amortised over the useful economic life and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortisation expense on intangible assets with finite lives is recognised in the statement of profit and loss unless such expenditure forms part of carrying value of another asset.

Any gain or loss arising on derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the statement of Profit and Loss when the asset is derecognised

The Company amortises intangible assets using the straight line method based on useful lives as prescribed in Schedule II.

8. Inventories:

a. Inventories including Work–in–process and stores and spares are valued at the lower of cost and net realizable value.

b. Inventory of Consumables is valued at cost

c. Cost of inventories is generally ascertained on first in first out basis.

Cost includes cost of purchase and other costs incurred in bringing inventories to their present location and condition. Net realisable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and the estimated costs necessary to make the sale.

9. Impairment of Non–Financial Assets

At each balance sheet, the Company assesses whether there is any indication that any property, plant and equipment and intangible asset may be impaired and if any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any).

For the purpose of impairment testing, the recoverable amount is determined on an individual asset basis unless the asset does not generate cash flows that are largely independent of those from other assets. In such cases, the recoverable amount is determined for the cash generating unit to which the asset belongs.

Recoverable amount is the higher of fair value less costs of disposal and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre–tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted.

If the recoverable amount of an asset (or cash generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or cash generating unit) is reduced to its recoverable amount. An impairment loss is recognised immediately in the Statement of profit and loss. The impairment loss recognised in prior accounting period is reversed if there has been a change in the estimate of recoverable amount.

10. Foreign currencies:

The Company's financial statements are presented in ₹ which is also its functional currency.

Transactions and balances

Transactions in foreign currencies are initially recorded at the exchange rate prevailing on the date of transaction.

Monetary assets and liabilities denominated in foreign currencies are translated at the functional currency closing rates of exchange at the reporting date.

Exchange differences arising on settlement or translation of monetary items are recognised in Statement of Profit and Loss.

Non–monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates at the dates of the initial transactions.

11. Employee Benefits:

Short Term Employee Benefits

The undiscounted amount of short term employee benefits expected to be paid in exchange for the services rendered by the employees are recognised as an expense during the year when the employees render the services.

Post–Employment Benefits

Defined Contribution Plan

A defined contribution plan is a post–employment benefit plan under which the Company pays specified contributions to a separate entity. The Company makes specified monthly contributions towards Provident Fund, Pension Scheme. The Company's contribution is recognised as an expense in the Statement of Profit and Loss during the period in which the employee renders the related service.

Defined Benefit Plan

The liability in respect of defined benefit plans and other post–employment benefits is calculated using the Projected Unit Credit Method and spread over the period during which the benefit is expected to be derived from employees 'services.

Re–measurement of defined benefit plans in respect of post–employment and other long term benefits are charged to the other Comprehensive Income.

12. Financial instruments:

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

Financial assets

Initial recognition and measurement

All financial assets are initially recognised at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets, which are not at fair value through profit or loss are adjusted to the fair value on initial recognition. Purchase and sale of financial asset are recognised using trade date accounting i.e. the date that the Company commits to purchase or sell the asset.

Subsequent measurement

Financial Assets carried at amortised cost (AC)

A financial asset is subsequently measured at amortised cost if it is held within a business model whose objective is to hold the asset in order to collect the contractual cash flows and the contractual terms of the financial asset give rise on the specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

After initial measurement, such financial assets are subsequently measured at amortised cost using the effective interest rate (EIR) method. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included in finance income in the profit or loss. The losses arising from impairment are recognised in the profit or loss. This category applies to Trade and other receivables, Security deposits, Other advance, Loan and advances to related parties, Unbilled Income, Interest Receivable etc.

Financial Assets at Fair Value through Other Comprehensive Income (FVTOCI)

A financial asset is subsequently measured at Fair Value through other Comprehensive Income if it is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets and the contractual terms of the financial assets give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

The Company doesnt not have any financial assets which are fair valued through Other Comprehensive Income (FVTOCI).

Financial Assets at Fair Value through profit or loss (FVTPL)

A financial asset which is not classified in any of the above categories is subsequently fair valued through profit or loss

Equity investments

All equity investments other than investment in Subsidiaries and Associates are measured at fair value, with value changes recognised in Statement of Profit and loss except for those equity investments for which the Company has elected to present the value changes in 'other comprehensive income'

The Company doesnt not have any equity investments which are fair value through Other Comprehensive Income (FVTOCI)

The Company makes such election on an instrument–by–instrument basis. The classification is made on initial recognition and is irrevocable.

Derecognition

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is primarily derecognised when:

The rights to receive cash flows from the asset have expired, or

The Company has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass–through' arrangement and either (a) the Company has transferred substantially all the risks and rewards of the asset, or (b) the Company has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

Impairment of financial assets

The Company assesses impairment based on expected credit loss (ECL) model to the following

Financial assets at amortised cost

Financial assets measured at fair value through Profit or Loss Account

The Company follows simplified approach for recognition of impairment loss allowance. The application of simplified approach does not require the Company to track changes in credit risks. Rather, it recognises impairment loss allowance based on lifetime ECL at each reporting date, right from its initial recognition.

The Company uses historical cost experience to determine the impairment loss allowance on the portfolio of trade receivables. At every reporting date, the historically observed default rates are updated and changes in the forward looking estimates are analysed.

For recognition of impairment loss on other financial assets and risk exposure, the Company determines that whether there has been a significant increase in the credit risk since initial recognition. If credit risk has not increased significantly, 12–month ECL is used to provide for impairment loss. However, if credit risk has increased significantly, lifetime ECL is used. If, in a subsequent period, credit quality of instrument improves such that there is no longer a significant increase in credit risk since initial recognition, then the Company reverts to recognising impairment loss allowance based on 12–month ECL.

Financial liabilities

Initial recognition and measurement

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss, loans and borrowings, payables, or as derivatives designated as hedging instruments in an effective hedge, as appropriate.

All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

The Company's financial liabilities include trade and other payables, loans and borrowings including bank overdrafts, financial guarantee contracts and derivative financial instruments.

A. Subsequent measurement

The measurement of financial liabilities depends on their classification, as described below:

Financial liabilities at fair value through profit or loss

Financial liabilities at fair value through profit or loss include financial liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through profit or loss. Financial liabilities are classified as held for trading if they are incurred for the purpose of repurchasing in the near term. This category also includes derivative financial instruments entered into by the Company that are not designated as hedging instruments in hedge relationships as defined by Ind AS 109. Separated embedded derivatives are also classified as held for trading unless they are designated as effective hedging instruments.

Gains or losses on financial liabilities held for trading are recognised in the profit or loss.

Financial liabilities designated upon initial recognition at fair value through profit or loss are designated as such at the initial date of recognition, and only if the criteria in Ind AS 109 are satisfied. For liabilities designated as FVTPL, fair value gains/ losses attributable to changes in own credit risk is recognized in OCI. These gains/ loss are not subsequently transferred to Profit and Loss . However, the Company may transfer the cumulative gain or loss within equity. All other changes in fair value of such liability are recognised in the statement of profit and loss. The Company has not designated any financial liability as at fair value through profit or loss.

Loans and borrowings

After initial recognition, interest–bearing loans and borrowings are subsequently measured at amortised cost using the EIR method. Gains and losses are recognised in profit or loss when the liabilities are derecognized.

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included as finance costs in the statement of profit and loss.

Financial guarantee contracts

Financial guarantee contracts issued by the Company are those contracts that require a payment to be made to reimburse the holder for a loss it incurs because the specified debtor fails to make a payment when due in accordance with the terms of a debt instrument. Financial guarantee contracts are recognised initially as a liability at fair value, adjusted for transaction costs that are directly attributable to the issuance of the guarantee. Subsequently, the liability is measured at the higher of the amount of loss allowance determined as per impairment requirements of Ind AS 109 and the amount recognised less cumulative amortisation.

Derecognition

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another, from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the statement of profit and loss.

Embedded derivatives

An embedded derivative is a component of a hybrid (combined) contract that also includes a non–derivative host contract – with the effect that some of the cash flows of the combined instrument vary in a way similar to a stand–alone derivative. An embedded derivative causes some or all of the cash flows that otherwise would be required by the contract to be modified according to a specified interest rate, financial instrument price, commodity price, foreign exchange rate, index of prices or rates, credit rating or credit index, or other variable, provided in the case of a non–financial variable that the variable is not specific to a party to the contract. Reassessment only occurs if there is either a change in the terms of the contract that significantly modifies the cash flows that would otherwise be required or a reclassification of a financial asset out of the fair value through profit or loss.

If the hybrid contract contains a host that is a financial asset within the scope of Ind AS 109, the Company does not separate embedded derivatives. Rather, it applies the classification requirements contained in Ind AS 109 to the entire hybrid contract. Derivatives embedded in all other host contracts are accounted for as separate derivatives and recorded at fair value if their economic characteristics and risks are not closely related to those of the host contracts and the host contracts are not held for trading or designated at fair value though profit or loss. These embedded derivatives are measured at fair value with changes in fair value recognised in profit or loss, unless designated as effective hedging instruments.

Reclassification of financial assets

The Company determines classification of financial assets and liabilities on initial recognition. After initial recognition, no reclassification is made for financial assets which are equity instruments and financial liabilities. For financial assets which are debt instruments, a reclassification is made only if there is a change in the business model for managing those assets. Changes to the business model are expected to be infrequent. The Company's senior management determines change in the business model as a result of external or internal changes which are significant to the Company's operations. Such changes are evident to external parties. A change in the business model occurs when the Company either begins or ceases to perform an activity that is significant to its operations. If the Company reclassifies financial assets, it applies the reclassification prospectively from the reclassification date which is the first day of the immediately next reporting period following the change in business model. The Company does not restate any previously recognised gains, losses (including impairment gains or losses) or interest.

Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the balance sheet if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously.

13. Provision for Current and Deferred Tax:

a. **Current Tax:** Provision is made for income tax, under the tax payable method, based on the liability as computed after taking credit for allowances, exemptions, and MAT credit entitlement for the year. Adjustments in books are made only after the completion of the assessment. In case of matters under appeal, due to disallowances or otherwise, full provision is made when the Company accepts the said liabilities.

   Current income tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity). Current tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.The Company offsets current tax assets and current tax liabilities and presents the same net if and only if it has a legally enforceable right to set off current tax assets and current tax liabilities.

b. **Deferred tax**: Deferred tax is recognised on differences between the carrying amounts of assets and liabilities in the balance sheet and the corresponding tax bases used in the computation of taxable profit and thereafter a deferred tax asset or deferred tax liability is recorded for temporary differences, namely the differences that originate in one accounting period and reverse in another. Deferred tax is measured based on the tax rates and tax laws enacted or substantively enacted at the Balance Sheet date. Deferred tax asset is recognized only to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilized. Carrying value of deferred tax asset is adjusted for its appropriateness at each balance sheet date.

   Deferred tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity). Deferred tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity.

   The Company offsets and the deferred tax assets and deferred tax liabilities and presents the same net if the deferred tax assets and deferred tax liabilities relate to income taxes levied by the same tax authority.

c. Credit of MAT is recognised as an asset only when and to the extent there is convincing evidence that the Company will pay normal income tax during the specified period, i.e., the period for which MAT credit is allowed to be carried forward. In the year in which the MAT credit becomes eligible to be recognized as an asset, the said asset is created by way of a credit to the statement of profit and loss and shown as MAT credit entitlement. The Company reviews the same at each balance sheet date and writes down the carrying amount of MAT credit entitlement to the extent there is no longer convincing evidence to the effect that the Company will pay normal income tax during the specified period.

14. Provisions, Contingent Liabilities and Contingent Assets :

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event. It is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. If the effect of the time value of money is material, provisions are discounted using equivalent period government securities interest rate. Unwinding of the discount is recognised in the statement of profit and loss as a finance cost. Provisions are reviewed at each balance sheet date and are adjusted to reflect the current best estimate. Contingent liabilities are disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non–occurrence of one or more uncertain future events not wholly within the control of the Company or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle or a reliable estimate of the amount cannot be made. Information on contingent liability is disclosed in the Notes to the Financial Statements. Contingent assets are not recognised. However, when the realisation of income is virtually certain, then the related asset is no longer a contingent asset, but it is recognised as an asset.

15. Borrowing Cost:

a. Borrowing costs, less any income on the temporary investment out of those borrowings, that are directly attributable to acquisition of an asset that necessarily takes a substantial period of time to get ready for its intended use are capitalized as a part of the cost of that asset.

Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds. Interest income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalisation. Borrowing cost also includes exchange differences to the extent regarded as an adjustment to the borrowing costs.

b. Other borrowing costs are recognized as expense in the period in which they are incurred.

16. Leases:

Company as a lessee:

a. Assets taken on lease, under which the lessor effectively retains all the risks and rewards of ownership, are classified as operating lease. Operating lease payments are recognized as expense in the Statement of Profit and Loss on a straight–line basis over the lease term unless payments to the lessor are structured to increase in line with expected general inflation to compensate for the lessor's expected inflationary cost increase; such increases are recognised in the year in which such benefits accrue.

b. Assets acquired under leases where all the risks and rewards incidental to ownership are substantially transferred to the Company are classified as Finance leases. Such leases are capitalized at the inception of the lease at the lower of fair value or the present value of minimum lease payments and liability is created for an equivalent amount. Each lease rental paid is allocated between the liability and interest cost so as to obtain a constant periodic rate of interest on the outstanding liability for each year.

17. Convertible preference shares

Convertible preference shares are separated into liability and equity components based on the terms of the contract.

On issuance of the convertible preference shares, the fair value of the liability component is determined using a market rate for an equivalent non–convertible instrument. This amount is classified as a financial liability measured at amortised cost (net of transaction costs) until it is extinguished on conversion or redemption.

The remainder of the proceeds is allocated to the conversion option that is recognised and included in equity since conversion option meets Ind AS 32 criteria for fixed to fixed classification. Transaction costs are deducted from equity, net of associated income tax. The carrying amount of the conversion option is not remeasured in subsequent years.

Transaction costs are apportioned between the liability and equity components of the convertible preference shares based on the allocation of proceeds to the liability and equity components when the instruments are initially recognised.

18. Cash and Cash equivalents :

Cash and cash equivalents comprise cash at bank and in hand, cheques in hand and deposits with banks having maturity period less than three months from the date of acquisition, which are subject to an insignificant risk of changes in value

For the purpose of statement of cash flows, cash and cash equivalents consist of cash and short–term deposits as defined above net of outstanding bank overdrafts as they are considered an integral part of the Company's cash management policy.

19. Earnings per share

The earnings considered in ascertaining the Company's Earnings Per Share (EPS) is the net profit/ (loss) after tax. The number of shares used in computing basic EPS is the weighted average number of shares outstanding during the period/year. The diluted EPS is calculated on the same basis as basic EPS, after adjusting for the effects of potential dilutive equity shares unless the effect of the potential dilutive equity shares is anti–dilutive.

20. Non–current assets held for sale / discontinued operations / Liabilities directly associated with assets classified as held for sale:

The Company classifies non–current assets as held for sale/ discontinued operations if their carrying amounts will be recovered principally through a sale rather than through continuing use. Actions required to complete the sale should indicate that it is unlikely that significant changes to the sale will be made or that the decision to sell will be withdrawn. Management must be committed to the sale expected within one year from the date of classification.

For these purposes, sale transactions include exchanges of non–current assets for other non–current assets when the exchange has commercial substance. The criteria for held for sale classification is regarded met only when the assets is available for immediate sale in its present condition, subject only to terms that are usual and customary for sales of such assets, its sale is highly probable; and it will genuinely be sold, not abandoned. The Company treats sale of the asset to be highly probable when:

- The appropriate level of management is committed to a plan to sell the asset,
- An active programme to locate a buyer and complete the plan has been initiated (if applicable),
- The asset is being actively marketed for sale at a price that is reasonable in relation to its current fair value,
- The sale is expected to qualify for recognition as a completed sale within one year from the date of classification, and
- Actions required to complete the plan indicate that it is unlikely that significant changes to the plan will be made or that the plan will be withdrawn.

Non–current assets held for sale are measured at the lower of their carrying amount and the fair value less costs to sell. Assets and liabilities classified as held for sale are presented separately in the balance sheet.

Property, plant and equipment and intangible assets once classified as held for sale to owners are not depreciated or amortised.

A discontinued operation is a component of an entity that either has been disposed of, or is classified as held for sale, and:

- Represents a separate major line of business or geographical area of operations,
- Is part of a single co–ordinated plan to dispose of a separate major line of business or geographical area of operations

  Or

- Is a subsidiary acquired exclusively with a view to resale

Discontinued operations are excluded from the results of continuing operations and are presented as a single amount as profit or loss after tax from discontinued operations in the statement of profit and loss.

21. Recent Indian Accounting Standards (Ind AS)

Ministry of Corporate Affairs (MCA) through Companies (Indian Accounting Standards) Amendment Rules, 2018 has notified the following new amendments to Ind ASs which the Company has not applied as these are effective for annual periods beginning on or after April 1, 2019:

Ind AS 116	Leases
Amendments to Ind AS 12	Income Taxes
Appendix C to Ind AS 112	Income Taxes
Amendments to Ind AS 19	Employee Benefits

Ind AS 116 – Leases

The Ministry of Corporate Affairs has notified the Ind AS 116, Leases, which will be effective from April 1, 2019 and would replace the existing standard on leases, Ind AS 17. The standard sets out the principles for the recognition, measurement, presentation and disclosures for both parties to a contract, i.e. the lessee and the lessor. Ind AS 116 introduces a single lessee accounting model and requires a lessee to recognise assets and liabilities for all leases with a term of more than twelve months, unless the underlying asset is of low value. The lease payments under operating leases are recognized as expenses in the Statement of Profit and Loss. The Company is evaluating the requirements of Ind AS 116 on the financial statements.

Amendments to Ind AS 12 – Income Taxes

On March 30, 2019, the Ministry of Corporate Affairs has notified limited amendments to Ind AS 12 on Income Taxes. The amendments require an entity to recognise the income tax consequences of dividends as defined in Ind AS 109 when it recognises a liability to pay a dividend. The income tax consequences of dividends are linked more directly to past transactions or events that generated distributable profits than to distributions to owners. Therefore, an entity shall recognize the income tax consequences of dividends in profit or loss, other comprehensive income or equity where the entity had originally recognised those past transactions or events. The amendment will come into force for accounting periods beginning on or after April 1, 2019. The Company is evaluating the effect of the above in the financial statements.

Appendix C to Ind AS 12 – Uncertainty over Income Tax Treatments

On March 30, 2019, Ministry of Corporate Affairs has notified the Companies (Indian Accounting Standards) Amendment Rules, 2019 containing Appendix C to Ind AS 12, Uncertainty over Income Tax Treatments, which clarifies the application and measurement requirements in Ind AS 12 when there is an uncertainty over income tax treatments. The current and deferred tax asset or liability shall be recognized and measured by applying the requirements in Ind AS 12 based on the taxable profit (tax loss), tax bases, unused tax losses, unused tax credits and tax rates determined by applying this appendix. The amendment is effective for annual periods beginning on or after April 1, 2019. The Company is evaluating the effect of the above in the financial statements.

Amendment to Ind AS 19 – Employee Benefits

On March 30, 2019, the Ministry of Corporate Affairs has notified limited amendments to Ind AS 19 'Employee Benefits' in connection with accounting for plan amendments, curtailments and settlements. The amendments require an entity to use updated assumptions to determine current service cost and net interest for the remainder of the period after a plan amendment, curtailment or settlement and to recognise in profit or loss statement as a part of the past service cost, or a gain or loss on settlement, any reduction in a surplus, even if that surplus was not previously recognised because of the impact of the asset ceiling. The amendment will come into force for accounting periods beginning on or after April 1, 2019. The Company is evaluating the effect of the above in the financial statements.

3. PROPERTY, PLANT AND EQUIPMENT

₹ Crores

Particulars	Leasehold Buildings	Plant & Machinery	Furniture & Fixtures	Office Equip–ments	Computers	Networking Assets	Test and Repair Equip–ments	Vehicles	Total of Property, Plant and Equip–ment	Capital Work in Progress
Cost										
At 1 April 2017	77.96	111.21	4.09	3.24	0.85	36.16	5.77	1.13	240.41	NIL
Additions	NIL	0.01	0.01	0.14	0.48	1.13	0.04	0.13	1.94	0.07
Disposals	NIL	NIL	NIL	NIL	(0.15)	NIL	NIL	NIL	(0.15)	(0.07)
At 31 March 2018	**77.96**	**111.22**	**4.10**	**3.38**	**1.18**	**37.29**	**5.81**	**1.26**	**242.20**	**NIL**
Additions	NIL	NIL	NIL	NIL	NIL	0.11	NIL	NIL	0.11	NIL
Disposals	NIL	NIL	NIL	NIL	NIL	(0.01)	NIL	NIL	(0.01)	NIL
At 31 March 2019	**77.96**	**111.22**	**4.10**	**3.38**	**1.18**	**37.39**	**5.81**	**1.26**	**242.30**	**NIL**
Depreciation and impairment										
At 1 April 2017	3.54	99.98	1.69	1.58	0.56	34.66	3.22	0.25	145.48	NIL
Depreciation charge for the year	1.82	10.89	0.62	0.23	0.37	1.83	1.35	0.26	17.37	NIL
Disposals	NIL	NIL	NIL	NIL	(0.15)	NIL	NIL	NIL	(0.15)	NIL
At 31 March 2018	**5.36**	**110.87**	**2.31**	**1.81**	**0.78**	**36.49**	**4.57**	**0.51**	**162.70**	**NIL**
Depreciation charge for the year	1.80	0.18	0.14	0.20	0.38	0.49	1.02	0.26	4.47	
Disposals	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
At 31 March 2019	**7.16**	**111.05**	**2.45**	**2.01**	**1.16**	**36.98**	**5.59**	**0.77**	**167.17**	**NIL**
Net Book Value										
At 31 March 2019	**70.80**	**0.17**	**1.65**	**1.37**	**0.02**	**0.41**	**0.22**	**0.49**	**75.13**	**NIL**
At 31 March 2018	**72.60**	**0.35**	**1.79**	**1.57**	**0.40**	**0.80**	**1.24**	**0.75**	**79.50**	**NIL**

3.1 Deemed cost of leasehold building includes subscription towards share capital of co–operative societies amounting to ₹ 2,750/– (Previous Year ₹ 2,750/–)

3.2 For lien and charge on the above assets refer note no 23.1

3.3 In accordance with the Indian Accounting Standard (Ind AS 36) on “Impairment of Assets” the Management is required to carry out an exercise of identifying assets that may have been impaired. However, in the opinion of the management, the fixed assets of the company mainly comprise of leasehold land and buildings and not cash generating units as stated in the said accounting standard and there is no impairment of any of the fixed assets.

4. INVESTMENT PROPERTY

₹ Crores

Particulars	Freehold land	Leasehold land	Total
Opening Balance At 1 April 2017	0.23	3.05	3.28
Additions	NIL	NIL	NIL
Disposals	NIL	NIL	NIL
Closing Balance At 31 March 2018	**0.23**	**3.05**	**3.28**
Additions	NIL	NIL	NIL
Disposals	NIL	NIL	NIL
Closing Balance At 31 March 2019	**0.23**	**3.05**	**3.28**
Depreciation and impairment			
Opening Balance At 1 April 2017	NIL	0.11	0.11
Depreciation charge for the year	NIL	0.05	0.05
Disposals	NIL	NIL	NIL
Closing Balance At 31 March 2018	**NIL**	**0.16**	**0.16**
Depreciation charge for the year	NIL	0.04	0.04
Disposals	NIL	NIL	NIL
Closing Balance At 31 March 2019	**NIL**	**0.20**	**0.20**
Net Block			
At 31 March 2019	**0.23**	**2.85**	**3.08**
At 31 March 2018	**0.23**	**2.89**	**3.12**

4.1 Information regarding income and expenditure of Investment property

₹ Crores

Particulars	March–19	March–18
Rental income derived from investment properties	**NIL**	NIL
Direct operating expenses (including repairs and maintenance) generating rental income	**NIL**	NIL
Direct operating expenses (including repairs and maintenance) that did not generate rental income	**(0.12)**	(0.13)
Loss arising from investment properties before depreciation and indirect expenses	**(0.12)**	(0.13)
Less – Depreciation	**(0.04)**	(0.05)
Loss arising from investment properties before indirect expenses	**(0.16)**	(0.18)

4.2 For lien and charge on the above assets refer note no 23.1

4.3 Reconciliation of fair value:

₹ Crores

Particulars	Amount
Fair value as at 31 March 2017	40.55
Fair value difference	1.98
Purchases	NIL
Fair value as at 31 March 2018	**42.53**
Fair value difference	NIL
Purchases	NIL
Fair value as at 31 March 2019	**42.53**

Estimation of Fair Value

4.3.1 The company's investment properties consist of land parcels in the state of Gujarat and Maharashtra

4.3.2 The fair value of the Company's investment properties as at 31st March, 2017 was arrived at on the basis of a valuation carried out by independent registered valuers not related to the Company. The Company has adopted policy of revaluing investment property generally every three years unless there are any significant changes in the circumstances requiring earlier revaluation. Accordingly, the Company has continued with the same valuation for the year ended 31st March, 2019.

5. INTANGIBLE ASSETS

₹ Crores

Particulars	Networking Software	Other than Networking Software	Total
Deemed Cost			
At 1 April 2017	1.08	NIL	1.08
Additions	0.10	NIL	0.10
Disposals	NIL	NIL	NIL
At 31 March 2018	**1.18**	**NIL**	**1.18**
Additions	NIL	NIL	NIL
Disposals	NIL	NIL	NIL
At 31 March 2019	**1.18**	**NIL**	**1.18**
Amortization and impairment			
At 1 April 2017	0.33	NIL	0.33
Amortisation	0.07	NIL	0.07
Disposals	NIL	NIL	NIL
At 31 March 2018	**0.40**	**NIL**	**0.40**
Amortisation	0.03	NIL	0.03
Disposals	NIL	NIL	NIL
At 31st March 2019	**0.43**	**NIL**	**0.43**
Net Book Value			
At 31st March 2019	**0.75**	**NIL**	**0.75**
At 31st March 2018	**0.78**	**NIL**	**0.78**

5.1 For lien and charge on the above assets refer note no 23.1

6. INVESTMENTS (NON CURRENT)

Particulars	31 March 2019		31 March 2018	
	Numbers	₹ Crores	Numbers	₹ Crores
Investments – Trade (fully paid)				
Quoted				
Equity Shares				
GTL Infrastructure Limited (Face Value of ₹ 10/– each) (Refer Note 6.2 and 6.3)	**2,046,505,865**	**2,229.03**	2,046,505,865	2,229.03
Less : Provision for impairment loss		**(2,044.84)**		(1,892.03)
Total of Quoted Investments in Equity Shares – Trade		**184.19**		337.00

Particulars	31 March 2019		31 March 2018	
	Numbers	₹ Crores	Numbers	₹ Crores
Unquoted				
Equity Shares of :				
Associates				
Global Rural Netco Ltd. (Face Value of ₹ 10/– each)	**75,000,000**	**75.00**	75,000,000	75.00
Less : Provision for Impairment loss		**(75.00)**		(75.00)
		NIL		NIL
Others				
Ada Cellworks Wireless Engineering Pvt. Ltd. (Face Value of ₹ 10/– each) (refer note 6.2)	**90,000**	**13.46**	90,000	13.46
Less : Provision for Impairment loss		**(13.46)**		(13.46)
		NIL		NIL
European Projects and Aviation Ltd. (Face Value of ₹ 10/– each) (refer note 6.2)	**12,350,000**	**NIL**	12,350,000	NIL
Total of Un–quoted Investments in Equity Shares – Trade		**NIL**		NIL
Investments in:				
Preference Shares of				
Associates				
6% Cumulative Redeemable Preference Shares of Global Rural Netco Ltd.	**20,000,000**	**200.00**	20,000,000	200.00
Less : Provision for Impairment loss		**(200.00)**		(200.00)
Sub Total of Preference share of Associates		**NIL**		NIL
Others				
0.1% Cumulative Preference Shares of Global Proserv Ltd. (Face Value of ₹ 100/– each) (refer note 6.2)	**13,000,000**	**100.24**	13,000,000	100.24
Less : Provision for Impairment loss		**(100.24)**		(100.24)
		NIL		NIL
0.1% 12 Years Redeemable Preference Shares of European Projects and Aviation Limited (Face Value of ₹ 10/– each) (refer note 6.2)	**13,000,000**	**15.04**	13,000,000	15.04
0.02% 13 Years Redeemable Preference Shares of European Projects and Aviation Limited (Face Value of ₹ 10/– each)	**50,250,000**	**19.11**	50,250,000	19.11
0.1% 13 Years Redeemable Preference Shares of European Projects and Aviation Limited (Face Value of ₹10/– each)	**44,246,900**	**77.50**	44,246,900	77.50
Total		**111.65**		111.65
Less : Provision for Impairment loss		**(111.65)**		(111.65)
Total of Un–quoted Investments in Preference Shares – Others		**NIL**		NIL
Total of Un–quoted Investments in Preference Shares		**NIL**		NIL

Particulars	31 March 2019		31 March 2018	
	Numbers	₹ Crores	Numbers	₹ Crores
Trade				
Debenture of :				
Associates				
11% Fully Convertible Debenture Series – A Global Rural Netco Ltd. (Face Value of ₹ 100/– each)	**15,000,000**	**150.00**	15,000,000	150.00
Less : Provision for Impairment loss		**(150.00)**		(150.00)
Total of Un–quoted Investments in Debentures – Trade		**NIL**		NIL
Total of Un–quoted Investments – Trade		**NIL**		NIL
Total Investments		**184.19**		337.00
Aggregate amount of quoted investments		**2,229.03**		2,229.03
Aggregate market value of quoted investments		**184.19**		530.05
Aggregate Amount of unquoted investments		**1,042.55**		1,042.55
Aggregate amount of impairment in value of investments		**3,087.39**		2,934.58

6.1 The Company has measured all its investments, except its investments in subsidiaries and associates, at fair value and the gain / loss on fair valuation has been accounted through Profit and Loss Account. Investments in subsidiaries and associates are measured at historical cost less impairment.

6.2 The Company had pledged certain shares held in its subsidiary / associate / affiliate companies, which are held as 'Long Term Investments', with the lenders as a security towards the borrowings from the lenders. During the current year, the lenders have invoked the pledge and have transferred those shares in the name of its trustees without appropriating the same against the borrowings. The Company has made necessary disclosure to the Stock Exchanges vide its letter dated April 2, 2019 in this regard. Further, the company shall take appropriate legal action based on legal advice . Pending appropriation of pledged shares as mentioned above, the said investments are continued to be classified under 'Long Term Investments'.

6.3 The company has carried out fair valuation of its investment in GTL Infrastructure Ltd and accordingly, accounted the 'Mark to Market' loss amounting to ₹ 152.81 Crores during the current year. These investments are part of the shares that have been transferred by the lenders in the name of its trustees as mentioned in note no. 6.2 above.

7. LOANS (NON CURRENT)

₹ Crores

Particulars	31 March 2019	31 March 2018
Unsecured, Considered good		
Security Deposits		
Deposits with body corporates and others	**6.72**	6.68
Deposits with government authorities	**0.53**	0.53
Less : Provision for doubtful deposits	**(6.28)**	(6.30)
Total	**0.97**	0.91

8. OTHERS (NON–CURRENT)

₹ Crores

Particulars	31 March 2019	31 March 2018
Unsecured, considered doubtful		
Advance to suppliers	**759.05**	767.04
Allowance for credit losses	**(759.05)**	(767.04)
	NIL	NIL
Other advances	**192.79**	192.79
Allowances for credit losses	**(192.79)**	(192.79)
	NIL	NIL
Total	**NIL**	NIL

9. OTHER NON–CURRENT ASSETS

₹ Crores

Particulars	31 March 2019	31 March 2018
Capital advances	**0.07**	0.07
Less: Allowance for credit losses	**(0.07)**	(0.07)
Total	**NIL**	NIL

10. INVENTORIES

₹ Crores

Particulars	31 March 2019	31 March 2018
Stock–in–trade held for trading	**NIL**	NIL
Consumables	**NIL**	NIL
Total	**NIL**	NIL

10.1 For basis of valuation – Refer Point No. 8 of Note No. 2“Significant Accounting Policies”

11. TRADE RECEIVABLES

₹ Crores

Particulars	31 March 2019	31 March 2018
Trade receivables – Unsecured		
Considered good	**0.01**	0.84
Doubtful	**277.50**	279.25
	277.51	280.09
Allowance for doubtful debts	**(277.50)**	(279.25)
	(277.50)	(279.25)
Total	**0.01**	0.84
Trade receivables (Net of allowance for credit losses)		
Subsidiaries	**NIL**	NIL
Associates	**NIL**	NIL
Others	**0.01**	0.84
Total	**0.01**	0.84

12. CASH AND CASH EQUIVALENTS

₹ Crores

Particulars	31 March 2019	31 March 2018
Balances with banks		
In current accounts	**4.63**	15.14
Cash on hand	**0.04**	0.05
Total	**4.67**	15.19

13. BANK BALANCES OTHER THAN CASH AND CASH EQUIVALENTS

₹ Crores

Particulars	31 March 2019	31 March 2018
Margin money with banks against guarantees*	**2.83**	4.29
Earmarked bank balances towards unclaimed dividend	**0.20**	0.20
Total	**3.03**	4.49

*Includes ₹ 0.32 Crores (₹ 0.16 Crores as at March 31, 2018) having maturity after 12 months.

14. LOANS (CURRENT)

₹ Crores

Particulars	31 March 2019	31 March 2018
Unsecured		
Loans to employees	**0.01**	0.00
Deposits with body corporates and others		
considered good	**0.06**	1.05
considered doubtful	**0.99**	0.12
Total	**1.06**	1.17
Allowance for credit losses on deposits	**(0.99)**	(0.12)
	(0.99)	(0.12)
Total	**0.07**	1.05

15. OTHERS (CURRENT)

₹ Crores

Particulars	31 March 2019	31 March 2018
Advance to Suppliers	**191.00**	192.58
Interest receivable (Refer note 15.1)	**45.91**	45.91
Interest receivable on term deposit	**0.14**	0.16
Other Advances	**9.11**	3.36
Receivable towards reimbursible of cost / expenses	**11.88**	11.60
Unbilled Revenue	**4.12**	NIL
Total	**262.16**	253.61
Allowance for credit losses		
Advance to Suppliers	**(191.00)**	(192.58)
Interest receivable	**(45.91)**	(45.91)
Other Advances	**(7.62)**	(2.57)
Receivable towards reimbursible of cost / expenses	**(10.77)**	(11.61)
	(255.30)	(252.67)
Total	**6.86**	0.94

15.1 Includes ₹ 26.54 Crores as at March 31, 2019 (₹ 26.54 Crores as at March 31,2018), receivable from a related party.

16. CURRENT TAX ASSETS (NET)

₹ Crores

Particulars	31 March 2019	31 March 2018
Advance Income Tax & Tax deducted at source (Net of provision)	**18.01**	17.65
Total	**18.01**	17.65

17. OTHER CURRENT ASSETS

₹ Crores

Particulars	31 March 2019	31 March 2018
Prepaid Expenses	**0.56**	0.98
Input Tax Recoverable	**12.64**	16.65
Advance to Suppliers	**5.89**	17.93
Less: Allowance for credit losses	**(5.73)**	(4.70)
	0.16	13.23
Advances to employees	**0.06**	0.13
Less: Allowance for credit losses	**(0.06)**	(0.13)
	NIL	NIL
Total	**13.36**	30.86

18. ASSETS HELD FOR SALE AND DISCONTINUED OPERATIONS

₹ Crores

Particulars	31 March 2019	31 March 2018
Assets held for Sale (Refer note 18.1)		
Unquoted Equity Shares of Subsidiaries		
International Global Tele–Systems Ltd. (Face Value of US $ 1/– each)	**9.59**	9.59
GTL International Ltd (Face Value of US $ 1/– each)	**11.96**	11.96
Investments (at fair value) in Preference Shares of Subsidiaries		
3.5% Preference Shares of GTL International Ltd. (Face Value of US$ 1/– each)	**33.80**	32.41
3.5% Preference Shares of International Global Tele–Systems Ltd. (Face Value of US$ 1/– each)	**466.51**	447.22
	521.86	501.18
Discontinued Operations		
Claims receivables – Distribution Franchisee (net) (Refer note 18.2)	**43.83**	43.83
Total	**565.69**	545.01
Less:		
Provision for Impairment losses – Investments in subsidiaries	**(521.86)**	(501.18)
Allowance for credit losses on claims receivables – Distribution Franchisee	**(43.83)**	(43.83)
	(565.69)	(545.01)
Total	**NIL**	NIL

18.1 In respect of certain divestment, the Company has entered into agreements for sale which is subject to final approval of lenders of the Company and the investee companies and other necessary regulatory approvals. Pending completion of these transactions, the assets and liabilities of investee companies are treated as "Assets Held for Sale and discontinued operations "in terms of Ind AS 105. In respect of one of those subsidiaries, the Court has appointed Joint Provisional Liquidators *inter–alia* for reviewing the financial position of the said company and has also stayed the winding up proceedings in the matter, pending final decision.

18.2 During the financial year 2014–15, the Distribution Franchisee (DF) agreement between the Company and MSEDCL got terminated. With regards to the Distribution Franchisee activity, the reconciliation and settlement of several claims of the Company and MSEDCL are under process. The liabilities of the Power Distribution Franchisee of ₹ 210.76 Crores is adjustable against receivable of ₹ 254.59 Crores from them and accordingly has been presented net. The Company has tested the amount receivable from MSEDCL for expected credit loss and accordingly ₹ 43.83 Crores has been provided for during the financial year 2016–17.

19. SHARE CAPITAL

Authorised Share Capital

Particulars	Equity Share		Preference shares	
	Nos	₹ Crores	Nos	₹ Crores
At 31 March 2018	290,000,000	290.00	810,000,000	810.00
Increase / (decrease) during the year	NIL	NIL	NIL	NIL
At 31 March 2019	**290,000,000**	**290.00**	**810,000,000**	**810.00**

19.1 Terms/ rights attached to equity shares

The Company has only one class of equity shares having a face value of ₹ 10/– per share. Each holder of equity share is entitled to one vote on show of hands and in case of poll, one vote per equity share. A member shall not have any right to vote whilst any call or other sum shall be due and payable to the Company in respect of any of the equity shares of such member. All equity shares of the Company rank *pari–passu* in all respects including the right to dividend.

In the event of winding–up of the Company, the holders of equity shares will be entitled to receive any of the remaining assets of the Company, if any, after distribution of all preferential amounts in proportion to the number of shares held at the time of commencement of winding–up.

The equity shareholders have all other rights as available to equity shareholders as per the provisions of Companies Act, 2013, read together with the Memorandum and Articles of Association of the Company.

19.2 Terms, Rights, Preferences and restrictions attached to 0.01% – Non Participating Optionally Convertible Cumulative Preference Shares (OCPS):

The Company has only one class of preference shares, having face value of ₹ 10/– per share allotted to GTL Infrastructure Limited (GIL). In terms of the issue, GIL had right to convert OCPS into equity shares from the expiry of 6 months from the date of allotment till 18 months of the date of allotment. However, GIL has opted for non–conversion of OCPS into equity shares.

The OCPS carry a dividend of 0.01% per annum, payable on a cumulative basis on the date of conversion / redemption as the case may be. Any declaration and payment of dividend shall at all times be subject to the availability of Profits and the terms of the restructuring of the debts under the Corporate Debt Restructure (CDR) Mechanism, unless otherwise agreed by the CDR Lenders. Further, in the event of inability of the Company to declare / pay dividend due to non–availability of Profits / pursuant to the terms of restructuring, the dividend may be waived by GIL.

After the expiry of a period of 6 months from the Allotment Date, the OCPS may at the Option of the Company be redeemed at any time prior to the expiry of 20 years from the date of the allotment, in part or in full, after providing a prior written notice of 30 days to GIL. As agreed by the OCPS holder, the original term providing Yield to Maturity of 8% by way of redemption premium has been repealed by the Board.

Other than as permitted under applicable laws, GIL will not have a right to vote at the Company's General Meetings. CNIL has also agreed to waive the right to vote in the event it waives the right to receive dividend.

In the event of winding–up of the Company, the OCPS holder/s will be entitled to receive in proportion to the number of shares held at the time of commencement of winding–up, any of the remaining assets of the Company, if any, after distribution to all secured creditors and their right to receive monies out of the remaining assets of the Company shall be reckoned *pari–passu* with other unsecured creditors, however, in priority to the equity shareholders. The OCPS holder/s shall have such rights as per the provisions of Companies Act, 2013, read together with Memorandum of Association of the Company.

The OCPS holder/s shall have all other rights as available as per the provisions of Companies Act, 2013, read together with Memorandum and Articles of Association of the Company.

19.3 Issued equity capital

Equity shares of ₹ 10 each issued, subscribed and fully paid	No.	₹ Crores
At 31 March 2018	**157,296,781**	157.30
Changes during the year	NIL	NIL
At 31 March 2019	**157,296,781**	157.30

19.4 Details of shareholders holding more than 5% shares in the company

Name of the shareholder	As at 31 March 2019		As at 31 March 2018	
	No. in Crores	**% holding in the class**	No. in Crores	% holding in the class
Equity Shares				
Global Holding Corporation Private Limited (One of the Promoters and the Company's associate)	**5.10**	**32.41**	2.90	18.42
IDBI Trusteeship Services Limited*	**1.86**	**11.82**	NIL	NIL
Syndicate Bank	**NIL**	**NIL**	2.20	13.99
Mr. Manoj G. Tirodkar*	**NIL**	**NIL**	1.86	11.82
Preference Shares				
GTL Infrastructure Limited	**65.00**	**100.00**	65.00	100.00

*During the year Mach 31,2019, shares pledged by the promoter in favour of CDR lenders of the Company through security trustee IDBI Trusteeship Services Limited were invoked. The Company is currently seeking legal advice to pursue appropriate action in this regard.

19A. Other equity

Other Equity includes:

₹ Crores

Particulars	As at 31–Mar–19	As at 31–Mar–18
Equity component of compound financial instrument	**570.92**	570.92
Capital Reserve (Refer Note 47)	**–**	–
Capital Redemption Reserve	**8.63**	8.63
Securities Premium Account	**448.18**	448.18
Debenture Redemption Reserve	**191.16**	191.16
General Reserve	**510.76**	510.76
Balance in Statement of Profit and Loss	**(8,443.72)**	(8,199.06)
Total	**(6,714.05)**	(6,469.40)

Capital Reserve: This reserve represents the fractional coupon amounts upon conversion of FCCB into equity shares.

Capital Redemption Reserve: This reserve is created under Section 69 of the Companies Act, 2013 by transferring an amount equal to the nominal value of shares bought back by the Company. This is permitted to be used for issuing fully paid bonus shares.

Securities Premium Account: Premium collected on issue of securities is accumulated as part of securities premium. Utilisation of such premium is restricted by the Companies Act, 2013.

Debenture Redemption Reserve: In view of losses incurred, no Debenture Redemption Reserve is created since the financial year ended March 31, 2012.

General Reserve: General Reserve forms part of the retained earnings and is permitted to be distributed to shareholders as dividend.

Balance in Statement of Profit and Loss: This represents profits remaining after all appropriations. This is a free reserve and can be used for distribution as dividend.

20. BORROWINGS

₹ Crores

Particulars	31 March 2019	31 March 2018
Non–current borrowings		
Non–current interest bearing loans and borrowings:		
Unsecured loans		
Liability component of compound financial instrument		
0.01% Non–Participating Optionally Convertible Cumulative Preference Shares (OCPS) of ₹10/– each fully paid – up	156.87	141.19
Total unsecured loans	**156.87**	141.19

20.1 Liability component of compound financial instrument i.e 0.01% Non–Participating Optionally Convertible Cumulative Preference Shares (OCPS) is determined considering effective interest rate.

20.2 Refer note 19.2 for Terms, Rights, Preferences, redemption details and restrictions attached to 0.01% – Non Participating Optionally Convertible Cumulative Preference Shares (OCPS).

21. PROVISIONS

₹ Crores

Particulars	31 March 2019	31 March 2018
Provision for Employee Benefits		
Gratuity	**NIL**	NIL
Leave Encashment	**0.45**	0.66
Total	**0.45**	0.66

22. TRADE PAYABLES

₹ Crores

Particulars	31 March 2019	31 March 2018
Total outstanding dues to micro and small enterprises (Refer Note 22.3)	**1.30**	1.38
Total outstanding dues to other than micro and small enterprises	**56.59**	30.95
Total outstanding dues to related parties (refer note 22.1)	**NIL**	5.50
Total	**57.89**	37.83

22.1. Details of total outstanding to related parties

₹ Crores

Particulars	31 March 2019	31 March 2018
Subsidiaries	**NIL**	NIL
Associates	**NIL**	5.50
Total	**NIL**	5.50

22.2 The Company has sought the balance confirmations from the trade payables and has received such confirmations from some vendors. In respect of remaining vendors, balances are subject to confirmation and appropriate adjustment, if necessary, will be considered in the year of reconciliation.

22.3 Disclosure in accordance with Micro, Small and Medium Enterprises Development (MSMED) Act, 2006. The information required to be disclosed has been furnished to the extent parties have been identified as Micro, Small and Medium Enterprises on the basis of information available in this regard with the Company.

₹ Crores

Particulars	31 March 2019	31 March 2018
Principal amount remaining unpaid	**1.30**	1.38
Interest due thereon	**3.37**	3.08
The amount of interest paid in terms of section 16, along with the amounts of the payment made beyond the appointed day during accounting year	**NIL**	NIL
The amount of interest due and payable for the period (where the principal has been paid but interest under the MSMED Act, 2006 not paid);	**NIL**	NIL
The amount of interest accrued and remaining unpaid at the end of accounting year	**3.37**	3.08
The amount of further interest due and payable even in the succeeding year, until such date when the interest dues as above are actually paid to the small enterprise, for the purpose of disallowance as a deductible expenditure under section 23.	**1.28**	1.25

23. OTHER FINANCIAL LIABILITIES

₹ Crores

Particulars	31 March 2019	31 March 2018
Secured		
Payable to CDR lenders (Refer Note 23.1 and 23.2)	**2,765.84**	2,767.59
Unsecured		
Payable to External Commercial Borrowings (ECB) lenders (Refer Note 23.3)	**635.75**	633.38
Payable to Holders of Rated Redeemable Unsecured Rupee Non–Convertible Debentures (NCD)	**1,595.16**	1,640.18
Interest accrued and due on borrowings (Refer Note 23.3)	**1,474.31**	1,461.29
Interest accrued and due on Others	**3.37**	3.08
Liability towards guarantee obligation	**NIL**	1.85
Unpaid dividend	**0.20**	0.20
Capex Creditors	**0.43**	0.47
Accrued expenses	**143.85**	82.43
Security Deposit Received	**2.25**	17.08
Accrued salaries & Employee benefits	**10.30**	0.93
Expense Creditors	**7.73**	4.85
Others	**0.78**	1.11
Total	**6,639.97**	6,614.44

23.1 Nature of security:

I) Security created in favor of CDR Lenders :

a) A first charge and mortgage on all immovable properties, present and future;

b) A first charge by way of hypothecation over all movable assets, present and future;

c) A first charge on the Trust and Retention Account and other reserves and any other bank accounts wherever maintained, present & future;

d) A first charge, by way of assignment or creation of charge, over:

i. all the right, title, interest, benefits, claims and demands whatsoever in the Project Documents duly acknowledged and consented to by the relevant counter–parties to such Project Documents, all as amended, varied or supplemented from time to time;

ii. all the rights, title, interest, benefits, claims and demands, whatsoever, in the Clearances

iii. all the right title, interest, benefits, claims and demands, whatsoever, in any letter of credit, guarantee, performance bond provided by any party to the Project Documents;

iv. all the rights, title, interest, benefits, claims and demands, whatsoever, in Insurance Contracts / proceeds under Insurance Contracts;

e) Pledge of all investments of the Company, except investment in Global Rural Netco Ltd (GRNL) which will be pledged on fulfillment of financial covenant agreed with the lenders of GRNL;

f) Mr. Manoj G. Tirodkar, one of the promoters of the Company, has extended a personal guarantee. The guarantee is limited to an amount of ₹ 394.28 Crores; and

g) Mr. Manoj G. Tirodkar and Global Holding Corporation Private Limited (GHC), promoters of the Company, have executed Sponsor Support Agreement to meet any shortfall or expected shortfall in the cash flows towards the debt servicing obligations of the Company. As far as Mr. Manoj Tirodkar is concerned any liability arising from this Sponsor Support Agreement along with any other Agreement including Personal Guarantee shall be always capped at ₹ 394.28 Crores

h) The pledge referred in (e) above has been invoked by the Lenders on 28th March, 2019.

II) Security offered to CDR Lender's pending creation of charge:

a) The Company's one of the promoters namely GHC along with its step down subsidiaries has to extend corporate guarantee; and

b) GHC has to pledge its holding in the Company that is currently pledged by GHC in favor of its lenders, as and when released, either in full or part.

III) Prior to the restructuring of the Company's debts under CDR Mechanism, the Company created security on certain specified tangible assets of the Company in favour of Andhra Bank, Punjab National Bank, Union Bank of India, Vijaya Bank, IDBI Bank Limited, State Bank of Hyderabad, Bank of Baroda, UCO Bank, Indian Overseas Bank, Indian Bank, Canara Bank and Dena Bank for their respective credit facilities other than term loans, aggregating ₹ 1,572 Crores. In terms of CDR Documents *inter–alia* Master Restructuring Agreement, the earlier charges are not satisfied by the Company after creation of new security as stated in I above.

23.2 The Company had submitted a revised negotiated settlement proposal to the lenders in response to the issuance of RBI Circular dated February 12, 2018. The banks instead of responding to the settlement proposal have issued notices to recall their loans and interest thereon. One of the lenders had also filed an application before National Company Law Tribunal (NCLT) under Chapter 7 of the Insolvency and Bankruptcy Code, 2016, against which the appropriate judicial authority had granted interim relief by ordering status quo to be maintained by all the parties. Subsequently, the Honourable Supreme Court vide its order dated April 02, 2019, has held the said RBI circular *ultra vires* as a whole and has been declared to be of no effect in law. The Hon'ble Supreme Court has also held and declared that all the cases in which debtors have been proceeded against by Financial Creditors under Section 7 of the Insolvency Code, only because of the operation of the said RBI circular to be *non est*. Accordingly, the process initiated by one of the Lenders to approach NCLT as mentioned above becomes *non est*, in the opion of the Company.

23.3 Details of Interest accrued and due on borrowings comprises of:

a) Overdue Interest of ₹ 502.79 Crores relating to the period March 14 to March 17 on amounts due to holders of Rated Redeemable Unsecured Rupee Non–convertible Debentures;

b) Overdue Interest of ₹ 177.81 Crores relating to the period for December 12,2011 to March 31,2017 on External Commercial Borrowings; the variation in the interest accrued amount as at March 18 is on account of exchange fluctuation;

c) Overdue Interest of ₹ 727.80 Crores relating to the period June 2014 to March 2017 on Secured Term Loan;

d) Overdue interest of ₹22.64 Crores relating to the period June 2014 to March 2017 on Secured Funded Interest Term Loan;

e) Overdue interest of ₹ 23.00 Crores September 2014 to March 2017 on Cash Credit facility;

f) Overdue interest of ₹ 20.27 Crores November 2014 to March 2017 on Dues towards BG Invocation.

24. OTHER CURRENT LIABILITIES

₹ Crores

Particulars	31 March 2019	31 March 2018
Advance from customers	**2.15**	2.11
Unearned Revenue	**0.07**	NIL
Withholding and other taxes payable	**8.17**	8.14
Others	**1.26**	0.02
Total	**11.65**	10.27

25. PROVISIONS

₹ Crores

Particulars	31 March 2019	31 March 2018
Provision for Employee Benefits		
Gratuity	**0.03**	0.01
Leave Encashment	**0.02**	0.04
Total	**0.05**	0.05

26. REVENUE FROM OPERATIONS

₹ Crores

Particulars	31 March 2019	31 March 2018
Sale of Services		
Telecom Network Services	**100.61**	147.63
Energy Management and Operation Maintenance	**118.06**	840.79
Telecom Turnkey Projects	**NIL**	5.77
Other Operating Revenues	**0.38**	1.30
Total	**219.05**	995.49

Revenues in excess of invoicing are classified as contract assets (referred to as unbilled revenues), while invoicing in excess of revenues are classified as contract liabilities (referred to as unearned revenues). Details of the same are as under:

₹ Crores

Particulars	31 March 2019	31 March 2018
Contract Assets	**4.12**	NIL
Contract Liabilities	**0.07**	NIL

27. OTHER INCOME

₹ Crores

Particulars	31 March 2019	31 March 2018
Interest income		
Bank Deposits	**0.22**	0.70
Others	**0.30**	1.51
Other non–operating income		
Excess provisions no longer required	**14.93**	NIL
Others	**4.24**	7.68
Total	**19.69**	9.89

28. COST OF PURCHASES / SERVICES RENDERED

₹ Crores

Particulars	31 March 2019	31 March 2018
Cost of Services rendered		
Electricity and Diesel cost for Energy Management	**62.62**	715.40
Sub–Contractor Charges	**45.50**	50.96
Vehicle Hire Charges	**0.74**	7.93
Total	**108.86**	774.29

29. CHANGES IN INVENTORIES OF STOCK–IN– TRADE

₹ Crores

Particulars	31 March 2019	31 March 2018
Consumables	**NIL**	5.94
Total	**NIL**	5.94

30. EMPLOYEE BENEFITS EXPENSES

₹ Crores

Particulars	31 March 2019	31 March 2018
Salaries, wages and bonus	**39.25**	44.56
Contribution to provident and other funds	**2.24**	3.37
Staff welfare expense	**0.34**	2.74
Outsourced wages and Manpower Cost	**30.23**	100.73
Total	**72.06**	151.40

31. FINANCE COSTS

₹ Crores

Particulars	31 March 2019	31 March 2018
Interest		
On fixed period loan	**NIL**	2.82
On OCPS	**15.67**	14.11
Other Borrowing costs	**1.00**	1.60
Total	**16.67**	18.53

31.1 The Company has neither paid nor provided interest on its borrowing during the financial year in view of the foregoing as explained in Note No. 23.2. Had such interest been recognized the finance cost would have been more by ₹ 605.24 Crores.

32. DEPRECIATION AND AMORTIZATION EXPENSE

₹ Crores

Particulars	31 March 2019	31 March 2018
Depreciation of tangible assets (note 3)	**4.47**	17.37
Amortization of intangible assets (note 5)	**0.03**	0.07
Depreciation on Investment Properties (note 4)	**0.04**	0.05
Total	**4.54**	17.49

33. OTHER EXPENSES

₹ Crores

Particulars	31 March 2019	31 March 2018
Communication Expenses	**0.61**	1.63
Advertisement Expenses	**0.01**	0.37
Business Promotion Expenses	**0.12**	0.35
Rates & Taxes	**0.63**	0.58
Rent	**2.19**	3.22
Electricity Charges	**1.22**	1.82
Insurance	**1.09**	1.90
Legal and Professional Fees	**15.99**	15.97
Travelling & Conveyance Expenses	**1.07**	2.81
Director's Sitting Fees	**0.46**	0.61
Auditor's Remuneration (refer note 33.2)	**0.25**	0.31
Repairs & Maintenance – Others	**0.32**	1.62
Allowance for credit losses – Trade Receivables	**1.19**	85.00
Allowance for credit losses – Other Receivables	**30.64**	31.22
Loss on foreign currency transactions (Net)	**71.40**	1.72
Provision for impairment of investment	**152.81**	1.64
Other Expenses	**1.33**	2.65
Total	**281.33**	153.42

33.1 Payments to the auditor:

₹ Crores

Particulars	31 March 2019	31 March 2018
As auditor		
Audit fee	**0.25**	0.20
Tax audit fee	**NIL**	0.06
VAT Audit Fees	**NIL**	0.03
In other capacity:		
Other services (certification fees)	**NIL**	NIL
Reimbursement of expenses	**0.00**	0.02
Total	**0.25**	0.31

34. EXCEPTIONAL ITEMS

₹ Crores

Particulars	31 March 2019	31 March 2018
Expected Credit loss		
Advance to supplier	**NIL**	727.79
Impairment loss on Investment – Associate	**NIL**	1,784.55
Total	**NIL**	2,512.34

35. EARNINGS PER SHARE (EPS)

₹ Crores

Particulars	31 March 2019	31 March 2018
Loss after tax :		
Continuing operations	**(244.77)**	(2,627.66)
Add :		
Dividend payable on cumulative Preference Shares	**(0.07)**	(0.07)
Tax on cumulative Preference Dividend payable	**(0.01)**	(0.01)
Loss attributable to equity holders of continuing operations for basic earnings	**(244.85)**	(2,627.74)
Loss attributable to equity holders of discontinued operations for basic earnings	**NIL**	NIL
Loss attributable to equity holders total operations for basic earnings	**(244.85)**	(2,627.74)
Weighted average number of Equity shares for basic EPS	**157,296,781**	157,296,781
Weighted average earnings per share (basic and diluted) (continuing operations)	**(15.57)**	(167.05)
Weighted average earnings per share (basic and diluted) (discontinued operations)	**NIL**	NIL
Weighted average earnings per share (basic and diluted) (total operations)	**(15.57)**	(167.05)

35.1 There have been no other transactions involving equity shares or potential equity shares between the reporting date and the date of authorisation of these financial statements.

35.2 There were no potentially dilutive equity shares which would have been outstanding as at the year end.

36. SIGNIFICANT ACCOUNTING JUDGEMENTS, ESTIMATES AND ASSUMPTIONS

The preparation of the Company's Standalone financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities and the accompanying disclosures, and the disclosure of contingent liabilities. Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of assets or liabilities affected in future periods.

Judgements

In the process of applying the Company's accounting policies, management has made the following judgements, which have the most significant effect on the amounts recognised in the Standalone financial statements:

Estimates and assumptions

The key assumptions concerning the future and other key sources of estimation uncertainty at the reporting date, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are described below. The Company based its assumptions and estimates on parameters available when the standalone financial statements were prepared. Existing circumstances and assumptions about future developments, however, may change due to market changes or circumstances arising that are beyond the control of the Company. Such changes are reflected in the assumptions when they occur.

The Management believes that the judgements and estimates used in preparation of financial statement are prudent and reasonable.

Taxes

Deferred tax assets are recognised for unused tax losses to the extent that it is probable that taxable profit will be available against which the losses can be utilised. Significant management judgement is required to determine the amount of deferred tax assets that can be recognised, based upon the likely timing and the level of future taxable profits.

Defined benefit plans (gratuity benefits)

The cost of the defined benefit gratuity plan and the present value of the gratuity obligation are determined using actuarial valuations. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate, future salary increases and mortality rates. Due to the complexities involved in the valuation and its long–term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date.

Fair value measurement of financial instruments

When the fair values of financial assets and financial liabilities recorded in the balance sheet cannot be measured based on quoted prices in active markets, their fair value is measured using valuation techniques including the DCF model. The inputs to these models are taken from observable markets where possible, but where this is not feasible, a degree of judgement is required in establishing fair values. Judgements include considerations of inputs such as liquidity risk, credit risk and volatility. Changes in assumptions about these factors could affect the reported fair value of financial instruments. See Note 40 for further disclosures.

Allowances for credit loss on Trade Receivable, Advance to supplier and other receivable

The Provision for allowances for credit loss for Trade Receivable , Advance to supplier and other receivable are based on assumptions about the risk of defaults and expected credit loss. The Company uses judgement in making these assumption and selecting the inputs to the calculation of provision for allowance based on the past history, existing market conditions as well as forward looking estimates at the end of each reporting period.

Provisions for impairment loss on Investment

Provisions for impairment loss on Investment is based on evaluation of financial position of investee companies to meet their obligations for honouring their commitments towards the investment held by the Company.

37. GRATUITY AND OTHER POST–EMPLOYMENT BENEFIT PLANS

a) Defined Contribution Plan

₹ Crores

Particulars	31 March 2019	31 March 2018
Employer's Contribution to Provident fund	**1.00**	1.59
Employer's Contribution to Pension fund	**0.40**	0.62
Total	**1.40**	2.21

The Company makes contribution towards provident fund and superannuation fund which are in nature of defined contribution post employee benefit plan. Under the plan, the Company is required to contribute a specified percentage of payroll cost to fund the benefits. amount recognised as an expense in the statement of Profit and Loss – included in note 30 – “Contribution to provident and other funds” ₹1.40 Crores (previous year ₹ 2.21 Crores) is given in table above.

b) Defined Benefit Plan

The employee’s Gratuity Fund Scheme, which is defined benefit plan, is managed by Trust maintained with Life Insurance Corporation of India (LIC). The present value of obligation is determined based on actuarial valuation using Projected Unit Credit Method, which recognizes each period of service as giving rise to additional unit of employee benefit entitlement and measures each unit separately to build up the final obligation. The obligation for compensated absences is recognized in same manner as gratuity.

Based on actuarial valuation obtained as at the Balance Sheet date the following table sets out the details of Defined Benefit obligation.

1. Movement in obligation– Gratuity

₹ Crores

Particulars	31 March 2019	31 March 2018
Defined Benefit Obligation at beginning of the period	**5.00**	4.89
Current service cost	**0.42**	0.94
Interest cost	**0.39**	0.36
Benefits paid	**(1.79)**	(0.79)
Actuarial changes arising from changes in financial assumptions	**0.00**	(0.19)
Experience adjustments	**(0.18)**	(0.21)
Defined Benefit Obligation at end of the period	**3.84**	5.00

2. Movement in Plan Assets – Gratuity

₹ Crores

Particulars	31 March 2019	31 March 2018
Fair value of plan assets at beginning of year	**4.99**	4.89
Expected return on plan assets	**0.39**	0.36
Employer contributions	**0.30**	0.55
Benefits paid	**(1.79)**	(0.79)
Actuarial gain / (loss)	**(0.07)**	(0.02)
Fair value of plan assets at end of year	**3.81**	4.99
Present value of obligation	**3.84**	5.01
Net funded status of plan	**(0.03)**	(0.01)
Actual return on plan assets	**0.07**	0.34

The components of the gratuity cost are as follows:

3. Recognised in profit and loss

₹ Crores

Particulars	31 March 2019	31 March 2018
Current Service cost	**0.42**	0.94
Interest cost	**0.00**	(0.00)
Total	**0.42**	0.94
Actual return on plan assets	**0.07**	0.34

4. Recognised in Other Comprehensive Income

₹ Crores

Particulars	31 March 2019	31 March 2018
Remeasurement – Acturial loss/(gain)	**(0.18)**	(0.39)
Return on plan assets, excluding Interest Income	**0.07**	0.02
Total	**(0.11)**	(0.37)

5. **The principal actuarial assumptions used for estimating the Company's defined benefit obligations are set out below:**

Weighted average actuarial assumptions	31 March 2019	31 March 2018
Attrition rate	**2.00%**	2.00%
Discount Rate	**7.77%**	7.78%
Expected Rate of increase in salary	**5.50%**	5.50%
Expected Rate of Return on Plan Assets	**7.77%**	7.78%
Mortality rate	**IALM 2006–08 Ultimate**	IALM 2006–08 Ultimate
Expected Average remaining working lives of employees	**14 Years**	15 Years

6. **Sensitivity analysis:**

Particulars	Changes in Assumption	Effect on gratuity obligation
For the year ended March 31, 2018		
Discount rate	+1%	(0.35)
	–1%	0.40
Salary Growth rate	+1%	0.30
	–1%	(0.28)
Withdrawal Rate	+1%	0.08
	–1%	(0.09)
For the year ended March 31, 2019		
Discount rate	+1%	(0.26)
	–1%	0.30
Salary Growth rate	+1%	0.23
	–1%	(0.21)
Withdrawal Rate	+1%	0.06
	–1%	0.06

The above sensitivity analysis is based on a change in an assumption while holding all other assumptions constant. In practice, this is unlikely to occur, and changes in some of the assumptions may be correlated. When calculating the sensitivity of the defined benefit obligation to significant actuarial assumptions the same method (projected unit credit method) has been applied as when calculating the defined benefit obligation recognised within the Balance Sheet.

7. **History of experience adjustments is as follows:**

₹ Crores

Particulars	31 Mar 2019	31 March 2018
Plan Liabilities – (loss)/gain	**0.18**	(0.21)
Plan Assets – (loss)/gain	**(0.07)**	(0.02)

Estimate of expected benefit payments (In absolute terms i.e. undiscounted)

Particulars	₹ Crores
01 Apr 2019 to 31 Mar 2020	0.51
01 Apr 2020 to 31 Mar 2021	0.30
01 Apr 2021 to 31 Mar 2022	0.14
01 Apr 2022 to 31 Mar 2023	0.24
01 Apr 2023 to 31 Mar 2024	0.35
01 Apr 2024 Onwards	1.92

As at 31st March, 2019, the weighted average duration of the projected benefit obligation is 10 years (previous year: 10 years)

8. **Statement of Employee benefit provision**

₹ Crores

Particulars	31 March 2019	31 March 2018
Gratuity	**0.03**	0.01
Leave encashment	**0.47**	0.70
Total	**0.50**	0.71

38. COMMITMENTS, CONTINGENCIES AND PROVISIONS

a. Leases

Operating lease commitments — Company as lessee

The Company's lease agreements are in respect of operating lease for office premises, guesthouses, warehouses, and vehicles. These lease arrangements are cancellable by either parties there to as per the terms and conditions of the agreements. The lease rental recognised in the Statement of Profit and Loss during the year under the heading 'Rent' in 'Other Expenses' is ₹ 2.19 Crores (₹ 3.19 Crores.).

The lease obligations due within next five–years are ₹ NIL. (₹ 3.58 Crores.). Future minimum rentals payable under non–cancellable operating leases as at 31 March are, as follows:

₹ Crores

Particulars	31 March 2019	31 March 2018
Within one year	**NIL**	2.03
After one year but not more than five years	**NIL**	1.55
More than five years	**NIL**	NIL
Total	**NIL**	3.58

b. Commitments

(i) Estimated amount of contracts remaining to be executed on capital account and not provided for:

₹ Crores

Particulars	31 March 2019	31 March 2018
Estimated amount of contracts remaining to be executed on capital account not provided for (net of advances) (Cash out flow is expected on execution of such contracts on progressive basis.)	**NIL**	NIL

c. Contingent liabilities

₹ Crores

	Particulars	31 March 2019	31 March 2018
i)	Claims against the Company not acknowledged as debts (refer note 38.C.1)	**2,320.79**	2,172.96
ii)	Put option by IFCI on optionally convertible loan of GRNL (refer note 38.C.2)	**NIL**	108.52
iii)	Guarantees given by Banks on behalf of the Company	**10.99**	44.10
iv)	Performance Guarantees issued to banks on behalf of Subsidiaries / Associates and Affiliates	**5.00**	5.00
v)	Corporate Guarantees given by the Company for loans taken by subsidiaries / others	**174.98**	162.16
vi)	Disputed Sales tax liabilities for which appeals are pending (Amount deposited ₹ 4.86 Crores (FY 17–18 ₹ 4.62 Crore)	**110.82**	109.36
vii)	Disputed Service Tax liabilities for which appeals are pending (Amount deposited / adjusted ₹ 0.97 Crores (FY 17–18 ₹ 0.97 crore)	**18.35**	18.35
viii)	Disputed Income Tax liability for which appeals are pending (Amount deposited / adjusted ₹ NIL (FY 17–18 – ₹ NIL)	**74.91**	NIL
ix)	Dividend on 0.01% Non–Participative Optionally Convertible Cumulative Preference Share	**0.42**	0.36

Future cash outflows in respect of vi,vii and viii matters are determinable only on receipt of judgements or decisions pending at various forum. The Company has assessed that it is only possible, but not probable, that outflow of economic resources will be required in respect of above liability.

c.1 Claims against the Company not acknowledged as debts

As on March 31, 2019, there were 45 cases against the Company, pending in various Courts and other Dispute Redressal Forums.

i) In 8 out of 45 cases, the Company has been implicated as proforma defendant i.e. there are no monetary claims against the Company. In most of these cases, dispute concerns matters like loss of share certificate, title claim / ownership / transfer of the shares etc. The Company's implication in these matters is with a view to protect the interest of the lawful owners of the shares. Upon the final orders passed by the Court(s), the Company shall have to release the shares, which are presently under 'stop transfer', in this regard to the rightful claimants. There is no direct liability or adverse impact on the business of the Company on account of the said 8 cases.

ii) Out of the balance 37 cases, 20 cases are from its earlier power business, 7 cases are from telecom related businesses and 1 case is in respect of non–allotment / non–refund of money in its IPO, which are handled by the Company's advocates, who have the necessary expertise on the subject. It is found that in most of the cases the claims are unsubstantiated and therefore the Company is resisting and defending these claims. (In the aforesaid 20 cases, 9 cases pertain to Labour Court matter wherein the employees filed for reinstatement on termination consequent to termination of Aurangabad Distribution Franchisee Agreement of the Company. These are being settled with affected employees). The contingent liability in respect of these 28 cases is ₹ 1.33 Crores

(iii) There are 5 cases in which the Company has invoked arbitration proceedings against MSEDCL and the contingent liability towards counter claims of MSEDCL is ₹ 234.94 Crores.

(iv) In 1 case, a bank has filed commercial suit against the Company in the Hon'ble Bombay High Court in respect of the Company's comfort letter issued in favour of one of its Wholly Owned Subsidiaries (WOS) towards WOS's credit facilities. The contingent liability in respect of which is ₹ 237.28 Crores

(v) In 1 case a Lender Bank has filed insolvency petition before the National Company Law Board in which the Hon'ble Supreme Court has granted stay orders. The contingent liability in respect of the same is ₹128.97 Crores (Net of liability in the books as at 31st March, 2019 is ₹ 329.98 Crores, against total claim of ₹ 458.95 Crores)

(vi) In 1 case the Company has challenged the RBI Circular dated 12th February 2018 in the Supreme Court and the Hon'ble Supreme Court has granted maintenance of status–quo. The RBI Circular has since been quashed.

(vii) In the balance 1 case, the Department of Telecom (DoT) has raised a frivolous demand of ₹ 1,509.50 Crores based on Adjusted Gross Revenue for ISP license fee pertaining to the business carried out by the Company well before the year 2009 and the relevant ISP license was surrendered to DoT in 2009 for which DoT had issued a no–dues certificate in November 2010. The Company is contesting this demand in an appropriate forum.

viii) Claim of ₹ 179.00 Crores from Global Holding Corporation, an associate of the Company towards loss occurred to the associate on account of invocation by lender of share investment held by the associate in the Company which was offered as pledge for the credit facility availed by the Company.

ix) One of the lenders has debited amount of ₹ 34.58 Crores to Current Account which is disputed by the Company.

The contingent liability in respect of 45 cases is ₹ 2,320.79 Crores.

d. Movement is provisions

Disclosure as required by Ind AS Provisions, Contingent Liabilities and Contingent Assets

₹Crores

Particulars	31 March 2019	31 March 2018
Compensated Absences at beginning of the period	**0.69**	1.03
Addition	**(0.01)**	(0.21)
Benefits paid	**(0.21)**	(0.13)
Compensated Absences at end of the period	**0.47**	0.69

39 1. Related Parties

A Subsidiaries

a) International Global Tele–Systems Limited

b) GTL International Limited

c) Ada Cellworks Wireless Engineering Pvt. Limited (refer Note No.6 .2)

B Fellow Subsidiaries (Subsidiaries of GTL International Ltd.)

a) GTL (Singapore) Pte Ltd.

b) GTL Overseas (Middle East) DMCC

c) GTL Europe Limited

d) GTL Nepal Limited

e) iGTL Myanmar Limited

C Associates

a) GTL Infrastructure Limited (refer Note No.6 .2)

b) Global Rural Netco Pvt. Limited.

c) Global Holding Corporation Private Limited

D Key Managerial Personnel

a) Mr. Manoj Tirodkar, Chairman and Managing Director (Ceased to be Chairman and Managing Director from 23rd August, 2018)

b) Mr. Sunil S. Valavalkar – Whole–time Director

c) Mr. Vidyadhar Apte, Company Secretary (Retired from the services from 8th November, 2018)

d) Mr. Milind Bapat, Chief Financial Officer

e) Mr. Pratik Toprani, Company Secretary (Date of joining is 1st May, 2019)

39.2 Related Party Disclosures – Transactions With Related Party

₹ Crores

Sr. No.	Party Name	Year	Closing Balance as on 31–Mar–2019						
			Deposit Received	Receivable Include towards Bank claim paid by the Company	Receivables	Receivables towards Reimbursable cost / expense	Advance received / Accrued Receivables	Accrued Expenses	Payables (incl. Advance received
1	**Subsidiaries**								
1a	International Global Tele Systems Limited	**31–Mar–19**	**NIL**	**221.43**	**NIL**	**5.01**	**NIL**	**NIL**	**NIL**
		31–Mar–18	NIL	221.43	NIL	4.80	NIL	NIL	NIL
1b	GTL International Ltd.	**31–Mar–19**	**NIL**	**55.67**	**16.29**	**(0.02)**	**NIL**	**NIL**	**NIL**
		31–Mar–18	NIL	55.67	15.64	(0.02)	NIL	NIL	NIL
2	**Fellow subsidiaries (Subsidiaries of GTL International Ltd.)**								
2a	GTL (Singapore) Pte Ltd	**31–Mar–19**	**NIL**	**NIL**	**NIL**	**NIL**	**NIL**	**NIL**	**NIL**
		31–Mar–18	NIL	NIL	NIL	NIL	NIL	NIL	NIL
2b	GTL Overseas (Middle East) DMCC	**31–Mar–19**	**NIL**	**NIL**	**NIL**	**0.42**	**NIL**	**NIL**	**NIL**
		31–Mar–18	NIL	NIL	NIL	0.40	NIL	NIL	NIL
2c	GTL Europe Limited	**31–Mar–19**	**NIL**	**NIL**	**NIL**	**0.04**	**NIL**	**NIL**	**NIL**
		31–Mar–18	NIL	NIL	NIL	0.04	NIL	NIL	NIL
2d	GTL Nepal Private Ltd.	**31–Mar–19**	**NIL**	**NIL**	**2.17**	**0.06**	**NIL**	**NIL**	**NIL**
		31–Mar–18	NIL	NIL	2.17	0.06	NIL	NIL	NIL
2e	iGTL Myanmar Limited	**31–Mar–19**	**NIL**	**NIL**	**NIL**	**NIL**	**NIL**	**NIL**	**NIL**
		31–Mar–18	NIL	NIL	NIL	NIL	NIL	NIL	NIL
3	**Associates**								
3a	Global Rural Netco Pvt. Ltd.	**31–Mar–19**	**NIL**	**NIL**	**5.12**	**2.05**	**26.54**	**NIL**	**NIL**
		31–Mar–18	NIL	NIL	5.12	2.05	26.54	NIL	NIL
3b	Global Holding Corporation Private Limited	**31–Mar–19**	**NIL**	**NIL**	**NIL**	**0.26**	**NIL**	**NIL**	**NIL**
		31–Mar–18	NIL	NIL	NIL	0.26	NIL	NIL	NIL

39.2.1 The above amounts with respect to advances & debtors are before making allowances for credit loss.

39.2.2 Claim from Global Holding Corporation Pvt. Ltd. of ₹ 179 Crores which is not acknowledged as debt is considered in "Contingent liability" and hence not shown in the above Statement.

39.2.3 The details for GTL Infrastructure Limited and Ada Cell Works Wireless Engineering Pvt. Ltd. Is not provided (Refer Note 6.2.)

39.2.4 Terms and conditions of transactions with related parties.

The credit period towards sale to related parties are in line with other external customers. The outstanding balances at the year–end are unsecured and interest free and settlement occurs in cash. There have been no guarantees provided to or received from any related party with respect to receivables or payables. The Company has provided impairment loss against amount due from related parties in the earlier years and the impairment provision as at March 31, 2019 is ₹ 310.52 Crores (31 March 2018: ₹ 333.90 Crores). This assessment is undertaken each financial year through examining the financial position of the related party and the market in which the related party operates.

39.2.5 GTL International Limited has filed for liquidation; subject to this, the above information is provided for.

39.3 Related Party Disclosures – Transactions With Related Party

₹Crores

Sr. No.	Party Name	Year	Transaction during the year April 2017 to March 2019										
			Sales & Services	Reimbur–sement Expenses from	Reimbur–sement Expenses to	Interest Income	Rent received	Advance Received	Advance Repaid	Purchase of Property, plant and equipment	Sale of Property, plant and equipment	Short Term Employee benefits	Post Employee benefits
1	**Associates**												
1a	GTL Infrastructure Limited	**31–Mar–19**	**214.83**	**0.85**	**0.38**	**NIL**	**2.39**	**NIL**	**NIL**	**NIL**	**0.00**	**NA**	**NA**
		31–Mar–18	493.75	7.60	421.31	NIL	3.14	NIL	NIL	NIL	0.03	NA	NA
1b	Global Rural Netco Pvt. Ltd.	**31–Mar–19**	**NIL**	**0.01**	**NIL**	**NIL**	**0.02**	**NIL**	**NIL**	**NIL**	**NIL**	**NA**	**NA**
		31–Mar–18	NIL	0.09	NIL	NIL	0.06	NIL	NIL	NIL	NIL	NA	NA
2	**Key Managerial Personnel**												
2a	Mr. Manoj Tirodkar	23–Aug–18	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	0.17	0.01
		31–Mar–18	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	0.46	0.02
2b	Mr. Sunil S. Valavalkar	**31–Mar–19**	**NIL**	**NIL**	**NIL**	**NIL**	**NIL**	**NIL**	**NIL**	**NIL**	**NIL**	**0.14**	**0.01**
		31–Mar–18	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	0.13	0.01
2c	Mr. Vidyadhar Apte	8–Nov–18	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	0.30	0.01
		31–Mar–18	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	0.52	0.02
2d	Mr. Milind Bapat	**31–Mar–19**	**NIL**	**NIL**	**NIL**	**NIL**	**NIL**	**NIL**	**NIL**	**NIL**	**NIL**	**1.12**	**0.02**
		31–Mar–18	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	1.07	0.02
2e	Mr. Pratik Toprani	**31–Mar–19**	**NIL**	**NIL**	**NIL**	**NIL**	**NIL**	**NIL**	**NIL**	**NIL**	**NIL**	**NIL**	**NIL**
		31–Mar–18	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL

39.3.1 The sales to and purchases from related parties are made on terms equivalent to those that prevail for arm 's length transactions.

39.3.2 The amounts disclosed in the table related to key management personnel are the amounts recognised as an expense during the reporting period .

39.3.3 Mr. Manoj Tirodkar, Chairman and Managing Director, ceased to be Chairman and Managing Director from 23rd August, 2018.

39.3.4 Mr. Vidyadhar Apte, Company Secretary, retired from the services from 8th November, 2018.

39.3.5 Mr. Pratik Toprani, Company Secretary, joined the services from 1st May, 2019.

39.3.6 Provision for contribution to Gratuity fund and Leave encashment on retirement which are made based on actuarial valuation on an overall Company basis are not included in remuneration details of key managerial personnel

40. FAIR VALUES

Set out below, is a comparison by class of the carrying amounts and fair value of the Company's financial instruments

₹ Crores

	Carrying value		Fair value	
	31–Mar–19	31–Mar–18	**31–Mar–19**	31–Mar–18
Financial assets				
FVTPL financial investments				
Investment in Preference Shares – Others				
European Projects and Aviation Ltd	NIL	NIL	111.65	111.65
Global Proserv Ltd.	NIL	NIL	100.24	100.24
Investment in Equity Shares – Associates				
GTL Infrastructure Ltd. (Refer Note 6.2)	NA	337.00	NA	337.00
Investment in Equity Shares – Others				
European Projects and Aviation Ltd.	NIL	NIL	NIL	NIL
GTL Infrastructure Ltd. (Refer Note 6.2)	184.19	NA	184.19	NA
Total of financial assets at fair value	**184.19**	**337.00**	**396.08**	**548.89**
Financial assets designated at amortised cost				
Non–current assets (refer note 40.1)				
Loans	0.97	0.91	0.97	0.91
Other	NIL	NIL	NIL	NIL
Current assets (refer note 40.1)				
Trade receivables	0.01	0.84	0.01	0.84
Cash and cash equivalents	4.67	15.19	4.67	15.19
Bank balance other than included in Cash and cash equivalents above	3.03	4.49	3.03	4.49
Loans	0.07	1.05	0.07	1.05
Other	6.86	0.95	6.86	0.95
Total of financial assets at amortised cost	**15.61**	**23.43**	**15.61**	**23.43**
Total of financial assets	**199.80**	**360.43**	**411.69**	**572.32**
Financial liabilities designated at amortised cost				
Borrowings				
Fixed rate borrowings	6,471.05	6,502.44	6,471.05	6,502.44
0.01% Non–Participating Optionally Convertible Cumulative Preference Shares (OCPS) (refer note 40.2)	156.87	141.19	156.87	141.19
Trade payables (refer note 40.1)	57.89	37.83	57.89	37.83
Other Financial Liabilities (refer note 40.1)	168.91	112.00	168.91	112.00
Total of financial liabilities	**6,854.72**	**6,793.46**	**6,854.72**	**6,793.46**

40.1 The management assessed that trade receivables, cash and bank balances, loans, other financial assets, trade payables and other financial liabilities approximate their carrying amounts largely due to the short–term maturities of these instruments.

40.2 The fair values of the Company's fixed interest–bearing borrowings is determined by using DCF method using discount rate that reflects the issuer's borrowing rate as at the end of the reporting period. The own non–performance risk as at 31 March 2019 was assessed to be insignificant as borrowings are fixed interest bearing.

41. FAIR VALUE HIERARCHY

The following table provides the fair value measurement hierarchy of the Company's assets and liabilities.

Quantitative disclosures fair value measurement hierarchy for assets as at :

₹ Crores

Particulars	Fair value measurement using					
	March 31, 2019			March 31, 2018		
	Quoted prices in active markets	Significant observable inputs	Significant unobservable inputs	Quoted prices in active markets	Significant observable inputs	Significant unobservable inputs
	(Level 1)	(Level 2)	(Level 3)	(Level 1)	(Level 2)	(Level 3)
Assets measured at fair value:						
FVTPL financial investments (Note 40):						
Investment in Preference Shares – Others						
European Projects and Aviation Ltd		NIL			NIL	
Global Proserv Ltd		NIL			NIL	
Investment in Equity Shares – Associates						
GTL Infrastructure Ltd. (Refer Note 6.2)		NA			337.00	
Investment in Equity Shares – Others						
European Projects and Aviation Ltd			NIL			
GTL Infrastructure Ltd. (Refer Note 6.2)	184.19				NA	
Assets for which fair values are disclosed :						
Investment properties (Refer note 4.3)						
Office properties		42.53			42.53	
Quantitative disclosures fair value measurement hierarchy for liabilities as at :						
Liabilities for which fair values are disclosed (Note 40):						
Borrowings (Note 40):						
Fixed Interest bearing Loans		6,471.05			6,502.44	
Convertible preference shares		156.87			141.19	

42. Financial risk management objectives and policies

The Company's principal financial liabilities comprise of loans and borrowings, trade and other payables, and financial guarantee contracts. The main purpose of these financial liabilities is to manage finance for the Company's operations. The Company's principal financial assets includes investments, trade and other receivables, supplier advance and cash and cash equivalents that derive directly from its operations.

The Company is exposed to market risk, credit risk and liquidity risk. The Company's senior management oversees the management of these risks. The Company's senior management is supported by Risk Management Group (RMG), Investment committee and Resource committee that advises on financial risks and the appropriate financial risk governance framework for the Company. The Risk Management Group, Investment committee and Resource committee provides assurance to the Company's senior management that the Company's financial risk activities are governed by appropriate policies and procedures and that financial risks are identified, measured and managed in accordance with the Company's policies and risk objectives. It is the Company's policy that no trading in derivatives for speculative purposes may be undertaken. The Audit Committee of the Board and the Board of Directors review and monitor risk management and mitigation plans. The financial risks are summarised below.

42.1 Market risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises three types of risk: interest rate risk, currency risk and other price risk, such as equity price risk and commodity risk. Financial instruments affected by market risk include loans, borrowings and deposits. As the revenues from the Company's network service business is dependent on the sustainability of telecom sector, Company believes that Macro – economic factor, including the growth of Indian economy as well as political and economic environment, have a significant direct impact on the Company's business, results of operations and financial position.

42.2 Interest rate risk

Interest rate risk is the risk that the fair value or future cash flow of financial instrument will fluctuate because of changes in market interest rates. The significant part of financial instrument which can be considered in case of the Company as subject to interest rate risk are borrowings. However the Company's borrowings carry fixed interest rate and therefore the Company is not exposed to significant interest rate risk.

42.3 Foreign currency risk

Foreign currency risk is the risk that the fair value or future cash flows of an exposure will fluctuate because of changes in foreign exchange rates. The Company's exposure to the risk of changes in foreign exchange rates relates primarily to the External Commercial Borrowings and except for the the same, the Company is not exposed to foreign currency risk as the Company's business operations do not involve any significant transactions in foreign currency.

Foreign currency sensitivity

The impact on the Company's loss before tax on account of variation in exchange rates can be on account of fluctuation in USD as the Company's External Commercial borrowings liability is USD denominated liability .The following table demonstrates the sensitivity to a reasonably possible change in USD exchange rates, with all other variables held constant. 1% increase or decrease in USD rate will have the following impact on loss before tax :

₹ Crore

Particulars	2018–19		2017–18	
	1% Increase	1% Decrease	1% Increase	1% Decrease
USD Denominated monetary liabilities	7.36	(7.36)	8.91	(8.91)

42.4 Equity price risk

The Company's equity investment in one of its associates is listed and all other investments are in unlisted entities. All the investments of the Company are trade and strategic investments and therefore are not considered to be exposed or susceptible to market risk.

42.5 Commodity price risk

The Company is engaged in business of providing "Network Services" comprising mainly of Operation maintenance and energy management (OME) and other network services. In OME the major component of cost are electricity and fuel. The variation in the price of electricity and fuel is index based i.e. additionally charged to customer. With regards to other services the contracts are cost plus margin and therefore commodity price risk is mitigated.

42.6 Credit risk

Credit risk is the risk that counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. The Company is exposed to credit risk from its operating activities (primarily trade receivables), deposits with banks and other financial assets.

Trade receivables

Customer credit risk is managed subject to the Company's established policy, procedures and controls relating to customer credit risk management. Credit quality of a customer is assessed based on individual credit limits and defined in accordance with customer assessment. Outstanding customer receivables are regularly monitored.

The Company follows a 'simplified approach' (i.e. based on lifetime ECL) for recognition of impairment loss allowance on trade receivables. For the purpose of measuring lifetime ECL allowance for trade receivables, the Company estimates irrecoverable amounts based on the ageing of the receivable balances. Individual trade receivables are written off when management deems them not to be collectible. The Company does not hold any collateral as security against these trade receivables. The contractually agreed terms effectively manage the concentration risk. The details of the same are as under:

Ageing (in no. of days past due)	As at 31 March, 2019				As at 31 March, 2018			
	Gross carrying amount	Expected credit loss rate	Credit loss	Net carrying amount	Gross carrying amount	Expected credit loss rate	Credit loss	Net carrying amount
0 – 90 days past due	1.33	100%	1.33	–	18.21	95%	17.36	0.85
91 – 180 days past due	1.11	100%	1.11	0.00	5.73	100%	5.73	–
181 – 270 days past due	0.00	0%	–	0.00	105.39	100%	105.39	–
More than 270 days past due	275.06	100%	275.06	0.01	150.76	100%	150.76	–
Total	277.51		277.50	0.01	280.09		279.24	0.85

Financial Assets and bank deposits

Credit risk from balances with banks is managed by the Company's treasury department in accordance with the Company's policy. The Company considers factors such as track record, size of the institution, market reputation and service standards to select the banks with which its balances and deposits are maintained. Generally, the balances are maintained with the institutions with which the Company has also availed borrowings. The Company does not maintain significant cash and deposit balances other than those required for its day to day operations.

The Company's maximum exposure to credit risk for the components of the balance sheet at 31 March 2019 and 31 March 2018 is the carrying amounts as appearing in Note 12,13,14 and 15.

42.7 Liquidity risk

Liquidity risk is that the Company will not be able to settle or meet its obligation on time or at reasonable price. Company's principal sources of liquidity are cash flows generated from its operations.

The Company continues to take various measures such as cost optimisation, improving operating efficiency to increase Company's operating results and cash flows. Further the Company has made a proposal for a negotiated settlement of debts which has been agreed in principle by all set of lenders. The management is of the 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.

The table below summarises the maturity profile of the Company's financial liabilities based on contractual undiscounted payments.

₹ Crores

Particulars	March 31, 2019					March 31, 2018				
	On demand	Less than 1 year	More than 1 Year less than 5 years	More than 5 years	Total	On demand	Less than 1 year	More than 1 Year less than 5 years	More than 5 years	Total
Year ended 31/3/2019										
Optionally Convertible preference shares	NIL	NIL	NIL	650.00	650.00	NIL	NIL	NIL	650.00	650.00
Other financial liabilities	6,639.97	NIL	NIL	NIL	6,639.97	6,614.44	NIL	NIL	NIL	6,614.44
Total outstanding dues to micro & small enterprises	1.30	NIL	NIL	NIL	1.30	1.38	NIL	NIL	NIL	1.38
Total outstanding dues to other than micro & small enterprises	56.59	NIL	NIL	NIL	56.59	36.45	NIL	NIL	NIL	36.45
Total	**6,697.86**	**NIL**	**NIL**	**650.00**	**7,347.86**	**6,652.27**	**NIL**	**NIL**	**650.00**	**7,302.27**

43. CAPITAL MANAGEMENT

For the purpose of the Company's capital management, capital includes issued equity capital, convertible preference shares, Securities premium and all other equity reserves attributable to the equity holders of the Company. The primary objective of the Company's capital management is to safeguard continuity of the business operations.

In view of slow down in telecom industry in last few years, the Company's business received a set back which resulted in incurrence of huge losses and adversely impacting the capital of the Company. The Company therefore for effective capital management has submitted a revised negotiated proposal for settlement of debts and/or upon restructure through NCLT and / or the proposed revised circular of RBI as the case may be, it would be in a position to settle the matter and consequently there will be a substantial improvement in capital structure of the Company.

Calculation of Capital Gearing ratio

₹ Crores

Particulars	31 March 19	31 March 18
Equity Capital	**157.30**	157.30
Reserves	**(7,484.76)**	(7,240.12)
	(7,327.46)	(7,082.82)
Borrowings*	**4,996.74**	5,041.16
Liability component of compound financial instrument	**156.87**	141.19
	5,153.61	5,182.35
Capital Gearing ratio	**(1.42)**	(1.37)
Capital Gearing ratio %	**(142.18)**	(136.67)

*Fixed cost bearing funds have been included in calculation of the borrowings.

No changes were made in the objectives, policies or processes for managing capital during the years ended 31 March 2019 and 31 March 2018.

44. DEFERRED TAX

Deferred tax liabilities / (Assets) comprises of the following

₹ Crores

Particulars	31 March 19	31 March 18
Relating to		
Property, Plant and Equipment	**(18.65)**	(23.44)
Other Intangible Assets	**(0.39)**	(0.98)
Financial Asset – Others	**(47.68)**	(234.64)
Disallowance Under Section 43B of the Income Tax Act, 1961	**NIL**	NIL
Provision for doubtful debts	**(9.93)**	(26.26)
Unabsorbed Depreciation	**(150.79)**	(153.65)
Total	**(227.44)**	(438.97)

44.1 The Company has a Deferred Tax Asset of ₹ 227.44 Crore as on March 31, 2019 (₹ 438.97 Crore as on March 31, 2018). The same has not been recognised in the financial statement in the absence of probable taxable profits against which the same can be utilised.

44.2 Amount and expiry date of unused tax losses which are not considered in deferred tax assets disclosed above

₹ Crores

Assessment Year (AY)	Unused tax Loss	Carried Forward Till AY
2012–13	**103.37**	2020–21
2013–14	**87.81**	2021–22
2014–15	**408.80**	2022–23
2015–16	**194.04**	2023–24
2016–17	**141.28**	2024–25
2017–18	**9.17**	2025–26
2018–19	**NIL**	2026–27
2019–20	**50.90**	2027–28
Total	**995.37**	

From last few years the Company is incurring losses and doesn't expect sufficient future taxable income in the near future against which the unused business losses can be utilised and therefore the Company has not considered the same for working of unrecognised DTA disclosed above.

45. GOING CONCERN

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. The management is of a view that upon acceptance and implementation of the Company's revised negotiated settlement proposal to the lenders and / or upon restructure through NCLT and / or the proposed revised circular of RBI as the case may be, it would be in a position to settle the matter and continue its operations. In view of this, the Company continues to prepare above results on Going Concern basis.

46. DISCLOSURE OF INFORMATION AS REQUIRED BY REGULATION 34(3) OF LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS

a) Details of Loans or Advances in the nature of loans given to wholly owned Subsidiaries and step–down Subsidiaries.

₹ Crores

Name of the Company	Relationship	Outstanding As at March 31,		Maximum balance during the year	
		2019	2018	2019	2018
GTL International Bangladesh Pvt. Ltd.	100% subsidiary of GTL Europe Limited	10.47	10.47	10.47	10.49
GTL International Limited	100% subsidiary of GTL Limited	55.67	55.67	55.67	55.99
International Global Tele–Systems Limited	100% subsidiary of GTL Limited	221.43	221.43	221.43	222.88

Note : 1) Increase in outstanding amount and maximum balance during the respective years is on account of exchange variation

2) The Company has made full provision for impairment against the said advances during the FY 2015–2016.

b) None of the Subsidiaries to whom advances are given *per se*, have investment in the shares of the Company.

47. DETAILS OF ROUNDED OFF AMOUNTS

The financial statements are presented in ₹ in Crores. Those items which are required to be disclosed and which were not presented in the financial statement due to rounding off to the nearest ₹ in Crores are as follows:

₹ Crores

Description	As at	
	31 March 19	31 March 18
Reserves and Surplus – Capital Reserve	7,725	7,725
Loans to employees	N.A.	1,022
Interest cost (Refer note 37.b.3)	11,371	(7,816)
Sale of fixed assets to GTL Infrastructure Limited	49,844	N.A.
Auditors remuneration – reimbursement of expenses (Note 33.2)	13,067	N.A.
Actuarial changes arising from changes in financial assumptions (Note 37.b.1)	27,668	N.A.

48. The previous year figures, wherever necessary, have been regrouped/rearranged/recast to make them comparable with those of the current year.

₹ Crores

Particulars	Note No.	Amount as per previous year financials	Adjustments	Revised amount for previous year
Non–current financial assets – Loans – Deposits with body corporates and others	7	0.64	(0.25)	0.39
Current assets – Financial assets – Loans – Deposits with body corporates and others	14	0.80	0.25	1.05
Current Liabilities – Financial liabilities – Trade payables	22	99.39	(61.56)	37.83
Current Liabilities – Financial liabilities – Other financial liabilities – accrued expenses	23	20.87	61.56	82.43

49. Figures in brackets relate to the previous year unless otherwise stated.

As per our report of even date
For **M/s. GDA and Associates**
Chartered Accountants
FRN No.135780W

Mayuresh V. Zele
Partner
M.No. 150027

Mumbai, May 06, 2019

For and on behalf of the Board

Sunil S. Valavalkar
Whole–time Director

D.S. Gunasingh
Director

Dr. Mahesh Borase
Director

Milind Bapat
Chief Financial Officer

Pratik Toprani
Company Secretary

CONSOLIDATED ACCOUNTS

INDEPENDENT AUDITORS' REPORT ON CONSOLIDATED FINANCIAL STATEMENTS

To

The Members of GTL LIMITED

Report on the Consolidated Financial Statements

Qualified Opinion

We have audited the accompanying consolidated financial statements of **GTL LIMITED** (the "Parent") and its subsidiaries, (the Parent and its subsidiaries together referred to as the "Group") which includes the Group's net share of loss in its associates, which comprise the Consolidated Balance Sheet as at March 31, 2019, and the Consolidated Statement of Profit and Loss (including Other Comprehensive Income), the Consolidated Statement of Changes in Equity and the Consolidated Statement of Cash Flow for the year then ended, and a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, except for the effect of matters described in the basis of opinion paragraph below, the aforesaid consolidated financial statements give the information required by the Companies Act, 2013 (the "Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended ('Ind AS') and other accounting principles generally accepted in India, of the consolidated state of affairs of the Group as at March 31, 2019, and their consolidated Loss, their consolidated total comprehensive income, their consolidated changes in equity and their consolidated cash flows for the year ended on that date.

Basis for Qualified Opinion

As mentioned in Note No. 32 to the Statement, the Company has neither paid nor provided interest on its borrowings during the financial year. Had such interest been recognised, the finance cost and interest liability for the year ended March, 31, 2019 would have been more by ₹ 605.24 Crores.

Consequently, the reported Loss after Other Comprehensive Income by the Company for the year ended March 31, 2019 would have been ₹ 1,020.38 Crores. The Earnings per Share (EPS) would have been Negative ₹ 64.87.

We conducted our audit of the consolidated financial statements in accordance with the Standards on Auditing specified under section 143 (10) of the Act (SAs). Our responsibilities under those Standards are further described in the Auditor's Responsibility for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Group in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the ethical requirements that are relevant to our audit of the consolidated financial statements under the provisions of the Act and the Rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence obtained by us is sufficient and appropriate to provide a basis for our audit opinion on the consolidated financial statements.

Emphasis of Matter:

We draw attention to the following notes to the accompanying statements

a) Note no. 6.2 which *inter–alia* states that, Company had pledged certain investments in its subsidiary / associate / affiliate companies with the lenders towards the borrowings from them. During the year, 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'.

b) Note no. 48 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 March 31, 2019. 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 Consolidated financial statements of the Company have been prepared on going concern basis for the reasons stated in the said note.

Our opinion is not modified in respect of above matters.

Key Audit Matters

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the Consolidated financial statements of the current period. These matters were addressed in the context of our audit of the Consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

We have determined the matters described below to be the key audit matters to be communicated in our report.

Sr. No.	Key Audit Matter	Auditor's Response
1.	**Accuracy of recognition, measurement, presentation and disclosures of revenues and other related balances in view of adoption of Ind AS 115 "Revenue from Contracts with Customers" (new revenue accounting standard)** The application of the new revenue accounting standard involves certain key judgements relating to identification of distinct performance obligations, determination of transaction price of the identified performance obligations, the appropriateness of the basis used to measure revenue recognised over a period.	We assessed the Company's process to identify the impact of adoption of the new revenue accounting standard. The procedure performed included the following: 1. Evaluated the design of internal controls relating to implementation of the new revenue accounting standard. 2. Selected a sample of continuing and new contracts, and tested the operating effectiveness of the internal control, relating to identification of the distinct performance obligations and determination of transaction price. 3. Selected a sample of continuing and new contracts and performed the following procedures: ➢ Read, analyzed and identified the distinct performance obligations, if any, in these contracts. ➢ Compared these performance obligations with that identified and recorded by the Company. ➢ Considered the terms of the contracts to determine basis of recognizing the revenue 'at a point' or 'over the period', the transaction price including any variable consideration to verify the transaction price used to compute revenue and to test the basis of estimation of the variable consideration. ➢ Verified whether the revenue has been recognised only post the fulfilment of the performance obligations and related conditions. Based on the above procedures performed, we did not note any significant exceptions regarding the management's assessment of the performance obligations, allocation of consideration to the identified performance obligations and revenue recognition.

Sr. No.	Key Audit Matter	Auditor's Response
	Subsidiaries Classified as Held for Sale The Company has entered into sale agreements which result into loss of control of subsidiaries. The assets and liabilities of these subsidiaries are classified as 'held for sale'. The same is considered as key audit matter as it involves evaluation of conditions that is required to be satisfied for classification of assets held for sale, fair valuation of assets less cost of disposal and liabilities on such classification and consequential impairment, if any, and disclosure and presentation in the financial statements. **(Refer note 26 to the Consolidated Ind AS financial statements)**	We have carried out the following procedures in respect of these matters: ➢ Obtained management representation for classifying the investments in subsidiaries as "Held for Sale" ➢ Read minutes of meetings of Board of Directors of the Company. ➢ Verified the impairment loss that is recognised on initial recognition and on subsequent measurement when carrying amount exceeds its fair value less costs of disposal. ➢ Obtained and relied on the financial statements of these subsidiaries as certified by the management. ➢ Verified the disclosure and presentation of financial statement in accordance with Ind AS – 105 'Non–current Assets held for sale and discontinued operations'
	Evaluation of uncertain tax positions: The Company has material uncertain tax positions including matters under dispute which involves significant judgement to determine the possible outcome of these disputes.	**Our procedures included the following:** Obtained understanding of key uncertain tax positions; Obtained details of completed tax assessments and demands for the year ended March 31, 2019 from the management; We along with our internal tax experts – i. Discussed with appropriate senior management and evaluated the Management's underlying key assumptions in estimating the tax provision; ii. Assessed management's estimate of the possible outcome of the disputed cases; and iii. Considered legal precedence and other rulings in evaluating management's position on these uncertain tax positions. Additionally, considered the effect of new information in respect of uncertain tax positions as at April 1, 2018 to evaluate whether any change was required to management's position on these uncertainties.

Other Matters

a) As at March 31, 2019, balance Confirmations, with respect to Term Loan & Cash Credit Balances (including interest accrued), Bank Guarantee, Bank Current Account and Fixed Deposits aggregating ₹ 3,574.92 Crores have not been received.

b) i. The consolidated financial statements include the following entities:

A. Subsidiaries

a) International Global Telesystems Ltd.

b) GTL International Ltd. and its subsidiaries

B. Associates

a) Global Rural Netco Ltd. (GRNL)

ii. We did not audit the financial statements of the 2 subsidiaries namely International Global Telesystems Ltd and GTL International Ltd, classified as "held for sale", included in the consolidated financial statements whose financial statements reflect total liabilities (Net) of ₹ 845.74 Crores as at March 31, 2019, total revenues of ₹ 322.17 Crores, total net loss after tax of ₹ 170.37 Crores, total comprehensive loss of ₹ 170.37 Crores for the year ended on that date, disclosed under "Discontinued operations" for the year ended on that date. These financial statements are unaudited and have been furnished to us by the management and our opinion on the statement in so far as it relates to the amounts and disclosures included in respect of these Subsidiaries, is based solely on such unaudited financial statements.

iii. The Consolidated financial statements include the Parent Company's share of net profit of ₹ NIL for the year ended March 31, 2019, in respect of its associates GRNL and whose financial statements have not been audited by us. These financial statements of GRNL for the year ended March 31, 2019 are unaudited and have been furnished to us by the management and our opinion on the statement in so far as it relates to the amounts and disclosures included in respect of these associates, is based solely on such unaudited financial statements.

Our opinion on the Consolidated financial statements, and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matters with respect to non–receipt of confirmation as stated in (a) above and with respect to our reliance on the work done and the report of the other auditors and the financial statements / consolidated financial statements certified by the Management as stated in (b) above.

Information Other than the Consolidated Financial Statements and Auditor's Report Thereon

The Parent's Board of Directors is responsible for the other information. The other information comprises the information included in the Board's Report including Annexures to Board's Report, Management Discussion and Analysis Report and Business Responsibility Report, but does not include the consolidated financial statements, Consolidated financial statements and our auditor's report thereon.

Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information, identified above, when it becomes available and, compare with the financial statements of the subsidiaries audited by the other auditors, to the extent it relates to these entities and, in doing so, place reliance on the work of the other auditors and consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated. Other information so far as it relates to the subsidiaries is traced from their financial statements audited by the other auditors.

When we read other information, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance and describe actions applicable in the applicable laws and regulations.

Management's Responsibility for the Consolidated Financial Statements

The Parent's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these consolidated financial statements that give a true and fair view of the consolidated financial position, consolidated financial performance including other comprehensive income, consolidated changes in equity and consolidated cash flows of the Group including its associates in accordance with the Ind AS and other accounting principles generally accepted in India. The respective Board of Directors of the companies included in the Group and of its associates are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and its associates and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgements and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the Directors of the Parent, as aforesaid.

In preparing the consolidated financial statements, the respective Board of Directors of the companies included in the Group and of its associates are responsible for assessing the ability of the Group and of its associates to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the management either intends to liquidate or cease operations, or has no realistic alternative but to do so.

The respective Board of Directors of the companies included in the Group and of its associates are also responsible for overseeing the financial reporting process of the Group and of its associates.

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the Consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these Consolidated financial statements. As part of an audit in accordance with SAs, we exercise professional judgement and maintain professional skepticism throughout the audit. We also:

Identify and assess the risks of material misstatement of the Consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.

Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the Consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

Evaluate the overall presentation, structure and content of the Consolidated financial statements, including the disclosures, and whether the Consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Obtain sufficient appropriate audit evidence regarding the financial information of the business activities within the Group and its associates to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the audit of the financial statements of such business activities included in the consolidated financial statements of which we are the independent auditors. For the business activities included in the consolidated financial statements, which have been audited by the other auditors, such other auditors remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion.

Materiality is the magnitude of misstatements in the Consolidated financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the financial statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the Consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

I. As required by Section 143 (3) of the Act based on our audit and on the consideration of the report of the other auditor of separate financial statements and on the other financial information of subsidiaries and associate companies incorporated in India, as noted in the other matter paragraph in the auditor's report, we report, to the extent applicable, that:

a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated financial statements.

b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books and the report of the other auditors.

c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss, the Consolidated Cash Flow Statement and the consolidated Statement of Changes in Equity dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements.

d) In our opinion, the aforesaid Consolidated Ind AS financial statements comply with the Indian Accounting Standards specified under Section 133 of the Act, read with rule 3 of Companies (Indian Accounting Standards) Rules, 2015 as amended.

e) On the basis of the written representations received from the directors, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2019 from being appointed as a director in terms of Section 164 (2) of the Act.

   We are unable to comment whether any of the director of the associate company, which is incorporated in India, is disqualified in terms of Section 164 (2) of the Act, as unaudited accounts of the associate were provided to us by the management of the Parent Company.

f) With respect to the adequacy of the internal financial controls over financial reporting of the Group and operating effectiveness of such controls, refer to our separate report in "Annexure A", which is based on auditors' report of the Parent Company, subsidiary and associate companies.

g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditor's) Rules, 2014 read with Notification No G.S.R 307(E) dated 30.03.2017, in our opinion and to the best of our information and according to the explanations given to us:

   i. The Consolidated Ind AS financial statements disclose the impact of pending litigations on the consolidated financial position of the Group and its associates. Refer Note 40.C to the consolidated financial statements.

   ii. According to the information and explanations given to us, the Group and its associates does not have any long–term contracts including derivative contracts for which there are any material foreseeable losses.

   iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Parent Company and its subsidiary companies incorporated in India. We have been informed that in case of the Parent Company's associate companies, incorporated in India whose unaudited accounts are provided to us, there were no amounts which were required to be transferred to the Investor Education and Protection Fund. Unpaid dividend of the Parent Company of ₹ 0.20 Crores pertaining to the years 2000–01, 2001–02 and 2003–04 to 2009–10 which has not been transferred to the Investor Education and Protection Fund but is held in abeyance on account of pending legal cases is not considered for reporting under this clause.

For GDA & Associates
Chartered Accountants
Firm registration Number: 135780W

CA Mayuresh V. Zele
Partner
Membership No: 150027

Place: Mumbai
Date : May 06, 2019

ANNEXURE "A" TO THE INDEPENDENT AUDITORS' REPORT ON CONSOLIDATED FINANCIAL STATEMENTS OF GTL LIMITED

(Referred to in paragraph I (f) under 'Report on Other Legal and Regulatory Requirements' of our report of even date to the members of GTL Limited on the Consolidated Financial Statements for the year ended March 31, 2019)

Report on the Internal Financial Controls Over Financial Reporting under Clause (i) of Sub–section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of **GTL Limited** ("the Company") as of March 31, 2019 in conjunction with our audit of the Consolidated Financial Statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting ("the Guidance Note") issued by the Institute of Chartered Accountants of India (ICAI). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing issued by the ICAI and deemed to be prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the Consolidated Financial Statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of Consolidated Financial Statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of Consolidated Financial Statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the Consolidated Financial Statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as of March 31, 2019, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note issued by the ICAI.

For GDA & Associates

Chartered Accountants

Firm registration number: 135780W

CA Mayuresh V. Zele

Partner

Membership No: 150027

Place: Mumbai

Date : May 06, 2019

Consolidated Balance Sheet as at March 31, 2019

₹ Crores

Particulars	Notes	As at 31 March 2019	As at 31 March 2018
Assets			
Non–current assets			
Property, plant and equipment	3	**75.13**	79.50
Capital work–in–progress	3	**NIL**	NIL
Investment properties	4	**3.08**	3.12
Intangible assets	5	**0.75**	0.78
Financial assets			
Investments	6	**184.19**	841.89
Loans	7	**0.97**	1.17
Other	8	**NIL**	NIL
Deferred tax assets (net)		**NIL**	NIL
Other non–current assets	9	**NIL**	NIL
		264.12	926.46
Current assets			
Inventories	10	**NIL**	NIL
Financial assets			
Investments		**NIL**	NIL
Trade receivables	11	**0.01**	0.84
Cash and cash equivalents	12	**4.67**	15.38
Bank balance other than included in Cash and cash equivalents above	13	**3.03**	4.49
Loans	14	**0.07**	0.80
Other	15	**6.86**	0.95
Current Tax Assets (Net)	16	**18.01**	18.64
Other current assets	17	**13.36**	30.86
Assets held for Sale and Discontinued Operations	18	**NIL**	NIL
		46.01	71.96
Total Assets		**310.13**	998.42
Equity and liabilities			
Equity			
Equity Share Capital	19	**157.30**	157.30
Other Equity		**(7,559.79)**	(6,569.74)
Total Equity		**(7,402.49)**	(6,412.44)
Non–current liabilities:			
Financial liabilities			
Borrowings	20	**156.87**	141.19
Provisions	21	**0.45**	0.66
		157.32	141.85
Current liabilities:			
Financial liabilities			
Trade payables	22		
Total outstanding dues to micro & small enterprises		**1.30**	1.38
Total outstanding dues to other than micro & small enterprises		**56.59**	36.45
Other financial liabilities	23	**6,639.97**	6,614.44
Other current liabilities	24	**11.65**	10.27
Provisions	25	**0.05**	0.05
Liabilities directly associated with the assets classified as held for sale	26	**845.74**	606.42
		7,555.30	7,269.02
Total liabilities		**7,712.62**	7,410.86
Total equity and liabilities		**310.13**	998.42

The accompanying notes form an integral part of the consolidated financial Statement

As per our report of even date
For **M/s. GDA and Associates**
Chartered Accountants
FRN No.135780W

Mayuresh V. Zele
Partner
M.No. 150027
Mumbai, May 06, 2019

For and on behalf of the Board

Sunil S. Valavalkar
Whole–time Director

D. S. Gunasingh
Director

Dr. Mahesh Borase
Director

Milind Bapat
Chief Financial Officer

Pratik Toprani
Company Secretary

Statement of Profit and Loss for the year ended March 31, 2019

₹ Crores (unless otherwise stated)

Particulars	Notes	Year ended 31 March, 2019	Year ended 31 March, 2018
CONTINUING OPERATIONS			
Revenue from operations	27	**219.05**	995.49
Other income	28	**19.69**	9.89
TOTAL INCOME		**238.74**	1,005.38
EXPENSES			
Cost of Purchases / Services rendered	29	**108.86**	774.29
Changes in inventories of finished goods, stock–in–trade and work–in–progress	30	**NIL**	5.94
Employee benefits expenses	31	**72.06**	151.40
Finance costs	32	**16.67**	18.53
Depreciation and amortisation expenses	33	**4.54**	17.49
Other expenses	34	**281.33**	137.72
TOTAL EXPENSES		**483.46**	1,105.37
Loss before exceptional items and tax from continuing operations		**(244.72)**	(99.99)
Exceptional items	35	**NIL**	(727.79)
Loss before tax from continuing operations		**(244.72)**	(827.78)
Tax expenses			
Current tax		**NIL**	NIL
Adjustment of tax relating to earlier periods		**0.05**	(0.37)
Deferred tax credit/(charge)		**NIL**	NIL
Loss For The Year From Continuing Operations		**(244.77)**	(827.41)
Less : Minority Interest		**NIL**	NIL
Add : Share of Profit / (Loss) in associates		**NIL**	425.77
Loss after tax expense, Share of Profit in associates and minority interest from continuing operations		**(244.77)**	(401.64)
Discontinued operations:	36		
Loss before tax for the year from discontinued operations		**(168.12)**	(41.50)
Tax expenses of discontinued operations		**2.25**	11.33
Loss for the year from discontinued operations		**(170.37)**	(52.83)
Loss for the year		**(415.14)**	(454.47)
Other Comprehensive Income			
A (i) Items that will not be reclassified to profit or loss		**0.10**	0.37
(ii) Income tax relating to items that will not be reclassified to profit or loss		**NIL**	NIL
Sub Total		**0.10**	0.37
Share in other comprehensive income of associates		**NIL**	(0.01)
Net other comprehensive income not to be reclassified to profit or loss in subsequent periods		**0.10**	0.36
B (i) Items that will be reclassified to profit or loss		**NIL**	NIL
(ii) Income tax relating to items that will be reclassified to profit or loss		**NIL**	NIL
Net other comprehensive income to be reclassified to profit or loss in subsequent periods		**NIL**	NIL
Other comprehensive income for the year, net of tax		**0.10**	0.36
Total Comprehensive Income for the period, net of tax		**(415.04)**	(454.11)
Earnings per share (in ₹)	37		
Continuing operations			
Basic		**(15.56)**	(25.53)
Diluted		**(15.56)**	(25.53)
Discontinued operations			
Basic		**(10.83)**	(3.36)
Diluted		**(10.83)**	(3.36)
Continuing and discontinued operations			
Basic		**(26.39)**	(28.89)
Diluted		**(26.39)**	(28.89)

As per our report of even date
For **M/s. GDA and Associates**
Chartered Accountants
FRN No.135780W

Mayuresh V. Zele
Partner
M.No. 150027
Mumbai, May 06, 2019

For and on behalf of the Board

Sunil S. Valavalkar
Whole–time Director

D. S. Gunasingh
Director

Dr. Mahesh Borase
Director

Milind Bapat
Chief Financial Officer

Pratik Toprani
Company Secretary

Consolidated Statement of Changes in Equity for the year ended March 31, 2019

a. Equity Share Capital:

Equity shares of INR 10 each issued, subscribed and fully paid (Refer Note 19.3)	No of shares	₹ Crores
At 31 March 2017	157,296,781	157.30
At 31 March 2018	157,296,781	157.30

b. Other Equity

₹ Crores

Particulars	Equity Component of Compound Financial Instrument	Reserves & Surplus								Items of OCI FVTOCI reserve	Total
		Capital Reserve	Capital Redemption Reserve	Securities Premium Account	Debenture Redemption Reserve	General Reserve	Translation Reserve	Reserves on Consolidation	Balance in Statement of Profit and Loss		
As at 1st April 2018	570.92	12.84	8.63	448.18	191.16	510.76	23.58	10.83	(8,346.64)	NIL	(6,569.74)
Net loss for the period	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	(415.14)	NIL	(415.14)
Addition / Reduction during the year	NIL	NIL	NIL	NIL	NIL	NIL	(59.30)	(515.71)	NIL	NIL	(575.01)
Other comprehensive income	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	0.10	NIL	0.10
Total comprehensive income	NIL	NIL	NIL	NIL	NIL	NIL	(59.30)	(515.71)	(415.04)	NIL	(990.05)
Transfer from debenture redemption reserve / general reserve	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
As at 31 March 2019	**570.92**	**12.84**	**8.63**	**448.18**	**191.16**	**510.76**	**(35.72)**	**(504.88)**	**(8,761.68)**	**NIL**	**(7,559.79)**
As at 1st April 2017	570.92	12.84	8.63	448.18	191.16	510.76	18.30	5.05	(7,892.53)	NIL	(6,126.69)
Net loss for the period	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	(454.47)	NIL	(454.47)
Addition / Reduction during the year	NIL	NIL	NIL	NIL	NIL	NIL	5.28	5.78	NIL	NIL	11.06
Other comprehensive income	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	0.36	NIL	0.36
Total comprehensive income	NIL	NIL	NIL	NIL	NIL	NIL	5.28	5.78	(454.11)	NIL	(443.05)
Transfer from debenture redemption reserve / general reserve	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
As at 31 March 2018	570.92	12.84	8.63	448.18	191.16	510.76	23.58	10.83	(8,346.64)	NIL	(6,569.74)

Notes: Capital Reserve: This reserve represents fraction coupons amount on conversion of FCCB into equity shares.
Capital Redemption Reserve: This reserve is created u/s 69 of the Companies Act, 2013 by transferring an amount equal to the nominal value of shares bought back by the Company. The same is permitted to be used for issuing fully paid bonus shares.
Securities Premium Account: Premium collected on issue of securities is accumulated as part of securities premium. Utilisation of such premium is restricted by the Companies Act, 2013.
Debenture Redemption Reserve: In view of loss incurred, no Debenture Redemption Reserve is created since year ended March 31, 2012
General Reserve: General Reserve forms part of the retained earnings and is permitted to be distributed to shareholders as dividend.
Balance in Statement of Profit and Loss: This represents profits remaining after all appropriations. This is free reserve and can be used for distribution as dividend.

As per our report of even date
For **M/s. GDA and Associates**
Chartered Accountants
FRN No.135780W

Mayuresh V. Zele
Partner
M.No. 150027
Mumbai, May 06, 2019

For and on behalf of the Board

Sunil S. Valavalkar
Whole–time Director

D. S. Gunasingh
Director

Dr. Mahesh Borase
Director

Milind Bapat
Chief Financial Officer

Pratik Toprani
Company Secretary

Consolidated Cash Flow Statement for the year ended March 31, 2019

₹ Crores

Particulars	31 March 2019	31 March 2018
Operating activities		
Profit/(loss) before tax from continuing operations	**(244.62)**	(401.64)
Profit/(loss) before tax from discontinued operations	**(168.12)**	(41.50)
Profit before tax	**(412.74)**	(443.14)
Adjustments to reconcile profit before tax to net cash flows:		
Depreciation and impairment of property, plant and equipment (Continuing operation)	**4.54**	17.48
Depreciation and impairment of property, plant and equipment (Discontinuing operation)	**1.18**	1.60
Gain on disposal of property, plant and equipment	**(0.00)**	(0.07)
Finance income (including fair value change in financial instruments)	**(0.89)**	(2.80)
Finance costs (including fair value change in financial instruments)	**84.69**	84.43
Unrealised Exchange (Gain)/Loss	**70.33**	1.71
Allowance for credit losses – Trade Receivables (Continuing operation)	**1.19**	70.79
Allowance for credit losses – Trade Receivables (Discontinuing operation)	**NIL**	NIL
Allowance for credit losses– Other Receivables (Continuing operation)	**30.64**	31.22
Allowance for credit losses– Other Receivables (Discontinuing operation)	**116.17**	NIL
Minority Interest		(0.15)
Provision for Investment/share of loss	**152.81**	(425.76)
Liabilities / provisions no longer required written back	**(14.93)**	(2.20)
Exceptional Items :		
Provision for Doubtful Advances (Net)	**NIL**	727.79
Working capital adjustments:		
Increase /(decrease) in provision for gratuity & compensated absences	**(0.20)**	(0.17)
(Increase)/decrease in trade receivables	**37.24**	4.70
(Increase)/decrease in inventories	**8.59**	(4.15)
(Increase)/decrease in other current and non current assets	**(46.44)**	91.12
(Increase)/decrease in long term and short term loans and advances	**(12.54)**	21.58
Increase /(decrease) in trade payables, other current and non current liabilities and provisions	**72.67**	(29.39)
	92.31	144.59
Income tax paid (including TDS) (net)	**0.03**	(4.16)
Net cash flows from operating activities	**92.34**	140.43

Particulars	31 March 2019	31 March 2018
Investing activities		
Proceeds from sale of property, plant and equipment	**0.00**	0.07
Purchase of property, plant and equipment (including CWIP)	**(7.18)**	(4.20)
Interest received (finance income)	**0.90**	2.85
Net cash flows from/(used in) investing activities	**(6.28)**	(1.28)
Financing activities		
Interest paid	**(3.06)**	(0.23)
Proceeds from long term borrowings	**NIL**	NIL
Repayment of long term borrowings	**(106.27)**	(139.18)
Liability portion of guarantee obligation	**NIL**	(83.07)
Fixed deposits with banks held as margin money	**4.44**	10.24
Net cash flows from/(used in) financing activities	**(104.89)**	(212.24)
Adjustment on account of Consolidation/Translation	**8.56**	(9.71)
Net increase/(decrease) in cash and cash equivalents	**(10.27)**	(82.80)
Cash and cash equivalents at the beginning of the year (Continuing Operations)	**15.38**	95.46
Cash and cash equivalents at the beginning of the year (Discontinued operation)	**12.23**	14.95
Cash and cash equivalents at the beginning of the year	**27.61**	110.41
Cash and cash equivalents at the end (Continuing Operations)	**4.67**	15.38
Cash and cash equivalents at the end (Discontinuing operation)	**12.67**	12.23
Cash and cash equivalents at the end	**17.34**	27.61

(i) The above Cash Flow Statement has been prepared under the 'Indirect Method' as set out in Ind AS – 7 ' Statement of Cash Flow.

(ii) Figures in brackets indicate outflows.

(iii) Previous year's figures have been regrouped/rearranged/recast wherever necessary to make them comparable with those of current year.

As per our report of even date
For **M/s. GDA and Associates**
Chartered Accountants
FRN No.135780W

Mayuresh V. Zele
Partner
M. No. 150027
Mumbai, May 06, 2019

For and on behalf of the Board

Sunil S. Valavalkar
Whole–time Director

D. S. Gunasingh
Director

Dr. Mahesh Borase
Director

Milind Bapat
Chief Financial Officer

Pratik Toprani
Company Secretary

NOTES TO FINANCIAL STATEMENTS

1. BASIS OF PRINCIPLES OF CONSOLIDATION AND SIGNIFICANT ACCOUNTING POLICIES

1.1 The financial statement relates to GTL Limited (hereinafter referred to as "Parent Company"), its subsidiary companies (including step down subsidiaries) (hereinafter together referred to as "The Group") and associates comprising of Consolidated Balance Sheet, Consolidated Statement of Profit and Loss, Consolidated Statement of Changes in Equity and Statement of Consolidated Cash Flows together with the consolidated notes have been prepared in accordance with Indian Accounting Standards (Ind AS) notified under the Companies (Indian Accounting Standards) Rules, 2015 as amended by Companies (Indian Accounting standards) (Amendment) Rules, 2016. The list of subsidiary companies considered for consolidation and basis of consolidation is as follows:

Sr. No.	Name of the Subsidiary Company	Country of Incorporation	Proportion of ownership interest and relationship	Financial year ended on
A	International Global Tele–Systems Limited	Mauritius	100% subsidiary of GTL Limited	31st December
B	GTL International Limited	Bermuda	100% subsidiary of GTL Limited	31st December
B.1	GTL (Singapore) Pte Ltd.	Singapore	100% subsidiary of GTL International Ltd	31st December
B.2	GTL Overseas (Middle East) DMCC	UAE	100% subsidiary of GTL International Ltd	31st December
B.3	GTL Europe Limited	UK	100% subsidiary of GTL International Ltd	31st December
B.4	GTL Nepal Private Limited	Nepal	100% subsidiary of GTL (Singapore) Pte Ltd.	31st March
B.5	iGTL Myanmar Limited	Myanmar	100% subsidiary of GTL (Singapore) Pte Ltd.	31st March

The following wholly owned subsidiary companies of GTL International Limited whose financial year ends on 31st December are considered in consolidated financial statement. These companies are inoperative and dormant and in the process of liquidation:

GTL Kenya Limited, GTL Tanzania Limited, Pt. GTL Indonesia Limited, GTL International Bangladesh Pvt. Ltd, GTL Saudi Arabia Company Limited and iGTL Network Services Philippines Inc.

1.2 Principles of Consolidation:

1. The financial statements of the Parent Company and its subsidiary companies (including step down subsidiaries) are combined on a line–by–line basis by adding together the book values of like items of assets, liabilities, income and expenses, after fully eliminating intra–group balances and intra–group transactions in accordance with Ind– AS 110 "Consolidated Financial Statements".

   A Subsidiary is an entity controlled by the Parent. The Parent controls an entity when it is exposed to or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. The financial statements of subsidiary are included in the Consolidated Financial Statements from the date on which control commences as per Ind AS until the date on which control ceases.

2. In case of foreign subsidiaries, being non–integral foreign operations, revenue items are converted at weighted average rate for the financial year. All assets and liabilities are converted at rates prevailing at the end of the year. Any exchange difference arising on consolidation is recognized as the "Translation Reserve" and the same is grouped under "Reserves and Surplus".

3. The difference between the cost of investment in the subsidiaries, over the net assets at the time of acquisition of shares in the subsidiaries is recognized in the financial statements as Goodwill or Capital Reserve, as the case may be.

4. The difference between the proceeds from disposal of investment in subsidiaries and the carrying amount of its assets less liabilities as on the date of disposal is recognized in the consolidated Statement of Profit and Loss being the profit or loss on disposal of investment in subsidiary.

5. Share of Minority Interest in net profit / loss of the consolidated subsidiaries for the year is identified and adjusted against the profit / loss of the group in order to arrive at the net profit / loss attributable to shareholders of the Company.

6. Share of Minority Interest in net assets of the consolidated subsidiaries is identified and presented in the consolidated balance sheet separate from liabilities and the equity of the Company's shareholders.

7. Investment in Associate Companies is accounted under the equity method as per Ind–AS 28 " Investment in Associates and Joint Ventures"

8. As far as possible, the consolidated financial statements are prepared using uniform accounting policies for like transactions and other events in similar circumstances and are presented in the same manner as the Parent Company's separate financial statements.

2. SIGNIFICANT ACCOUNTING POLICIES

1. Basis for preparation of Financial Statements:

The Consolidated Financial Statements have been prepared on a going concern basis on accrual basis, in accordance with Indian Accounting Standards (Ind AS) notified under the Companies (Indian Accounting Standards) Rules, 2015 as amended by Companies (Indian Accounting standards) (Amendment) Rules, 2016.

For all periods up to and including the year ended 31 March 2016, the Consolidated financial statements were prepared in accordance with accounting standards notified under the section 133 of the Companies Act 2013, read together with paragraph 7 of the Companies (Accounts) Rules, 2014 (Indian GAAP). The first Ind AS compliant consolidated financial statements were for the year ended March 31, 2017 with restated comparative figures for the year ended March 31, 2016 and as on April 1, 2015 in compliance with Ind AS.

The Consolidated financial statements have been prepared on a historical cost basis, except for the following assets and liabilities which have been measured at fair value:

- Certain financial assets and liabilities measured at fair value (refer accounting policy regarding financial instruments)

The preparation of the Consolidated financial statements requires management to make estimates and assumptions. Actual results could vary from these estimates. The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimates are revised if the revision affects only that period or in the period of the revision and future periods if the revision affects both current and future years (refer Note no. 42 on critical accounting estimates, assumptions and judgements).

The Consolidated financial statements are presented in ₹ and all values are rounded to the nearest Crores (₹ 10,000,000), except when otherwise indicated.

2. Current versus non–current classification:

The presentation of assets and liabilities in the Consolidated balance sheet is based on current/ non–current classification. The Parent Company has presented non–current assets and current assets before equity, non–current liabilities and current liabilities in accordance with Schedule III, Division II of Companies Act, 2013 notified by Ministry of Corporate Affairs (MCA)."

An asset is classified as current when it satisfies any of the following criteria:

- Expected to be realised or intended to be sold or consumed in normal operating cycle
- Held primarily for the purpose of trading
- Expected to be realised within twelve months after the reporting period, or
- Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period

All other assets are classified as non–current.

A liability is classified as current when:

- It is expected to be settled in normal operating cycle
- It is held primarily for the purpose of trading
- It is due to be settled within twelve months after the reporting period, or
- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period

All other liabilities are classified as non–current.

Deferred tax assets and liabilities are classified as non–current.

The operating cycle is the time between the acquisition of assets for processing and their realisation in cash and cash equivalents.

The Parent Company has considered a period of twelve months for classifying its assets and liabilities as current and non–current.

3. Fair value measurement:

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- In the principal market for the asset or liability, or
- In the absence of a principal market, in the most advantageous market for the asset or liability

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

A fair value measurement of a non–financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Parent Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the Consolidated financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

- Level 1 – Quoted / Published NAV (unadjusted) market prices in active markets for identical assets or liabilities
- Level 2 – Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable
- Level 3 – Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

  For assets and liabilities that are recognised in the Consolidated financial statements on a recurring basis, the Parent Company determines whether transfers have occurred between levels in the hierarchy by re–assessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

External valuers are involved for valuation of significant assets, such as properties and unquoted financial assets, and significant liabilities.

For the purpose of fair value disclosures, the Parent Company has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy as explained above.

This note summarises accounting policy for fair value. Other fair value related disclosures are given in the following notes:

- Disclosures for valuation methods, significant estimates and assumptions (note 42)
- Quantitative disclosures of fair value measurement hierarchy (note 43)
- Investment in unquoted equity shares (note 6)
- Investment properties (note 4)
- Financial instruments (including those carried at amortised cost) (note 44)

4. Revenue recognition:

Revenue is recognised to the extent that it is probable that the economic benefits will flow to the Group and the revenue can be reliably measured regardless of when the proceeds are being received. Revenue is measured based on the transaction price which is the fair value of the consideration received or receivable, stated net of discounts, returns and taxes. Transaction price is recognised based on the price specified in the contract. Accumulated experience is used to estimate and provide for the discounts / right of return, using the expected value method.

The specific revenue recognition policies are as under:

a. Revenue from contracts with customers:

   i. Revenue from Turnkey Contracts, which are either Fixed Price or Cost Plus contracts, is recognized based on percentage of completion method or achievement of milestone. Use of the percentage–of–completion method requires the Company to estimate the efforts or costs expended to date as a proportion to the total efforts or costs to be expended. The Company uses significant judgements while determining the transaction price allocated to performance obligations using the expected cost plus margin approach.

      Provisions for estimated losses, if any, on uncompleted contracts are recorded in the period in which such losses become probable based on the expected contract estimates at the reporting date.

   ii. Revenue from sale of products is recognized when performance obligations are satisfied. Performance obligations are satisfied when the customer obtains control of the products.

   iii. Revenue from services is recognized on performance of service as per the contractual terms.

   Contract assets are recognized when there is an excess of revenue earned over billings on contracts. Contract assets are classified as unbilled receivables when there is an unconditional right to receive cash, and only passage of time is required, as per contractual terms. Unearned revenue (“Contract Liability”) is recognized when there is billing in excess of revenue.

b. Dividend income is recognized when the right to receive dividend is established.

c. Income such as interest, rent is recognized as per contractually agreed terms on time proportion basis.

5. Property, plant and equipment :

On transition to Ind AS, the Group has opted to continue with the previous GAAP carrying values as deemed cost for all items of plant, property and equipment.

Tangible Assets are stated at the cost of acquisition less accumulated depreciation and impairment losses, if any. The cost includes purchase price (after deducting trade discounts and rebates), including non–refundable taxes and duties and any costs directly attributable to bringing the asset to the location and condition necessary for it to be capable of operating in the manner intended by Management.

When significant parts of Property, plant and equipment are required to be replaced at intervals, the Group depreciates them separately based on their specific useful lives. Likewise, when a major inspection is performed, its cost is recognised in the carrying amount of the plant and equipment as a replacement if the recognition criteria are satisfied. All other repair and maintenance costs are recognised in the Consolidated statement of profit and loss.

Advances paid towards acquisition of fixed assets are disclosed as Capital Advances under Other non–current assets and cost of assets not ready for use before the year–end, is disclosed as capital work in progress.

Depreciation on Fixed Assets is provided to the extent of depreciable amount on Straight Line Method over the useful life of the assets and in the manner prescribed in schedule II to the Companies Act, 2013 except in respect of following Fixed Assets where the assessed useful life is different than that prescribed in Schedule II.

The management believes that these estimated useful lives are realistic and reflect fair approximation of the period over which the assets are likely to be used.

Sr.	Asset	Economic Useful Life (Years)
1	Buildings (including land for which no separate Valuation is available)	58
2	Leasehold land	58
3	Plant and Equipment	3 to 10
4	Furniture and Fixtures	5
5	Test and Repair Equipment	5
6	Vehicles	5

An item of property, plant and equipment and any significant part initially recognised is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the statement of Profit and Loss when the asset is derecognised.

The residual values, useful lives and methods of depreciation of property, plant and equipment are reviewed at each financial year end and adjusted prospectively, if appropriate.

Assets taken on lease are depreciated as per useful life prescribed in schedule II, over lease period or the estimated useful life of such assets, whichever is lower. The improvements to leasehold assets are depreciated as per useful life prescribed in schedule II, over the lease period, the estimated useful life of the improvements or the balance lease period, whichever is lower.

6. Investment properties:

On transition to Ind AS, the Group has opted to continue with the previous GAAP carrying values as deemed cost for investment properties.

Investment properties are measured initially at cost, including transaction costs. Subsequent to initial recognition, investment properties are stated at cost less accumulated depreciation and accumulated impairment loss, if any.

The Group based on assessment made by technical expert and management estimate, depreciates the building over estimated useful life of 58 years which is different from the useful life prescribed in Schedule II to the Companies Act, 2013. The management believes that this estimated useful life is realistic and reflects fair approximation of the period over which the asset is likely to be used.

Though the Group measures investment property using cost based measurement, the fair value of investment property is disclosed in the notes. Fair values are determined based on an annual evaluation performed by an accredited external independent valuer.

Investment properties are derecognised either when they have been disposed of or when they are permanently withdrawn from use and no future economic benefit is expected from their disposal. Any gain or loss arising on derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the Consolidated statement of Profit and Loss when the asset is derecognised.

7. Intangible assets:

On transition to Ind AS, the Group has opted to continue with the previous GAAP carrying values as deemed cost for all items of Intangible assets.

Intangible assets acquired separately are measured on initial recognition at cost. Following initial recognition, intangible assets are carried at cost less accumulated amortisation and accumulated impairment losses, if any.

The useful lives of intangible assets are assessed as either finite or indefinite. There are no intangible assets assessed with indefinite useful life.

Intangible assets with finite lives are amortised over the useful economic life and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortisation expense on intangible assets with finite lives is recognised in the Consolidated statement of profit and loss unless such expenditure forms part of carrying value of another asset.

Any gain or loss arising on derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the Consolidated statement of Profit and Loss when the asset is derecognised

The Group amortises intangible assets using the straight line method based on useful lives as prescribed in Schedule II.

8. Inventories:

a. Inventories including Work–in–process and stores and spares are valued at the lower of cost and net realizable value.

b. Inventory of Consumables is valued at cost

c. Cost of inventories is generally ascertained on first in first out basis.

Cost includes cost of purchase and other costs incurred in bringing inventories to their present location and condition. Net realisable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and the estimated costs necessary to make the sale.

9. Impairment of Non–Financial Assets

At each balance sheet, the Group assesses whether there is any indication that any property, plant and equipment and intangible asset may be impaired and if any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any).

For the purpose of impairment testing, the recoverable amount is determined on an individual asset basis unless the asset does not generate cash flows that are largely independent of those from other assets. In such cases, the recoverable amount is determined for the cash generating unit to which the asset belongs.

Recoverable amount is the higher of fair value less costs of disposal and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre–tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted.

If the recoverable amount of an asset (or cash generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or cash generating unit) is reduced to its recoverable amount. An impairment loss is recognised immediately in the Consolidated Statement of profit and loss. The impairment loss recognised in prior accounting period is reversed if there has been a change in the estimate of recoverable amount.

10. Foreign currencies:

The Consolidated financial statements are presented in ₹ which is also its functional currency of the Parent Company.

Transactions and balances

Transactions in foreign currencies are initially recorded at the exchange rate prevailing on the date of transaction.

Monetary assets and liabilities denominated in foreign currencies are translated at the functional currency closing rates of exchange at the reporting date.

Exchange differences arising on settlement or translation of monetary items are recognised in Consolidated Statement of Profit and Loss.

Non–monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates at the dates of the initial transactions.

11. Employee Benefits:

Short Term Employee Benefits

The undiscounted amount of short term employee benefits expected to be paid in exchange for the services rendered by the employees are recognised as an expense during the year when the employees render the services.

Post–Employment Benefits

Defined Contribution Plan

A defined contribution plan is a post–employment benefit plan under which the specified contributions are paid to a separate entity. The specified monthly contributions are paid towards Provident Fund, Pension Scheme or any other applicable funds. The contributions are recognised as an expense in the Consolidated Statement of Profit and Loss during the period in which the employee renders the related service.

Defined Benefit Plan

The liability in respect of defined benefit plans and other post–employment benefits is calculated using the Projected Unit Credit Method and spread over the period during which the benefit is expected to be derived from employees 'services.

Re–measurement of defined benefit plans in respect of post–employment and other long term benefits are charged to the other Comprehensive Income.

12. Financial instruments:

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

Financial assets

Initial recognition and measurement

All financial assets are initially recognised at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets, which are not at fair value through profit or loss are adjusted to the fair value on initial recognition. Purchase and sale of financial asset are recognised using trade date accounting i.e. the date that the Group commits to purchase or sell the asset.

Subsequent measurement

Financial Assets carried at amortised cost (AC)

A financial asset is subsequently measured at amortised cost if it is held within a business model whose objective is to hold the asset in order to collect the contractual cash flows and the contractual terms of the financial asset give rise on the specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

After initial measurement, such financial assets are subsequently measured at amortised cost using the effective interest rate (EIR) method. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included in finance income in the Consolidated profit or loss. The losses arising from impairment are recognised in the Consolidated profit or loss. This category applies to Trade and other receivables, Security deposits, Other advance, Loan and advances to related parties, Unbilled Income, Interest Receivable etc.

Financial Assets at Fair Value through Other Comprehensive Income (FVTOCI)

A financial asset is subsequently measured at Fair Value through other Comprehensive Income if it is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets and the contractual terms of the financial assets give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

The Group does not have any financial assets which are fair valued through Other Comprehensive Income (FVTOCI).

Financial Assets at Fair Value through profit or loss (FVTPL)

A financial asset which is not classified in any of the above categories is subsequently fair valued through profit or loss

Equity investments

All equity investments other than investment in Associates are measured at fair value, with value changes recognised in Statement of Profit and loss except for those equity investments for which the Group has elected to present the value changes in 'other comprehensive income'

The Group does not have any equity investments which are fair value through Other Comprehensive Income (FVTOCI)

The Group makes such election on an instrument–by–instrument basis. The classification is made on initial recognition and is irrevocable.

Derecognition

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is primarily derecognised (i.e. removed from the Consolidated balance sheet) when:

The rights to receive cash flows from the asset have expired, or

The Group has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass–through' arrangement and either (a) the Group has transferred substantially all the risks and rewards of the asset, or (b) the Group has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

Impairment of financial assets

The Group assesses impairment based on expected credit loss (ECL) model to the following

Financial assets at amortised cost

Financial assets measured at fair value through Profit or Loss Account

The Group follows simplified approach for recognition of impairment loss allowance. The application of simplified approach does not require the Group to track changes in credit risks. Rather, it recognises impairment loss allowance based on lifetime ECL at each reporting date, right from its initial recognition.

The Group uses historical cost experience to determine the impairment loss allowance on the portfolio of trade receivables. At every reporting date, the historically observed default rates are updated and changes in the forward looking estimates are analysed.

For recognition of impairment loss on other financial assets and risk exposure, the Group determines that whether there has been a significant increase in the credit risk since initial recognition. If credit risk has not increased significantly, 12–month ECL is used to provide for impairment loss. However, if credit risk has increased significantly, lifetime ECL is used. If, in a subsequent period, credit quality of instrument improves such that there is no longer a significant increase in credit risk since initial recognition, then the Group reverts to recognising impairment loss allowance based on 12–month ECL.

Financial liabilities

Initial recognition and measurement

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss, loans and borrowings, payables, or as derivatives designated as hedging instruments in an effective hedge, as appropriate.

All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

The Group's financial liabilities include trade and other payables, loans and borrowings including bank overdrafts, financial guarantee contracts and derivative financial instruments.

Subsequent measurement

The measurement of financial liabilities depends on their classification, as described below:

Financial liabilities at fair value through profit or loss

Financial liabilities at fair value through profit or loss include financial liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through profit or loss. Financial liabilities are classified as held for trading if they are incurred for the purpose of repurchasing in the near term. This category also includes derivative financial instruments entered into by the Company that are not designated as hedging instruments in hedge relationships as defined by Ind AS 109. Separated embedded derivatives are also classified as held for trading unless they are designated as effective hedging instruments.

Gains or losses on financial liabilities held for trading are recognised in the profit or loss.

Financial liabilities designated upon initial recognition at fair value through profit or loss are designated as such at the initial date of recognition, and only if the criteria in Ind AS 109 are satisfied. For liabilities designated as FVTPL, fair value gains/ losses attributable to changes in own credit risk is recognized in OCI. These gains/ loss are not subsequently transferred to Profit and Loss. However, the Group may transfer the cumulative gain or loss within equity. All other changes in fair value of such liability are recognised in the Consolidated statement of profit and loss. The Group has not designated any financial liability as at fair value through profit or loss.

Loans and borrowings

After initial recognition, interest–bearing loans and borrowings are subsequently measured at amortised cost using the EIR method. Gains and losses are recognised in profit or loss when the liabilities are derecognised.

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included as finance costs in the Consolidated statement of profit and loss.

Financial guarantee contracts

Financial guarantee contracts issued by the Group are those contracts that require a payment to be made to reimburse the holder for a loss it incurs because the specified debtor fails to make a payment when due in accordance with the terms of a debt instrument. Financial guarantee contracts are recognised initially as a liability at fair value, adjusted for transaction costs that are directly attributable to the issuance of the guarantee. Subsequently, the liability is measured at the higher of the amount of loss allowance determined as per impairment requirements of Ind AS 109 and the amount recognised less cumulative amortisation.

Derecognition

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another, from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the Consolidated statement of profit and loss.

Embedded derivatives

An embedded derivative is a component of a hybrid (combined) contract that also includes a non–derivative host contract – with the effect that some of the cash flows of the combined instrument vary in a way similar to a stand–alone derivative. An embedded derivative causes some or all of the cash flows that otherwise would be required by the contract to be modified according to a specified interest rate, financial instrument price, commodity price, foreign exchange rate, index of prices or rates, credit rating or credit index, or other variable, provided in the case of a non–financial variable that the variable is not specific to a party to the contract. Reassessment only occurs if there is either a change in the terms of the contract that significantly modifies the cash flows that would otherwise be required or a reclassification of a financial asset out of the fair value through profit or loss.

If the hybrid contract contains a host that is a financial asset within the scope of Ind AS 109, the Group does not separate embedded derivatives. Rather, it applies the classification requirements contained in Ind AS 109 to the entire hybrid contract. Derivatives embedded in all other host contracts are accounted for as separate derivatives and recorded at fair value if their economic characteristics and risks are not closely related to those of the host contracts and the host contracts are not held for trading or designated at fair value though profit or loss. These embedded derivatives are measured at fair value with changes in fair value recognised in profit or loss, unless designated as effective hedging instruments.

Reclassification of financial assets

The Group determines classification of financial assets and liabilities on initial recognition. After initial recognition, no reclassification is made for financial assets which are equity instruments and financial liabilities. For financial assets which are debt instruments, a reclassification is made only if there is a change in the business model for managing those assets. Changes to the business model are expected to be infrequent. The Group 's senior management determines change in the business model as a result of external or internal changes which are significant to the Group's operations. Such changes are evident to external parties. A change in the business model occurs when the Group either begins or ceases to perform an activity that is significant to its operations. If the Group reclassifies financial assets, it applies the reclassification prospectively from the reclassification date which is the first day of the immediately next reporting period following the change in business model. The Group does not restate any previously recognised gains, losses (including impairment gains or losses) or interest.

Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the Consolidated balance sheet if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously.

13. Provision for Current and Deferred Tax:

a. **Current Tax:** Provision is made for income tax, under the tax payable method, based on the liability as computed after taking credit for allowances, exemptions, and MAT credit entitlement for the year. Adjustments in books are made only after the completion of the assessment. In case of matters under appeal, due to disallowances or otherwise, full provision is made when the said liabilities are accepted.

   Current income tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity). Current tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate. The current tax assets and current tax liabilities are offset and presented net if and only if there is legally enforceable right to set off current tax assets and current tax liabilities.

b. **Deferred tax:** Deferred tax is recognised on differences between the carrying amounts of assets and liabilities in the Consolidated balance sheet and the corresponding tax bases used in the computation of taxable profit and thereafter a deferred tax asset or deferred tax liability is recorded for temporary differences, namely the differences that originate in one accounting period and reverse in another. Deferred tax is measured based on the tax rates and tax laws enacted or substantively enacted at the Balance Sheet date. Deferred tax asset is recognized only to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilized. Carrying value of deferred tax asset is adjusted for its appropriateness at each balance sheet date.

Deferred tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity). Deferred tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity.

The deferred tax assets and deferred tax liabilities are offset and presented net if the deferred tax assets and deferred tax liabilities relate to income taxes levied by the same tax authority.

c. Credit of MAT is recognised as an asset only when and to the extent there is convincing evidence that the normal income tax will be paid during the specified period, i.e., the period for which MAT credit is allowed to be carried forward. In the year in which the MAT credit becomes eligible to be recognized as an asset, the said asset is created by way of a credit to the Consolidated Statement of profit and loss and shown as MAT credit entitlement. The same is reviewed at each balance sheet date and the carrying amount of MAT credit entitlement is written down to the extent there is no longer convincing evidence to the effect that the normal income tax will be paid during the specified period.

14. Provisions, Contingent Liabilities and Contingent Assets :

Provisions are recognised when the Group has a present obligation (legal or constructive) as a result of a past event. It is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. If the effect of the time value of money is material, provisions are discounted using equivalent period government securities interest rate. Unwinding of the discount is recognised in the Consolidated statement of profit and loss as a finance cost. Provisions are reviewed at each balance sheet date and are adjusted to reflect the current best estimate. Contingent liabilities are disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non–occurrence of one or more uncertain future events not wholly within the control of the Group or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle or a reliable estimate of the amount cannot be made. Information on contingent liability is disclosed in the Notes to the Consolidated Financial Statements. Contingent assets are not recognised. However, when the realisation of income is virtually certain, then the related asset is no longer a contingent asset, but it is recognised as an asset.

15. Borrowing Cost:

a. Borrowing costs, less any income on the temporary investment out of those borrowings, that are directly attributable to acquisition of an asset that necessarily takes a substantial period of time to get ready for its intended use are capitalized as a part of the cost of that asset.

   Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds. Interest income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalisation. Borrowing cost also includes exchange differences to the extent regarded as an adjustment to the borrowing costs.

b. Other borrowing costs are recognized as expense in the period in which they are incurred.

16. Leases:

As a lessee:

a. Assets taken on lease, under which the lessor effectively retains all the risks and rewards of ownership, are classified as operating lease. Operating lease payments are recognized as expense in the Consolidated Statement of Profit and Loss on a straight–line basis over the lease term unless payments to the lessor are structured to increase in line with expected general inflation to compensate for the lessor’s expected inflationary cost increase; such increases are recognised in the year in which such benefits accrue.

b. Assets acquired under leases where all the risks and rewards incidental to ownership are substantially transferred to the Group are classified as Finance leases. Such leases are capitalized at the inception of the lease at the lower of fair value or the present value of minimum lease payments and liability is created for an equivalent amount. Each lease rental paid is allocated between the liability and interest cost so as to obtain a constant periodic rate of interest on the outstanding liability for each year.

17. Convertible preference shares

Convertible preference shares are separated into liability and equity components based on the terms of the contract.

On issuance of the convertible preference shares, the fair value of the liability component is determined using a market rate for an equivalent non–convertible instrument. This amount is classified as a financial liability measured at amortised cost (net of transaction costs) until it is extinguished on conversion or redemption.

The remainder of the proceeds is allocated to the conversion option that is recognised and included in equity since conversion option meets Ind AS 32 criteria for fixed to fixed classification. Transaction costs are deducted from equity, net of associated income tax. The carrying amount of the conversion option is not remeasured in subsequent years.

Transaction costs are apportioned between the liability and equity components of the convertible preference shares based on the allocation of proceeds to the liability and equity components when the instruments are initially recognised.

18. Cash and Cash equivalents :

Cash and cash equivalents comprise cash at bank and in hand, cheques in hand and deposits with banks having maturity period less than three months from the date of acquisition, which are subject to an insignificant risk of changes in value

For the purpose of Consolidated statement of cash flows, cash and cash equivalents consist of cash and short–term deposits as defined above net of outstanding bank overdrafts where they are considered an integral part of the Group's cash management policy.

19. Earnings per share

The earnings considered in ascertaining the Earnings Per Share (EPS) is the net profit/ (loss) after tax. The number of shares used in computing basic EPS is the weighted average number of shares outstanding during the period/year. The diluted EPS is calculated on the same basis as basic EPS, after adjusting for the effects of potential dilutive equity shares unless the effect of the potential dilutive equity shares is anti–dilutive.

20. Non–current assets held for sale / discontinued operations:

The Group classifies non–current assets as held for sale/ discontinued operations if their carrying amounts will be recovered principally through a sale rather than through continuing use. Actions required to complete the sale should indicate that it is unlikely that significant changes to the sale will be made or that the decision to sell will be withdrawn. Management must be committed to the sale expected within one year from the date of classification.

For these purposes, sale transactions include exchanges of non–current assets for other non–current assets when the exchange has commercial substance. The criteria for held for sale classification is regarded met only when the assets is available for immediate sale in its present condition, subject only to terms that are usual and customary for sales of such assets, its sale is highly probable; and it will genuinely be sold, not abandoned. The Group treats sale of the asset to be highly probable when:

- The appropriate level of management is committed to a plan to sell the asset,
- An active programme to locate a buyer and complete the plan has been initiated (if applicable),
- The asset is being actively marketed for sale at a price that is reasonable in relation to its current fair value,
- The sale is expected to qualify for recognition as a completed sale within one year from the date of classification , and
- Actions required to complete the plan indicate that it is unlikely that significant changes to the plan will be made or that the plan will be withdrawn.

Non–current assets held for sale are measured at the lower of their carrying amount and the fair value less costs to sell. Assets and liabilities classified as held for sale are presented separately in the consolidated balance sheet.

Property, plant and equipment and intangible assets once classified as held for sale to owners are not depreciated or ammortised.

A discontinued operation is a component of an entity that either has been disposed of, or is classified as held for sale, and:

- Represents a separate major line of business or geographical area of operations,
- Is part of a single co–ordinated plan to dispose of a separate major line of business or geographical area of operations

  Or

- Is a subsidiary acquired exclusively with a view to resale

Discontinued operations are excluded from the results of continuing operations and are presented as a single amount as profit or loss after tax from discontinued operations in the Consolidated statement of profit and loss.

21. Recent Indian Accounting Standards (Ind AS)

Ministry of Corporate Affairs ("MCA") through Companies (Indian Accounting Standards) Amendment Rules, 2018 has notified the following new and amendments to Ind ASs which the Group has not applied as these are effective for annual periods beginning on or after April 1, 2019:

Ind AS 116	Leases
Amendments to Ind AS 12	Income Taxes
Appendix C to Ind AS 112	Income Taxes
Amendments to Ind AS 19	Employee Benefits

Ind AS 116 – Leases

The Ministry of Corporate Affairs has notified the Ind AS 116, Leases, which will be effective from April 1, 2019 and would replace the existing standard on leases, Ind AS 17. The standard sets out the principles for the recognition, measurement, presentation and disclosures for both parties to a contract, i.e. the lessee and the lessor. Ind AS 116 introduces a single lessee accounting model and requires a lessee to recognise assets and liabilities for all leases with a term of more than twelve months, unless the underlying asset is of low value. The lease payments under operating leases are recognized as expenses in the Statement of Profit and Loss. The Company is evaluating the requirements of Ind AS 116 on the financial statements.

Amendments to Ind AS 12 – Income Taxes

On March 30, 2019, the Ministry of Corporate Affairs has notified limited amendments to Ind AS 12 on Income Taxes. The amendments require an entity to recognise the income tax consequences of dividends as defined in Ind AS 109 when it recognises a liability to pay a dividend. The income tax consequences of dividends are linked more directly to past transactions or events that generated distributable profits than to distributions to owners. Therefore, an entity shall recognize the income tax consequences of dividends in profit or loss, other comprehensive income or equity where the entity had originally recognised those past transactions or events. The amendment will come into force for accounting periods beginning on or after April 1, 2019. The Company is evaluating the effect of the above in the financial statements.

Appendix C to Ind AS 12 – Uncertainty over Income Tax Treatments

On March 30, 2019, Ministry of Corporate Affairs has notified the Companies (Indian Accounting Standards) Amendment Rules, 2019 containing Appendix C to Ind AS 12, Uncertainty over Income Tax Treatments, which clarifies the application and measurement requirements in Ind AS 12 when there is an uncertainty over income tax treatments. The current and deferred tax asset or liability shall be recognized and measured by applying the requirements in Ind AS 12 based on the taxable profit (tax loss), tax bases, unused tax losses, unused tax credits and tax rates determined by applying this appendix. The amendment is effective for annual periods beginning on or after April 1, 2019. The Company is evaluating the effect of the above in the financial statements.

Amendment to Ind AS 19 – Employee Benefits

On March 30, 2019, the Ministry of Corporate Affairs has notified limited amendments to Ind AS 19 'Employee Benefits' in connection with accounting for plan amendments, curtailments and settlements. The amendments require an entity to use updated assumptions to determine current service cost and net interest for the remainder of the period after a plan amendment, curtailment or settlement and to recognise in profit or loss statement as a part of the past service cost, or a gain or loss on settlement, any reduction in a surplus, even if that surplus was not previously recognised because of the impact of the asset ceiling. The amendment will come into force for accounting periods beginning on or after April 1, 2019. The Company is evaluating the effect of the above in the financial statements.

2.2 CORPORATE INFORMATION

The Parent Company is a public company domiciled in India and is incorporated under the provisions of the Companies Act, applicable in India. Its shares are listed on Bombay Stock Exchange and National Stock Exchange of India. The registered office of the Company is located at Global Vision, Electronic Sadan II, MIDC, TTC Industrial Area, Mahape, Navi Mumbai.

The Group is engaged in providing network services to telecom operators, OEM's and tower companies.

The Consolidated financial statements were authorised for issue in accordance with a resolution passed in the meeting of the Board of Directors held on May 6, 2019.

3. PROPERTY, PLANT AND EQUIPMENT

₹ Crores

Particulars	Leasehold Buildings	Plant & Machinery	Furniture & Fixtures	Office Equipments	Computers	Networking Assets	Test and Repair Equipments	Vehicles	Total of Property, Plant and Equipment	Capital Work in Progress
Cost										
At 1 April 2017	77.96	111.21	4.09	3.24	0.85	36.16	5.77	1.13	240.41	NIL
Additions	NIL	0.01	0.01	0.14	0.48	1.13	0.04	0.13	1.94	0.07
Disposals	NIL	NIL	NIL	NIL	(0.15)	NIL	NIL	NIL	(0.15)	(0.07)
At 31 March 2018	**77.96**	**111.22**	**4.10**	**3.38**	**1.18**	**37.29**	**5.81**	**1.26**	**242.20**	**NIL**
Additions	NIL	NIL	NIL	NIL	NIL	0.11	NIL	NIL	0.11	NIL
Disposals	NIL	NIL	NIL	NIL	NIL	(0.01)	NIL	NIL	(0.01)	NIL
At 31 March 2019	**77.96**	**111.22**	**4.10**	**3.38**	**1.18**	**37.39**	**5.81**	**1.26**	**242.30**	**NIL**
Depreciation and impairment										
At 1 April 2017	3.54	99.98	1.69	1.58	0.56	34.66	3.22	0.25	145.48	NIL
Depreciation charge for the year	1.82	10.89	0.62	0.23	0.37	1.83	1.35	0.26	17.37	NIL
Disposals	NIL	NIL	NIL	NIL	(0.15)	NIL	NIL	NIL	(0.15)	NIL
At 31 March 2018	**5.36**	**110.87**	**2.31**	**1.81**	**0.78**	**36.49**	**4.57**	**0.51**	**162.70**	**NIL**
Depreciation charge for the year	1.80	0.18	0.14	0.20	0.38	0.49	1.02	0.26	4.47	
Disposals	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
At 31 March 2019	**7.16**	**111.05**	**2.45**	**2.01**	**1.16**	**36.98**	**5.59**	**0.77**	**167.17**	**NIL**
Net Book Value										
At 31 March 2019	**70.80**	**0.17**	**1.65**	**1.37**	**0.02**	**0.41**	**0.22**	**0.49**	**75.13**	**NIL**
At 31 March 2018	**72.60**	**0.35**	**1.79**	**1.57**	**0.40**	**0.80**	**1.24**	**0.75**	**79.50**	**NIL**

3.1 Deemed cost of leasehold building includes subscription towards share capital of co–operative societies amounting to ₹ 2,750/– (Previous Year ₹ 2,750/–)

3.2 For lien and charge on the above assets refer note no 23.1

3.3 In accordance with the Indian Accounting Standard (Ind AS 36) on “Impairment of Assets” the Management is required to carry out an exercise of identifying assets that may have been impaired. However, in the opinion of the management, the fixed assets of the parent company mainly comprise of Leasehold land and building and not cash generating units as stated in the said accounting standard and there is no impairment of any of the fixed assets.

4. INVESTMENT PROPERTY

₹ Crores

Particulars	Freehold land	Leasehold land	Total
Opening Balance At 1 April 2017	0.23	3.05	3.28
Additions	NIL	NIL	NIL
Disposals	NIL	NIL	NIL
Closing Balance At 31 March 2018	**0.23**	**3.05**	**3.28**
Additions	NIL	NIL	NIL
Disposals	NIL	NIL	NIL
Closing Balance At 31 March 2019	**0.23**	**3.05**	**3.28**
Depreciation and impairment			
Opening Balance At 1 April 2017	NIL	0.11	0.11
Depreciation charge for the year	NIL	0.05	0.05
Disposals	NIL	NIL	NIL
Closing Balance At 31 March 2018	**NIL**	**0.16**	**0.16**
Depreciation charge for the year	NIL	0.04	0.04
Disposals	NIL	NIL	NIL
Closing Balance At 31 March 2019	**NIL**	**0.20**	**0.20**
Net Block			
At 31 March 2019	**0.23**	**2.85**	**3.08**
At 31 March 2018	**0.23**	**2.89**	**3.12**

4.1 Information regarding income and expenditure of Investment property

₹ Crores

Particulars	March–19	March–18
Rental income derived from investment properties	**NIL**	NIL
Direct operating expenses (including repairs and maintenance) generating rental income	**NIL**	NIL
Direct operating expenses (including repairs and maintenance) that did not generate rental income	**(0.12)**	(0.13)
Loss arising from investment properties before depreciation and indirect expenses	**(0.12)**	(0.13)
Less – Depreciation	**(0.04)**	(0.04)
Loss arising from investment properties before indirect expenses	**(0.16)**	(0.17)

4.2 For lien and charge on the above assets refer note no 23.1

4.3 Reconciliation of fair value:

₹ Crores

Particulars	Amount
Fair value as at 31 March 2017	40.55
Fair value difference	1.98
Purchases	NIL
Fair value as at 31 March 2018	**42.53**
Fair value difference	NIL
Purchases	NIL
Fair value as at 31 March 2019	**42.53**

Estimation of Fair Value

4.3.1 The Parent Company's investment properties consist of land parcels in the state of Gujarat and Maharashtra.

4.3.2 The fair value of the Parent Company's investment properties as at 31st March, 2017 was arrived at on the basis of a valuation carried out by independent registered valuers not related to the Parent Company. The Parent Company has adopted policy of revaluing investment property generally every three years unless there are any significant changes in the circumstances requiring earlier revaluation. Accordingly, the Parent Company has continued with the same valuation for the year ended 31st March, 2019.

5. INTANGIBLE ASSETS

₹ Crores

Particulars	Networking Software	Other than Networking Software	Total
Deemed Cost			
At 1 April 2017	1.08	NIL	1.08
Additions	0.10	NIL	0.10
Disposals	NIL	NIL	NIL
At 31 March 2018	**1.18**	**NIL**	**1.18**
Additions	NIL	NIL	NIL
Disposals	NIL	NIL	NIL
At 31 March 2019	**1.18**	**NIL**	**1.18**
Amortization and impairment			
At 1 April 2017	**0.33**	**NIL**	**0.33**
Amortisation	0.07	NIL	0.07
Disposals	NIL	NIL	NIL
At 31 March 2018	**0.40**	**NIL**	**0.40**
Amortisation	0.03	NIL	0.03
Disposals	NIL	NIL	NIL
At 31st March 2019	**0.43**	**NIL**	**0.43**
Net Book Value			
At 31st March 2019	**0.75**	**NIL**	**0.75**
At 31st March 2018	**0.78**	**NIL**	**0.78**

5.1 For lien and charge on the above assets refer note no 23.1

6. INVESTMENTS (NON CURRENT)

Particulars	31 March 2019		31 March 2018	
	Numbers	₹ Crores	Numbers	₹ Crores
Investments – Trade (fully paid)				
Quoted				
Equity Shares				
GTL Infrastructure Limited (Face Value of ₹10/– each) (Refer Note 6.2 and 6.3)	**2,046,505,865**	**2,229.03**	2,046,505,865	2,229.03
Less : Provision for impairment loss		**(2,044.84)**		(1,387.14)
Total of Quoted Investments in Equity Shares – Trade		**184.19**		841.89

Particulars	31 March 2019		31 March 2018	
	Numbers	₹ Crores	Numbers	₹ Crores
Unquoted				
Equity Shares of :				
Associates				
Global Rural Netco Ltd. (Face Value of ₹ 10/– each)	**75,000,000**	**75.00**	75,000,000	75.00
Less : Provision for Impairment loss		**(75.00)**		(75.00)
		–		–
Others				
Ada Cellworks Wireless Engineering Pvt. Ltd. (Face Value of ₹ 10/– each) (refer note 6.2)	**90,000**	**NIL**	90,000	NIL
European Projects and Aviation Ltd. (Face Value of ₹ 10/– each) (refer note 6.2)	**12,350,000**	**NIL**	12,350,000	NIL
		NIL		NIL
Total of Un–quoted Investments in Equity Shares – Trade		**NIL**		NIL
Investments in:				
Preference Shares of Associates				
6% Cumulative Redeemable Preference Shares of Global Rural Netco Ltd.	**20,000,000**	**200.00**	20,000,000	200.00
Less : Provision for Impairment loss		**(200.00)**		(200.00)
Sub Total of Preference share of Associates		**NIL**		NIL
Others				
0.1% Cumulative Preference Shares of Global Proserv Ltd. (Face Value of ₹ 100/– each) (refer note 6.2)	**13,000,000**	**100.24**	13,000,000	100.24
Less : Provision for Impairment loss		**(100.24)**		(100.24)
		NIL		NIL
0.1% 12 Years Redeemable Preference Shares of European Projects and Aviation Limited (Face Value of ₹ 10/– each) (refer note 6.2)	**13,000,000**	**15.04**	13,000,000	15.04
0.02% 13 Years Redeemable Preference Shares of European Projects and Aviation Limited (Face Value of ₹ 10/– each)	**50,250,000**	**19.11**	50,250,000	19.11
0.1% 13 Years Redeemable Preference Shares of European Projects and Aviation Limited (Face Value of ₹ 10/– each)	**44,246,900**	**77.50**	44,246,900	77.50
Total		**111.65**		111.65
Less : Provision for Impairment loss		**(111.65)**		(111.65)
Total of Un–quoted Investments in Preference Shares – Others		**NIL**		NIL
Total of Un–quoted Investments in Preference Shares		**NIL**		NIL

Particulars	31 March 2019		31 March 2018	
	Numbers	₹ Crores	Numbers	₹ Crores
Trade				
Debenture of :				
Associates				
11% Fully Convertible Debenture Series – A Global Rural Netco Ltd. (Face Value of ₹ 100/– each)	**15,000,000**	**150.00**	15,000,000	150.00
Less : Provision for Impairment loss		**(150.00)**		(150.00)
Total of Un–quoted Investments in Debentures – Trade		**NIL**		NIL
Total of Un–quoted Investments – Trade		**NIL**		NIL
Total Investments		**184.19**		841.89
Aggregate amount of quoted investments		**2,229.03**		2,229.03
Aggregate market value of quoted investments		**184.19**		530.05
Aggregate Amount of unquoted investments		**561.89**		642.05
Aggregate amount of impairment in value of investments		**2,606.73**		2,029.20

6.1 The Group has measured all its investments at fair value and the gain / loss on fair valuation has been accounted through Profit and Loss Account.

6.2 The Parent Company had pledged certain shares held in its subsidiary / associate / affiliate companies, which are held as 'Long Term Investments', with the lenders as a security towards the borrowings from the lenders. During the current year, the lenders have invoked the pledge and have transferred those shares in the name of its trustees without appropriating the same against the borrowings. The Parent Company has made necessary disclosure to the Stock Exchanges vide its letter dated April 2, 2019 in this regard. Further, the Parent Company shall take appropriate legal action based on legal advice. Pending appropriation of pledged shares as mentioned above, the said investments are continued to be classified under 'Long Term Investments'.

6.3 The Parent Company has carried out fair valuation of its investment in GTL Infrastructure Ltd and accordingly accounted the 'Mark to Market' loss amounting to ₹ 152.81 Crores. These investments are part of the shares that have been transferred by the lenders in the name of its trustees as mentioned in note no. 6.2 above.

6.4 The share in associates is accounted under Equity method as per (Ind AS – 28) "Accounting for Investment in Associates and Joint Ventures" in Consolidated Financial Statements based on audited / unaudited accounts of associates as available.

7. LOANS (NON CURRENT)

₹ Crores

Particulars	31 March 2019	31 March 2018
Unsecured, Considered good		
Security Deposits		
Deposits with body corporates and others	**6.72**	6.92
Deposits with government authorities	**0.53**	0.53
Less : Provision for doubtful deposits	**(6.28)**	(6.28)
Total	**0.97**	1.17

8. OTHER (NON–CURRENT)

₹ Crores

Particulars	31 March 2019	31 March 2018
Unsecured, considered doubtful		
Advance to Suppliers	**759.05**	767.04
Less: Allowance for credit losses	**(759.05)**	(767.04)
	NIL	NIL
Other Advances	**192.79**	192.79
Less: Allowance for credit losses	**(192.79)**	(192.79)
	NIL	NIL
Total	**NIL**	NIL

9. OTHER NON–CURRENT ASSETS

₹ Crores

Particulars	31 March 2019	31 March 2018
Capital advances	**0.07**	0.07
Allowance for credit losses	**(0.07)**	(0.07)
Total	**NIL**	NIL

10. INVENTORIES

₹ Crores

Particulars	31 March 2019	31 March 2018
Consumables	**NIL**	NIL
Total	**NIL**	NIL

10.1 For basis of valuation – Refer Point No. 8 of Note No. 2“Significant Accounting Policies”

11. TRADE RECEIVABLES

₹ Crores

Particulars	31 March 2019	31 March 2018
Trade receivables – Unsecured		
Considered good	**0.01**	0.84
Doubtful	**277.50**	279.25
	277.51	280.09
Allowance for doubtful debts	**(277.50)**	(279.25)
	(277.50)	(279.25)
Total	**0.01**	0.84
Trade receivables (Net of allowance for credit losses)		
Others	**0.01**	0.84
Total	**0.01**	0.84

12. CASH AND CASH EQUIVALENTS

₹ Crores

Particulars	31 March 2019	31 March 2018
Balances with banks		
In current accounts	**4.63**	15.33
Cash on hand	**0.04**	0.05
Total	**4.67**	15.38

13. BANK BALANCES OTHER THAN CASH AND CASH EQUIVALENTS

₹ Crores

Particulars	31 March 2019	31 March 2018
Margin money with banks against guarantees*	**2.83**	4.29
Earmarked bank balances towards unclaimed dividend	**0.20**	0.20
Total	**3.03**	4.49

*Includes ₹ 0.32 Crores (₹ 0.16 Crores as at March 31,2018) having maturity after 12 months.

14. LOANS (CURRENT)

₹ Crores

Particulars	31 March 2019	31 March 2018
Unsecured		
Loans to employees	**0.01**	0.00
Deposits with body corporates and others		
Considered good	**0.06**	0.80
Considered doubtful	**0.99**	0.12
Total	**1.06**	0.92
Allowance for credit losses on deposits	**(0.99)**	(0.12)
	(0.99)	(0.12)
Total	**0.07**	0.80

15. OTHERS (CURRENT)

₹ Crores

Particulars	31 March 2019	31 March 2018
Advance to Suppliers	**191.00**	192.58
Interest receivable (Refer note 15.1)	**45.91**	45.91
Interest receivable on term deposit	**0.14**	0.16
Other Advances	**9.11**	3.36
Receivable towards reimbursible of cost / expenses	**11.88**	4.85
Unbilled Revenue	**4.12**	NIL
Total	**262.16**	246.86
Allowance for credit losses:		
Advance to Suppliers	**(191.00)**	(192.58)
Interest receivable	**(45.91)**	(45.91)
Other Advances	**(7.62)**	(2.57)
Receivable towards reimbursible of cost / expenses	**(10.77)**	(4.85)
	(255.30)	(245.91)
Total	**6.86**	0.95

15.1 Includes ₹ 26.54 Crores as at March 31,2019, (₹ 26.54 Crores as at March 31,2018), receivable from a related party.

16. CURRENT TAX ASSETS (NET)

₹ Crores

Particulars	31 March 2019	31 March 2018
Advance Income Tax & Tax deducted at source (Net of provision)	**18.01**	17.65
Total	**18.01**	17.65

17. OTHER CURRENT ASSETS

₹ Crores

Particulars	31 March 2019	31 March 2018
Prepaid Expenses	**0.56**	0.98
Input Tax Recoverable	**12.64**	16.65
Advance to Suppliers	**5.89**	17.93
Less: Allowance for credit losses	**(5.73)**	(4.70)
	0.16	13.23
Advances to employees	**0.06**	0.13
Less: Allowance for credit losses	**(0.06)**	(0.13)
	NIL	NIL
Total	**13.36**	30.86

18. ASSETS HELD FOR SALE AND DISCONTINUED OPERATIONS

₹ Crores

Particulars	31 March 2019	31 March 2018
Discontinued Operations		
Claims receivables – Distribution Franchise (net) (Refer note 18.1)	**43.83**	43.83
Allowance for credit losses on claims receivables – DF	**(43.83)**	(43.83)
Total	**NIL**	NIL

18.1 During the financial year 2014–15, the Distribution Franchisee (DF) agreement between the Parent Company and MSEDCL got terminated. With regards to the Distribution Franchisee activity, the reconciliation and settlement of several claims of the Parent Company and MSEDCL are under process. The liabilities of the Power Distribution Franchisee of ₹ 210.76 Crores is adjustable against receivable of ₹ 254.59 Crores from them and accordingly have been presented net. The Parent Company has tested the amount receivable from MSEDCL for expected credit loss and accordingly ₹ 43.83 Crores has been provided for during the financial year 2016–17.

19. SHARE CAPITAL

Authorised Share Capital

Particulars	Equity shares		Preference shares	
	Nos	₹ Crores	Nos	₹ Crores
At 31 March 2018	290,000,000	290.00	810,000,000	810.00
Increase / (decrease) during the year	NIL	NIL	NIL	NIL
At 31 March 2019	290,000,000	290.00	810,000,000	810.00

19.1 Terms/ rights attached to equity shares

The parent Company has only one class of equity shares having a face value of ₹ 10/– per share. Each holder of equity share is entitled to one vote on show of hands and in case of poll, one vote per equity share. A member shall not have any right to vote whilst any call or other sum shall be due and payable to the Parent Company in respect of any of the equity shares of such member. All equity shares of the Parent Company rank *pari–passu* in all respects including the right to dividend.

In the event of winding–up of the Parent Company, the holders of equity shares will be entitled to receive any of the remaining assets of the Parent Company, if any, after distribution of all preferential amounts in proportion to the number of shares held at the time of commencement of winding–up.

The equity shareholders have all other rights as available to equity shareholders as per the provisions of Companies Act, 2013, read together with Memorandum and Articles of Association of the Parent Company.

19.2 Terms, Rights, Preferences and restrictions attached to 0.01% – Non Participating Optionally Convertible Cumulative Preference Shares (OCPS):

The Parent Company has only one class of preference shares, having face value of ₹ 10/– per share allotted to GTL Infrastructure Limited (GIL). In terms of the issue, GIL had right to convert OCPS into equity shares from the expiry of 6 months from the date of allotment till 18 months of the date of allotment. However, GIL has opted for non–conversion of OCPS into equity shares.

The OCPS carry a dividend of 0.01 % per annum, payable on a cumulative basis on the date of conversion / redemption as the case may be. Any declaration and payment of dividend shall at all times be subject to the availability of Profits and the terms of the restructuring of the debts under the Corporate Debt Restructure (CDR) Mechanism, unless otherwise agreed by the CDR Lenders. Further, in the event of inability of the Parent Company to declare / pay dividend due to non–availability of Profits / pursuant to the terms of restructuring, the dividend may be waived by GIL.

After the expiry of a period of 6 months from the Allotment Date, the OCPS may at the Option of the Parent Company be redeemed at any time prior to the expiry of 20 years from the date of the allotment, in part or in full, after providing a prior written notice of 30 days to GIL. As agreed by the OCPS holder, the original term providing Yield to Maturity of 8% by way of redemption premium has been repealed by the Board.

Other than as permitted under applicable laws, GIL will not have a right to vote at the Parent Company's General Meetings.

In the event of winding–up of the Parent Company, the OCPS holder/s will be entitled to receive in proportion to the number of shares held at the time of commencement of winding–up, any of the remaining assets of the Parent Company, if any, after distribution to all secured creditors and their right to receive monies out of the remaining assets of the Parent Company shall be reckoned *pari–passu* with other unsecured creditors, however, in priority to the equity shareholders. The OCPS holder/s shall have such rights as per the provisions of Companies Act, 2013, read together with Memorandum of Association of the Parent Company.

The OCPS holder/s shall have all other rights as available as per the provisions of Companies Act, 2013, read together with Memorandum and Articles of Association of the Company.

19.3 Issued equity capital

Equity shares of ₹ 10 each issued, subscribed and fully paid	No.	₹ Crores
At 31 March 2018	157,296,781	157.30
Changes during the year	NIL	NIL
At 31 March 2019	157,296,781	157.30

19.4 Details of shareholders holding more than 5% shares in the company

Name of the shareholder	As at 31 March 2019		As at 31 March 2018	
	No. in Crores	% holding in the class	No. in Crores	% holding in the class
Equity Shares				
Global Holding Corporation Private Limited (One of the Promoters and the Parent Company's associate)	**5.10**	**32.41**	2.90	18.42
IDBI Trusteeship Services Limited *	**1.86**	**11.82**	NIL	NIL
Syndicate Bank	**NIL**	**NIL**	2.20	13.99
Mr. Manoj G. Tirodkar	**NIL**	**NIL**	1.86	11.82
Preference Shares				
GTL Infrastructure Limited	**65.00**	**100.00**	65.00	100.00

*During the year Mach 31,2019, shares pledged by the Promoter in favour of CDR lenders of the Parent Company through security trustee IDBI Trusteeship Services Limited were invoked. The Company is currently seeking legal advice to pursue appropriate action in this regard.

19A: Other equity

Other Equity includes: ₹ Crores

Particulars	As at 31–Mar–19	As at 31–Mar–18
Equity component of compound financial instrument	**570.92**	570.92
Capital Reserve (Refer Note 47)	**12.84**	12.84
Capital Redemption Reserve	**8.63**	8.63
Securities Premium Account	**448.18**	448.18
Debenture Redemption Reserve	**191.16**	191.16
General Reserve	**510.76**	510.76
Translation Reserve	**(35.72)**	23.58
Reserves on consolidation	**(504.88)**	10.83
Balance in Statement of Profit and Loss	**(8,761.68)**	(8,346.64)
Total	**(7,559.79)**	(6,569.74)

Capital Reserve: This reserve represents the fractional coupon amounts upon conversion of FCCB into equity shares.

Capital Redemption Reserve: This reserve is created under Section 69 of the Companies Act, 2013 by transferring an amount equal to the nominal value of shares bought back by the Company. This is permitted to be used for issuing fully paid bonus shares.

Securities Premium Account: Premium collected on issue of securities is accumulated as part of securities premium. Utilisation of such premium is restricted by the Companies Act, 2013.

Debenture Redemption Reserve: In view of losses incurred, no Debenture Redemption Reserve is created since the financial year ended March 31, 2012.

General Reserve: General Reserve forms part of the retained earnings and is permitted to be distributed to shareholders as dividend.

Translation Reserve: This reserve represents differences on account of foreign exchange rates arising on the translation of financial statements of foreign subsidiaries.

Balance in Statement of Profit and Loss: This represents profits remaining after all appropriations. This is a free reserve and can be used for distribution as dividend.

20. BORROWINGS

₹ Crores

Particulars	31 March 2019	31 March 2018
Non–current borrowings		
Non–current interest bearing loans and borrowings:		
Unsecured loans		
Liability component of compound financial instrument	**156.87**	141.19
Total unsecured loans	**156.87**	141.19

20.1 Liability component of compound financial instrument i.e 0.01% Non–Participating Optionally Convertible Cumulative Preference Shares (OCPS) is determined considering effective interest rate.

20.2 Refer note 19.2 for Terms, Rights, Preferences, redemption details and restrictions attached to 0.01% – Non Participating Optionally Convertible Cumulative Preference Shares (OCPS)

21. PROVISIONS

₹ Crores

Particulars	31 March 2019	31 March 2018
Provision for Employee Benefits		
Gratuity	**NIL**	NIL
Leave Encashment	**0.45**	0.66
Total	**0.45**	0.66

22. TRADE PAYABLES

₹ Crores

Particulars	31 March 2019	31 March 2018
Total outstanding dues to micro and small enterprises (Refer Note 22.3)	**1.30**	1.38
Total outstanding dues to other than micro and small enterprises	**56.59**	30.95
Trade payables to related parties (refer note 22.1)	**NIL**	5.50
Total	**57.89**	37.83

22.1. Details of Trade payable – related parties

₹ Crores

Particulars	31 March 2019	31 March 2018
Associates	**NIL**	5.50
Total	**NIL**	5.50

22.2 The Parent Company has sought the balance confirmations from the trade payables and has received such confirmations from some vendors. In respect of remaining vendors, balances are subject to confirmation and appropriate adjustment, if necessary, will be considered in the year of reconciliation.

22.3 Disclosure in accordance with Micro, Small and Medium Enterprises Development (MSMED) Act, 2006. The information required to be disclosed has been furnished to the extent parties have been identified as Micro, Small and Medium Enterprises on the basis of information available in this regard with the Parent Company.

Particulars	31 March 2019	31 March 2018
Principal amount remaining unpaid	**1.30**	1.38
Interest due thereon	**3.37**	3.08
The amount of interest paid in terms of section 16, along with the amounts of the payment made beyond the appointed day during accounting year	**NIL**	NIL
The amount of interest due and payable for the period (where the principal has been paid but interest under the MSMED Act, 2006 not paid);	**NIL**	NIL
The amount of interest accrued and remaining unpaid at the end of accounting year	**3.37**	3.08
The amount of further interest due and payable even in the succeeding year, until such date when the interest dues as above are actually paid to the small enterprise, for the purpose of disallowance as a deductible expenditure under section 23.	**1.28**	1.25

23. OTHER FINANCIAL LIABILITIES

₹ Crores

Particulars	31 March 2019	31 March 2018
Secured		
Payable to CDR lenders (Refer Note 23.1 and 23.2)	**2,765.84**	2,767.59
Unsecured		
Payable to External Commercial Borrowings (ECB) lenders (Refer Note 23.3)	**635.75**	633.38
Payable to Holders of Rated Redeemable Unsecured Rupee Non–Convertible Debentures (NCD) (Refer Note 23.3)	**1,595.16**	1,640.18
Interest accrued and due on borrowings (Refer Note 23.4)	**1,474.31**	1,461.29
Interest accrued and due on Others	**3.37**	3.08
Liability towards guarantee obligation	**NIL**	1.85
Unpaid dividend	**0.20**	0.20
Capex Creditors	**0.43**	0.47
Accrued expenses	**143.85**	82.43
Security Deposit Received	**2.25**	17.08
Accrued salaries & Employee benefits	**10.30**	0.93
Expense Creditors	**7.73**	4.85
Others	**0.78**	1.11
Total	**6,639.97**	6,614.44

23.1 Nature of security:

I) Security created in favor of CDR Lenders :

a) A first charge and mortgage on all immovable properties, present and future;

b) A first charge by way of hypothecation over all movable assets, present and future;

c) A first charge on the Trust and Retention Account and other reserves and any other bank accounts wherever maintained, present & future;

d) A first charge, by way of assignment or creation of charge, over:

i. all the right, title, interest, benefits, claims and demands whatsoever in the Project Documents duly acknowledged and consented to by the relevant counter–parties to such Project Documents, all as amended, varied or supplemented from time to time;

ii. all the rights, title, interest, benefits, claims and demands, whatsoever, in the Clearances.

iii. all the right title, interest, benefits, claims and demands, whatsoever, in any letter of credit, guarantee, performance bond provided by any party to the Project Documents;

iv. all the rights, title, interest, benefits, claims and demands, whatsoever, in Insurance Contracts / proceeds under Insurance Contracts;

e) Pledge of all investments of the Company, except investment in Global Rural Netco Ltd (GRNL) which will be pledged on fulfillment of financial covenant agreed with the lenders of GRNL;

f) Mr. Manoj G. Tirodkar, one of the promoters of the Company, has extended a personal guarantee. The guarantee is limited to an amount of ₹ 394.28 Crores;

g) Mr. Manoj G. Tirodkar and Global Holding Corporation Private Limited (GHC), promoters of the Company, have executed Sponsor Support Agreement to meet any shortfall or expected shortfall in the cash flows towards the debt servicing obligations of the Company. As far as Mr. Manoj Tirodkar is concerned any liability arising from this Sponser Support Agreement along with any other Agreement including Personal Guarantee shall be always capped at ₹ 394.28 Crores and

h) The pledge referred in (e) above has been invoked by the Lenders on 28th March, 2019.

II) Security offered to CDR Lender's pending creation of charge:

a) The Parent Company's one of the promoters namely GHC along with its step down subsidiaries has to extend corporate guarantee; and

b) GHC has to pledge its holding in the Parent Company that is currently pledged by GHC in favor of its lenders, as and when released, either in full or part.

III) Prior to the restructuring of the Parent Company's debts under CDR Mechanism, the Parent Company created security on certain specified tangible assets of the Company in favour of Andhra Bank, Punjab National Bank, Union Bank of India, Vijaya Bank, IDBI Bank Limited, State Bank of Hyderabad, Bank of Baroda, UCO Bank, Indian Overseas Bank, Indian Bank, Canara Bank and Dena Bank for their respective credit facilities other than term loans, aggregating ₹ 1,572 Crores. In terms of CDR Documents *inter–alia* Master Restructuring Agreement, the earlier charges are not satisfied by the Parent Company after creation of new security as stated in I above.

23.2 The Parent Company had submitted a revised negotiated settlement proposal to the lenders in response to the issuance of RBI Circular dated February 12, 2018. The banks instead of responding to the settlement proposal have issued notices to recall their loans and interest thereon. One of the lenders had also filed an application before National Company Law Tribunal (NCLT) under Chapter 7 of the Insolvency and Bankruptcy Code, 2016, against which the appropriate judicial authority had granted interim relief by ordering status quo to be maintained by all the parties. Subsequently, the Honourable Supreme Court vide its order dated April 02, 2019, has held the said RBI circular *ultra vires* as a whole and has been declared to be of no effect in law.

The Hon'ble Supreme Court has also held and declared that all the cases in which debtors have been proceeded against by Financial Creditors under Section 7 of the Insolvency Code, only because of the operation of the said RBI circular to be *non est*. Accordingly, the process initiated by one of the Lenders to approach NCLT as mentioned above becomes *non est*, in the opion of the Parent Company

23.3 Details of Interest accrued and due on borrowings comprises of:

a) Overdue Interest of ₹ 502.79 Crores relating to the period March 14 to March 17 on amounts due to holders of Rated Redeemable Unsecured Rupee Non–convertible Debentures;

b) Overdue Interest of ₹ 177.81 Crores relating to the period for December 12, 2011 to March 31, 2017 on External Commercial Borrowings; the variation in the interest accrued amount as at March 18 is on account of exchange fluctuation;

c) Overdue Interest of ₹ 727.80 Crores relating to the period June 2014 to March 2017 on Secured Term Loan;

d) Overdue interest of ₹ 22.64 Crores relating to the period June 2014 to March 2017 on Secured Funded Interest Term Loan;

e) Overdue interest of ₹ 23.00 Crores September 2014 to March 2017 on Cash Credit facility;

f) Overdue interest of ₹ 20.27 Crores November 2014 to March 2017 on Dues towards BG Invocation.

24. OTHER CURRENT LIABILITIES

₹ Crores

Particulars	31 March 2019	31 March 2018
Advance from customers	**2.15**	2.11
Unearned Revenue	**0.07**	NIL
Withholding and other taxes payable	**8.17**	8.14
Others	**1.26**	0.02
Total	**11.65**	10.27

25. PROVISIONS

₹ Crores

Particulars	31 March 2019	31 March 2018
Provision for Employee Benefits		
Gratuity	**0.03**	0.01
Leave Encashment	**0.02**	0.04
Total	**0.05**	0.05

26. LIABILITIES DIRECTLY ASSOCIATED WITH THE ASSETS CLASSIFIED AS HELD FOR SALE

₹ Crores

Particulars	31 March 2019	31 March 2018
Liabilities	**990.70**	860.70
Less : Assets	**(144.96)**	(254.28)
Total	**845.74**	606.42

27. REVENUE FROM OPERATIONS

₹ Crores

Particulars	31 March 2019	31 March 2018
Sale of Services		
Telecom Network Services	**100.61**	147.63
Energy Management and Operation Maintenance	**118.06**	840.79
Telecom Turnkey Projects	**NIL**	5.77
Other Operating Revenues	**0.38**	1.30
Total	**219.05**	995.49

Revenues in excess of invoicing are classified as contract assets (referred to as unbilled revenues), while invoicing in excess of revenues are classified as contract liabilities (referred to as unearned revenues). Details of the same are as under:

₹ Crores

Particulars	31 March 2019	31 March 2018
Contract Assets	**4.12**	NIL
Contract Liabilities	**0.07**	NIL

28. OTHER INCOME

₹ Crores

Particulars	31 March 2019	31 March 2018
Interest income		
Bank Deposits	**0.22**	0.70
Others	**0.30**	1.51
Other non–operating income	**19.17**	7.68
Total	**19.69**	9.89

29. COST OF PURCHASES / SERVICES RENDERED

₹ Crores

Particulars	31 March 2019	31 March 2018
Cost of Services rendered		
Electricity and Diesel cost for Energy Management	**62.62**	715.40
Sub–Contractor Charges	**45.50**	50.96
Vehicle Hire Charges	**0.74**	7.93
Total	**108.86**	774.29

30. CHANGES IN INVENTORIES OF STOCK–IN– TRADE

₹ Crores

Particulars	31 March 2019	31 March 2018
Consumables	**NIL**	5.94
Total	**NIL**	5.94

31. EMPLOYEE BENEFITS EXPENSES

₹ Crores

Particulars	31 March 2019	31 March 2018
Salaries, wages and bonus	**39.25**	44.56
Contribution to provident and other funds	**2.24**	3.37
Staff welfare expense	**0.34**	2.74
Outsourced wages and Manpower Cost	**30.23**	100.73
Total	**72.06**	151.40

32. FINANCE COSTS

₹ Crores

Particulars	31 March 2019	31 March 2018
Interest		
On fixed period loan	**NIL**	2.82
On OCPS	**15.67**	14.11
Other Borrowing costs	**1.00**	1.60
Total	**16.67**	18.53

32.1 The Parent Company has neither paid nor provided interest on its borrowing during the financial year in view of the foregoing as explained in Note No. 23.2. Had such interest been recognized the Finance Cost would have been more by ₹ 605.24 Crores.

33. DEPRECIATION AND AMORTIZATION EXPENSE

₹ Crores

Particulars	31 March 2019	31 March 2018
Depreciation of tangible assets (note 3)	**4.47**	17.37
Amortization of intangible assets (note 5)	**0.03**	0.07
Depreciation on Investment Properties (note 4)	**0.04**	0.05
Total	**4.54**	17.49

34. OTHER EXPENSES

₹ Crores

Particulars	31 March 2019	31 March 2018
Communication Expenses	**0.61**	1.63
Advertisement Expenses	**0.01**	0.37
Business Promotion Expenses	**0.12**	0.35
Rates & Taxes	**0.63**	0.58
Rent	**2.19**	3.22
Electricity Charges	**1.22**	1.82
Insurance	**1.09**	1.90
Legal and Professional Fees	**15.99**	16.11
Travelling & Conveyance Expenses	**1.07**	2.81

Particulars	31 March 2019	31 March 2018
Director's Sitting Fees	**0.46**	0.61
Auditor's Remuneration	**0.25**	0.32
Repairs & Maintenance – Others	**0.32**	1.62
Allowance for credit losses – Trade Receivables	**1.19**	70.79
Allowance for credit losses– Other Receivables	**30.64**	31.22
Loss on foreign currency transactions (Net)	**71.40**	1.72
Provision for impairment of investment	**152.81**	NIL
Other Expenses	**1.33**	2.65
Total	**281.33**	137.72

35. EXCEPTIONAL ITEMS

₹ Crores

Particulars	31 March 2019	31 March 2018
Expected Credit loss		
Advance to supplier	**NIL**	727.79
Total	**NIL**	727.79

36. DISCONTINUED OPERATIONS

In respect of certain divestment , the Parent Company has entered into agreements for sale which is subject to final approval of lenders of the Parent Company and the investee companies and other necessary regulatory approvals. Pending completion of these transactions, the assets and liabilities of investee companies are treated as "Assets Held for Sale and discontinued operations" in terms of Ind AS 105. In respect of one of those subsidiaries, the Court has appointed Joint Provisional Liquidators inter alia for reviewing the financial position of the said company and has also stayed the winding up proceedings in the matter, pending final decision.

i) The results of discontinued operations are presented below :

₹ Crores

Particulars	31 March 2019	31 March 2018
Total Income	**322.17**	414.08
Operating Expenses	**422.27**	389.68
Interest Expenses	**68.02**	65.90
Loss before tax	**(168.12)**	(41.50)
Income tax Expenses	**2.25**	11.33
Loss from operating activities after tax	**(170.37)**	(52.83)

ii) The carrying amount of liabilities (net of assets) pertaining to discontinued Operations as at March 31, 2019 and March 31, 2018 is ₹ 845.74 Crores and ₹ 606.42 Crores respectively.

iii) The net cash flows attributable to the discontinued operations are stated below :

₹ Crores

Particulars	31 March 2019	31 March 2018
Operating	**1.21**	62.30
Investing	**(6.67)**	3.73
Financing	**(2.85)**	(54.32)
Translation adjustment	**8.75**	(14.52)
Net cash (outflow)/inflow	**0.44**	(2.81)

iv) Earnings per share:

₹ Crores

Particulars	31 March 2019	31 March 2018
Basic	**(10.83)**	(3.36)
Diluted	**(10.83)**	(3.36)

37. EARNINGS PER SHARE (EPS)

₹ Crores

Particulars	31 March 2019	31 March 2018
Loss after tax :		
Continuing operations	**(244.77)**	(401.64)
Add :		
Dividend payable on cumulative Preference Shares	**(0.07)**	(0.07)
Tax on cumulative Preference Dividend payable	**(0.01)**	(0.01)
Loss attributable to equity holders of continuing operations for basic earnings	**(244.85)**	(401.72)
Loss attributable to equity holders of discontinued operations for basic earnings	**(170.37)**	(52.83)
Loss attributable to equity holders total operations for basic earnings	**(415.22)**	(454.55)
Weighted average number of Equity shares for basic EPS	**157,296,781**	157,296,781
Weighted average earnings per share (basic and diluted) (continuing operations)	**(15.57)**	(25.53)
Weighted average earnings per share (basic and diluted) (discontinued operations)	**(10.82)**	(3.36)
Weighted average earnings per share (basic and diluted) (total operations)	**(26.39)**	(28.89)

37.1 There have been no other transactions involving equity shares or potential equity shares between the reporting date and the date of authorisation of these financial statements.

37.2 There were no potentially dilutive equity shares which would have been outstanding as at the year end.

38. SIGNIFICANT ACCOUNTING JUDGEMENTS, ESTIMATES AND ASSUMPTIONS

The preparation of the Parent Company's Consolidated financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities and the accompanying disclosures, and the disclosure of contingent liabilities. Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of assets or liabilities affected in future periods.

Judgements

In the process of applying the Parent Company's accounting policies, management has made the following judgements, which have the most significant effect on the amounts recognised in the Consolidated financial statements:

Estimates and assumptions

The key assumptions concerning the future and other key sources of estimation uncertainty at the reporting date, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are described below. The Parent Company based its assumptions and estimates on parameters available when the Consolidated financial statements were prepared. Existing circumstances and assumptions about future developments, however, may change due to market changes or circumstances arising that are beyond the control of the Parent Company. Such changes are reflected in the assumptions when they occur.

The Management believes that the judgements and estimates used in preparation of financial statement are prudent and reasonable.

Taxes

Deferred tax assets are recognised for unused tax losses to the extent that it is probable that taxable profit will be available against which the losses can be utilised. Significant management judgement is required to determine the amount of deferred tax assets that can be recognised, based upon the likely timing and the level of future taxable profits.

Defined benefit plans (gratuity benefits)

The cost of the defined benefit gratuity plan and the present value of the gratuity obligation are determined using actuarial valuations. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate, future salary increases and mortality rates. Due to the complexities involved in the valuation and its long–term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date.

Fair value measurement of financial instruments

When the fair values of financial assets and financial liabilities recorded in the balance sheet cannot be measured based on quoted prices in active markets, their fair value is measured using valuation techniques including the DCF model. The inputs to these models are taken from observable markets where possible, but where this is not feasible, a degree of judgement is required in establishing fair values. Judgements include considerations of inputs such as liquidity risk, credit risk and volatility. Changes in assumptions about these factors could affect the reported fair value of financial instruments. See Note 44 for further disclosures.

Allowances for credit loss on Trade Receivable, Advance to supplier and other receivable

The Provision for allowances for credit loss for Trade Receivable , Advance to supplier and other receivable are based on assumptions about the risk of defaults and expected credit loss. The Group uses judgement in making these assumption and selecting the inputs to the calculation of provision for allowance based on the past history, existing market conditions as well as forward looking estimates at the end of each reporting period.

Provisions for impairment loss on Investment

Provisions for impairment loss on Investment is based on evaluation of financial position of investee companies to meet their obligations for honouring their commitments towards the investment held by the Group.

39. GRATUITY AND OTHER POST–EMPLOYMENT BENEFIT PLANS

a) Defined Benefit Plan

In case of Parent Company, the employee's Gratuity Fund Scheme, which is defined benefit plan, is managed by Trust maintained with Life Insurance Corporation of India (LIC). The present value of obligation is determined based on actuarial valuation using Projected Unit Credit Method, which recognizes each period of service as giving rise to additional unit of employee benefit entitlement and measures each unit separately to build up the final obligation. The obligation for compensated absences is recognized in same manner as gratuity.

In case of Parent Company's wholly owned International Subsidiaries Including step down subsidiaries except for GTL Overseas Middle East JLT, separate provision for gratuity and compensated absences is not required as the same accrues to the employees on year to year basis and accordingly gets provided. As regards the GTL Overseas Middle East JLT, the present value of obligation in respect of gratuity and compensated absences is determined based on actuarial valuation using Projected Unit Credit Method, which recognizes each period of service as giving rise to additional unit of employee benefit entitlement and measures each unit separately to build up the final obligation.

Based on actuarial valuation obtained as at the Balance Sheet date the following table sets out the details of Defined Benefit obligation.

1. Movement in obligation– Gratuity

₹ Crores

Particulars	31 Mar 2019	31 March 2018
Defined Benefit Obligation at beginning of the period	**5.00**	4.89
Current service cost	**0.42**	0.94
Interest cost	**0.39**	0.36
Benefits paid	**(1.79)**	(0.79)
Actuarial changes arising from changes in financial assumptions	**0.00**	(0.19)
Experience adjustments	**(0.18)**	(0.21)
Defined Benefit Obligation at end of the period	**3.84**	5.00

2. Movement in Plan Assets – Gratuity

₹ Crores

Particulars	31 Mar 2019	31 March 2018
Fair value of plan assets at beginning of year	**4.99**	4.89
Expected return on plan assets	**0.39**	0.36
Employer contributions	**0.30**	0.55
Benefits paid	**(1.79)**	(0.79)
Actuarial gain / (loss)	**(0.07)**	(0.02)
Fair value of plan assets at end of year	**3.81**	4.99
Present value of obligation	**3.84**	5.01
Net funded status of plan	**(0.03)**	(0.01)
Actual return on plan assets	**0.07**	0.34

The components of the gratuity cost are as follows:

3. Recognised in profit and loss

₹ Crores

Particulars	31 Mar 2019	31 March 2018
Current Service cost	**0.42**	0.94
Interest cost	**0.00**	(0.00)
Total	**0.42**	0.94
Actual return on plan assets	**0.07**	0.34

4. Recognised in Other Comprehensive Income

₹ Crores

Particulars	31 Mar 2019	31 March 2018
Remeasurement – Acturial loss/(gain)	**(0.17)**	(0.39)
Return on plan assets, excluding Interest Income	**0.07**	0.02
Total	**(0.10)**	(0.37)

5. The principal actuarial assumptions used for estimating the Company's defined benefit obligations are set out below:

Particulars	31 Mar 2019	31 March 2018
Weighted average actuarial assumptions		
Attrition rate	**2.00%**	2.00%
Discount Rate	**7.77%**	7.78%
Expected Rate of increase in salary	**5.50%**	5.50%
Expected Rate of Return on Plan Assets	**7.77%**	7.78%
Mortality rate	**IALM 2006–08 Ultimate**	IALM 2006–08 Ultimate
Expected Average remaining working lives of employees	**14 Years**	15 Years

6. **Sensitivity analysis:**

Particulars	Changes in Assumption	Effect on gratuity obligation
For the year ended March 31, 2018		
Discount rate	+1%	(0.35)
	–1%	0.40
Salary Growth rate	+1%	0.30
	–1%	(0.28)
Withdrawal Rate	+1%	0.08
	–1%	(0.09)
For the year ended March 31, 2019		
Discount rate	+1%	(0.26)
	–1%	0.30
Salary Growth rate	+1%	0.23
	–1%	(0.21)
Withdrawal rate	+1%	0.06
	–1%	0.06

The above sensitivity analysis is based on a change in an assumption while holding all other assumptions constant. In practice, this is unlikely to occur, and changes in some of the assumptions may be correlated. When calculating the sensitivity of the defined benefit obligation to significant actuarial assumptions the same method (projected unit credit method) has been applied as when calculating the defined benefit obligation recognised within the Balance Sheet.

7. **History of experience adjustments is as follows:**

₹ Crores

Particulars	31 Mar 2019	31 March 2018
Plan Liabilities – (loss)/gain	**0.18**	(0.21)
Plan Assets – (loss)/gain	**(0.07)**	(0.02)

Estimate of expected benefit payments (In absolute terms i.e. undiscounted)

Particulars	₹ Crores
01 Apr 2019 to 31 Mar 2020	0.51
01 Apr 2020 to 31 Mar 2021	0.30
01 Apr 2021 to 31 Mar 2022	0.14
01 Apr 2022 to 31 Mar 2023	0.24
01 Apr 2023 to 31 Mar 2024	0.35
01 Apr 2024 Onwards	1.92

8. **Statement of Employee benefit provision**

₹ Crores

Particulars	31 Mar 2019	31 March 2018
Gratuity	**0.03**	0.01
Leave encashment	**0.47**	0.70
Total	**0.50**	0.71

40. COMMITMENTS, CONTINGENCIES AND PROVISIONS

a. **Leases**

Operating lease commitments — Company as lessee

The Group's lease agreements are in respect of operating lease for office premises, guesthouses, warehouses, and vehicles. These lease arrangements are cancellable by either parties there to as per the terms and conditions of the agreements. The lease rental recognised in the Statement of Profit and Loss during the year under the heading 'Rent' in 'Other Expenses' is ₹ 2.19 Crores (₹ 3.19 Crores).

The lease obligations due within next five–years are ₹ NIL. (₹ 3.58 Crores). Future minimum rentals payable under non–cancellable operating leases as at 31 March are, as follows:

₹ Crores

Particulars	31 Mar 2019	31 March 2018
Within one year	**NIL**	2.03
After one year but not more than five years	**NIL**	1.55
More than five years	**NIL**	NIL
Total	**NIL**	3.58

b. Commitments

(i) Estimated amount of contracts remaining to be executed on capital account and not provided for:

₹ Crores

Particulars	31 Mar 2019	31 March 2018
Estimated amount of contracts remaining to be executed on capital account not provided for (net of advances) (Cash out flow is expected on execution of such contracts on progressive basis.)	**NIL**	NIL

c. Contingent liabilities

	Particulars	31 Mar 2019	31 March 2018
i)	Claims against the Company not acknowledged as debts (refer note 38.C.1)	**2,320.79**	2,172.96
ii)	Put option by IFCI on optionally convertible loan of GRNL	**NIL**	108.52
iii)	Guarantees given by Banks on behalf of the Company	**10.99**	44.10
iv)	Performance Guarantees issued to banks on behalf of Subsidiaries / Associates and Affiliates	**5.00**	5.00
v)	Disputed Sales tax liabilities for which appeals are pending (Amount deposited ₹ 4.86 Crores (FY 16–17 ₹ 4.62 Crores)	**110.82**	109.36
vi)	Disputed Service Tax liabilities for which appeals are pending (Amount deposited / adjusted ₹ 0.97 Crores (FY 16–17 ₹ 0.97 Crores)	**18.35**	18.35
vii)	Disputed Income Tax liability for which appeals are pending (Amount deposited / adjusted ₹ NIL (FY 17–18 – ₹ NIL)	**74.91**	NIL
viii)	Dividend on 0.01% Non–Participative Optionally Convertible Cumulative Preference Share	**0.42**	0.36

Future cash outflows in respect of v, vii and vii matters are determinable only on receipt of judgements or decisions pending at various forum.

The Group has assessed that it is only possible, but not probable, that outflow of economic resources will be required in respect of above liability.

c.1 Claims against the Parent Company not acknowledged as debts

As on March 31, 2019, there were 45 cases against the Parent Company, pending in various Courts and other Dispute Redressal Forums.

i) In 8 out of 45 cases, the Parent Company has been implicated as proforma defendant i.e. there are no monetary claims against the Parent Company. In most of these cases, dispute concerns matters like loss of share certificate, title claim / ownership / transfer of the shares etc. The Parent Company's implication in these matters is with a view to protect the interest of the lawful owners of the shares. Upon the final orders passed by the Court(s), the Parent Company shall have to release the shares, which are presently under 'stop transfer', in this regard to the rightful claimants. There is no direct liability or adverse impact on the business of the Parent Company on account of the said 8 cases.

ii) Out of the balance 37 cases, 20 cases are from its earlier power business, 7 cases are from telecom related businesses and 1 case is in respect of non–allotment / non–refund of money in its IPO, which are handled by the Parent Company's advocates, who have the necessary expertise on the subject. It is found that in most of the cases the claims are unsubstantiated and therefore the Parent Company is resisting and defending these claims. (In the aforesaid 20 cases, 9 cases pertain to Labour Court matter wherein the employees filed for reinstatement on termination consequent to termination of Aurangabad Distribution Franchisee Agreement of the Parent Company. These are being settled with affected employees). The contingent liability in respect of these 28 cases is ₹ 1.33 Crores

(iii) There are 5 cases in which the Parent Company has invoked arbitration proceedings against MSEDCL and the contingent liability towards counter claims of MSEDCL is ₹ 234.94 Crores.

(iv) In 1 case, a bank has filed commercial suit against the Parent Company in the Hon'ble Bombay High Court in respect of the Parent Company's comfort letter issued in favour of one of its Wholly Owned Subsidiaries (WOS) towards WOS's credit facilities. The contingent liability in respect of which is ₹ 237.28 Crores.

(v) In 1 case a Lender Bank has filed insolvency petition before the National Company Law Board in which the Hon'ble Supreme Court has granted stay orders. The contingent liability in respect of the same is ₹ 128.97 Crores (Net of liability in the books as at 31st March, 2019 is ₹ 329.98 Crores, against total claim of ₹ 458.95 Crores)

(vi) In 1 case the Parent Company has challenged the RBI Circular dated 12th February 2018 in the Supreme Court and the Hon'ble Supreme Court has granted maintenance of status–quo. The RBI Circular has since been quashed.

(vii) In the balance 1 case, the Department of Telecom (DoT) has raised a frivolous demand of ₹ 1,509.50 Crores based on Adjusted Gross Revenue for ISP license fee pertaining to the business carried out by the Parent Company well before the year 2009 and the relevant ISP license was surrendered to DoT in 2009 for which DoT had issued a no–dues certificate in November 2010. The Parent Company is contesting this demand in an appropriate forum.

viii) Claim of ₹ 179.00 Crores from Global Holding Corporation, an associate of the Parent Company towards loss occurred to the associate on account of invocation by lender of share investment held by the associate in the Parent Company which was offered as pledge for the credit facility availed by the Parent Company.

ix) One of the lenders has debited amount of ₹ 34.58 Crores to Current Account which is disputed by the Company.

The contingent liability in respect of 45 cases is ₹ 2,320.79 Crores.

d) Movement in provisions

Disclosure as required by Ind AS Provisions, Contingent Liabilities and Contingent Assets

₹ Crores

Particulars	31 Mar 2019	31 March 2018
Compensated Absences at beginning of the period	**0.69**	1.03
Addition	**(0.01)**	(0.21)
Benefits paid	**(0.21)**	(0.13)
Compensated Absences at end of the period	**0.47**	0.69

41.1 RELATED PARTIES

A Associates

a) Global Rural Netco Pvt. Limited.

b) Global Holding Corporation Private Limited

B Key Managerial Personnel

a) Mr. Manoj Tirodkar, Chairman and Managing Director (Ceased to be Chairman and Managing Director from 23rd August, 2018)

b) Mr. Sunil S. Valavalkar – Whole Time Director

c) Mr. Vidyadhar Apte, Company Secretary (Retired from the services from 8th November, 2018)

d) Mr. Milind Bapat, Chief Financial Officer

e) Mr. Pratik Toprani, Company Secretary (Date of joining is 1st May, 2019)

41.2 Related Party Disclosures – Transactions With Related Party

Sr. No.	Party Name	Year	Closing Balance as on						
			Deposit Received	Receivable towards Bank claim paid by the Company	Receivables (Gross)	Receivables towards Reimbursable cost / expense (Gross)	Advance received / Accrued Receivables	Accrued Expenses	Payables (incl. Advance received)
1	**Associates**								
1a	Global Rural Netco	**31–Mar–19**	**NIL**	**NIL**	**5.12**	**2.05**	**26.54**	**NIL**	**NIL**
	Private Limited	31–Mar–18	NIL	NIL	5.12	2.05	26.54	NIL	NIL
1b	Global Holding Corporation	**31–Mar–19**	**NIL**	**NIL**	**NIL**	**0.26**	**NIL**	**NIL**	**NIL**
	Private Limited	31–Mar–18	NIL	NIL	NIL	0.26	NIL	NIL	NIL

41.2.1 The Above amounts with respect to advances & debtors are before making allowances for credit loss.

41.2.2 Claim from Global Holding Corporation Pvt. Ltd. of ₹ 179 Crores which is not acknowledged as debt is considered in "Contingent liability" and hence not shown in the above Statement.

41.2.3 The details for GTL Infrastructure Limited Is not provided (Refer Note 6.2.)

41.2.4 Terms and conditions of transactions with related parties:

The credit period towards sale to related parties are in line with other external customers. The outstanding balances at the year–end are unsecured and interest free and settlement occurs in cash. There have been no guarantees provided to or received from any related party with resepct to receivables or payables. The parent Company has provided impairment loss against amount due from related parties in the earlier years and the impairment provision as at March 31, 2019 is ₹ 34.03 Crores (31 March 2018: ₹ 34.03 Crores). This assessment is undertaken each financial year through examining the financial position of the related party and the market in which the related party operates.

41.3 Related Party Disclosures – Transactions With Related Party

Sr. No.	Particulars	Year	Transaction during the year April 2018 to March 2019										
			Sales & Services	Reimbur–sement Expenses from	Reimbur–sement Expenses to	Interest Income	Rent received	Advance Received	Advance Repaid	Purchase of Property, plant and equipment	Sale of Property, plant and equipment	Short Term Employee benefits	Post Employee benefits
1	**Associates**												
1a	GTL Infrastructure Limited	**31–Mar–19**	**214.83**	**0.85**	**0.38**	**NIL**	**2.39**	**NIL**	**NIL**	**NIL**	**0.00**	**NA**	**NA**
		31–Mar–18	493.75	7.60	421.31	NIL	3.14	NIL	NIL	NIL	0.03	NA	NA
1b	Global Rural Netco Pvt. Ltd.	**31–Mar–19**	**NIL**	**0.01**	**NIL**	**NIL**	**0.02**	**NIL**	**NIL**	**NIL**	**NIL**	**NA**	**NA**
		31–Mar–18	NIL	0.09	NIL	NIL	0.06	NIL	NIL	NIL	NIL	NA	NA
1d	Global Holding Corporation Private Limited	**31–Mar–19**	**NIL**	**NIL**	**NIL**	**NIL**	**NIL**	**NIL**	**NIL**	**NIL**	**NIL**	**NIL**	**NIL**
		31–Mar–18	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
2	**Key Managerial Personnel**												
2a	Mr. Manoj Tirodkar	**23–Aug–18**	**NIL**	**NIL**	**NIL**	**NIL**	**NIL**	**NIL**	**NIL**	**NIL**	**NIL**	**0.17**	**0.01**
		31–Mar–18	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	0.46	0.02
2b	Mr. Sunil S. Valavalkar	**31–Mar–19**	**NIL**	**NIL**	**NIL**	**NIL**	**NIL**	**NIL**	**NIL**	**NIL**	**NIL**	**0.14**	**0.01**
		31–Mar–18	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	0.13	0.01
2c	Mr. Vidyadhar Apte	**8–Nov–19**	**NIL**	**NIL**	**NIL**	**NIL**	**NIL**	**NIL**	**NIL**	**NIL**	**NIL**	**0.30**	**0.01**
		31–Mar–18	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	0.52	0.02
2d	Mr. Milind Bapat	**31–Mar–19**	**NIL**	**NIL**	**NIL**	**NIL**	**NIL**	**NIL**	**NIL**	**NIL**	**NIL**	**1.12**	**0.02**
		31–Mar–18	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	1.07	0.02
2e	Mr. Pratik Toprani	**31–Mar–19**	**NIL**	**NIL**	**NIL**	**NIL**	**NIL**	**NIL**	**NIL**	**NIL**	**NIL**	**NIL**	**NIL**
		31–Mar–18	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL

41.3.1 The sales to and purchases from related parties are made on terms equivalent to those that prevail for arm's length transactions.

41.3.2 The amounts disclosed in the table related to key management personnel are the amounts recognised as an expense during the reporting period.

41.3.3 Mr. Manoj Tirodkar, Chairman and Managing Director (Ceased to be Chairman and Managing Director from 23rd August, 2018)

41.3.4 Mr. Vidyadhar Apte, Company Secretary (Retired from the services from 8th November, 2018)

41.3.5 Mr. Pratik Toprani, Company Secretary, joined the services from 1st May, 2019.

41.3.6 Provision for contribution to Gratuity fund and Leave encashment on retirement which are made based on actuarial valuation on an overall Company basis are not included in remuneration details of key managerial personnel.

41.4 Additional information, as required under Schedule III to the Companies Act, 2013, of enterprises consolidated as subsidiary and associates.

Name of the entity		Net Assets i.e. Total Assets minus Total Liabilities		Share of profit or loss	
		As % of consolidated net assets	Amount	As % of consolidated profit or loss	Amount
1		2	3	4	5
Parent					
GTL Limited	**(A)**	77%	(5,731.65)	59%	(244.67)
Subsidiaries					
Foreign					
International Global Tele–Systems Limited		18%	(1,303.94)	41%	(169.15)
GTL International Limited		5%	(366.90)	0%	(1.22)
Total of foreign subsidiaries	**(B)**	23%	(1,670.84)	41%	(170.37)
Total consolidated assets minus liabilities	**(C)=(A+B)**		**(7,402.49)**		**(415.04)**

Associates	Percentage of loss	Investment Amount	Basis of accounting of investment
Indian			
Global Rural Netco Limited	NA	NIL	Equity method

41.5 Salient features of Financial Statements of Subsidiaries and Associates as per Companies Act, 2013

Part "A": Subsidiaries

Sr. No.	Name of the Subsidiary Company	Curr.	Year Ending	Exchange Rate Bal. Sheet	Exchange Rate P&L	Capital	Reserves	Other Liabilities	Total Liabilities	Total Assets	Invest–ments	Turnover	PBT	Provision for Tax	Profit after Tax	Proposed Dividend	% of Share holding
	Operating Companies:																
A	**International Global Tele–Systems Ltd.**	USD	31 December	69.447	70.472	498.37	(1,326.53)	830.71	2.55	2.55	NIL	NIL	(169.15)	NIL	(169.15)	NIL	100%
C	**GTL International Ltd.**	USD	31 March	69.447	70.472	55.56	(170.79)	410.23	294.99	294.99	250.61	NIL	(14.58)	NIL	(14.58)	NIL	100%
C.1	GTL (Singapore) Pte Ltd.	USD	31 March	69.447	70.472	2.09	56.32	1.44	59.85	59.85	2.43	25.42	(0.10)	0.54	(0.63)	NIL	100%
C.2	GTL Overseas (Middle East) DMCC	AED	31 March	18.910	19.189	0.09	(28.44)	38.47	10.13	10.13	NIL	1.64	(3.93)	NIL	(3.93)	NIL	100%
C.3	GTL Europe Ltd.	GBP	31 March	90.574	91.911	4.69	(2.45)	11.31	13.56	13.56	NIL	208.22	(2.96)	NIL	(2.96)	NIL	100%
C.4	GTL Nepal Pvt. Ltd.	NPR	31 March	0.632	0.641	1.31	9.39	26.87	37.57	37.57	NIL	55.15	3.27	0.82	2.45	NIL	100%
C.5	iGTL Myanmar Limited	MMK	31 March	21.634	21.320	1.13	14.07	48.83	64.03	64.03	NIL	151.71	15.94	6.79	9.14	NIL	100%

Part "B" : Associates and Joint Ventures

Statement persuant to Section 129 (3) of the Companies Act, 2013 related to Associate Companies

Sr. No.	Name of Associates	Latest audited Balance Sheet date	Equity Shares of Associates held by the Company on the year end			"Net worth Attributable to shareholding as per latest available Balance Sheet (₹ in Crores)	Share for the year including other comprehensive income of associates		Description of How there is significant influence	Reason why the Associates is not Consolidated
			No.	Amount of Investment in Associates (₹ in Crores)	Extent of Holding %		Considered in Consolidation (₹ in Crores)	Not Considered in Consolidation		
1	Global Rural Netco Pvt. Ltd	31–Mar–18	75,000,000	75.00	42.86%	(282.17)	NIL (Refer note B)	NIL	Note – A	NA

Note:

A. There is significant influence due to percentage (%) holding in associates

B. The Share in associate Global Rural Netco Pvt. Ltd. stands recognised to the extent of investment held in that associate.

42. FAIR VALUES

Set out below, is a comparison by class of the carrying amounts and fair value of the Parent Company's financial instruments

₹ Crores

Particulars	Carrying value		Fair value	
	31–Mar–19	31–Mar–18	31–Mar–19	31–Mar–18
Financial assets				
FVTPL financial investments				
Investment in Preference Shares – Others				
European Projects and Aviation Ltd.	NIL	NIL	111.65	111.65
Global Proserv Ltd.	NIL	NIL	100.24	100.24
Investment in Equity Shares – Associates				
GTL Infrastructure Ltd. (Refer Note 6.2)	NA	337.00	NA	337.00
Investment in Equity Shares – Others				
European Projects and Aviation Ltd.	NIL	NIL	NIL	NIL
GTL Infrastructure Ltd. (Refer Note 6.2)	184.19	NA	184.19	NA
Total of financial assets at fair value	**184.19**	**337.00**	**396.08**	**548.89**
Financial assets designated at amortised cost				
Non–current assets (refer note 40.1)				
Loans	0.97	0.91	0.97	0.91
Other	NIL	NIL	NIL	NIL
Current assets (refer note 40.1)				
Trade receivables	0.01	0.84	0.01	0.84
Cash and cash equivalents	4.67	15.19	4.67	15.19
Bank balance other than included in Cash and cash equivalents above	3.03	4.49	3.03	4.49
Loans	0.07	1.05	0.07	1.05
Other	6.86	0.95	6.86	0.95
Total of financial assets at amortised cost	**15.61**	**23.43**	**15.61**	**23.43**
Total	**199.80**	**360.43**	**411.69**	**572.32**
Financial liabilities designated at amortised cost				
Borrowings				
Fixed rate borrowings	6,471.05	6,502.44	6,471.05	6,502.44
0.01% Non–Participating Optionally Convertible Cumulative Preference Shares (OCPS) (refer note 40.2)	156.87	141.19	156.87	141.19
Trade payables (refer note 40.1)	57.89	37.83	57.89	37.83
Other Financial Liabilities (refer note 40.1)	168.91	112.00	168.91	112.00
Total	**6,854.72**	**6,793.46**	**6,854.72**	**6,793.46**

42.1 The management assessed that trade receivables, cash and bank balances, loans, other financial assets, trade payables and other financial liabilities approximate their carrying amounts largely due to the short–term maturities of these instruments.

42.2 The fair values of the Parent Company's fixed interest–bearing borrowings and loans is determined by using DCF method using discount rate that reflects the issuer's borrowing rate as at the end of the reporting period. The own non–performance risk as at 31 March 2019 was assessed to be insignificant as borrowing are fixed interest bearings.

43. FAIR VALUE HIERARCHY

The following table provides the fair value measurement hierarchy of the Company's assets and liabilities.

Quantitative disclosures fair value measurement hierarchy for assets as at :

₹ Crores

Particulars	Fair value measurement using					
	March 31, 2019			March 31, 2018		
	Quoted prices in active markets	Significant observable inputs	Significant unobservable inputs	Quoted prices in active markets	Significant observable inputs	Significant unobservable inputs
	(Level 1)	(Level 2)	(Level 3)	(Level 1)	(Level 2)	(Level 3)
Assets measured at fair value:						
FVTPL financial investments (Note 40):						
Investment in Preference Shares – Others						
European Projects and Aviation Ltd.			NIL		NIL	
Global Proserv Ltd.			NIL		NIL	
Investment in Equity Shares – Associates						
GTL Infrastructure Ltd. (Refer Note 6.2)		NA			337.00	
Global Rural Netco Ltd.			–			
Investment in Equity Shares – Others						
European Projects and Aviation Ltd.			NIL			
GTL Infrastructure Ltd.	184.19			NA		
Assets for which fair values are disclosed:						
Investment properties (Refer note 4.3)						
Office properties		1.98			42.53	

Quantitative disclosures fair value measurement hierarchy for liabilities as at :

₹ Crores

Particulars	Fair value measurement using					
	March 31, 2019			March 31, 2018		
	Quoted prices in active markets	Significant observable inputs	Significant unobservable inputs	Quoted prices in active markets	Significant observable inputs	Significant unobservable inputs
	(Level 1)	(Level 2)	(Level 3)	(Level 1)	(Level 2)	(Level 3)
Liabilities for which fair values are disclosed (Note 40):						
Borrowings (Note 40):						
Fixed Interest bearing Loans		6,471.05			6,502.44	
Convertible preference shares		156.87			141.19	

44. Financial risk management objectives and policies

The Parent Company's principal financial liabilities comprise of loans and borrowings, trade and other payables, and financial guarantee contracts. The main purpose of these financial liabilities is to manage finance for the Parent Company's operations. The Parent Company's principal financial assets includes investments, trade and other receivables, supplier advance and cash and cash equivalents that derive directly from its operations.

The Parent Company is exposed to market risk, credit risk and liquidity risk. The Parent Company's senior management oversees the management of these risks. The Parent Company's senior management is supported by Risk Management Group (RMG), Investment Committee and Resource Committee that advises on financial risks and the appropriate financial risk governance framework for the Group. The Risk Management Group, Investment Committee and Resource Committee provides assurance to the Group's senior management that the Group's financial risk activities are governed by appropriate policies and procedures and that financial risks are identified, measured and managed in accordance with the Group's policies and risk objectives. It is the Group's policy that no trading in derivatives for speculative purposes may be undertaken. The Audit Committee of the Board and the Board of Directors review and monitor risk management and mitigation plans. The financial risks are summarised below:

44.1 Market risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises three types of risk: interest rate risk, currency risk and other price risk, such as equity price risk and commodity risk. Financial instruments affected by market risk include loans, borrowings and deposits. As the revenues from the Group's network service business is dependent on the sustainability of telecom sector, the Group believes that macro – economic factor, including the growth of Indian economy as well as political and economic environment, have a significant direct impact on the Group's business, results of operations and financial position.

44.2 Interest rate risk

Interest rate risk is the risk that the fair value or future cash flow of financial instrument will fluctuate because of changes in market interest rates. The significant part of financial instrument which can be considered in case of the Parent Company as subject to interest rate risk are borrowings . However the Parent Company's borrowings carry fixed interest rate and therefore the Parent Company is not exposed to significant interest rate risk.

44.3 Foreign currency risk

Foreign currency risk is the risk that the fair value or future cash flows of an exposure will fluctuate because of changes in foreign exchange rates. The Parent Company's exposure to the risk of changes in foreign exchange rates relates primarily to the External Commercial Borrowings and except for the the same , the Parent Company is not exposed to foreign currency risk as the Parent Company's business operations do not involve any significant transactions in foreign currency.

Foreign currency sensitivity

The impact on the Parent Company's loss before tax on account of variation in exchange rates can be on account of fluctuation in USD as the Parent Company's External Commercial borrowings liability is USD denominated liability .The following table demonstrates the sensitivity to a reasonably possible change in USD exchange rates, with all other variables held constant. 1% increase or decrease in USD rate will have the following impact on loss before tax :

₹ Crores

Particulars	2018–19		2017–18	
	1% Increase	1% Decrease	1% Increase	1% Decrease
USD Denominated monetary liabilities	7.36	(7.36)	8.91	(8.91)

44.4 Equity price risk

The Parent Company's equity investment in one of its associates is listed and all other investments are in unlisted entities. All the investments of the Parent Company are trade and strategic investments and therefore are not considered to be exposed or susceptible to market risk.

44.5 Commodity price risk

The Parent Company is engaged in business of providing "Network Services" comprising mainly of Operation maintenance and energy management (OME) and other network services. In OME the major component of cost are electricity and Fuel. The variation in the price of electricity and fuel is index based i.e. additionally charged to customer. With regards to other services the contracts are cost plus margin and therefore commodity price risk is mitigated.

44.6 Credit risk

Credit risk is the risk that counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. The Parent Company is exposed to credit risk from its operating activities (primarily trade receivables), deposits with banks and other financial assets.

Trade receivables

Customer credit risk is managed subject to the Group's established policy, procedures and controls relating to customer credit risk management. Credit quality of a customer is assessed based on individual credit limits and defined in accordance with customer assessment. Outstanding customer receivables are regularly monitored.

The Group follows a 'simplified approach' (i.e. based on lifetime ECL) for recognition of impairment loss allowance on Trade receivables. For the purpose of measuring lifetime ECL allowance for trade receivables, the Group estimates irrecoverable amounts based on the ageing of the receivable balances . Individual trade receivables are written off when management deems them not to be collectible. The Group does not hold any collateral as security against these trade receivables. The contractually agreed terms effectively manage the concentration risk.

₹ Crores

Ageing (in no. of days past due)	As at 31 March, 2019				As at 31 March, 2018			
	Gross carrying amount	Expected credit loss rate	Credit loss	Net carrying amount	Gross carrying amount	Expected credit loss rate	Credit loss	Net carrying amount
0 – 90 days past due	1.33	100%	1.33	NIL	18.21	95%	17.36	0.85
91 – 180 days past due	1.11	100%	1.11	0.00	5.73	100%	5.73	NIL
181 – 270 days past due	0.00	0%	NIL	0.00	105.39	100%	105.39	NIL
More than 270 days past due	275.06	100%	275.06	0.01	150.76	100%	150.76	NIL
Total	277.51		277.50	0.01	280.09		279.24	0.85

Financial Assets and bank deposits

Credit risk from balances with banks is managed by the Group's treasury department in accordance with the Group's policy. The Group considers factors such as track record, size of the institution, market reputation and service standards to select the banks with which its balances and deposits are maintained. Generally, the balances are maintained with the institutions with which the Group has also availed borrowings. The Group does not maintain significant cash and deposit balances other than those required for its day to day operations.

The Parent Company's maximum exposure to credit risk for the components of the balance sheet at 31 March 2018 and 31 March 2017 is the carrying amounts as appearing in Note 12,13,14 and 15.

44.7 Liquidity risk

Liquidity risk is that the Parent Company will not be able to settle or meet its obligation on time or at reasonable price. Parent Company's principal sources of liquidity are cash flows generated from its operations.

The Parent Company continues to take various measures such as cost optimisation, improving operating efficiency to increase Parent Company's operating results and cash flows. Further the Parent Company has made a proposal for a negotiated settlement of debts which has been agreed in principle by all set of lenders. The management is of the view that upon the implementation of the Parent Company's negotiated settlement proposal, the Parent Company would be in a position to meet its liabilities and continue its operations.

The table below summarises the maturity profile of the Company's financial liabilities based on contractual undiscounted payments.

₹ Crores

Particulars	March 31, 2019					March 31, 2018				
	On demand	Less than 1 year	More than 1 Year less than 5 years	More than 5 years	Total	On demand	Less than 1 year	More than 1 Year less than 5 years	More than 5 years	Total
Optionally Convertible preference shares	NIL	NIL	NIL	650.00	650.00	NIL	NIL	NIL	650.00	650.00
Other financial liabilities	6,639.97	NIL	NIL	NIL	6,639.97	6,614.44	NIL	NIL	NIL	6,614.44
Total outstanding dues to micro & small enterprises	1.30	NIL	NIL	NIL	1.30	1.38	NIL	NIL	NIL	1.38
Total outstanding dues to other than micro & small enterprises	56.59	NIL	NIL	NIL	56.59	36.45	NIL	NIL	NIL	36.45
Total	**6,697.86**	**–**	**–**	**650.00**	**7,347.86**	**6,652.27**	**–**	**–**	**650.00**	**7,302.27**

45. CAPITAL MANAGEMENT

For the purpose of the Parent Company's capital management, capital includes issued equity capital, convertible preference shares, Securities premium and all other equity reserves attributable to the equity holders of the Parent Company. The primary objective of the Parent Company's capital management is to safeguard continuity of the business operations.

In view of slow down in telecom industry in last few years, the Parent Company's business received a set back which resulted in incurrence of huge losses and adversely impacting the capital of the Parent Company. The Parent Company therefore for effective capital management has submitted a revised negotiated proposal for settlement of debts and/ or upon restructure through NCLT and / or the proposed revised circular of RBI as the case may be, it would be in a position to settle the matter and consequently there will be a substantial improvement in capital structure of the Parent Company.

Calculation of Capital Gearing ratio

₹ Crores

Particulars	31–Mar–19	31–Mar–18
Equity Capital	**157.30**	157.30
Reserves	**(7,484.76)**	(7,240.12)
	(7,327.47)	(7,082.82)
Borrowings*	**4,996.74**	5,041.16
Liability component of compound financial instrument	**156.87**	141.19
	5,153.61	5,182.35
Capital Gearing ratio	**(1.42)**	(1.37)
Capital Gearing ratio %	**(142.18)**	(136.67)

*Fixed cost bearing funds have been included in calculation of the borrowings.

No changes were made in the objectives, policies or processes for managing capital during the years ended 31 March 2019 and 31 March 2018.

46. DEFERRED TAX

Deferred tax liabilities / (Assets) comprises of the following :

₹ Crores

Particulars	31–Mar–19	31–Mar–18
Relating to		
Property, Plant and Equipment	**(18.65)**	(23.44)
Other Intangible Assets	**(0.39)**	(0.98)
Financial Asset – Others	**(47.68)**	(234.64)
Disallowance Under Section 43B of the Income Tax Act, 1961	**NIL**	NIL
Provision for doubtful debts	**(9.93)**	(26.26)
Unabsorbed Depreciation	**(150.79)**	(153.65)
Total	**(227.44)**	(438.99)

46.1 The Parent Company has a Deferred Tax Asset of ₹ 189.54 Crores as on March 31, 2019 (₹ 438.99 Crores as on March 31, 2018). The same has not been recognised in the financial statement in the absence of probable taxable profits against which the same can be utilised.

46.2 Amount and expiry date of unused tax losses which are not considered in deferred tax assets disclosed above

₹ Crores

Assessment Year (AY)	Unused tax Loss	Carried Forward Till AY
2012–13	103.37	2020–21
2013–14	87.81	2021–22
2014–15	408.80	2022–23
2015–16	194.04	2023–24
2016–17	141.28	2024–25
2017–18	9.17	2025–26
2018–19	NIL	2026–27
2019–20	50.90	2027–28
Total	**995.37**	

From last few years the Parent Company is incurring losses and doesn't expect sufficient future taxable income in the near future against which the unused business losses can be utilised and therefore the Parent Company has not considered the same for working of unrecognised DTA disclosed above.

47. DETAILS OF LOANS GIVEN, INVESTMENTS MADE AND GUARANTEE GIVEN COVERED U/S 186 (4) OF THE COMPANIES ACT, 2013

Details of Investments made are provided in note no. 6. The Parent Company has not given any loans except loans to employees.

Details of Corporate Guarantees given by the Parent Company in respect of loans taken by the subsidiaries and Other Body Corporates.

₹ Crores

No.	Name of the Company	As at March 31, 2019	As at March 31, 2018
1	Subsidiaries	**174.98**	162.16

48. GOING CONCERN

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. The management is of a view that upon acceptance and implementation of the Company's revised negotiated settlement proposal to the lenders and / or upon restructure through NCLT and / or the proposed revised circular of RBI as the case may be, it would be in a position to settle the matter and continue its operations. In view of this, the Company continues to prepare above results on Going Concern basis.

49. DISCLOSURE OF INFORMATION AS REQUIRED BY REGULATION 34(3) OF LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS

a) Details of Loans or Advances in the nature of loans given to wholly owned Subsidiaries and step–down Subsidiaries.

₹ Crores

Name of the Company	Relationship	Outstanding As at March 31		Maximum balance during the year	
		2019	2018	2019	2018
GTL International Bangladesh Pvt. Ltd.	100% subsidiary of GTL Europe Limited	**10.47**	10.47	**10.47**	10.49
GTL International Limited	100% subsidiary of GTL Limited	**55.67**	55.67	**55.67**	55.99
International Global Tele–Systems Limited	100% subsidiary of GTL Limited	**221.43**	221.43	**221.43**	222.88

Note: 1) Increase in outstanding amount and maximum balance during the respective years is on account of exchange variation
2) The Company has made full provision for impairment against the said advances during the FY 2015–2016.

b) None of the Subsidiaries to whom advances are given per se, have investment in the shares of the Company.

51. DETAILS OF ROUNDED OFF AMOUNTS

The financial statements are presented in ₹ Crores. Those items which are required to be disclosed and which were not presented in the financial statement due to rounding off to the nearest ₹ in Crores are as follows.

₹ Crores

Description	As at	
	31–Mar–19	31–Mar–18
Reserves and Surplus – Capital Reserve	**7,725**	7,725
Loans to employees	**N.A.**	1,022
Interest cost (Refer note 37.b.3)	**11,371**	(7,816)
Sale of fixed assets to GTL Infrastructure Limited	**49,844**	N.A.
Reimbursement of expenses from Global Rural Netco Limited	**28,817**	N.A.
Auditors remuneration – reimbursement of expenses (Note 33.2)	**13,067**	N.A.
Actuarial changes arising from changes in financial assumptions (Note 37.b.1)	**27,668**	N.A.

52. The previous year figures, wherever necessary, have been regrouped/rearranged/recast to make them comparable with those of the current year.

₹ Crores

Particulars	Note No.	Amount as per previous year financials	Adjustments	Revised amount for previous year
Non–current financial assets – Loans – Deposits with body corporates and others	7	0.64	(0.25)	0.39
Current assets – Financial assets – Loans – Deposits with body corporates and others	14	0.80	0.25	1.05
Current Liabilities – Financial liabilities – Trade payables	22	99.39	(61.56)	37.83
Current Liabilities – Financial liabilities – Other financial liabilities – accrued expenses	23	20.87	61.56	82.43

53. Figures in brackets relate to the previous year unless otherwise stated.

As per our report of even date
For **M/s. GDA and Associates**
Chartered Accountants
FRN No. 135780W

Mayuresh V. Zele
Partner
M.No. 150027
Mumbai, May 06, 2019

For and on behalf of the Board

Sunil S. Valavalkar
Whole–time Director

D. S. Gunasingh
Director

Dr. Mahesh Borase
Director

Milind Bapat
Chief Financial Officer

Pratik Toprani
Company Secretary

NOTICE is hereby given that the Thirty–first Annual General Meeting of the Members of GTL Limited will be held on Wednesday, September 25, 2019 at 11:00 A.M. at Marathi Sahitya, Sanskriti & Kala Mandal, Sahitya Mandir Hall, Near Navi Mumbai Sports Association, Sector 6, Vashi, Navi Mumbai–400703, Maharashtra to transact the following business:

Ordinary Business

1. To consider and adopt:
   a. the Audited Financial Statements of the Company for the financial year ended March 31, 2019, together with the Reports of the Board of Directors and Auditors thereon; and
   b. the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2019, together with the Report of the Auditors thereon.
2. To appoint a director in place of Mr. Sunil Valavalkar (DIN:01799698), who retires by rotation and being eligible, offers himself, for re–appointment.

Special Business

3. To consider and, if thought fit, to pass, with or without modification, the following resolution as a **Special Resolution:**

   "RESOLVED THAT pursuant to the provisions of Sections 149, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder read with Schedule IV to the Companies Act, 2013 (including any statutory modifications or re–enactment(s) thereof for the time being in force) and Regulation 17(1A) and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and based on the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, Mr. D. S. Gunasingh (DIN:02081210) who was appointed as an Independent Director of the Company for a term upto September 15, 2019 by the shareholders and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Companies Act, 2013 proposing his candidature for the office of a Director be and is hereby re–appointed as an Independent Director of the Company for a term of five years with effect from September 16, 2019 to September 15, 2024 and also continue as an Independent Director of the Company after he attains the age of 75 years."

4. To consider and, if thought fit, to pass, with or without modification, the following resolution as a **Special Resolution:**

   "RESOLVED THAT pursuant to the provisions of Sections 149, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder read with Schedule IV to the Companies Act, 2013 (including any statutory modifications or re–enactment(s) thereof for the time being in force) and Regulation 17(1A) and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and based on the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, Mr. Navin J. Kripalani (DIN:05159768) who was appointed as an Independent Director of the Company for a term upto September 15, 2019 by the shareholders and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Companies Act, 2013 proposing his candidature for the office of a Director be and is hereby re–appointed as an Independent Director of the Company for a term of five years with effect from September 16, 2019 to September 15, 2024 and also continue as an Independent Director of the Company after he attains the age of 75 years."

5. To consider and if thought fit, to pass with or without modification, the following resolution as a **Special Resolution:**

   "RESOLVED THAT pursuant to the provisions of Section 94 and other applicable provisions, if any, of the Companies Act, 2013 ('Act') and Rules made thereunder, including any amendments and enactments thereof, consent and approval of the Company be and is hereby accorded to keep the Register of Members and other registers/records of the Company maintained under Section 88 of the Act and copies of the Annual returns filed under Section 92 of the Act at the office of the Company's Registrar and Share Transfer Agent (RTA) Bigshare Services Private Limited presently located at 1st Floor, Bharat Tin Works Building, Opp. Vasant Oasis, Makwana Road, Marol, Andheri East, Mumbai, Maharashtra 400059 or at such other place within Mumbai where RTA may shift its office from time to time, instead of being kept at the Registered Office of the Company.

   RESOLVED FURTHER THAT the Company Secretary and / or any other person authorised by the Board of Directors be and are hereby severally authorized to intimate to the Registrar of Companies and to do all such acts, deeds and things which are necessary for the purpose of giving effect to this Resolution."

By Order of the Board of Directors,

Place: Mumbai
Date: August 14, 2019

Pratik Toprani
Company Secretary

Registered Office:
GTL Limited, "Global Vision",
Electronic Sadan No. II, M.I.D.C., T.T.C., Industrial Area,
Mahape, Navi Mumbai – 400 710.
Maharashtra, India.
Tel: +91–22–27612929 Ext. Nos.: 2233–35;
Fax: +91–22–2768 9990/ 2768 0171
E–mail: gtlshares@gtllimited.com; **Website:** www.gtllimited.com,
CIN: L40300MH1987PLC045657

Notes:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.**

   A person can act as proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights:

   Provided that a member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder.

   The instrument of proxy should, however, be deposited at the Registered Office of the Company not less than 48 hours before the commencement of the Meeting i.e. by 11:00 am on September 23, 2019. Proxies / authorizations submitted on behalf of body corporate, societies etc. must be supported by appropriate resolutions / authority, as applicable.

2. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.

3. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (the Act), in respect of business under Item Nos. 3 to 5 to be transacted at the 31st Annual General Meeting is annexed hereto.

4. Pursuant to the provisions of Sections 124 and 125 of the Act, the Company has transferred unclaimed dividends up to the Financial Year (FY) 2009–10 to the Investor Education and Protection Fund (IEPF). The Company has not declared/paid any dividend for FY 2010–11 and thereafter. Therefore, no further Unclaimed / Unpaid Dividend(s) are due for transfer to the IEPF as of date.

   Members may refer to section 'Unpaid / Unclaimed Dividends' in the Corporate Governance Report forming part of this Annual Report, for full details.

5. As per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from April 1, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company or Company's Registrars and Transfer Agents, Bigshare Services Private Limited (BSPL) for assistance in this regard.

6. All documents referred to in the above Notice *inter–alia* Register of Contracts and Directors' shareholding are open for inspection at the Registered Office of the Company on all working days (except Saturdays, Sundays and holidays) between 10.00 a.m. and 12.30 p.m. up to the date of the Annual General Meeting (AGM).

7. The Notice of the AGM along with the Annual Report 2018–19 is being sent by electronic mode to those Members whose e–mail addresses are registered with the BSPL / Depositories, unless any Member has requested for a physical copy. For Members who have not registered their e–mail addresses, physical copies are being sent by the permitted or requested modes. The Notice is being sent to all Members whose names would appear in the Register of Members as on Friday, August 23, 2019, the Directors and Auditors of the Company.

8. The Company's Equity Shares are listed on BSE Limited (BSE) and National Stock Exchange of India Limited (NSE). Further, the Listing Fees in respect of equity shares of the Company have been paid to BSE and NSE for the FY 2019–20.

   Privately placed Rated Redeemable Unsecured Rupee Non–Convertible Debentures (NCDs) issued by the Company in February 2010 are listed with BSE under the Debt Segment. In view of pending restructuring of NCDs due to inter–creditor issues and non–completion of documentation, currently, the same are delisted by BSE.

9. Members are requested to forward their queries on Financial Statements or other Sections of the Annual Report to the Company Secretary at least 10 days in advance for enabling it to provide appropriate response. In order to minimize paper cost / work, shareholders / investors are requested to forward their queries pertaining to Annual Accounts and other Sections of Annual Report by e–mail to gtlshares@gtllimited.com

10. Members / proxies are requested to bring their copy of the Annual Report to the Meeting.

11. In keeping with the provisions of the Act and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the Listing Regulations) for the purpose of sending Notices and other documents to its members through electronic mode to the email address furnished to BSPL / Depositories, members who have so far not provided their email addresses to BSPL (for holdings in physical form) or to the Depositories (for holdings in electronic form) are requested to provide the same to BSPL / Depository Participant respectively, in support of this initiative and for savings on paper / printing & postage cost. Members are further requested to note that they shall be entitled to be furnished free of cost with a physical copy of such documents sent by email upon receipt of a requisition from such members.

12. Voting through electronic means:

    Pursuant to Section 108 of the Act, Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of the Listing Regulations, the Company is pleased to provide its members the facility to exercise their right to vote for the 31st AGM by electronic means (remote e–voting) and the business may be transacted through such voting. The Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating the e–voting. The process for remote e–voting is appended hereto.

13. The Members who have already cast their vote by remote e–voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.

14. The facility for voting, either through electronic voting system or ballot paper shall also be made available at the AGM and the Members attending the meeting who have not already cast their vote by remote e–voting shall be able to exercise their right to vote at the AGM.

15. The **instructions** for shareholders voting electronically **(remote e–voting)** are as under:

    (i) The voting period begins on Sunday, September 22, 2019 at 09:00 AM and ends on Tuesday, September 24, 2019 at 05:00 PM. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut–off date of Thursday, September 19, 2019 may cast their vote electronically. The e–voting module shall be disabled by CDSL for voting thereafter.

    (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

    (iii) The shareholders should log on to the e–voting website www.evotingindia.com.

    (iv) Click on Shareholders / Members

    (v) Now Enter your User ID

    a. For CDSL: 16 digits beneficiary ID,

    b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,

    c. Members holding shares in Physical Form should enter Folio Number registered with the Company.

    (vi) Next enter the Image Verification as displayed and Click on Login.

    (vii) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.

    (viii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha–numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) • Members who have not updated their PAN with the Company / Depository Participant are requested to use the first two letters of their name and the 8 digits of the voting serial number in the PAN field. • In case the voting serial number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. E.g. If your name is Ramesh Kumar with voting serial number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. • If both the details are not recorded with the depository or the Company please enter the 16 digit member–id or folio number in the Dividend Bank details field as mentioned in instruction (v).

    (ix) After entering these details appropriately, click on "SUBMIT" tab.

    (x) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e–voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

    (xi) For Members holding shares in physical form, the details can be used only for e–voting on the resolutions contained in this Notice.

    (xii) Click on the EVSN of **"GTL LIMITED"** on which you choose to vote.

    (xiii) On the voting page, you will see "RESOLUTION

DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

(xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

(xv) After selecting the resolution(s) you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

(xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(xvii) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.

(xviii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xix) Shareholders can also cast their vote using CDSL's **mobile app m–Voting** available for android based mobiles. The m–Voting app can be downloaded from **Google Play Store.** iPhone and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.

(xx) **Note for Non – Individual Shareholders and Custodians**

- Non–Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.

- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.

- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.

- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.

- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

(xxi) In case you have any queries or issues regarding e–voting, you may refer the Frequently Asked Questions ("FAQs") and e–voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com

16. The Company has appointed Mr. Virendra G. Bhatt, a Practicing Company Secretary, as the Scrutinizer for conducting the entire remote e–voting and at the meeting venue in a fair and transparent manner.

17. The Scrutinizer shall immediately after the conclusion of voting at the General Meeting first count the votes cast at the meeting, thereafter unblock the votes cast through remote e–voting in the presence of at least two witnesses not in the employment of the Company and make not later than forty eight (48) hours of conclusion of the meeting, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing, who shall countersign the same.

18. The results of the voting shall be declared on or after the AGM of the Company, but within forty eight (48) hours after the conclusion of the meeting and the resolutions will be deemed to be passed on the AGM date subject to receipt of the requisite numbers of votes in favour of the Resolutions.

19. The results declared along with the Scrutinizer's Report will be hosted on the Company's website at www.gtllimited.com and on CDSL's website at www.evotingindia.com for information of the Members, besides being communicated to BSE Limited and National Stock Exchange of India Limited, where the equity shares of the Company are listed.

20. The route map showing directions to reach the AGM venue is annexed.

ANNEXURE TO THE NOTICE

Explanatory Statement pursuant to Section 102 of the Companies Act, 2013

Item Nos. 3 & 4

Mr. D. S. Gunasingh (DIN:02081210) and Mr. Navin J. Kripalani (DIN:05159768) were appointed as Independent Directors of the Company with effect from September 16, 2014 to September 15, 2019.

Pursuant to the provisions of Sections 149, 152 and other applicable provisions of the Companies Act, 2013 (“the Act”) and Regulation 16 (1) (b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“LODR Regulations”) an Independent Director shall hold office for a term upto to five consecutive years on the Board of the Company and shall be eligible for re–appointment on passing of a Special Resolution by the Company and disclosure of such appointment in the Board Report. Additionally, Regulation 17(1A) of the LODR Regulations, effective April 1, 2019, requires companies to obtain approval of shareholders by passing a Special Resolution for appointment or continuation of any Non–Executive Director who has attained the age of seventy–five years. Mr. D. S. Gunasingh, aged 70 years and Mr. Navin J. Kripalani, aged 70 years, would be completing 75 years during their proposed terms.

The Board of Directors at its meeting held on August 14, 2019, on the recommendation of the Nomination and Remuneration Committee, subject to the approval of the shareholders approved the re–appointments of Mr. D. S. Gunasingh and Mr. Navin J. Kripalani as Independent Directors of the Company for a second term of five years with effect from September 16, 2019 to September 15, 2024 based on their skills, experience, knowledge and report of their performance evaluation. Their re–appointments are subject to the approval of the shareholders at the ensuing Annual General Meeting by way of a Special Resolution.

The Company has received notices in writing from 2 Members under Section 160 of the Act, proposing their candidature for the office of Independent Directors of the Company.

The copies of the letters for appointment of Mr. D. S. Gunasingh and Mr. Navin K. Kripalani as the Independent Directors setting out the terms and conditions of their appointments would be available for inspection without any fee by the members at the Registered Office of the Company on all working days (except Saturdays, Sundays and holidays) between 10.00 a.m. and 12.30 p.m. up to the date of the Annual General Meeting.

In the opinion of the Board, Mr. D. S. Gunasingh and Mr. Navin J. Kripalani fulfill the conditions specified in the Act and rules made thereunder and LODR Regulations for their re–appointment as Independent Directors of the Company. The Board considers that their association would be of immense benefit to the Company as it has been beneficial in the past and it is desirable to avail the services of Mr. D. S. Gunasingh and Mr. Navin J. Kripalani as Independent Directors. Accordingly, the Board recommends the resolution Item Nos. 3 and 4 in relation to the re–appointments of Mr. D. S. Gunasingh and Mr. Navin J. Kripalani as Independent Directors, for the approval by the shareholders of the Company.

Except Mr. D. S. Gunasingh and Mr. Navin J. Kripalani, being the appointees, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, in the resolutions set out at Item Nos. 3 and 4.

Item No. 5

In terms of Securities and Exchange Board of India (SEBI) Circular bearing Ref: D&CC / FITTC / CIR –15 / 2002 dated December 27, 2002, the Company was carrying out share registry work, for both physical and electronic, in–house, in its Investor Service Center (ISC) located at its Registered Office.

In view of the continuing downtrends in the Telecom sector and various other recent developments, the Company is in process of implementing various cost optimization measures. As a part of the said exercise, the Company was also working towards reducing high cost of maintaining in–house Investor Service Centre. Furthermore compliance requirements for Share Transfer Agents under various circular issued by SEBI are ever increasing. Considering the cost of maintaining in–house Investors Service Centre vis–à–vis outsourcing the said work to Share Transfer Agent and increasing compliance requirements for in–house Investor Service Centre, the Directors vide circular resolution passed on December 6, 2018 decided to discontinue its aforesaid in–house STA operations activity and appoint Bigshare Services Private Limited BSPL, Mumbai as its RTA.

Accordingly, pursuant to the provisions of Section 94(1) and other applicable provisions of the Act and rules made thereunder, a Special Resolution is proposed to be passed to keep the Register of Members and other registers/records maintained under Section 88 of the Act and copies of the Annual Returns filed under Section 92 of the Act at the present address of the RTA at 1st Floor, Bharat Tin Works Building, Opp. Vasant Oasis, Makwana Road, Marol, Andheri East, Mumbai, Maharashtra 400059 or at such other place within Mumbai, where the RTA may shift its office from time to time instead of keeping the records at the registered office of the Company. Since the said records will be kept at the office of the RTA instead of the Registered Office of the Company, approval of the Members by a Special Resolution is being sought for.

None of the Directors/Key Managerial Personnel or their relatives are interested in or concerned with the said Resolution.

The Board recommends passing of the said Special Resolution.

By Order of the Board of Directors

Place : Mumbai
Date : August 14, 2019

Pratik R. Toprani
Company Secretary

Registered Office:
GTL Limited, “Global Vision”, Electronic Sadan No. II,
M.I.D.C.,T.T.C. Industrial Area, Mahape,
Navi Mumbai–400 710. Maharashtra, India.

GTL LIMITED

Regd. Office: “Global Vision”, Electronic Sadan–II, MIDC,
TTC Industrial Area, Mahape, Navi Mumbai – 400 710. MH., INDIA
Tel: +91 22 2761 2929 Extn: 2233–2235; **Fax:** +91 22 2768 9990 / 2768 0171.
Email: gtlshares@gtllimited.com; **Website:** www.gtllimited.com; **CIN:** L40300MH1987PLC045657

ATTENDANCE SLIP

Folio No. / DP ID & Client ID No.: .... No. of Shares: ....

NAME AND ADDRESS OF THE MEMBER / PROXYHOLDER:

....

....

....

PLEASE COMPLETE THIS ATTENDANCE SLIP AND HANDOVER AT THE ENTRANCE OF THE MEETING HALL

I certify that I am a registered member / proxyholder for the registered member of the Company.

I hereby record my presence at the Thirty First (31st) Annual General Meeting of the Company being held on Wednesday, September 25, 2019, 11:00 A.M. at Marathi Sahitya, Sanskriti & Kala Mandal, Sahitya Mandir Hall, Near Navi Mumbai Sports Association, Sector 6, Vashi, Navi Mumbai–400703, Maharashtra, India.

....
Name of the attending Member / Proxyholder* Member’s / Proxyholder’s* Signature

* Strike out whichever is not applicable

GTL LIMITED

Regd. Office: “Global Vision”, Electronic Sadan–II, MIDC,
TTC Industrial Area, Mahape, Navi Mumbai – 400 710. MH., INDIA
Tel: +91 22 2761 2929 Extn: 2233–2235; Fax: +91 22 2768 9990 / 2768 0171.
Email: gtlshares@gtllimited.com; **Website:** www.gtllimited.com; **CIN:** L40300MH1987PLC045657

FORM NO. MGT–11

PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the member (s): ....

Registered address: ....

Email ID: ....

Folio No / DP ID & Client ID: ....

I / We, being the member of GTL Limited holding .... shares, hereby appoint,

1. Name: ....

   Address: ....

   E–mail Id: ....Signature: ...., or failing him

2. Name: ....

   Address: ....

   E–mail Id: ....Signature: ...., or failing him

3. Name: ....

   Address: ....

   E–mail Id: .... Signature:..

P.T.O.

GTL LIMITED

as my / our proxy to attend and vote (on a poll) for me / us and on my / our behalf at the Thirty First (31st) Annual General Meeting of the members of the Company, to be held on Wednesday, September 25, 2019, 11:00 A.M. at Marathi Sahitya, Sanskriti & Kala Mandal, Sahitya Mandir Hall, Near Navi Mumbai Sports Association, Sector 6, Vashi, Navi Mumbai–400703, Maharashtra and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution Nos.:

1. Adoption of Audited Financial Statements for the year ended March 31, 2019 on standalone and consolidated basis and the Reports of the Board of Directors and Auditors thereon.
2. Appointment of Mr. Sunil Valavalkar (DIN:01799698) as a Director of the Company, who retires by rotation and being eligible, offers himself, for re–appointment.
3. Re–appointment of Mr. D.S. Gunasingh (DIN:02081210) as an Independent Director of the Company to hold office for a second term of 5 (five) consecutive years commencing from September 16, 2019 to September 15,2024.
4. Re–appointment of Mr. Navin J. Kripalani (DIN:05159768) as an Independent Director of the Company to hold office for a second term of 5 (five) consecutive years commencing from September 16, 2019 to September 15,2024.
5. Keeping the Register of Members and other registers/records of the Company maintained under Section 88 of the Act and copies of the Annual returns filed under Section 92 of the Act at the office of Registrar & Share Transfer Agent instead of Registered office of the Company.

Signed this ……………. day of ………………..… 2019

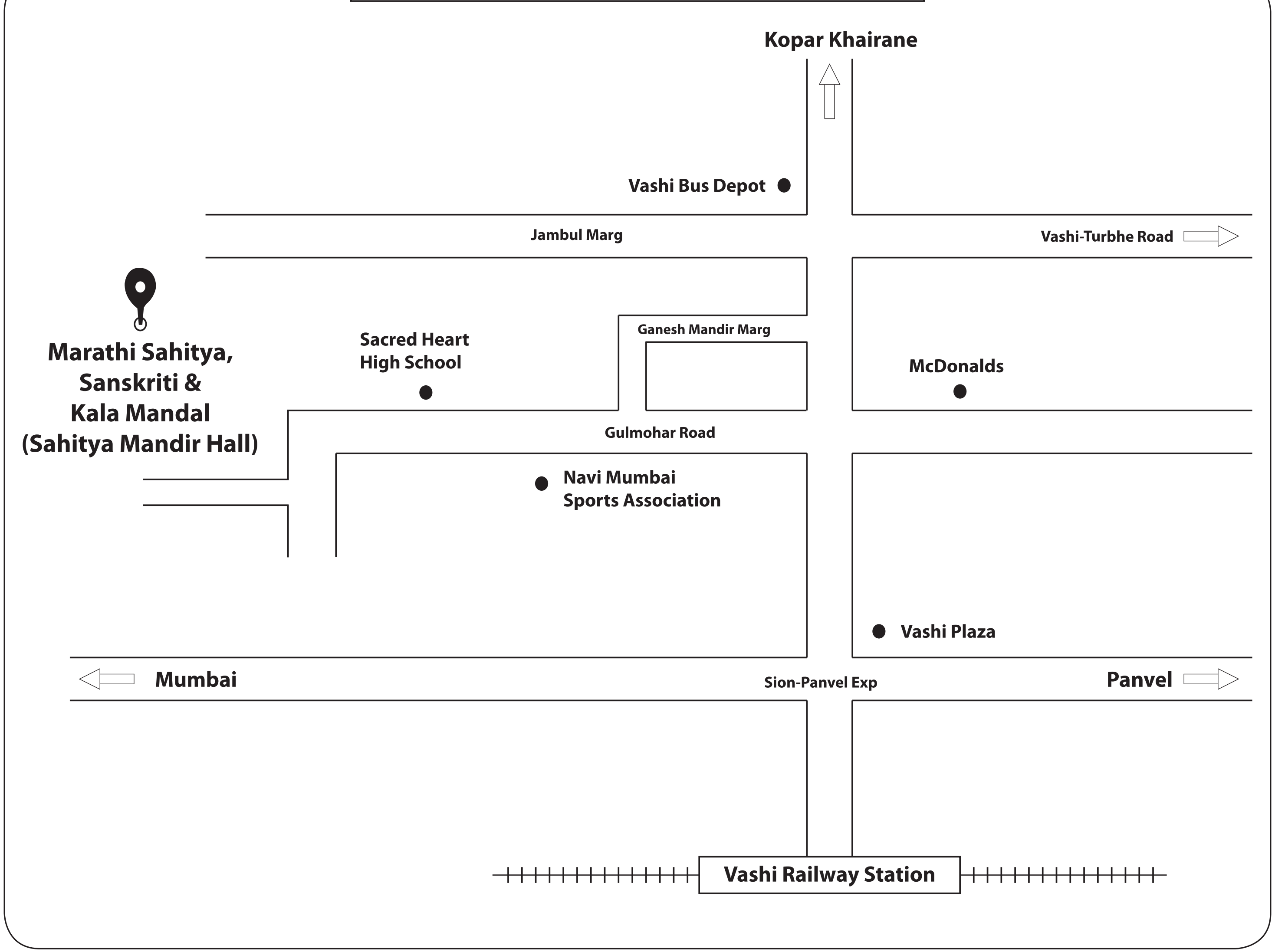
Signature of shareholder: ……………………………….

Signature of Proxy holder(s): ……………………………

Affix
Revenue
Stamp

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

Route Map to the venue of 31st AGM



LIST OF BRANCHES IN INDIA

MUMBAI

412, Janmabhoomi Chambers,
29, Walchand Hirachand Marg,
Ballard Estate, Mumbai – 400 001,
Maharashtra, India.

NAVI MUMBAI

"Global Vision", Electronic Sadan–II,
MIDC, TTC Industrial Area,
Mahape, Navi Mumbai – 400 710,
Maharashtra, India.

GTL Limited

Registered Office: "Global Vision",
Electronic Sadan–II, MIDC, TTC Industrial Area,
Mahape, Navi Mumbai – 400 710, Maharashtra, India.
Tel: +91 22 2761 2929 | Fax: +91 22 2768 9990
CIN No. : L40300MH1987PLC045657

www.gtllimited.com

ANNEXURE I

Statement on Impact of Audit Qualifications (for audit report with modified opinion) submitted along-with Annual Audited Financial Results - (*Standalone)*

Statement on Impact of Audit Qualifications for the Financial Year ended March 31, 2019 [*See* Regulation 33 / 52 of the SEBI (LODR) (Amendment) Regulations, 2016]				
I.	**Sl. No.**	**Particulars**	**Audited Figures (as reported before adjusting for qualifications)**	**Adjusted Figures (audited figures after adjusting for qualifications)**
	1.	Turnover / Total Income	23,874.83	23,874.83
	2.	Total Expenditure	48,346.94	108,870.71
	3.	Net Profit / (Loss)	(24,476.61)	(85,000.38)
	4.	Earnings Per Share	(15.57)	(54.04)
	5.	Total Assets	31,013.45	31,013.45
	6.	Total Liabilities	686,688.41	747,212.18
	7.	Net Worth	(655,674.96)	(716,198.73)
	8.	Any other financial item(s) (as felt appropriate by the management)		
II.	**Audit Qualification (each audit qualification separately):**			
	a.	**Details of Audit Qualification:** As mentioned in Note No.7 to the Statement, the Company has neither paid nor provided interest on its borrowings during the financial year. Had such interest been recognised, the finance cost and interest liability for the year ended March, 31, 2019 would have been more by Rs.60,523.77 lakhs. Consequently the reported Loss after Other Comprehensive Income by the Company for the year ended March 31, 2019 would have been Rs.102,027.61 lakhs. The Earnings per Share (EPS) would have been Negative Rs.64.87.		
	b.	**Type of Audit Qualification :** Qualified Opinion		
	c.	**Frequency of qualification:** Second time		
	d.	**For Audit Qualification(s) where the impact is quantified by the auditor, Management's Views:** The Company has neither paid nor provided interest on its borrowings during the financial year in view of details explained in the Note 6 of SEBI results (Standalone).		

	e.	**For Audit Qualification(s) where the impact is not quantified by the auditor:** N.A.	
		(i)	**Management's estimation on the impact of audit qualification:** N.A.
		(ii)	**If management is unable to estimate the impact, reasons for the same:** N.A.
		(iii)	**Auditors' Comments on (i) or (ii) above:** N.A.

As per our report of even date
For M/s. GDA and Associates
Chartered Accountants
FRN No.135780W

GDA & ASSOCIATES ★ Chartered Accountants ★

Mayuresh V. Zele
Partner
M.No. 150027
Mumbai, May 06,2019

For and on behalf of the Board

S.S. Valavalkar

Sunil Valavalkar
Whole-time Director

D.S. Gunasingh
Chairman of Audit Committee

Milind Bapat
Chief Financial Officer

ANNEXURE I

Statement on Impact of Audit Qualifications (for audit report with modified opinion) submitted along-with Annual Audited Financial Results - (*Consolidated*)

Statement on Impact of Audit Qualifications for the Financial Year ended March 31, 2019 [*See* Regulation 33 / 52 of the SEBI (LODR) (Amendment) Regulations, 2016]				
I.	**Sl. No.**	**Particulars**	**Audited Figures (as reported before adjusting for qualifications)**	**Adjusted Figures (audited figures after adjusting for qualifications)**
	1.	Turnover / Total Income	23,874.46	100,537.74
	2.	Total Expenditure	48,346.94	108,870.71
	3.	Net Profit / (Loss)	(41,503.74)	(102,027.52)
	4.	Earnings Per Share	(15.56)	(64.87)
	5.	Total Assets	31,013.45	31,013.45
	6.	Total Liabilities	771,262.22	831,785.99
	7.	Net Worth	(740,248.76)	(800,772.53)
	8.	Any other financial item(s) (as felt appropriate by the management)		
II.	**Audit Qualification (each audit qualification separately):**			
	a.	**Details of Audit Qualification:** As mentioned in Note No. 6 to the Statement, the Company has neither paid nor provided interest on its borrowings during the financial year. Had such interest been recognised, the finance cost and interest liability for the year ended March, 31, 2019 would have been more by Rs. 60,523.77 Lakhs. Consequently, the reported Loss after Other Comprehensive Income by the Company for the year ended March 31, 2019 would have been Rs. 1,02,027.61 Lakhs. The Earnings per Share (EPS) would have been Negative Rs. 64.87.		
	b.	**Type of Audit Qualification :** Qualified Opinion		
	c.	**Frequency of qualification:** Second time		
	d.	**For Audit Qualification(s) where the impact is quantified by the auditor, Management's Views:** The Company has neither paid nor provided interest on its borrowings during the financial year in view of details explained in the Note 5 of SEBI results (Consolidated).		

		e.	**For Audit Qualification(s) where the impact is not quantified by the auditor:** N.A.
		(i)	**Management's estimation on the impact of audit qualification:** N.A.
		(ii)	**If management is unable to estimate the impact, reasons for the same:** N.A.
		(iii)	**Auditors' Comments on (i) or (ii) above:** N.A.

As per our report of even date
For M/s. GDA and Associates
Chartered Accountants
FRN No.135780W

GDA & ASSOCIATES Chartered Accountants

Mayuresh V. Zele
Partner
M.No. 150027
Mumbai, May 06, 2019

For and on behalf of the Board

S.S. Valavalkar

Sunil Valavalkar
Whole-time Director

D.S. Gunasingh
Chairman of Audit Committee

Milind Bapat
Chief Financial Officer