



REF: GTL/CS-SE/2019-20/012

August 14, 2019

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

Dear Sir/s,

Re: Outcome of the Board Meeting

This is in continuation to our letter bearing Ref. No. GTL/CS-SE/2019-20/011 dated August 7, 2019 and pursuant to Regulations 33 and other applicable regulations, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the Listing Regulations), we have to inform that the Board of Directors of the Company, in its meeting held today has:

1. Approved the Unaudited Financial Results on Standalone and Consolidated basis for the quarter ended June 30, 2019 (Q1). A copy of the said results, notes thereto and Limited Review Report of the Auditor is enclosed for your records.
2. Decided to reappoint Mr. D. S. Gunasingh – Independent Director and Mr. Navin J. Kripalani – Independent Director, for a second term of 5 years, subject to approval of shareholders at the ensuing Annual General Meeting.

The meeting of the Audit Committee / Board of Directors of the Company commenced at 09:00 Hours and concluded at 16:55 Hours.

We request you to take the above on your records.

Thanking you,

Yours truly,
For GTL Limited

Pratik R Toprani
Company Secretary &
Compliance Officer

Milind Bapat
Chief Financial Officer

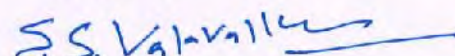
Note: This letter is submitted electronically with BSE & NSE through their respective web-portals

Sr.No.	Particulars	Quarter ended June	Quarter ended March	Quarter ended June	Year ended March
		30,	31,	30,	31,
		2019	2019	2018	2019
		Unaudited	Unaudited	Unaudited	Audited
1	Revenue from operations	3,002.55	3,484.94	7,382.47	21,905.46
2	Other Income	73.67	1,805.32	94.40	1,969.37
3	Total Income (1+2)	3,076.22	4,790.26	7,476.87	23,874.83
4	Expenses				
a)	Cost of Material Consumed and Services	806.08	2,016.87	3,895.52	10,886.31
b)	Changes in inventories of finished goods, Stock-in-Trade and work-in-progress	NIL	NIL	NIL	NIL
c)	Employee benefits expense	1,641.47	1,681.99	1,742.63	7,206.11
d)	Finance costs (Refer Note 6)	450.44	427.49	406.59	1,666.92
e)	Depreciation and amortisation expense	117.55	87.45	123.10	454.23
f)	Other Expenses (Refer Note 3)	2,813.56	10,228.25	7,228.19	28,133.37
	Total Expenses (4)	5,829.11	14,442.05	13,396.03	48,346.94
5	Profit / (Loss) before exceptional items and tax (3-4)	(2,752.89)	(9,651.79)	(5,919.16)	(24,472.11)
6	Exceptional items	NIL	NIL	NIL	NIL
7	Profit / (Loss) before tax (5-6)	(2,752.89)	(9,651.79)	(5,919.16)	(24,472.11)
8	Tax expense :				
	i) Current tax	NIL	NIL	NIL	NIL
	ii) Adjustment of tax relating to earlier periods	NIL	NIL	4.50	4.50
	iii) Deferred tax	NIL	NIL	NIL	NIL
9	Profit / (Loss) for the period from Continuing operations (7-8)	(2,752.89)	(9,651.79)	(5,923.66)	(24,476.61)
10	Profit / (Loss) from discontinued operations	NIL	NIL	NIL	NIL
11	Tax expense of discontinued operations	NIL	NIL	NIL	NIL
12	Profit / (Loss) from discontinued operations (after tax) (10+11)	NIL	NIL	NIL	NIL
13	Profit / (Loss) for the period (9+12)	(2,752.89)	(9,651.79)	(5,923.66)	(24,476.61)
14	Other Comprehensive Income				
	A (i) Items that will not be reclassified to profit or loss	(42.45)	21.05	(30.80)	10.35
	(ii) Income tax relating to items that will not be reclassified to profit or loss	NIL	NIL	NIL	NIL
	B (i) Items that will be reclassified to profit or loss	NIL	NIL	NIL	NIL
	(ii) Income tax relating to items that will be reclassified to profit or loss	NIL	NIL	NIL	NIL
	Total Comprehensive income for the period /year	(42.45)	21.05	(30.80)	10.35
15	Total Comprehensive Income for the period (13+14) (Comprising profit / (loss) and other Comprehensive Income for the period)	(2,795.34)	(9,630.74)	(5,954.46)	(24,466.26)
16	Paid-up equity share capital (Equity Shares of Face Value of ₹ 10/- each)	15,729.68	15,729.68	15,729.68	15,729.68
17	Earnings Per Share (For continuing operations) (of ₹ 10 /- each) (not annualised):				
	a) Basic	(1.78)	(6.14)	(3.77)	(15.57)
	b) Diluted	(1.78)	(6.14)	(3.77)	(15.57)
18	Earnings Per Share (For discontinued operations) (of ₹ 10 /- each) (not annualised):				
	a) Basic	NIL	NIL	NIL	NIL
	b) Diluted	NIL	NIL	NIL	NIL
19	Earnings Per Share (For discontinued and continuing operations) (of ₹ 10 /- each) (not annualised):				
	a) Basic	(1.78)	(6.14)	(3.77)	(15.57)
	b) Diluted	(1.78)	(6.14)	(3.77)	(15.57)
20	Capital Redemption Reserve and Debenture Redemption Reserve	N.A.	N.A.	N.A.	19,979.22
21	Other Equity	N.A.	N.A.	N.A.	(671,404.64)

See accompanying notes to the Financial Results

For GTL Limited

Place : Mumbai



Sunil S. Valavalkar

Date : August 14, 2019

Whole-time Director



GTL LIMITED

1. The above Unaudited Standalone financial results and notes thereto have been reviewed by the Audit Committee and approved and taken on record by the Board of Directors in their respective meetings held on August 14, 2019.
2. The Statutory Auditors of the Company have conducted a limited review of the above standalone financial results.
3. The results, as stated above, have been prepared in accordance with the Companies (Indian Accounting Standards) Rules, 2015 (as amended) (Ind AS), prescribed under Section 133 of the Companies Act, 2013 and other recognized accounting practices and policies to the extent applicable.
4. The Company is engaged only in business of providing "Network Services" and as such there are no separate reportable segments.
5. The Company submitted a settlement proposal to the lenders, based on the RBI circular dated February 12, 2018. Instead of responding to the proposal, one of the lenders approached the NCLT. The Hon'ble Supreme Court 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 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 settlement 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.

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

Had such interest been recognized, the Finance Cost for the quarter ended would have been more by ₹ 12,226.53 lakhs, resultant loss for the quarter ended would have been ₹ (15,021.88) lakhs and EPS for the quarter ended would have been ₹ (9.55) . The Auditors have issued modified opinion in respect of this matter.

7. During the last few years, the Company has incurred cash losses, resulting in erosion of its entire net worth. The Company's current liabilities are higher than its current assets. 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 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 lenders as per new circular dated June 7, 2019 of RBI is a step in the positive direction. In view of this, the Company continues to prepare above results on Going Concern basis.
8. The Company had pledged certain shares held in its subsidiary / associate / affiliate companies, which were held as 'Long Term Investments', with the lenders as a security towards the borrowings from the lenders. During the last quarter, 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'. During the quarter, the company fair valued its investment in GTL Infrastructure Ltd and accordingly, accounted the 'Mark to Market' loss amounting to ₹ 2,046.51 Lakhs.
9. The Company has adopted IndAS 116 – Leases beginning April 1, 2019 using the modified retrospective approach. The standard has been applied to all the lease contracts as at April 1, 2019. Accordingly, the Company has not restated the comparative information and recognized the lease liability at present value of the lease payments discounted at relevant incremental borrowing rate. The right to use asset has been measured at the same value as that of the lease liability subject to the adjustments for prepayment and accruals.

Consequent to the new standard, in the Profit and Loss Account for the current period, the nature of expenses in respect of operating leases has changed from lease rent of ₹ 36.18 lakhs to depreciation cost for the right-to-use asset of ₹ 31.84 lakhs and finance cost for interest accrued on lease liability of ₹ 9.30 lakhs. The Profit After Tax for the current period has increased by ₹ 4.97 lakhs.

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

For GTL Limited



Sunil Valavalkar

Whole-time Director

Date: August 14, 2019

Place: Mumbai

Independent Auditor's Review Report on standalone unaudited quarterly financial results of the Company Pursuant to the Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Review Report to,
The Board of Directors
GTL LIMITED

1. We have reviewed the accompanying statement of unaudited financial results of **GTL LIMITED** ("the Company") for the period ended June 30, 2019. This statement is the responsibility of the Company's management and has been approved by the Board of Directors. Our responsibility is to issue a report on these financial statements based on our review.

We conducted our review of the Statement in accordance with the Standard on Review Engagements (SRE) 2410 "Review of Interim Financial Information Performed by an Independent Auditor of the Entity", issued by the Institute of Chartered Accountants of India. Those standards require that we plan and perform the review to obtain moderate assurance about whether the financial results are free of material misstatement(s). A review is limited primarily to inquires of the company personnel and analytical procedures applied to financial data and thus provides less assurance than an audit. We have not performed an audit and accordingly, we do not express an audit opinion.

2. Basis for Modified Conclusion

As mentioned in Note No. 6 to the Statement, the Company has neither paid nor provided interest on its borrowings during the quarter ended June 30, 2019. Had such interest been recognised, the finance cost and interest liability for the quarter ended June, 30, 2019 would have been more by Rs. 12,226.53 Lakhs.

Consequently, the reported Loss after Other Comprehensive Income by the Company for the quarter ended June 30, 2019 would have been Rs. 15,021.88 Lakhs. The Earnings per Share (EPS) would have been Negative Rs. 9.55.

3. Modified Conclusion

Based on our review conducted as above, except for the effect of the matters described in the basis for modified conclusion paragraph above, nothing has come to our attention that causes us to believe that accompanying statement of unaudited financial results prepared in accordance with the applicable accounting standards and other recognised accounting practices and policies, has not disclosed the information required to be disclosed in terms of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 including the manner in which it is to be disclosed, or that it contains any material misstatement.

4. Emphasis of Matter

We draw attention to the following notes to the accompanying statements

- a) Note no. 7 which inter-alia states that the Company has incurred cash losses, its Net worth has been fully eroded and the Company's current liabilities have exceeded its current assets as at June 30, 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



GDA & Associates

Chartered Accountants

Standalone financial statements of the Company have been prepared on going concern basis for the reasons stated in the said note.

- b) Note no. 8 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 previous year, lenders had invoked the pledge and transferred those investments of the company in the name of its trustees without appropriating the same against the borrowings. Pending appropriation of pledged shares as mentioned above, the said investments are continued to be classified under 'Long Term Investments'.

Our conclusion is not modified in respect of above matters.


5. Other matters

As at June 30, 2019, balance Confirmations, with respect to Bank Loan (including interest accrued), Bank Current Account and Fixed Deposits aggregating Rs. 3,56,733.62 Lakhs, have not been received.

Our conclusion is not modified in respect of above matter.

For GDA & Associates
Chartered Accountants

Firm registration number: 135780W



Mayuresh V Zele
Partner

Membership No: 150027

UDIN : 19150027AAAAAD8360

Place : Mumbai

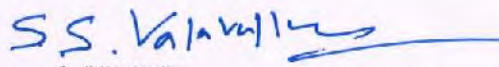
Date : August 14, 2019

Sr.No.	Particulars	Quarter ended June 30, 2019	Quarter ended March 31, 2019	Quarter ended June 30, 2018	Year ended March 31, 2019
		Unaudited	Unaudited	Unaudited	Audited
1	Revenue from operations	3,002.55	3,484.94	7,382.47	21,905.45
2	Other Income	73.67	1,305.32	94.40	1,959.37
3	Total Income (1+2)	3,076.22	4,790.26	7,476.87	23,874.83
4	Expenses				
a)	Cost of Material Consumed and Services	905.98	2,016.87	3,995.52	10,995.31
b)	Changes in inventories of finished goods, Stock-in-Trade and work-in-progress	NIL	NIL	NIL	NIL
d)	Employee benefits expense	1,641.47	1,681.99	1,742.63	7,205.10
e)	Finance costs (Refer Note 6)	450.44	427.49	406.59	1,566.03
f)	Depreciation and amortisation expense	117.55	67.45	123.10	454.23
g)	Other Expenses (Refer Note 9)	2,813.56	10,228.25	7,228.18	28,133.37
	Total Expenses (4)	5,829.11	14,442.05	13,396.02	48,346.94
5	Profit / (Loss) before exceptional items and tax (3-4)	(2,752.89)	(9,651.79)	(5,919.15)	(24,472.11)
6	Exceptional items	NIL	NIL	NIL	NIL
7	Profit / (Loss) before tax (5-6)	(2,752.89)	(9,651.79)	(5,919.15)	(24,472.11)
8	Tax expense :				
	i) Current tax	NIL	NIL	NIL	NIL
	ii) Adjustment of tax relating to earlier periods	NIL	NIL	4.51	4.50
	iii) Deferred tax	NIL	NIL	NIL	NIL
9	Profit / (Loss) for the period from Continuing operations (7-8)	(2,752.89)	(9,651.79)	(5,923.66)	(24,476.61)
10	Profit / (Loss) from discontinued operations	(2,126.19)	(1,076.43)	(1,885.11)	(16,811.98)
11	Tax expense of discontinued operations	48.85	226.17	107.33	225.50
12	Profit / (Loss) from discontinued operations (after tax) (10+11)	(2,175.04)	(1,302.60)	(1,992.44)	(17,037.48)
13	Profit / (Loss) for the period (9+12)	(4,927.93)	(10,954.39)	(7,926.10)	(41,514.09)
14	Other Comprehensive Income				10.35
	A (i) Items that will not be reclassified to profit or loss	(42.45)	21.05	(30.80)	10.35
	(ii) Income tax relating to items that will not be reclassified to profit or loss	NIL	NIL	NIL	NIL
	B (i) Items that will be reclassified to profit or loss	NIL	NIL	NIL	NIL
	(ii) Income tax relating to items that will be reclassified to profit or loss	NIL	NIL	NIL	NIL
	C (i) Share in other comprehensive income of associates	NIL	NIL	NIL	NIL
	Total Comprehensive income for the year	(42.45)	21.05	(30.80)	10.35
15	Total Comprehensive Income for the period (16+17) (Comprising profit / (loss) and other Comprehensive Income for the period)	(4,970.38)	(10,933.34)	(7,946.90)	(41,503.75)
16	Paid-up equity share capital (Equity Shares of Face Value of ₹ 10/- each)	15,729.68	15,729.68	15,729.68	15,729.68
17	Earnings Per Share (For continuing operations) (of ₹ 10/- each) (not annualised):				
	a) Basic	(1.78)	(6.14)	(3.77)	(15.55)
	b) Diluted	(1.78)	(6.14)	(3.77)	(15.55)
18	Earnings Per Share (For discontinued operations) (of ₹ 10/- each) (not annualised):				
	a) Basic	(1.38)	(0.03)	(0.11)	(10.83)
	b) Diluted	(1.38)	(0.03)	(0.11)	(10.83)
19	Earnings Per Share (For discontinued and continuing operations) (of ₹ 10/- each) (not annualised):				
	a) Basic	(3.16)	(6.22)	(3.88)	(26.39)
	b) Diluted	(3.16)	(6.22)	(3.88)	(26.39)
20	Capital Redemption Reserve and Debenture Redemption Reserve	N/A	N/A	N/A	19,979.22
21	Other Equity	N/A	N/A	N/A	(755,978.44)

See accompanying notes to the Financial Results

For GTL Limited

Place : Mumbai
Date : August 14, 2019


Sunil S. Valavalkar
Whole-time Director



GTL LIMITED

1. The above unaudited financial results and notes thereto of the Company, its Subsidiaries and Associate (hereinafter referred to as the "Group") for the quarter ended June 30, 2019 have been reviewed by the Audit Committee and approved by the Board of Directors and taken on record in their respective meeting held on August 14, 2019.
2. The Statutory Auditors of the Company have conducted a limited review of the above consolidated financial results.
3. The results, as stated above, have been prepared in accordance with the Companies (Indian Accounting Standards) Rules, 2015 (as amended) (Ind AS), prescribed under Section 133 of the Companies Act, 2013 and other recognized accounting practices and policies to the extent applicable.
4. The Company is engaged only in business of providing "Network Services" and as such there are no separate reportable segments.
5. The Company submitted a settlement proposal to the lenders, based on the RBI circular dated February 12, 2018. Instead of responding to the proposal, one of the lenders approached the NCLT. The Hon'ble Supreme Court 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 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 settlement 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.

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

Had such interest been recognized, the Finance Cost for the quarter ended June 30, 2019 would have been more by ₹ 12,226.53 lakhs, resultant loss for the quarter ended would have been ₹ (19,949.72) lakhs and EPS for the quarter ended would have been ₹ (12.68) . The Auditors have issued modified opinion in respect of this matter.

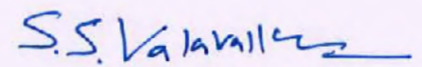
7. During the last few years, the Company has incurred cash losses, resulting in erosion of its entire net worth. The Company's current liabilities are higher than its current assets. The management is of a view that upon acceptance and implementation of the Company's revised negotiated settlement proposal to the lenders and / or upon restructure through NCLT and / or the 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 lenders as per new circular dated June 7, 2019 of RBI is a step in the positive direction. In view of this, the Company continues to prepare above results on Going Concern basis.
8. 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.
9. The Company has adopted IndAS 116 – Leases beginning April 1, 2019 using the modified retrospective approach. The standard has been applied to all the lease contracts as at April 1, 2019. Accordingly, the Company has not restated the comparative information and recognized the lease liability at present value of the lease payments discounted at relevant incremental borrowing rate. The right to use asset has been measured at the same value as that of the lease liability subject to the adjustments for prepayment and accruals.

Consequent to the new standard, in the Profit and Loss Account for the current period, the nature of expenses in respect of operating leases has changed from lease rent of ₹ 36.18 lakhs to depreciation cost for the right-to-use asset of ₹ 31.84 lakhs and finance cost for interest accrued on lease liability of ₹ 9.30 lakhs. The Profit After Tax for the current period has increased by ₹ 4.97 lakhs.

10. The Company had pledged certain shares held in its subsidiary / associate / affiliate companies, which were held as 'Long Term Investments', with the lenders as a security towards the borrowings from the lenders. During the last quarter, 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'. During the quarter, the company fair valued its investment in GTL Infrastructure Ltd and accordingly, accounted the 'Mark to Market' loss amounting to Rs. 2,046.51 lakhs.

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

For GTL Limited



Sunil Valavalkar

Whole-time Director

Date: August 14, 2019

Place: Mumbai

Independent Auditor's Review Report on consolidated unaudited quarterly financial results of the Company Pursuant to the Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

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

1. We have reviewed the accompanying statement of consolidated unaudited financial results of **GTL LIMITED** ("the Parent") and its subsidiaries (the Parent and its subsidiaries together referred to as "the Group"), and its share of the net profit/(loss) after tax and total comprehensive income / loss of its associates for the quarter ended June 30, 2019 and for the period from April 01, 2019 to June 30, 2019 ("the Statement"), being submitted by the Parent pursuant to the requirement of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended.
2. This Statement, which is the responsibility of the Parent's Management and approved by the Parent's Board of Directors, has been prepared in accordance with the recognition and measurement principles laid down in Indian Accounting Standard 34 "Interim Financial Reporting" ("Ind AS 34"), prescribed under Section 133 of the Companies Act, 2013, and other accounting principles generally accepted in India. Our responsibility is to express a conclusion on the Statement based on our review.
3. We conducted our review of the Statement in accordance with the Standard on Review Engagements (SRE) 2410 "Review of Interim Financial Information Performed by an Independent Auditor of the Entity", issued by the Institute of Chartered Accountants of India. Those standards require that we plan and perform the review to obtain moderate assurance about whether the financial results are free of material misstatement(s). A review is limited primarily to inquires of the company personnel and analytical procedures applied to financial data and thus provides less assurance than an audit. We have not performed an audit and accordingly, we do not express an audit opinion.
4. The Statement includes the results of the its subsidiary companies, namely, International Global Telesystems Ltd and GTL International Ltd, and Associate Company, namely, Global Rural Netco Ltd, in so far as they relate to the consolidated results in the statement.

5. Basis for Modified Conclusion

As mentioned in Note No. 6 to the Statement, the Company has neither paid nor provided interest on its borrowings during the quarter ended June 30, 2019. Had such interest been recognised, the finance cost and interest liability for the quarter ended June 30, 2019 would have been more by Rs. 12,226.53 Lakhs.

Consequently, the reported Loss after Other Comprehensive Income by the Company for the quarter ended June 30, 2019 would have been Rs. 19,949.72 Lakhs. The Earnings per Share (EPS) would have been Negative Rs. 12.68

6. Review Conclusion

Based on our review conducted and procedures performed as stated in paragraph 3 above except for the effect of the matters described in the basis for qualified conclusion paragraph above and based on the consideration of the review reports of other auditors referred to in paragraph 8 below, nothing has



come to our attention that causes us to believe that the accompanying Statement, prepared in accordance with the recognition and measurement principles laid down in the aforesaid Indian Accounting Standard and other accounting principles generally accepted in India, has not disclosed the information required to be disclosed in terms of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, including the manner in which it is to be disclosed, or that it contains any material misstatement.

7. Emphasis of Matter

We draw attention to the following notes to the accompanying statements

- a) Note no. 7 which inter-alia states that the Company has incurred cash losses, its Net worth has been fully eroded and the Company's current liabilities have exceeded its current assets as at June 30, 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 financial statements of the Company have been prepared on going concern basis for the reasons stated in the said note.
- b) Note no. 10 which inter-alia states that, company had pledged certain investments in its subsidiary / associate / affiliate companies with the lenders towards the borrowings from them. During the previous 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'.

Our conclusion is not modified in respect of above matters.

8. Other Matters

- a) As at June 30, 2019, balance Confirmations, with respect to Bank Loan (including interest accrued), Bank Current Account and Fixed Deposits aggregating Rs. 3,56,733.62 Lakhs have not been received.
- b) We did not review the interim financial results of subsidiary company namely International Global Telesystems Ltd, classified as "held for sale" included in the consolidated unaudited financial results, whose interim financial results reflect total revenues of Rs. NIL, total net loss after tax of Rs. 1,309.35 Lakhs and total comprehensive loss of Rs. 1,309.35 Lakhs, for the period from April 01, 2019 to June 30, 2019, as considered in the consolidated unaudited financial results. These interim financial results have been reviewed by other auditors whose reports have been furnished to us by the Management and our conclusion on the Statement, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries, is based solely on the reports of the other auditors and the procedures performed by us as stated in paragraph 3 above.
- c) The consolidated unaudited financial results include the interim financial results of its subsidiary company, namely GTL International Ltd, classified as "held for sale", which have been neither audited nor reviewed by their auditors, as it is under liquidation, whose interim financial results reflect total revenue of Rs. NIL, total net loss after tax of Rs. 865.70 Lakhs and total comprehensive loss of Rs. 865.70 Lakhs for the period from April 01, 2019 to June 30, 2019, as considered in the consolidated unaudited financial results. According to the information and explanations given to us by the Management, these interim financial results are not material to the Group.



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- d) The consolidated unaudited financial results also include the Group's share of net profit/(loss) after tax of Rs. NIL and total comprehensive income / loss of Rs. NIL for the period from April 01, 2019 to June 30, 2019, as considered in the consolidated unaudited financial results, in respect of its Associate Company, M/s Global Rural Netco Ltd, based on their interim financial results which have been neither audited nor reviewed by their auditors as it is under liquidation. According to the information and explanations given to us by the Management, these interim financial results are not material to the Group.

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

For GDA & Associates
Chartered Accountants

Firm registration number: 135780W



Mayuresh V Zele
Partner

Membership No: 150027

UDIN : 19150027AAAAAE5510

Place : Mumbai

Date : August 14, 2019