

GIL/SE/AcctsQ4/2016-17/11

April 26, 2016

Bombay Stock Exchange Ltd (BSE)
P. J. Tower, Dalal Street,
Mumbai 400 023

National Stock Exchange of India Ltd.
Exchange Plaza, 5th Floor,
Plot No. C/1, G Block,
Bandra Kurla Complex,
Bandra (East), Mumbai 400 051

Scrip Code : 532775

Trading Symbol : GTLINFRA

Fax No.: 2272 2037/2272 3719

Fax No. : 2659 8237/38

Dear Sirs,

Sub: Audited Financial Results for the Quarter and Year ended March 31, 2016

Pursuant to Regulation 33 of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015, we are enclosing:

- the Audited Financial Results for the Quarter and Year ended March 31, 2016, duly approved by the Board of Directors of the Company, at its meeting held today;
- Form A; and
- Auditors' Report on the Audited Financial Results.

The meetings of the Audit Committee/ Board of Directors of the Company commenced at 10.00 a.m. and concluded at 2.30 p.m.

We request you to take the above on your records.

Thanking you,

Yours truly,

For **GTL Infrastructure Limited**



Laxmikant Y. Desai
Chief Financial Officer



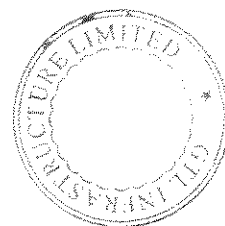
Nitesh A. Mhatre
Company Secretary

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

GTL INFRASTRUCTURE LIMITED
STATEMENT OF STANDALONE FINANCIAL RESULTS FOR THE QUARTER AND YEAR ENDED MARCH 31, 2016

Rs. in Lacs, except EPS

Sr. No.	Particulars	Quarter ended March 31,	Quarter ended December 31,	Quarter ended March 31,	Year ended March 31,	Year ended March 31,
		2016	2015	2015	2016	2015
		Unaudited (Refer Note - 10)	Unaudited	Unaudited (Refer Note - 10)	Audited	Audited
1	a) Net Income from Operations	15,586	15,296	15,550	61,934	59,965
	b) Other Operating Income	-	-	-	-	-
	Total	15,586	15,296	15,550	61,934	59,965
2	Expenditure					
	a) Infrastructure Operation & Maintenance Cost (Net)	3,839	5,201	5,256	16,926	21,937
	b) Employee benefits expense	1,180	861	622	3,407	2,565
	c) Depreciation and amortisation expense	6,333	6,232	5,709	25,067	25,599
	d) Bad Debts and Provision for Trade Receivables & Energy Recoverables	1,487	(504)	1,068	9,066	7,271
	e) Other Expenses	1,164	-772	965	3,282	3,612
	Total	14,003	12,562	13,620	57,748	60,984
3	Profit/(Loss) from Operations before Other Income, Finance costs & Exceptional Items (3)=(1-2)	1,583	2,734	1,930	4,186	(1,019)
4	Other Income	625	159	609	1,211	2,345
5	Profit/(Loss) from Ordinary expenses before Finance costs & Exceptional Items (5)=(3+4)	2,208	2,893	2,539	5,397	1,326
6	a) Finance Costs	10,389	10,670	9,757	41,388	39,261
	b) Foreign Exchange Loss / (Gain)	1,094	1,230	21	8,088	4,878
7	Profit/(Loss) from Ordinary activities after Finance Costs but before Exceptional Items (7)=(5-6)	(9,275)	(9,007)	(7,239)	(44,079)	(42,813)
8	Exceptional Items (Net) (Refer Note - 4)	-	-	2,783	10,655	8,658
9	Profit/(Loss) from Ordinary Activities before tax (9)=(7+8)	(9,275)	(9,007)	(10,022)	(54,734)	(51,471)
10	Tax Expenses	-	-	-	-	-
11	Net Profit/(Loss) from Ordinary Activities after tax 11=(9-10)	(9,275)	(9,007)	(10,022)	(54,734)	(51,471)
12	Extraordinary items	-	-	-	-	-
13	Net Profit/(Loss) for the period/year 13=(11-12)	(9,275)	(9,007)	(10,022)	(54,734)	(51,471)
14	Paid -up equity share capital (Face value of Rs. 10 each)	2,33,639	2,32,541	2,32,515	2,33,639	2,32,515
15	Reserves excluding Revaluation Reserves as per Balance Sheet				(2,45,830)	(1,87,897)
16	Earnings Per Share (EPS) (Face value of Rs. 10 each)*					
	a. Basic EPS (in Rs.)	(0.40)*	(0.39)*	(0.43)*	(2.35)	(2.22)
	b. Diluted EPS (in Rs.)	(0.40)*	(0.39)*	(0.43)*	(2.35)	(2.22)
	* Not annualised					



Notes:

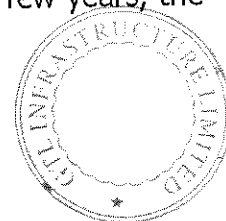
1. The above results have been reviewed by the Audit Committee and taken on record by the Board of Directors at their meeting held on April 26, 2016.

2. Allotment of Equity Shares on exercise of option by FCCB holders:

Particulars	No. of FCCBs (Series A)	No. of Equity Shares to be issued on conversion	No. of FCCBs (Series B)	No. of Equity Shares to be issued on conversion
Outstanding as on January 01, 2016	48,992	26,57,91,399	1,93,533	1,04,99,55,231
Less:- Equity Shares allotted on exercise of option during the quarter	2,024	1,09,80,604	-	-
Outstanding as on March 31, 2016	46,968	25,48,10,795	1,93,533	1,04,99,55,231
Less:- Equity Shares allotted on exercise of option from April 01, 2016 till date	-	-	-	-
Outstanding as on April 26, 2016	46,968	25,48,10,795	1,93,533	1,04,99,55,231

The pro rata redemption premium of Rs. 917 lacs and Rs 4,215 lacs for the quarter and year ended March 31, 2016 respectively in respect of Series B FCCBs has been adjusted against the Securities Premium in line with Section 52 of the Companies Act, 2013.

3. Over the last few years, the Telecom Operators were forced to review their business models. The telecom industry in India unfortunately, has been going through one of its worst phase since 2012, with regulatory issues such as cancellation of 122 2G licenses by the Hon'ble Supreme Court of India, failure of spectrum auctions and inflationary input costs. A severe dip in the market outlook followed with slower 3G / 4 G rollouts and a general stagnation of economy resulting into our customers (telcos) reviewing their respective business plans, curtailing their Capex spend, whilst some others planned to exit from non-viable business circles. This, in turn, affected the planned growth and cash flows of the Company. Whilst it continues to be under CDR for the past few years, the



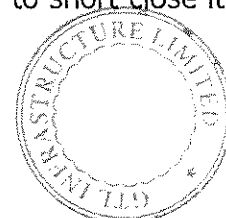
Company had been able to maintain good relations with all its stakeholders where all have lent support to the Company from time to time. Nevertheless, the slower economic growth had its impact on the Company's' revenues and profitability. Recently, this stagnant industry has been witnessing several opportunities for growth. This turnaround was largely due to positive outcome of the new 2G /3G /4G /LTE spectrum (auctioned in early 2015) and the subsequent rollouts planned by the Telcos (including by new entrants).

Since the spectrum auction of last year, the Company has already secured fair share of business from these incremental tenancies. Continuing network rollout plans of our customers (including that of the new entrants) over the next few years are expected to be huge. The Company believes that it would be able to secure significant share in these incremental tenancies pertaining to continued roll outs, as it has already implemented several measures to support the customers' evolving needs, in consultation with them. This is expected to augment the overall tenancy ratio of the Company.

Further, due to several cost rationalization measures undertaken by the Company on a continuing basis, the Company was able to reap ongoing benefits during this financial year in terms of improvement in operations' efficiency and overall cash position with better margins. Many customers have also supported the Company by renegotiation and rationalization of existing MSAs / Contracts resulting into streamlining of cash flows, improved revenues, and reduction of delays in collection cycle. The Company's overall performance has been showing an upward trend over the past year in terms of its efficiency, cash flows and profitability. Lastly, considering the rollouts for 3G/4G which are still to get underway, the Company believes that the opportunities for its growth are likely to open up significantly in future.

For these reasons and more, the Company continues to prepare its financial statements on a going concern basis though its net worth is fully eroded and has incurred cash losses.

4. The telecom scenario in the Country changed drastically since the beginning of year 2012 due to cancellation of 122 2G licenses by the Hon'ble Supreme Court, slower 2G & 3G growths, failure of spectrum auctions and general economic slowdown. During this time, the Company which was mandated to support the planned deployment of 20,000+ tenancies of Aircel/ CNIL could not do so since Aircel was unable to honour its commitment. In the meanwhile, the Company had already placed orders on various vendors to procure tower assets and made advances against those orders. Consequently, the Company had to short close its

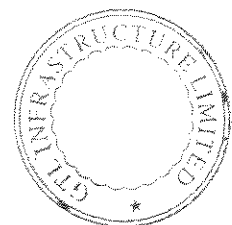


commitment to vendors and has already taken appropriate steps against them for recovery of these advances. However, as a matter of prudence, provision for doubtful advances of Rs. 10,113 lacs has been considered during the year ended March 31, 2016. (Previous year Rs 5,875 lacs net after adjusting Rs 15,000 lacs received from Aircel Group of Companies)

Further, the Company evaluated its non current investments for the purpose of determination of potential diminution in value based on the latest available information of the investee companies. Based on such evaluation, the Company has recognised a provision for diminution of Rs 542 lacs during the year ended March 31, 2016. (Previous year Rs. 2,783 lacs)

Both the abovementioned items have been disclosed as exceptional items in the above results.

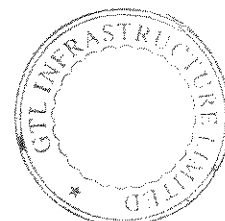
5. The Company has equity investments of Rs. 1,81,572 Lacs in Chennai Network Infrastructure Ltd. (CNIL), an Associate, held through Tower Trust as on 31st March, 2016. Although CNIL has incurred cash losses and its net worth has been substantially eroded, as per the management, the Company's equity interest in the Associate based on its business plans as on 31st March, 2016 support the carrying value of such investment. The Company considers its above investment as strategic and long term in nature and also the Associate's audited financial statements for the year ended March 31, 2016 have been prepared on a "Going Concern" basis. Management believes, decline in the value of its long term investment in Associate is of temporary in nature and hence no provision for diminution in value is of the above investment is considered necessary.
6. Salaries and allowances for the year ended March 31, 2016 include remuneration paid to Whole Time Director of Rs. 50 Lacs (previous year Rs 50 Lacs) which is subject to the approval of Central Government.
7. The Company has entered into a Master Services Agreement (MSA) with respective Telecom Operators for a tenure upto 15 years. Invoices are raised on these operators for provisioning fees and recovery of pass through expenses as part of the said MSA. The amounts outstanding from certain operators are subject to confirmations/under reconciliation. The management is of the view that all the outstanding trade receivables and energy recoverable are good for recovery except for which provision has already been made.



8. The Company continues to pursue the merger process of Chennai Network Infrastructure Limited (CNIL) with itself.
9. The Company is predominantly in the business of providing "Telecom Towers" on shared basis and as such there are no separate reportable segments. The Company's operations are only in India.
10. The figures for the corresponding previous period/year have been restated/regrouped wherever necessary, to make them comparable. The figures of the quarter ended March 31, 2016 and March 31, 2015 are the balancing figures between the audited figures in respect of full financial year and the published year to date figures upto the third quarter of the respective financial year.

The Statement of assets and liabilities as of March 31, 2016 is as under

Particulars	(Rs. In Lacs)	
	As at March 31, 2016	As at March 31, 2015
A EQUITY AND LIABILITIES		
1 Shareholder's Funds		
(a) Capital	2,33,639	2,32,515
(b) Reserves and Surplus	(2,45,830)	(1,87,897)
Sub Total – Shareholders Funds	(12,191)	44,618
2 Non-Current Liabilities		
(a) Long-Term borrowings	4,70,227	4,82,617
(b) Other Long-term Liabilities	35,406	32,146
(c) Other Long-term Provisions	137	114
Sub-total – Non-current liabilities	5,05,770	5,14,877
3 Current Liabilities		
(a) Short-term borrowings	-	-
(b) Trade payable	1,860	2,970
(c) Other current liabilities	54,981	28,245
(d) Short-term Provisions	19	11
Sub-total –Current liabilities	56,860	31,226
TOTAL EQUITY AND LIABILITIES	5,50,439	5,90,721



B ASSETS		
1 Non-current assets		
(a) Fixed assets	3,27,748	3,45,565
(b) Non-current investments	1,81,572	1,82,114
(c) Long-term loans and advances	10,704	23,008
Sub-total – Non-current assets	5,20,024	5,50,687
2 Current assets		
(a) Current investments	975	6,294
(b) Inventories	46	61
(c) Trade receivables	3,153	6,046
(d) Cash and bank balances	4,853	3,676
(e) Short-term loans and advances	12,126	11,126
(f) Other current assets	9,262	12,831
Sub-total –Current assets	30,415	40,034
TOTAL - ASSETS	5,50,439	5,90,721

For GTL Infrastructure Limited



Manoj Tirodkar
Chairman

Date: April 26, 2016

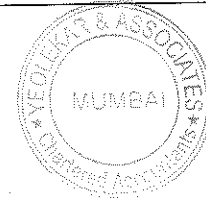
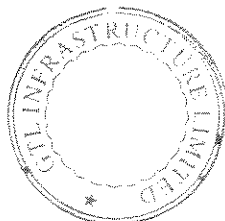
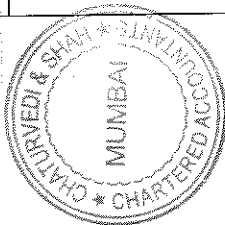
Place: Mumbai

Registered Office: Global Vision ES II, 3rd Floor, MIDC, TTC Industrial Area, Mahape,
Navi Mumbai- 400 710. CIN-L74210MH2004PLC144367

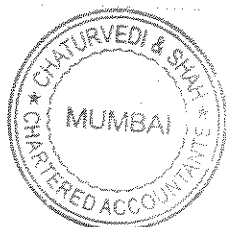
FORM A

(for audit report with unmodified opinion)

1.	Name of the company	GTL Infrastructure Limited
2.	Annual financial statements for the year Ended	31st March ,2016
3.	Type of Audit observation	<p>Un Qualified Emphasis of Matter</p> <p>Following emphasis of matters have been given in the independent Auditors' Report on financial Statements for the year ended 31st March, 2016.</p> <p>We Draw Attention to the:</p> <p>a. Note no. 11.3 regarding Company's Investment in its associate company Chennai Network Infrastructure Limited amounting to Rs. 181,572 Lacs as at 31st March 2016. The associate's net worth has been eroded substantially however, no provision for diminution in the value of investment has been considered necessary by the management for the reasons given therein.</p> <p>b. Note no. 22.1 regarding Remuneration paid to whole time director, which is subject to the approval of Central Government.</p> <p>c. Note No. 30 regarding outstanding trade receivables and other current assets, which are subject to confirmation but considered good for the reason mentioned therein.</p>



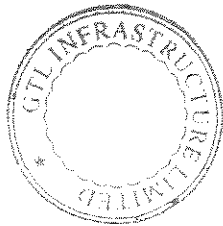
		<p>d. Note No. 31 regarding Scheme of Arrangement under section 391 to 394 of the Companies Act , 1956 pending for the necessary modifications and approvals and preparation of financial statements without giving any effects of this scheme and to give the effect as and when the scheme become effective.</p> <p>e. Note no. 32 regarding preparation of the financial results of the Company on a going concern basis notwithstanding the fact that the Company has incurred cash losses and its net worth has been fully eroded as on 31st March 2016. Further, the Company's current liabilities exceed its current assets as at the result date. These conditions indicate the existence of a material uncertainty that may cast significant doubt about the Company's ability to continue as a going concern. However, the financial results of the Company have been prepared on a going concern basis for the reasons stated in the said Note. The appropriateness of assumption of going concern is dependent upon the Company's ability to generate adequate cash flows in future to meet its obligations.</p> <p>Our opinion is not qualified in respect of these matters</p>
4.	Frequency of observation	<p>i. The Matter (a) above has been reported first time in the financial year ended March 31, 2016</p> <p>ii. The matter (b) is appearing since financial year ended March 31, 2015</p>



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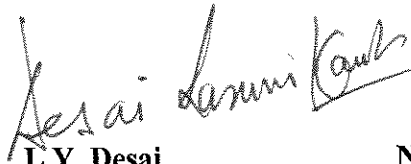
	<p>iii. The matter (c) are appearing since financial year March 31, 2014</p> <p>iv. The matter (d) is appearing since financial year ended March 31, 2011</p> <p>v. The matter (e) are appearing since financial year March 31, 2014</p>
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For GTL Infrastructure Limited





Milind Naik
(Whole Time Director)
(DIN: 00276884)



L.Y. Desai
(Chief Financial Officer)



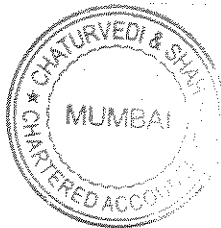
N. Balasubramanian
(Audit Committee Chairman)
(DIN: 00288918)

For Chaturvedi & Shah
Chartered Accountants
Firm Reg No- 101720 W





R Koria
Partner
Membership No- 35629
Place: Mumbai



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



S. S. Yeolekar
Partner
Membership No- 36398

Date: 26th April 2016

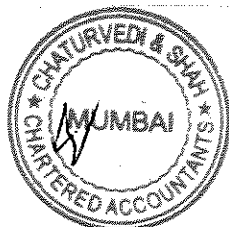
CHATURVEDI & SHAH
Chartered Accountants
912-913, Tulsiani Chambers,
212, Nariman Point,
Mumbai 400021

YEOLEKAR & ASSOCIATES
Chartered Accountants
11-12, Laxmi Niwas,
Subhash Road, Vile Parle (East)
Mumbai 400057

**INDEPENDENT AUDITORS' REPORT
TO THE BOARD OF DIRECTORS OF
GTL INFRASTRUCTURE LIMITED**

1. We have audited the accompanying Statement of Standalone Financial Results of GTL INFRASTRUCTURE LIMITED ("the Company") for the year ended 31st March 2016 ("the Statement"), being submitted by the Company pursuant to the requirement of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. This Statement, which is the responsibility of the Company's Management and approved by the Board of Directors, has been prepared on the basis of the related Standalone Audited Financial Statements which are in accordance with the Accounting Standards prescribed under Section 133 of the Companies Act, 2013, as applicable and other accounting principles generally accepted in India. Our responsibility is to express an opinion on the Statement.

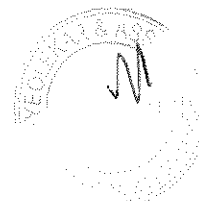
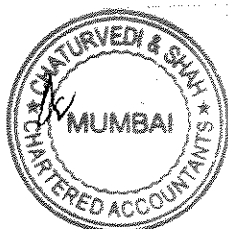
We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. Those Standards require that we plan and perform the audit to obtain reasonable assurance about whether the Statement is free from material misstatement. An audit includes examining, on a test basis, evidence supporting amounts disclosed in the Statement. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the significant accounting estimates made by the Management, as well as evaluating the overall presentation of the Statement. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.



2. We draw your attention to the:

- i. Note no. 3 of accompanying Statement of Standalone Financial Results regarding preparation of the financial results of the Company on a going concern basis notwithstanding the fact that the Company has incurred cash losses and its net worth has been fully eroded as on 31st March 2016. Further, the Company's current liabilities exceed its current assets as at the result date. These conditions indicate the existence of a material uncertainty that may cast significant doubt about the Company's ability to continue as a going concern. However, the financial results of the Company have been prepared on a going concern basis for the reasons stated in the said Note. The appropriateness of assumption of going concern is dependent upon the Company's ability to generate adequate cash flows in future to meet its obligations.
- ii. Note no. 5 of accompanying Statement of Standalone Financial Results regarding Company's Investment in its associate company Chennai Network Infrastructure Limited amounting to Rs. 181,572 Lacs as at 31st March 2016. The associate's net worth has been eroded substantially however, no provision for diminution in the value of investment has been considered necessary by the management for the reasons given therein.
- iii. Note no. 6 of accompanying Statement of Standalone Financial Results regarding Remuneration paid to whole time director, which is subject to the approval of Central Government.
- iv. Note no. 7 of accompanying Statement of Standalone Financial Results regarding outstanding trade receivables and other current assets, which are subject to confirmation but considered good for the reasons mentioned therein.
- v. Note no. 8 of accompanying Statement of Standalone Financial Results regarding Scheme of Arrangement under section 391 to 394 of the Companies Act, 1956 being pursued by the Company and preparation of financial Results without giving any effect of this scheme and to give the effect as and when the scheme becomes effective.

Our opinion is not qualified / modified in respect of these matters.

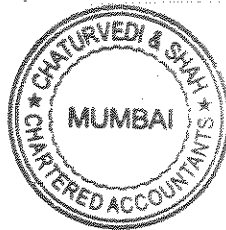


3. In our opinion and to the best of our information and according to the explanations given to us, read with our comments in Para 2 above, the statement:
- (i) is presented in accordance with the requirements of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015; and
 - (ii) gives a true and fair view in conformity with the aforesaid Accounting Standards and other accounting principles generally accepted in India of the net loss and other financial information of the Company for the year ended 31st March 2016.
4. The Statement includes the results for the Quarter ended 31st March 2016 being the balancing figure between audited figures in respect of the full financial year and the published year to date figures up to the third quarter of the current financial year which were subject to limited review by us.

For **Chaturvedi & Shah**
Chartered Accountants
Firm Reg. No. 101720W



R. Koria
Partner
Membership No 35629



Place: Mumbai
Dated: 26th April, 2016

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



S. S. Yeolekar
Partner
Membership No 36398

