

pREF: GTL/CS-SE/2019-20/036

February 04, 2020

Department of Corporate Services BSE Limited Phiroze Jeejeebhoy Towers, 25 th Floor, Dalal Street, Fort, Mumbai 400 001.	Corporate Communication Department National Stock Exchange of India Ltd. Exchange Plaza, 5 th 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

1. This is in continuation to our letter bearing Ref. No. GTL/CS-SE/2019-20/035 dated January 28, 2020 and pursuant to Regulations 33, 30 and other applicable regulations, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the Listing Regulations), we have to inform that the Board of Directors of the Company, in its meeting held today has :

- Approved the Unaudited Financial Results on Standalone and Consolidated basis for the quarter and nine months ended December 31, 2019 (Q3). A copy of the said results, notes thereto and Limited Review Report of the Auditor is enclosed for your records.
- Noted that Mr. Pratik R. Toprani, Company Secretary & Compliance Officer of the Company has tendered his resignation w.e.f. February 4, 2020 as he has decided to pursue career opportunities outside the Company.

The meeting of the Audit Committee / Board of Directors of the Company commenced at 09:00 Hours and concluded at 15:40 Hours.

2. We also enclose disclosure for the quarter ended December 31, 2019 in the format prescribed under Clause C2 of the SEBI Circular SEBI/HO/CFD/CMD1/CIR/P/2019/140 dated November 21, 2019. (Annexure - A)

We request you to take the above on your records.

Thanking you,

Yours truly,
For GTL Limited


Milind Bapat
Chief Financial Officer


Sunil Valavalkar
Whole-time Director

Encl : As above

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

GTL LIMITED

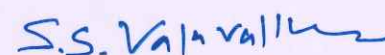
Regd Office & Investor Service Centre : Global Vision ES-II MIDC TTC Industrial Area, Mahape Navi Mumbai-4000 710 India
Tel: +91-22-2761 2929 Ext: 2233-2235 Fax: +91-22-2768 0171 Email: gtshares@gtlilimited.com Website: www.gtlilimited.com

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

Sr.No.	Particulars	Quarter ended December 31,	Quarter ended September 30,	Quarter ended December 31,	Period ended December 31,	Period ended December 31,	Year ended March 31,
		2019	2019	2018	2019	2018	2019
		Unaudited	Unaudited	Unaudited	Unaudited	Unaudited	Audited
1	Revenue from operations	5,411.13	8,364.04	5,611.56	16,777.72	18,420.52	21,905.46
2	Other Income	138.86	498.51	3,287.92	711.04	1,861.89	1,969.37
3	Total Income (1+2)	5,549.99	8,862.55	8,899.48	17,488.76	20,282.41	23,874.83
4	Expenses						
a)	Cost of Material Consumed and Services	2,119.37	3,821.91	2,165.01	6,133.10	8,869.44	10,886.31
b)	Changes in inventories of finished goods, Stock-in-Trade and work-in-progress	NIL	NIL	NIL	NIL	NIL	NIL
c)	Employee benefits expense	1,401.00	2,163.18	1,826.99	5,819.91	5,524.12	7,206.11
d)	Finance costs (Refer Note 7)	478.86	457.46	424.00	1,386.76	1,239.43	1,666.92
e)	Depreciation and amortisation expense	112.76	112.80	121.41	343.12	366.78	454.23
f)	Other Expenses (Refer Note 9)	4,925.28	8,073.84	7,440.58	15,812.68	19,102.96	28,133.37
	Total Expenses (4)	9,037.27	14,629.19	11,977.99	29,495.57	35,102.73	48,346.94
5	Profit / (Loss) before exceptional items and tax (3-4)	(3,487.28)	(5,766.64)	(3,078.51)	(12,006.81)	(14,820.32)	(24,472.11)
6	Exceptional items	NIL	NIL	NIL	NIL	NIL	NIL
7	Profit / (Loss) before tax (5-6)	(3,487.28)	(5,766.64)	(3,078.51)	(12,006.81)	(14,820.32)	(24,472.11)
8	Tax expense :						
	i) Current tax	NIL	NIL	NIL	NIL	NIL	NIL
	ii) Adjustment of tax relating to earlier periods	NIL	NIL	NIL	NIL	4.51	4.50
	iii) Deferred tax	NIL	NIL	NIL	NIL	NIL	NIL
9	Profit / (Loss) for the period from Continuing operations (7-8)	(3,487.28)	(5,766.64)	(3,078.51)	(12,006.81)	(14,824.83)	(24,476.61)
10	Profit / (Loss) from discontinued operations	NIL	NIL	NIL	NIL	NIL	NIL
11	Tax expense of discontinued operations	NIL	NIL	NIL	NIL	NIL	NIL
12	Profit / (Loss) from discontinued operations (after tax) (10+11)	NIL	NIL	NIL	NIL	NIL	NIL
13	Profit / (Loss) for the period (9+12)	(3,487.28)	(5,766.64)	(3,078.51)	(12,006.81)	(14,824.83)	(24,476.61)
14	Other Comprehensive Income						
	A (i) Items that will not be reclassified to profit or loss	4.18	1.18	(16.94)	(37.09)	(10.70)	10.35
	(ii) Income tax relating to items that will not be reclassified to profit or loss	NIL	NIL	NIL	NIL	NIL	NIL
	B (i) Items that will be reclassified to profit or loss	NIL	NIL	NIL	NIL	NIL	NIL
	(ii) Income tax relating to items that will be reclassified to profit or loss	NIL	NIL	NIL	NIL	NIL	NIL
	Total Comprehensive income for the period /year	4.18	1.18	(16.94)	(37.09)	(10.70)	10.35
15	Total Comprehensive Income for the period (13+14) (Comprising profit / (loss) and other Comprehensive Income for the period)	(3,483.10)	(5,765.46)	(3,095.45)	(12,043.90)	(14,835.53)	(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	15,729.68	15,729.68
17	Earnings Per Share (For continuing operations) (of ₹ 10 /- each) (not annualised):						
	a) Basic	(2.22)	(3.67)	(1.97)	(7.65)	(9.44)	(15.56)
	b) Diluted	(2.22)	(3.67)	(1.97)	(7.65)	(9.44)	(15.56)
18	Earnings Per Share (For discontinued operations) (of ₹ 10 /- each) (not annualised):						
	a) Basic	NIL	NIL	NIL	NIL	NIL	NIL
	b) Diluted	NIL	NIL	NIL	NIL	NIL	NIL
19	Earnings Per Share (For discontinued and continuing operations) (of ₹ 10 /- each) (not annualised):						
	a) Basic	(2.22)	(3.67)	(1.97)	(7.65)	(9.44)	(15.56)
	b) Diluted	(2.22)	(3.67)	(1.97)	(7.65)	(9.44)	(15.56)
20	Capital Redemption Reserve and Debenture Redemption Reserve	N.A.	N.A.	N.A.	N.A.	N.A.	19,979.22
21	Other Equity	N.A.	N.A.	N.A.	N.A.	N.A.	(671,404.64)

* - DSCR, ISCR and Debt-Equity ratios are not positive hence not furnished
See accompanying notes to the Financial Results

For GTL Limited



Sunil S. Valavalkar

Whole-time Director

Place: Mumbai

Date: February 04, 2020



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 February 04, 2020.
2. The Statutory Auditors of the Company have conducted a limited review of the above standalone financial results.
3. The results, as stated above, have been prepared in accordance with the Companies (Indian Accounting Standards) Rules, 2015 (as amended) (Ind AS), prescribed under Section 133 of the Companies Act, 2013 and other recognized accounting practices and policies to the extent applicable.
4. The Company is engaged only in business of providing "Network Services" and as such there are no separate reportable segments.
5. As disclosed in the previous quarter, all but one bank have executed inter creditor agreement for negotiated settlement, for which purpose the Company has also deposited ₹ 6,718 lakhs. The application filed by the said one bank before the NCLT under IBC has not been admitted so far. The Company is contesting the said claim.
6. During the last few years, the Company has incurred cash losses, resulting in erosion of its entire net worth. The Company's current liabilities are higher than its current assets. On account of the above developments, the Management is of the view that either through negotiated settlement or through restructure it would be in a position to settle the matter and continue its operations. Accordingly, it continues to prepare above results on going concern basis.
7. The Company has neither paid nor provided interest on its borrowing during the current quarter in view of the foregoing as explained.

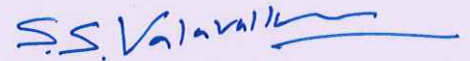
Had such interest been recognized, the Finance Cost for the quarter and nine months' period ended December 31, 2019 would have been more by ₹12,094.01 lakhs and ₹ 36,423.09 lakhs respectively.

The resultant profit / (loss) would have been ₹(15,577.11) lakhs and ₹ (48,466.99) lakhs and EPS would have been ₹ (9.91) and ₹ (30.79) for the quarter and nine months period ended December 31, 2019 respectively. The Auditors have issued modified opinion in respect of this matter.

8. Pending appropriation of the pledged shares invoked by the lenders, the said shares held by the Company 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 ₹3,069.76 Lakhs.
9. The Company has adopted Ind AS 116 on 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 ₹96.73 lakhs to depreciation cost for the right-to-use asset of ₹84.92 lakhs and finance cost for interest accrued on lease liability of ₹23.14 lakhs. The Profit After Tax for the current period has decreased by ₹11.33 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 / period / year have been regrouped / rearranged / recast wherever considered necessary.

For GTL Limited



Sunil Valavalkar

Whole-time Director

Date: February 04, 2020

Place: Mumbai

Limited Review Report

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

1. We have reviewed the accompanying statement of standalone unaudited financial results of **GTL LIMITED** ("the Company") for the period ended December 31, 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 the Independent Auditor of the Entity", issued by the Institute of Chartered Accountants of India. This standard requires that we plan and perform the review to obtain moderate assurance as to whether the financial results are free of material misstatement. A review is limited primarily to inquiries 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. 7 to the Statement, the Company has neither paid nor provided interest on its borrowings during the quarter ended December 31, 2019. Had such interest been recognised, the finance cost and interest liability for the quarter ended December 31, 2019 would have been more by Rs. 12,094.01 Lakhs.

Consequently, the reported Loss after Other Comprehensive Income by the Company for the quarter ended December 31, 2019 would have been Rs. 15,577.11 Lakhs. The Earnings per Share (EPS) would have been Negative Rs. 9.91.

3. **Modified Conclusion**

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

4. **Emphasis of Matter**

We draw attention to the following notes to the accompanying statements

- a) Note no. 6 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 December 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.

- 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 December 31, 2019, balance Confirmations, with respect to Bank Loan (including interest accrued), Bank Guarantee, Bank Current Account and Fixed Deposits aggregating to Rs. 3,62,883.02 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 : 20150027AAAAAJ6809

Place : Mumbai

Date : February 04, 2020

Sr.No.	Particulars	Quarter ended December 31,	Quarter ended September 30,	Quarter ended December 31,	Period ended December 31,	Period ended December 31,	Year ended March 31,
		2019	2019	2018	2019	2018	2019
		Unaudited	Unaudited	Unaudited	Unaudited	Unaudited	Audited
1	Revenue from operations	5,411.13	8,364.04	5,611.56	16,777.72	18,420.52	21,905.46
2	Other Income	138.86	498.51	3,287.92	711.04	1,861.89	1,969.37
3	Total Income (1+2)	5,549.99	8,862.55	8,899.48	17,488.76	20,282.41	23,874.83
4	Expenses						
a)	Cost of Material Consumed and Services	2,119.37	3,821.91	2,165.01	6,133.10	8,869.44	10,886.31
b)	Changes in inventories of finished goods, Stock-in-Trade and work-in-progress	NIL	NIL	NIL	NIL	NIL	NIL
d)	Employee benefits expense	1,401.00	2,163.18	1,826.99	5,819.91	5,524.12	7,206.11
e)	Finance costs (Refer Note 9)	478.86	457.46	424.00	1,386.76	1,239.43	1,666.92
f)	Depreciation and amortisation expense	112.76	112.80	121.41	343.12	366.78	454.23
g)	Other Expenses (Refer Note 10)	4,925.28	8,073.84	7,440.58	15,812.68	19,102.96	28,133.37
	Total Expenses (4)	9,037.27	14,629.19	11,977.99	29,495.57	35,102.73	48,346.94
5	Profit / (Loss) before exceptional items and tax (3-4)	(3,487.28)	(5,766.64)	(3,078.51)	(12,006.81)	(14,820.32)	(24,472.11)
6	Exceptional items	NIL	NIL	NIL	NIL	NIL	NIL
7	Profit / (Loss) before tax (5-6)	(3,487.28)	(5,766.64)	(3,078.51)	(12,006.81)	(14,820.32)	(24,472.11)
8	Tax expense :						
	i) Current tax	NIL	NIL	NIL	NIL	NIL	NIL
	ii) Adjustment of tax relating to earlier periods	NIL	NIL	NIL	NIL	4.51	4.50
	iii) Deferred tax	NIL	NIL	NIL	NIL	NIL	NIL
9	Profit / (Loss) for the period from Continuing operations (7-8)	(3,487.28)	(5,766.64)	(3,078.51)	(12,006.81)	(14,824.83)	(24,476.61)
10	Profit / (Loss) from discontinued operations	(1,737.73)	(3,164.77)	(10,558.55)	(7,028.69)	(15,849.51)	(16,811.98)
11	Tax expense of discontinued operations	0.41	0.55	2.88	49.81	52.28	225.50
12	Profit / (Loss) from discontinued operations (after tax) (10+11)	(1,738.14)	(3,165.32)	(10,561.43)	(7,078.50)	(15,901.79)	(17,037.48)
13	Profit / (Loss) for the period (9+12)	(5,225.42)	(8,931.96)	(13,639.94)	(19,085.31)	(30,726.62)	(41,514.09)
14	Other Comprehensive Income						
	A (i) Items that will not be reclassified to profit or loss	4.18	1.18	(16.94)	(37.09)	(10.70)	10.35
	(ii) Income tax relating to items that will not be reclassified to profit or loss	NIL	NIL	NIL	NIL	NIL	NIL
	B (i) Items that will be reclassified to profit or loss	NIL	NIL	NIL	NIL	NIL	NIL
	(ii) Income tax relating to items that will be reclassified to profit or loss	NIL	NIL	NIL	NIL	NIL	NIL
	C (i) Share in other comprehensive income of associates	NIL	NIL	NIL	NIL	NIL	NIL
	Total Comprehensive income for the year	4.18	1.18	(16.94)	(37.09)	(10.70)	10.35
15	Total Comprehensive Income for the period (13+14) (Comprising profit / (loss) and other Comprehensive Income for the period)	(5,221.24)	(8,930.78)	(13,656.88)	(19,122.40)	(30,737.32)	(41,503.74)
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	15,729.68	15,729.68
17	Earnings Per Share (For continuing operations) (of ₹ 10 /- each) (not annualised):						
	a) Basic	(2.22)	(3.67)	(1.97)	(7.65)	(9.44)	(15.56)
	b) Diluted	(2.22)	(3.67)	(1.97)	(7.65)	(9.44)	(15.56)
18	Earnings Per Share (For discontinued operations) (of ₹ 10 /- each) (not annualised):						
	a) Basic	(1.11)	(2.01)	(6.70)	(4.48)	(10.10)	(10.84)
	b) Diluted	(1.11)	(2.01)	(6.70)	(4.48)	(10.10)	(10.84)
19	Earnings Per Share (For discontinued and continuing operations) (of ₹ 10 /- each) (not annualised):						
	a) Basic	(3.32)	(5.68)	(8.67)	(12.13)	(19.54)	(26.39)
	b) Diluted	(3.32)	(5.68)	(8.67)	(12.13)	(19.54)	(26.39)
20	Capital Redemption Reserve and Debenture Redemption Reserve	N.A	N.A	N.A	N.A	N.A	19,979.22
21	Other Equity	N.A	N.A	N.A	N.A	N.A	(755,978.44)

See accompanying notes to the Financial Results

For GTL Limited

S.S. Valavalkar

Place: Mumbai

Date: February 04, 2020

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") have been reviewed by the Audit Committee and approved and taken on record by the Board of Directors in their respective meeting held February 04, 2020.
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. As disclosed in the previous quarter, all but one bank have executed inter creditor agreement for negotiated settlement, for which purpose the Company has also deposited ₹ 6,718 lakhs. The application made by the said one bank before the NCLT under IBC has not been admitted so far. The Company is contesting the said claim.
6. During the last few years, the Company has incurred cash losses, resulting in erosion of its entire net worth. The Company's current liabilities are higher than its current assets. On account of the above developments, the management is of the view that either through negotiated settlement or through restructure it would be in a position to settle the matter and continue its operations. Accordingly it continues to prepare above results on going concern basis.
7. In continuation of the disclosures made earlier, the assets and liabilities of GTL International Ltd and International Global Tele systems Ltd, the subsidiaries of the Company, are continued to be treated as "Liabilities Held for Sale and discontinued operations" and loss incurred are shown under loss from discontinued operations in terms of Ind AS 105.
8. Pending appropriation of the pledged shares invoked by the lenders, the said shares held by the Company 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 ₹3,069.76 Lakhs.

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

Had such interest been recognized, the Finance Cost for the quarter and nine months' period ended December 31, 2019 would have been more by ₹ 12,094.01 lakhs and ₹ 36,423.09 lakhs respectively. The resultant profit / (loss) would have been ₹ (17,315.25) lakhs and ₹ (55,545.49) lakhs and EPS would have been ₹(11.01) and ₹ (35.31) for the quarter and nine months period ended December 31, 2019 respectively. The Auditors have issued modified opinion in respect of this matter.

10. The Company has adopted Ind AS 116 on 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 ₹ 96.73 lakhs to depreciation cost for the right-to-use asset of ₹ 84.92 lakhs and finance cost for interest accrued on lease liability of ₹ 23.14 lakhs. The Profit After Tax for the current period has increased by ₹ 11.33 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 / period/ year have been regrouped / rearranged / recast wherever considered necessary.

For GTL Limited



Sunil Valavalkar

Whole-time Director

Date: February 04, 2020

Place: Mumbai

Limited Review Report

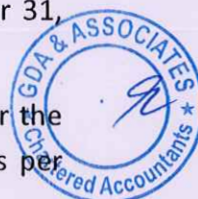
**Review Report to,
The Board of Directors
GTL LIMITED**

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 December 31, 2019 and for the period from April 01, 2019 to December 31, 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. Attention is drawn to the fact that the consolidated figures for the corresponding quarter ended December 31, 2018 and the corresponding period from April 01, 2018 to December 31, 2018, as reported in these financial results have been approved by the Parent's Board of Directors, but have not been subjected to review.
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 the Independent Auditor of the Entity", issued by the Institute of Chartered Accountants of India. A review of interim financial information consists of making inquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with Standards on Auditing and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.
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. 9 to the Statement, the Company has neither paid nor provided interest on its borrowings during the quarter ended December 31, 2019. Had such interest been recognised, the finance cost and interest liability for the quarter ended December 31, 2019 would have been more by Rs. 12,094.01 Lakhs.

Consequently, the reported Loss after Other Comprehensive Income by the Company for the quarter ended December 31, 2019 would have been Rs. 17,315.25 Lakhs. The Earnings per Share (EPS) would have been Negative Rs. 11.01.



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 modified 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. 6 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 December 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 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 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 December 31, 2019 balance Confirmations, with respect to Bank Loan (including interest accrued), Bank Guarantee, Bank Current Account and Fixed Deposits aggregating to Rs. 3,62,883.02 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 and Rs Nil, total net loss after tax of Rs. 1,349.76 Lakhs and Rs. 4,000.68 Lakhs and total comprehensive loss of Rs. 1,349.76 Lakhs and Rs. 4,000.68 Lakhs, for the quarter ended December 31, 2019 and for the period from April 01, 2019 to December 31, 2019 respectively, as considered in the consolidated unaudited financial results which have not been reviewed by us. These interim financial results have been reviewed by other auditors whose reports have been furnished to us by the Management and our conclusion on the Statement, in so far as it relates to the amounts and disclosures included in respect of



these subsidiary, is based solely on the reports of the other auditors and the procedures performed by us as stated in paragraph 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 revenues of Rs. NIL and Rs Nil, total net loss after tax of Rs. 388.37 Lakhs and Rs. 3,077.82 Lakhs and total comprehensive loss of Rs. 388.37 Lakhs and Rs. 3,077.82 Lakhs, for the quarter ended December 31, 2019 and for the period from April 01, 2019 to December 31, 2019 respectively, 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.
- d) The consolidated unaudited financial results also include the Group's share of net profit/(loss) after tax of Rs. Nil and Rs. Nil and total comprehensive income / loss of Rs. NIL and Rs. Nil for the quarter ended December 31, 2019 and for the period from April 01, 2019 to December 31, 2019 respectively, 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 not been reviewed by us. These interim financial results have been reviewed by other auditors whose reports have been furnished to us by the Management and our conclusion on the Statement, in so far as it relates to the amounts and disclosures included in respect of this associate company, is based solely on the reports of the other auditors and the procedures performed by us as stated in paragraph 3 above.

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

For GDA & Associates
Chartered Accountants

Firm Registration Number: 135780W



Mayuresh V Zele
Partner

Membership No: 150027
UDIN : 20150027AAAAAK5426
Place : Mumbai
Date : February 04, 2019

Annexure - A

GTL Limited
Details as on December 31, 2019

Sr. No.	Particulars	In INR Crore
1	Loans / revolving facilities like cash credit from banks / financial institutions	
A.	Total principal amount outstanding and overdue as on date	2755.52
B.	Of the total principal amount outstanding, amount of default as on date	Note
2	Unlisted debt securities i.e. NCDs and NCRPS	
A.	Total principal amount outstanding and overdue as on date	1590.16
B.	Of the total principal amount outstanding, amount of default as on date	-
3	Total financial indebtedness (principal amount) of the listed entity including short-term and long-term debt	5006.09

Note:

1. As stated in the Notice to shareholders for convening the 30th Annual General Meeting given on August 23, 2018, the Company has been a victim of a series of extraneous circumstances which have adversely impacted the telecom sector since admission of the Company under Corporate Debt Restructuring (CDR) Program.
2. After initial restructuring undertaken by the Company pursuant to CDR program, the operations and business of the Company continued to suffer due to various extraneous events including Aircel RoFR termination, BSNL suspension of fixed line contract and MSEDCL agreement termination. Aircel RoFR termination resulted Revenue loss of around Rs.17,170 crores and BSNL suspension of fixed line contract resulted in EBIDTA loss of Rs.806 crores. Apart from this, MSEDCL agreement termination in 2014 resulted in loss of annual revenue of approx. Rs. 1200 Crore (and loss of revenue of reminder of contract period of Rs.18,000 Crore).
3. Further, in last 18-24 months, the Company saw an unprecedented shut down of three major operators as well as market driven consolidation. These events which were once again entirely beyond the control of the management, have had material and adverse impact on the operations and prospect of the Company.
4. Recognizing the issues at hand, the Company and its management continued to engage with the lenders and thus, pursuant to execution of Inter Creditor Agreement as per new circular dated June 7, 2019 issued by the Reserve Bank of India, negotiated settlement proposal for settlement of dues of the lenders is under implementation.



SS. Vankar