

**Notes:**

1. The above un-audited / audited financial results of the Company and its Subsidiaries (Group) for the quarter / period ended June 30, 2011 were reviewed by the audit committee and approved by the Board of Directors in its meeting held on August 18, 2011.
2. In view of the extended financial year, the financials are for the period of fifteen months ending on June 30, 2011 and hence previous year figures are not comparable.
3. Details of expenses exceeding 10% of the total expenditure (Unless stated otherwise)

**a. Consolidated**

₹ Lacs

|             | Quarter ended |               | Period ended  | Year ended     |
|-------------|---------------|---------------|---------------|----------------|
|             | June 30, 2011 | June 30, 2010 | June 30, 2011 | March 31, 2010 |
| Staff Costs | 9,625.20      | 11,049.46     | 56,744.44     | 39,817.44      |

**b. Standalone**

|             | Quarter ended |               | Period ended  | Year ended     |
|-------------|---------------|---------------|---------------|----------------|
|             | June 30, 2011 | June 30, 2010 | June 30, 2011 | March 31, 2010 |
| Staff Costs | 4,809.32      | 4,547.63      | 23,826.09     | 15,336.53      |

**4. Standalone Information**

₹ Lacs

| Particulars                                            | Quarter ended June 30, |           | Period ended   | Year ended  |
|--------------------------------------------------------|------------------------|-----------|----------------|-------------|
|                                                        | 2011                   | 2010      | ended June 30, | March 31,   |
|                                                        | Unaudited              | Unaudited | 2011           | 2010        |
|                                                        |                        |           | Audited        | Audited     |
|                                                        |                        |           | (15 months)    | (12 months) |
| Revenues                                               | 69,540.35              | 43,969.73 | 309,170.59     | 155,132.92  |
| Operating Profit before Interest, Other Income and Tax | 8,199.37               | 5,999.45  | 40,799.02      | 13,815.78   |
| Profit before Tax                                      | 1153.60                | 3,323.74  | 21,431.45      | 19,769.39   |
| Profit after Tax                                       | 242.85                 | 2,241.46  | 14,218.18      | 15,836.02   |

The Company's Consolidated revenue for the current quarter has increased to Rs. 833.74 Crore from Rs. 616.98 Crore in the corresponding period of previous year; Y-o-Y growth of 35%. Similarly, the consolidated EBITDA for current quarter has increased to Rs. 117.50 Crore from Rs. 97.14 Crore in the corresponding period of previous year; Y-o-Y growth of 21%. However, the rise in interest cost from Rs. 28.64 Crore in Quarter ended June 2010 to Rs. 76.34 Crore in the current quarter has led to fall in the Net Profit of the Company.

5. The Rated Redeemable Unsecured Rupee Non-Convertible Debentures (NCDs) of ₹ 140,000 lacs are redeemable over the period of 3 to 5 years and in respect of the same, equivalent amount of Debenture Redemption Reserve is required to be created over the tenor of the Debentures on pro-rata basis. During the quarter, Debenture Redemption Reserve of ₹ 14,000 lacs is created to the extent of available profits for the period ended June 30, 2011.



6. Formula used for computation of "Debt Service Coverage Ratio" (DSCR) = [ Profit before Interest, Depreciation and Tax / (Principal repayment during the period + Interest)] and for Interest Service Coverage Ratio (ISCR) [ Profit before Interest, Depreciation and Tax / Interest]
7. The Company has intimated to its Lenders the appointment of SBI Capital Market Limited and IDBI Capital Market Services Limited as advisors for restructuring of its debts under the scheme of Corporate Debt Restructuring (CDR).
8. The Company's Share in Associate, Global Rural Netco Limited is accounted for based on Un-audited financial results for the period ended June 30,2011. The Company has as at June 30,2011 investment in GTL Infrastructure Limited (GIL) of ₹ 59,331.23 lacs and in Chennai Network Infrastructure Limited (CNIL) ₹ 151,312.20 lacs aggregating ₹ 210,643.43 lacs. This included Investment made for acquisition of tower assets from Aircel and its subsidiaries. CNIL has proposed a merger with GIL. GIL and CNIL have filed requisite merger petitions with the High Court of judicature at Bombay and Madras respectively. The proposed merger is effective from August 1, 2010 and will have impact on the Company's share in associates. In order to give appropriate financial impact, the share in associate in the resulting merged entity will be accounted post merger. This treatment being in preference to the Accounting Standard has been reported by Auditors.
9. Segment-wise Revenue, Result and Capital Employed in terms of clause 41 of the listing agreement :

₹ Lacs

|                                                                   | <b>Quarter ended<br/>June 30,2011<br/>(Un-audited)</b> |
|-------------------------------------------------------------------|--------------------------------------------------------|
| <b>Segment Revenue</b>                                            |                                                        |
| 1.Network Services                                                | 65,442.51                                              |
| 2. Power Management                                               | 17,931.18                                              |
| <b>Total Segment Revenue</b>                                      | <b>83,373.69</b>                                       |
| <b>Segment Results ( Profit before Interest and Tax )</b>         |                                                        |
| 1.Network Services                                                | 9,125.68                                               |
| 2. Power Management                                               | 886.51                                                 |
| <b>Sub - Total</b>                                                | <b>10,012.19</b>                                       |
| Less : Interest Expenses                                          | 7,633.63                                               |
| Unallocable Corporate Expenditure net of Income                   | 278.10                                                 |
| <b>Profit before Tax</b>                                          | <b>2,100.46</b>                                        |
| <b>Capital Employed (Segment Assets Less Segment Liabilities)</b> |                                                        |
| 1.Network Services                                                | 235,408.06                                             |
| 2. Power Management                                               | (981.75)                                               |
| <b>Total Capital employed in the Segments</b>                     |                                                        |
| <b>Un-allocable Corporate Assets less Liabilities</b>             |                                                        |
| - Investments                                                     | 270,456.79                                             |
| - Other than Investments                                          | 95,845.65                                              |
| <b>Total Capital Employed</b>                                     | <b>575,501.41</b>                                      |



Notes :

- i. The Company earlier had one Reporting Segment " Network Services". During the quarter, the commercial operations of the "Power Distribution franchise" for re-distribution of power to its customer have commenced. The Company therefore has two Reportable Segments viz. "Network Services" and "Power Management" from the current quarter and hence segmental information for the corresponding period is not furnished.
  - ii. Segments have been identified in accordance with Accounting Standard (AS) 17 on Segment Reporting, considering risk /return profiles of the businesses, their organisational structure and the internal reporting system.
  - iii. Segment Definition : **Network Services** comprises of Network Planning & Design, Network Deployment, Professional Services, Energy Management, Operational and Maintenance and Infrastructure Management. **"Power Management"** comprises Power Project – EPC and Power Distribution franchise.
  - iv. Segment Revenue comprises of sales & services and operational income allocable specifically to a segment. Un-allocable expenditure mainly includes expenses incurred on common services provided to segments and other corporate expenses.
10. During the quarter, the promoter & promoter group has increased pledge from 12.85% to 22.62% of total share capital of the Company. Earlier, on December 24, 2010, the promoter and promoter group had also furnished Non-Disposal Undertaking (with POA) of 28,500,000 equity shares of the Company to ICICI Bank Ltd (ICICI). On July 4, 2011, ICICI created pledge on the said shares and thus, out of 52.77% of promoters holding in the Company, 51.92% of the total share capital of the Company is pledged.
- On July 26, 2011, ICICI has invoked the pledge and transferred 28,500,000 equity shares in their account. Thus the promoter's holding in the Company has reduced to 23.47% from 52.77%.
11. The Company had given 27.37 Crore shares of GTL Infra to IFCI as Non-Disposal Undertaking-cum-Escrow Agreement (with POA) on July 09,2010. On July 13, 2011, IFCI created pledge on the said shares. Out of these pledged shares IFCI sold 2 lac shares in the market on July 18th and 19th and invoked the pledge in respect of 17.64 Crore shares on July 20, 2011 and has issued a No Dues Certificate to CNIL on July 22, 2011. However, GTL limited the pledgor has contested this appropriation and accordingly beneficial ownership of IFCI is under dispute. The Company continues to account its above referred investment in shares of GTL Infra at acquisition cost.
12. The Board of Directors, subject to necessary approvals from lenders/other authorities and shareholders' has recommended for FY 2010 -11 a dividend of Re. 1.00 per share ( 10% of par value of Rs.10/share)
13. The Company did not have any unresolved investor complaint as on April 1, 2011 and as on June 30, 2011. There was one Investor complaints received and resolved during the quarter.



14. The figures for the previous period / year have been regrouped / rearranged / recast wherever considered necessary.
15. The Standalone Financial Results for the quarter ended June 30,2011 of the Company will be available on the Company's website [www.gtllimited.com](http://www.gtllimited.com) from the close of business hours on August 18,2011.

For GTL Limited

Date: August 18,2011

Place: Mumbai

A handwritten signature in black ink, appearing to read 'Manoj Tirodkar', written over a horizontal line.

Manoj Tirodkar

Chairman and Managing Director