

GTL INFRASTRUCTURE LIMITED
STATEMENT OF STANDALONE FINANCIAL RESULTS FOR THE QUARTER AND HALF YEAR ENDED SEPTEMBER 30, 2016

Rs. in Lacs, except EPS

Sr. No.	Particulars	Quarter ended September 30,	Quarter ended June 30,	Quarter ended September 30,	Half Year Ended September 30,	Half Year ended September 30,
		2016	2016	2015	2016	2015
		Unaudited	Unaudited	Unaudited	Unaudited	Unaudited
1	a) Income from Operations	26,447	26,453	26,512	52,900	52,535
	b) Other Operating Income	-	-	-	-	-
	Total	26,447	26,453	26,512	52,900	52,535
2	Expenditure					
	a) Infrastructure Operation & Maintenance Cost	11,063	12,108	11,443	23,171	23,022
	b) Employee benefits expense	293	759	705	1,052	1,316
	c) Service tax on Income from operations	3,208	3,211	3,223	6,417	6,242
	d) Depreciation and amortisation expense	5,929	6,231	6,272	12,160	12,551
	e) Bad Debts and Provision for Trade Receivables & Energy Recoverables	-	1,944	7,084	1,944	8,084
	f) Other Expenses	815	1,536	768	2,350	1,480
	Total	21,306	25,788	29,495	47,094	52,695
3	Profit/(Loss) from Operations before Other Income, Finance costs & Exceptional Items (3)=(1-2)	5,141	665	(2,983)	5,806	(160)
4	Other Income	204	290	443	494	844
5	Profit/(Loss) from Ordinary expenses before Finance costs & Exceptional Items (5)=(3+4)	5,345	955	(2,540)	6,300	684
6	a) Finance Costs	11,757	10,788	11,861	22,545	23,236
	b) Foreign Exchange Loss / (Gain)	(369)	3,668	4,173	3,299	6,384
7	Profit/(Loss) from Ordinary activities after Finance Costs but before Exceptional Items (7)=(5-6)	(6,043)	(13,501)	(18,574)	(19,544)	(28,936)
8	Exceptional Items	-	-	-	-	10,655
9	Profit/(Loss) from Ordinary Activities before tax (9)=(7+8)	(6,043)	(13,501)	(18,574)	(19,544)	(39,591)
10	Tax Expenses	-	-	-	-	-
11	Net Profit/(Loss) from Ordinary Activities after tax 11=(9-10)	(6,043)	(13,501)	(18,574)	(19,544)	(39,591)
12	Other Comprehensive Income	(8)	(28)	(47)	(36)	(49)
13	Total Comprehensive Income (after tax) 13=(11+12)	(6,051)	(13,529)	(18,621)	(19,580)	(39,640)
14	Paid-up equity share capital (Face value of Rs. 10 each)	2,38,386	2,33,639	2,32,515	2,38,386	2,32,515
15	Earnings Per Share (EPS) (Face value of Rs. 10 each)*					
	a. Basic EPS (In Rs.)	(0.26)	(0.58)	(0.80)	(0.84)	(1.70)
	b. Diluted EPS (In Rs.)	(0.26)	(0.58)	(0.80)	(0.84)	(1.70)
	* Not annualised					



Notes:

1. The above results have been reviewed by the Audit Committee in its meeting held on November 21, 2016 and taken on record by the Board of Directors at their meeting held on November 22, 2016.
2. The Statutory auditors of the Company have carried out a Limited Review of the above results.
3. The Company Adopted the Indian Accounting Standard ("Ind AS") and accordingly these financial results have been prepared in accordance with the recognition and measurement principles laid down in Ind AS 34 - "Interim Financial Reporting" prescribed under section 133 of the Companies Act, 2013. These financial results have been prepared in accordance with the Companies (Indian Accounting Standard) Rules 2015 (Ind AS) prescribed under section 133 of the Companies Act, 2013. The date of transition to Ind AS is 1st April, 2015. The Figures for the Quarter ended and Half Year ended 30th September 2015 are also Ind AS Compliant. They have not been subjected to limited Review or audit. However, the management has exercised the necessary due diligence to ensure that the financial results provide a true and fair view of the Company's affairs. The Company will provide a reconciliation of its equity for the previous year ended 31st March, 2016 at the time of submitting the audited financial statements for the year ended 31st March, 2017. These results have been prepared in accordance with regulation 33 of the SEBI (Listing Obligation and Disclosure Requirements) regulation, 2015 read with SEBI circular dated 5th July, 2016.
4. Reconciliation between financial results as previously reported under previous GAAP and Ind AS for the quarter and Half year ended 30th September 2015.

<i>Rs. in Lacs</i>			
Sr. No.	Particulars	Quarter ended September 30, 2015	Half Year Ended September 30, 2015
I	Net (Loss) under IGAAP	(16,783)	(36,452)
II	Net Impact due to recognition of Asset Retirement Obligation	(92)	(183)
III	Fair Valuation of Financial Instruments	(1,746)	(3,005)
IV	Actuarial Gains/(Loss) on Defined benefit plan considered as Other Comprehensive Income	47	49
V	Net (Loss) before Other Comprehensive Income as per Ind AS	(18,574)	(39,591)

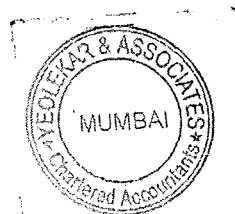


5. Allotment of Equity Shares on exercise of option by FCCB holders:

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 July 01, 2016	46,968	25,48,10,793	1,93,533	1,04,99,55,231
Less:- Equity Shares allotted on exercise of option during the quarter	8,750	4,74,70,500	-	-
Outstanding as on 30 September, 2016	38,218	20,73,40,293	1,93,533	1,04,99,55,231
Less:- Equity Shares allotted on exercise of option from October 01, 2016 till date	10,500	5,69,64,599	-	-
Outstanding as on date	27,718	15,03,75,694	1,93,533	1,04,99,55,231

6. The Company has equity investments of Rs. 1,89,682 Lacs in Chennai Network Infrastructure Ltd. (CNIL), an Associate, held through Tower Trust as on 30th September, 2016 and it is accounted at cost as per Ind AS 27 – "Separate Financial Statements". 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 30th September, 2016 support the carrying value of such investment. The Company considers its above investment as strategic and long term in nature and as per Management the recoverable amount of investment in this associate is higher than its carrying value.

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 Infrastructure Provisioning Fees and energy charges 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 are good for recovery except for which provision has already been made based on expected credit loss model.



8. Due to various adverse developments in telecom sectors since implementation of CDR package, which were beyond management control, and owing to working capital challenges, there are delays in servicing debt obligations to secured lenders of the Company as at September 30, 2016.
9. The Board of Directors of the Company at its meeting held on September 19, 2016, recommended the Invocation and implementation of the SDR Scheme for the Company. The CDR lenders of the Company, at a meeting of the Joint Lender Forum ("JLF") held on September 20, 2016, have also unanimously agreed to invoke the Strategic Debt Restructuring Scheme ("**SDR Scheme**") for the Company having 20th September 2016 as the 'review and reference date'. Steps are being taken for the implementation of the SDR Scheme within the stipulated time.
10. The Company continues to pursue the merger process of Chennai Network Infrastructure Limited (CNIL) with itself. The JLF along with the invocation of SDR has also resolved that the merger process currently being pursued by the Company be done simultaneously along with the SDR process.
11. The stagnant telecom industry has been, of late, witnessing several opportunities for growth. This turnaround was largely due to fresh tenancy rollouts due to new 2G /3G /4G /LTE spectrum auctioned in early 2015. Similarly, the recent entry of new incumbent operator and the forthcoming scheduled sale of spectrum by the Government have already started generating significant opportunities for business growth. The Company believes that it would be able to secure significant share in the incremental tenancies. Besides, the continuing measures taken by the Company in terms of cost rationalization and renegotiation of MSAs have benefited the Company with improved cash flows, streamlined revenues and reduction of delays in collection cycle. For these reasons and also considering Invocation of SDR Scheme, the Company continues to prepare its financial statements on a going concern basis.
12. 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.



13. The statement of assets and liabilities is as under :

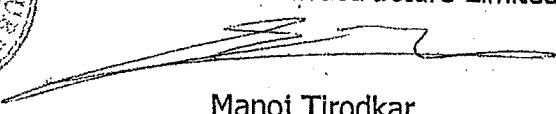
		(Rs. In Lacs)
Sr. No.	Particulars	AS At September 30, 2016 (Unaudited)
	ASSETS	
1	Non-Current Assets	
	(a) Property, Plant and Equipment	3,16,268
	(b) Capital work-in-progress	5,481
	(c) Other Intangible Assets	35
	(d) Financial Assets	
	(i) Investments	1,89,682
	(ii) Loans	3,330
	(ii) Others	605
	(e) Other Non-current Assets	4,293
	Total - Non-Current Assets	5,19,694
2	Current Assets	
	(a) Inventories	35
	(b) Financial Assets	
	(i) Investments	481
	(ii) Trade Receivables	6,094
	(iii) Cash and Cash Equivalents	3,284
	(iv) Bank Balances other than (iii) above	235
	(v) Loans	733
	(vi) Others	5,016
	(c) Current Tax Assets (Net)	6,160
	(d) Other Current Assets	6,063
	Total - Current Assets	28,101
	TOTAL ASSETS	5,47,795
	EQUITY AND LIABILITIES	
1	EQUITY	
	(a) Equity Share Capital	2,38,386
	(b) Other Equity	(2,36,558)
	Total - Equity	1,828
2	LIABILITIES	
	(I) Non-Current Liabilities	
	(a) Financial Liabilities	
	(i) Borrowings	4,49,790
	(ii) Other Financial Liabilities	20,300
	(b) Provisions	4,731
	(c) Other non-current Liabilities	5,950
	Total - Non-Current Liabilities	4,80,771
	(II) Current Liabilities	
	(a) Financial Liabilities	
	(i) Trade Payables	2,501
	(ii) Others Financial Liabilities	56,530
	(b) Other Current Liabilities	6,118
	(c) Provisions	47
	Total - Current Liabilities	65,196
	TOTAL EQUITY AND LIABILITIES	5,47,795



14. The figures in respect of the previous periods have been regrouped/restated/rearranged/reclassified wherever necessary, to make them comparable.



For GTL Infrastructure Limited


Manoj Tirodkar
Chairman

Date: November 22, 2016

Place: Mumbai

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



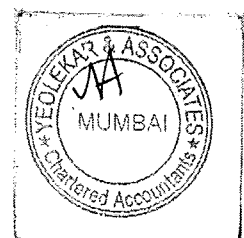
CHATURVEDI & SHAH
Chartered Accountants
912-913, Tulsiani Chambers,
212, Nariman Point,
Mumbai-400021

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

INDEPENDENT AUDITORS' REVIEW REPORT

To
The Board of Directors,
GTL Infrastructure Limited .

1. We have reviewed the accompanying Statement of Standalone Unaudited Financial Results ("the statement") of **GTL Infrastructure Limited ("the Company")** for the quarter and half year ended 30th September 2016, attached herewith, being submitted by the Company pursuant to the requirement of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. 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 the statement based on our review.
2. Our review has been restricted to the figures shown in the column headed "Quarter ended September 30, 2016" and "Half year ended September 30, 2016". We have traced the figures shown in the column headed "Quarter ended 30.06.2016" from the June 30, 2016 published review results. The figures shown in the column headed "Quarter ended September 30, 2016" are the balancing figures shown in the column headed "Half year ended September 30, 2016" and the published figures for the Quarter ended June 30, 2016. Figures shown in the column headed "Quarter ended September 30, 2015" and "Half year ended September 30, 2015", including the reconciliation of loss under Ind AS of the said Quarter and Half year ended with loss reported under previous GAAP as reported in these financial results are as provided by the management of the Company.



3. We conducted our review of the Statement in accordance with the Standard on Review Engagement (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 statements are free of material misstatements. A review is limited primarily to inquiries of 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. Emphasis of Matters:

We draw your attention to the following notes of accompanying Statement of Standalone Unaudited Financial Results:

- i. Note No. 6 regarding Company's Investment through Tower Trust in its associate company Chennai Network Infrastructure Limited, which has incurred cash losses and whose 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 stated therein.
- ii. Note No. 7 regarding outstanding trade receivables, which are subject to confirmation but considered good for the reasons mentioned therein.
- iii. Note No. 10 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.
- iv. Note No. 11 of regarding preparation of the financial results of the company on a going concern basis notwithstanding the fact that the company has been incurring cash losses and its net worth has been substantially eroded as on September 30, 2016. The Results have been prepared on going concern basis for the reasons stated in the said note. The appropriateness of assumption of going concern is critically dependent upon the company's ability to raise



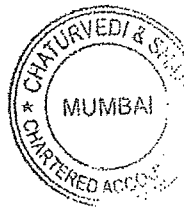
requisite finance/generate cash flows in future to meet its obligations.

5. Based on our review conducted as above, read with our comments in paragraph 4 above, nothing has come to our attention that causes us to believe that the accompanying Statement, prepared in accordance with applicable Indian Accounting Standards and other accounting practices and 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, read with SEBI Circular No. CIR/CFD/FAC/62/2016 dated 5th July, 2016, including the manner in which it is to be disclosed, or that it contains any material misstatement.

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



R. Korla
Partner
Membership No. 35629



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



S. S. Yeolekar
Partner
Membership No. 36398



Mumbai
Date: 22nd November, 2016