GLOBAL Group Enterprise

SHARED PASSIVE INFRASTRUCTURE SERVICE PROVIDER

GTL INFRASTRUCTURE

13th ANNUAL REPORT 2015-16

CORPORATE INFORMATION

BOARD OF DIRECTORS

Mr. Manoj G. Tirodkar	Chairman
Mr. N. Balasubramanian	Vice Chairman
Mr. Milind K. Naik	Whole–time Director
Mr. Vinod B. Agarwala	Director
Dr. Anand P. Patkar	Director
Mr. Charudatta K. Naik	Director
Mr. Vijay M. Vij	Director
Mrs. Sonali P. Choudhary	Director

COMPANY SECRETARY & COMPLIANCE OFFICER

Mr. Nitesh A. Mhatre

CHIEF FINANCIAL OFFICER

Mr. Laxmikant Y. Desai

AUDITORS

M/s. Chaturvedi & Shah, Chartered Accountants
M/s. Yeolekar & Associates, Chartered Accountants

BANKS / INSTITUTIONS

Andhra Bank
Axis Bank Ltd.
Bank of Baroda
Bank of India
Canara Bank
Central Bank of India
Corporation Bank
DEG, Germany
Dena Bank
IDBI Bank Ltd.
Indian Bank
Indian Overseas Bank
Life Insurance Corporation of India
Oriental Bank of Commerce
Punjab National Bank
State Bank of Bikaner and Jaipur
State Bank of India
State Bank of Patiala
State Bank of Travancore
Union Bank of India
United Bank of India
Vijaya Bank

REGISTERED OFFICE

GTL Infrastructure Limited
"Global Vision", 3rd Floor, Electronic Sadan – II,
M.I.D.C., T.T.C. Industrial Area, Mahape,
Navi Mumbai – 400 710, Maharashtra, India.
Tel: +91 22 2767 3500 I Fax: +91 22 2767 3666
Website: www.gtlinfra.com
CIN : L74210MH2004PLC144367

REGISTRAR & SHARE TRANSFER AGENT

GTL Limited
Investor Service Centre
"Global Vision", Electronic Sadan – II,
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FOR MORE INFORMATION CONTACT:

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Particulars	GTL Infrastructure Limited (Audited)			
	FY 2015–16	FY 2014–15	**FY 2015–16**	FY 2014–15
	₹ Cr.	₹ Cr.	**US$ Mn.**	US$ Mn.
Total Revenue	**631.45**	623.10	**95.01**	100.84
Net Revenue from operations	**619.34**	599.65	**93.19**	97.05
Profit Before Finance Costs, Depreciation / Amortization / Impairment And Tax	**223.76**	220.46	**33.67**	35.68
Depreciation / Impairment & Amortization Expenses	**250.67**	255.99	**37.72**	41.43
Profit / (Loss) before exceptional items & tax	**(440.79)**	(428.13)	**(66.32)**	(69.29)
Profit / (Loss) before tax	**(547.34)**	(514.71)	**(82.36)**	(83.30)
Profit / (Loss) after tax	**(547.34)**	(514.71)	**(82.36)**	(83.30)
EPS Basic / Diluted (₹)	**(2.35)**	(2.22)	**(0.35)**	(0.36)
Equity Share capital	**2336.39**	2,325.15	**352.82**	371.43
Reserves & Surplus	**(2458.30)**	(1,878.97)	**(371.23)**	(300.15)
Networth	**(121.91)**	446.18	**(18.41)**	71.27
Gross Fixed Assets	**5133.90**	5,072.79	**775.28**	810.35
Net Fixed Assets	**3277.48**	3,455.65	**494.94**	552.02
Total Assets	**5504.39**	5,907.21	**831.23**	943.64

For the purpose of financial analysis, the figures in Rupees for the results for FY 2015–16 and FY 2014–15 have been converted into US$, using the following conversion rates.

Particulars	**FY 2015–16 (₹)**	FY 2014–15 (₹)
Profit and Loss Account – 1 US$ equals to	**66.46***	61.79*
Balance Sheet – 1 US$ equals to	**66.22**	62.60

* Based on annual weighted average

DISCLAIMER: The information and opinions contained in this report do not constitute an offer to buy any of GTL Infrastructure Limited's (GIL) securities, businesses, products or services. The report also contains forward–looking statements, qualified by words such as 'expect', 'plan', 'estimate', 'believe', 'project', 'intends', 'exploit' and 'anticipates', and words of similar substance in connection with any discussion of future performance, that we believe to be true at the time of the preparation of the report. The actual events may differ from those anticipated in these statements because of risk, uncertainty or the validity of our assumptions and we do not guarantee that these forward looking statements will be realised, although we believe that we have been prudent in our assumptions. GIL does not take on any obligation to publicly update any forward–looking statement, whether as a result of new information, future events or otherwise. The Trade Marks, Service Marks, Logos of various Companies used in the report belong to the respective owners only and have been used in the report for representation purpose only.

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MANAGEMENT DISCUSSION & ANALYSIS

BUSINESS SNAPSHOT

GTL Infrastructure Limited (GIL / the Company) is a leading independent telecom tower Company. The Company provides passive infrastructure on shared basis for telecom operators to host their active network components.

The business model of passive infrastructure sharing is based on building, owning, operating and maintaining passive telecom infrastructure sites capable of hosting active network components of various technologies of multiple telecom operators. The model enables operators to convert their capital expenditure to a fixed and predictable operational expenditure allowing them to divert capital towards their core activities.

The salient features of the passive infrastructure business model are as given below:

- Tower companies provide space to Operators to host their active Infrastructure on cell site
- Towers are capable of hosting multiple technologies such as 2G / 3G / 4G LTE
- Growth tied to expansion of wireless networks
- Annuity driven business model – stable and growing revenues
- Long term (upto 15 years) contracts with telecom operators, with a built in escalation year–over–year.
- Fixed Energy Management contracts for majority of tenants
- Relatively fixed cost structure and low level of maintenance
- Predictable and growing free cash flows

Together with Chennai Network Infrastructure Limited (CNIL), its associate, the Company as on March 31, 2016 has a combined tower portfolio of 27,764 towers spread across all the 22 telecom Circles in India, and serving all the major telecom operators. The Company has been also associated with prestigious projects being promoted by Department of Telecommunications (DoT) and Cellular Operators Association of India (COAI) such as USO (Universal Services Obligation Fund) for rural telecom infrastructure and MOST (Mobile Operator Shared Tower).

INDUSTRY STRUCTURE AND DEVELOPMENT

Structure of Indian telecom tower Industry

Telecom towers form the backbone of wireless networks and provide last mile connectivity to subscribers. The telecom tower industry has rapidly grown in a short span of time. GIL played a pioneering role in shaping the industry, and is the first telecom tower company in India to get listed on the Indian stock exchanges.

Broadly the tower companies operating in this segment can be categorized as follows

- Operator owned tower companies (for e.g. – Indus, Bharti Infratel, Reliance Infratel & Viom)
- Independent tower companies (for e.g. – GIL, American Tower Corporation, Tower vision)
- Towers owned by government operators (e.g. BSNL and MTNL)

Indian Telecom Industry

The Indian telecom industry is world’s second largest market with total wireless subscriber base of over 1.01 Billion. The wireless telecom industry has continued increase in subscriber base. A Snap shot of the Indian telecom industry as on February 29, 2016 is as under:

Subscribers and Tele–density:

Total wireless subscriber base – 1,010.89 Mn., as on February 29, 2016 as against 904.51 Mn. in March 2015.

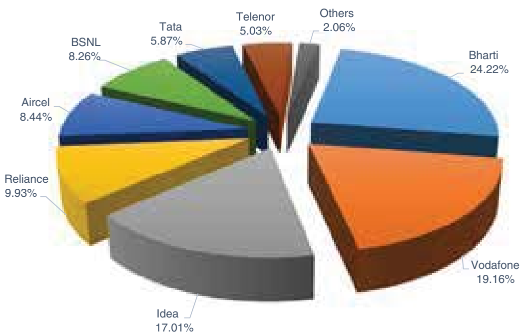
The distribution is:

- Rural Subscribers: 431.22 Mn (43.7%)
- Urban Subscribers: 579.67 Mn (57.3 %)

The Tele–density is:

- Rural Wireless Tele–density: 50.26
- Urban Wireless Tele–density: 148.65

Access Service provider wise market share in terms of Wireless Subscriber base as on February 29, 2016



(Source: TRAI press release on telecom Performance Indicators)

Major developments in the Industry

During this Financial Year the telecom industry has witnessed progress, transformations and strategic movements. The following are key developments :

Telecom License and Regulatory Environment:

After considering TRAI recommendations on spectrum sharing, DoT vide notification dated 24th September 2015 has issued guidelines allowing Access Service Providers Licensees for spectrum sharing. Summary of the terms are:

- Spectrum sharing shall be allowed only for the access service providers holding Cellular Mobile Telephone Service (CMTS) / Unified Access Service License (UASL) / Unified License (Addess Services)(UL(AS))/ Unified License (UL) with authorization of Access Service in a Licensed Service Area(LSA), where both the licensees are having spectrum in the same band.
- Spectrum sharing is permitted between two Telecom Service Providers utilizing the spectrum in the same band.
- Both the licensees who share spectrum, shall ensure that they fulfill the specified roll–out obligations and specified QoS norms.

DoT has amended Unified License Agreement conditions vide letter dated 11th February 2016, allowing sharing of active infrastructure. The said Amendment states that "Sharing of Active infrastructure amongst Service Providers based on mutual agreements entered amongst them is permitted. Active infrastructure sharing will be limited antenna, feeder cable, Node B, Radio Access Network (RAN) and transmission system only."

Spectrum auction: DoT has planned next round of auction of spectrum, which is likely to be held in or after July 2016 and will for the first time include 100 MHz band. There also have been suggestions from leading Telecom Operators for deferring the auction process citing concerns on readiness of device ecosystem in this frequency band.

Government Initiatives for Digital India:

- Vision of Govt. of India for Digital India programme is to transform India into Digitally empowered society and knowledge economy. This initiative focusses on 3 Key Areas:
  a. Digital Infrastructure as a core Utility to Every Citizen (High speed internet, digital identity, mobile phone & bank account etc.)
  b. Governance & Services on Demand (seamless integration across departments, ease of doing business)
  c. Digital Empowerment of Citizens – focus on digital literacy, access to digital resources

Tower co industry :

- There are close to 400,000 telecom towers in India at present and are estimated to increase at a CAGR of 3% over next 4–5 years. For incremental tenancies, the decline in growth of voice usage is getting offset by expansion of data networks which are expected to be growth opportunities for towercos business.
- Local body approvals and their unfair fees have been a major concern for the towerco industry.
- With consolidation of telecom operators, towercos face challenges of profitability due to reduced tenancy of sites
- American Tower Corporation has finalized deal with Viom in October 2015 to acquire a 51 per cent stake in Viom's about 42,000 towers business.

Telecom Operator Industry :

- RCom is in process of meger with Sistema (i.e. MTS). Sistema was operational in nine Circles.
- Bharti Airtel acquired spectrum in the 1800 MHz band in six circles in the country from Videocon. Bharti Airtel can hence offer 4G LTE service in 19 out of 22 Circles
- Bharti Airtel is in process of acquiring 4G spectrum of Aircel in eight Circles.
- Aircel and RCom are likely to decide on merger of their telecom business.
- RCom has planned to migrate CDMA subscribers to 4G
- RCom and RJio have reportedly finalized spectrum–trading agreement for RCom's 800 MHz spectrum in nine circles as well as sharing of 800 MHz spectrum across 17 circles.

OPPORTUNITIES AND THREATS

The opportunities and threats that the industry is facing are enumerated below:

Opportunities:

- Spectrum availability for telecom operators' network expansions
- Data growth:
- Digital India and NOFN project initiatives
- All the top operators are actively looking at consolidating their presence in the Indian telecom market, and further leverage the cost efficiencies and gain market share. The operators, who have been lagging in the market place, are also looking at alternate strategies, as requisite scale in the

Indian market has become one of the key success factors.

- Telecom industry's overall year–over–year growth in terms of subscribers and traffic is expected to rise for next five years faster than in the recent past.
- In next five years data traffic will be majorly contributed by high speed data users of 3G and 4G technologies. Data subscribers are likely to form 30% to 40% of total wireless subscriber base.
- 3G technology users will continue to grow even after launch of 4G technologies.
- Gaming, video streaming and OTT apps will increase the data usage per subscriber.
- For 4G services, aggressive pricing competition is expected among telecom operators.
- Rural penetration is expected to be a focus for telecom operators for subscribers growth
- For 4G networks rollout, 800MHz and 1800MHz spectrum bands will be used for FDD–LTE and 2300MHz for TDD–LTE technologies by telecom operators.
- Due to spectrum fee payments, Telecom operators' focus will be on operational efficiencies for achieving profitability.

Threats:

- Merger & acquisition among Telecom Operators may dampen tenancy growth for a short while.
- Stagnation in 2G Voice subscriber growth is a concern for Telecom Operators. Compared to GSM, the CDMA voice subscribers have started reducing.
- Although electromagnetic waves from cell towers are non–ionising and India has stringent regulations for permissible limits, there is public apprehension of health risks due to these waves. Hence tower industry has faced stray cases of tower shut down.

Future growth drivers

There are certain drivers that could lead to sharing of towers which are discussed below:

- Launch of 4G / LTE networks: Using 4G / LTE technology, Operators can provide high speed data services to subscribers. With internet penetration, the growth of data services is expected to ride on easy availability of smart phones in India. The launch of these networks is expected to give further fillip to requirements of telecom towers.
- Quality of Service and network improvement: Competitive telecom tariff alone is not a strategic advantage to telecom operators. Pricing along with better network quality will be a key driver for operators to retain and acquire new subscribers. The quality of customer experience becomes all the more important with the growth of data services. With expanded subscriber base and limited spectrum availability, operators are left with little option but to bring down the number of subscriber per BTS by creating a denser cellular network. This will drive demand for sharing of towers in urban areas.
- Towers with spare capacity and feasibility for additional load will get new tenancy opportunities since leading telecom operators will get geared up for faster expansion/rollout in a competitive landscape with entry of RJio's 4G services.
- In recent trends, data services usage by rural subscribers have shown noticeable increase. In keeping with this trend, telecom operators' focus on rural network expansion has increased. The Company has substantial presence in rural geography.

OPERATIONS

The Company is a pioneer in the shared passive infrastructure business in India. The Company's approach towards business growth and delivery is focused on leveraging its leading position to take advantage of the growth opportunities in the fastest growing and second largest telecom market.

Portfolio Details

All the telecommunication towers of the Company are configured to host multiple wireless service providers. The number of antennae its towers can accommodate varies depending on the type of tower (GBT or RTT). Generally, a GBT site can accommodate around 3–4 tenancies, while a RTT site can accommodate upto 2–3 tenancies.

The breakup of the combined tower portfolio of the Company and CNIL as on March 31, 2016 across India is as shown in the table below:

Region	No. of Towers
North	5,857
South	9,077
East	8,449
West	4,381
Total	**27,764**

As on 31 March 2016, the equivalent tenancy ratio on a combined entity basis is 1.63

Improving efficiency of operations

Ensuring health of the site infrastructure has always remained Company's focus for bringing in operational efficiencies and avoiding unscheduled site downtime. The Company has put in systems and the processes for ensuring periodic equipment check and scheduled preventive maintenance.

Further, the Operations team of the Company has taken up specific measures for improvement of passive infrastructure quality as follows:

- Network improvement & Upgradation through CAPEX Deployment
- Segregated and provided for the End–of–Life (EOL) 'Infrastructure Replacement' requirements apart from the 'Corrective Rectification' requirements. The Annual EOL replacement requirements quantified, budged and are taken–up as a dedicated project, which are closely monitored by Project Management team.
- Implementation of re–engineered processes and systems, expectant to improve the 'Mean Time To Repair' (MTTR)
- Company has setup Pan India basis Inhouse "Technical Repair–Services Centres" (TRC), which comprises of subject matter expert technical teams, which cater to the rectification requirements of major infrastructure equipements including Diesel Generator and Switch Mode Power Supply Systerms (SMPS). This setup has brought in multifold benefits to the organization in terms of reduced dependency on the OEM (Original Equipment Manufacturers) & their authorized service vendors, reduced cost of repairs and reduced 'Mean Time To Repair' (MTTR). The in–house team has rectified over 4000 DGs, 1200 Rectifier Modules, 1000 AMFs during the current financial year.
- Increased scope of Insourcing of the Site Fuel Management.
- Working towards implementation of the **'Patrolling Security'** model instead of **'Stationed–at–Site Security'** model
- Converting Indoor sites to Outdoor site, wherever feasible.

Efforts to reduce carbon footprint

- Emphasis on bringing in EB connection at the Non EB sites where DG is the prime source of energy for the site to be operational.
- Revalidating the 'Diesel Generator' (DG) capacity on sites based on the current tenancy visibilities. The site when built were designed to host Multiple operators and thus deployed with higher capacity DGs.
- Deployment of Free Cooling Device in place of Air Conditioner in the relevant terrain.
- Converting Indoor sites to Outdoor site, wherever feasible and in agreement with the respective Operators.
- Deployment of quick recharging batteries for better utilization of grid power

FUTURE OUTLOOK

GIL plans to capitalize on the 3G & 4G rollouts by providing comprehensive and value enhanced services to the Operators in cost efficient manner. This could increase occupancy on the tower and the Company will continue to explore organic & inorganic growth opportunities to strengthen its footprint in the Tower Infrastructure business.

Overall, the Company expects the tenancy growth to be driven by upcoming rollouts of 3G / 4G networks and the focused expansion by existing operators in semi urban and rural areas.

The clarity in the telecom sector, would spur the cycle of investments which would help the tower industry as well.

INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

The Company has Internal Control system in place in order to achieve orderly and efficient conduct of its business, including adherence to management policies, safeguarding of assets, prevention and detection of fraud and error, accuracy and completeness of the accounting records, and timely preparation of reliable financial information. The Internal Control System encompasses financial & operational controls and statutory compliances.

The Internal Audit Department performs audit to monitor and evaluate the effectiveness of the organization's internal control systems and adherence to management policies and statutory requirements. The Company has in place adequate internal financial controls with reference to financial statements. During the year, such controls were tested and no reportable material weakness in the design or operation were observed.

The audit coverage in the Internal Audit Department of the Company is in line with the objectives of Internal Audit as prescribed by the Institute of Chartered Accountants of India (ICAI). The role of Internal Audit Department in the Company is as given below:

- Understanding and assessing risks and evaluating adequacies of the prevalent internal controls
- Identifying areas for system improvement and strengthening controls
- Ensuring optimum utilisation of the resources of the Company by providing internal asset portal
- Ensuring proper and timely identification of liabilities, including contingent liabilities of the Company
- Ensuring compliance with internal and external guidelines and policies of the Company as well as the applicable statutory and regulatory requirements
- Safeguarding the assets of the Company by setting up a process of every change record
- Reviewing and ensuring adequacy of information systems security control
- Reviewing and ensuring adequacy, relevance, reliability and timeliness of management information system

The Internal Audit Committee meets regularly as may be required to review the functioning of internal audit setup in the Company. The Internal Audit function is monitored by the Board Audit committee with assistance from the Internal Audit Committee. The Board Audit Committee periodically reviews audit plans, audit observations of both internal and external audits, audit coverage, risk assessment and adequacy of internal controls.

Thus effective internal control structure has been set up in the Company to enhance organisational performance and contribute towards accomplishment of its objectives.

HUMAN RESOURCES

We believe manpower resources at the Company play an important role in providing quality infrastructure to the telecom operators. Resources are important assets for the Company. Human Resource (HR) function at the Company ensures multiple opportunities for leadership growth and excellent work environment. The HR strategy aims at attracting, developing, retaining talent in the Company and keeping employees motivated to focus on building a high performance culture with a growth mindset.

During the year under review, no complaint / case has been received in terms of Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act, 2013 and Rules made thereunder.

Employee Profile.

As on March 31, 2016 the Company has 445 direct employees plus over 4,200 associates indirectly working for the Company. The Company continues to invest in resources and acquire talent, where required. The Company would continue to strive for betterment of the employees and work towards creating motivated environment.

QUALITY

The Company is ISO 9001:2008 certified and is committed to providing its customers with value added services whilst deploying its core offerings. The Company has established a set of key principles and processes that ensure high level of 'Quality' along with 'Efficiency' in its services.

Quality Management System at the Company comprises of the standards & initiatives used for execution and O&M of the sites (Passive Telecom Infrastructure) using a set of Internal & External processes. The system is made up of several processes interlinked / interfaced including procedures, work instructions, records, resources, policies, guidelines, plans, regulations, materials, supplies, tools & equipments, which help the Company to transform inputs into desirable outputs.

Project site & Process Quality

As per our philosophy, quality improvement is done at the execution stage. This saved lot of resources in rework and maintenance and has helped the Company to save on its infrastructure provisioning cost and has boosted the Company's EBITDA Margin. This was mainly achieved through categorizing the sites based on their quality into three buckets and bringing majority of sites under the AAA category from AA & A categories.

Health, Safety and Environment

The Company is committed to Health and safety of all its people, by providing a written statement of intent and plan of action for creating and maintaining a healthy, safe and eco–friendly work environment.

Similarly, the Company is committed to health and safety of its employees, associates and contractors; and instills it as a value. It has developed framework for maintaining world class practices.

Further, the Company has also formed H&S team to manage health and safety in its operations and to build safe culture across the Company.

It has set in place documented procedures which ensure the Health, Safety and Wellbeing of its employees, Contractors, Assets and Customers property. The Company has set the HSE policy, objectives and shared the responsibility to continually improve the HSE performance. HSE committees across pan India contribute in improving the HSE performance by Training, Communication, Audit, Handling Emergencies, Mock Drills etc.

DISCUSSION ON FINANCIAL PERFORMANCE WITH RESPECT TO OPERATIONAL PERFORMANCE

The Financial Year ("FY") 2015–16 is the ninth year of operations for the Company. The discussion and analysis of 'Results of Operations' and 'Balance Sheet' that follows are based upon the financial statements, which have been prepared in accordance with the Generally Accepted Accounting Principles in India (Indian GAAP), including the Accounting Standards notified under the relevant provisions of the Companies Act, 2013 as adopted consistently by the Company and guidelines issued by the Securities and the Exchange Board of India (SEBI), to the extent applicable. For the purpose of financial analysis, the figures in Rupees for the results for FY 2015–16 and FY 2014–15 have been converted into US$, using the following conversion rates.

Particulars	**FY 2015–16 (₹)**	FY 2014–15 (₹)
Profit and Loss Account – 1 US$ equals to	**66.46***	61.79*
Balance Sheet – 1 US$ equals to	**66.22**	62.60

* Based on annual weighted average

Note:

Due to fluctuation in conversion rate, the figures for current financial year mentioned in US$ Mn. are not truly comparable with those of previous year. The Exchange rates for FY 2014–15 are as per last annual report.

SEGMENT–WISE PERFORMANCE

The Company is predominantly in the business of providing 'Telecom Towers' on shared basis and as such there are no separate reportable segments.

RESULT OF OPERATIONS

Net Income from Operations

Net Income from operations of the Company for FY 2015– 16 stood at ₹ 619.34 Crore (US$ 93.19 Mn.) witnessing a y–o–y increase of 3.28 % as compared to ₹ 599.65 Crore (US$ 97.05 Mn.) in FY 2014–15. Despite some loss in tenancies during FY 2015–16 due to various industry related factors beyond management controls, the net income was higher largely due to increase in business and annual escalations in monthly provisioning fees.

Other Income

The other income stood at ₹ 12.11 Crore (US$ 1.82 Mn.) in FY 2015–16 as compared to ₹ 23.45 Crore (US$ 3.80 Mn.) in FY 2014–15. This includes interest income, profit on sale of current investments, profit on sale of Fixed Assets and miscellaneous income.

Infrastructure Operation & maintenance Cost (Net) – (Infra O&M Cost)

The Infra O&M cost consists of rentals for cell site premises, cell site security costs, power & fuel expenses and its reimbursements, cell sites operation & maintenance costs, annual maintenance charges for towers, diesel generators, and air conditioners.

The Infra O&M cost for the year ended March 31, 2016 is ₹ 169.26 Crore (US$ 25.47 Mn.) as compared to ₹ 219.37 Crore (US$ 35.50 Mn.) for the year ended March 31, 2015. The decrease in cost is primarily attributable to various cost optimisation measures undertaken by the Company.

The Power & Fuel expenses comprise of diesel costs and electricity charges. These costs are incurred by the Company, on behalf of Telecom Operators for operating the cell sites. These expenses are reimbursable from operators as per respective agreement

Employee Benefit Expense

The 'Employee Benefits Expense' includes employee compensation costs, employees related benefits & welfare costs. It is ₹ 34.07 Crore (US$ 5.13 Mn.) for FY 2015–16 as compared to ₹ 25.65 Crore (US$ 4.15 Mn.) for FY 2014–15. Increase in the cost is guided by factors such as employee incentives programme, economic growth, inflation, external competitiveness and talent retention etc. Whilst the Company continues to carry on cost optimisation measures including employees benefit expenses being one of the key areas of cost monitoring, the result of initiatives needs to be measured over a long term period.

Other Expenses

The 'Other Expenses' mainly consist of exchange difference, legal and professional charges, office rent and related expenses, travel and conveyance, insurance premium, provision for Trade receivable, advertisement and business promotion expenses etc.

The 'Other Expenses' stood at ₹ 204.36 Crore (US$ 30.75 Mn.) for FY 2015–16 as compared to ₹ 157.63 Crore (US$ 25.51 Mn.) for FY 2014–15. Increase in costs is mainly attributable to a provision of ₹ 88.61 Crore (US$ 13.33 Mn.) made towards Trade receivables/Energy recoverable during FY 2015–16.

Earnings Before Interest, Taxes, Depreciation and Amortisation (EBITDA)

The EBITDA for FY 2015–16 is ₹ 292.53 Crore (US$ 44.02 Mn.) as compared to ₹ 245.80 Crore (US$ 39.78 Mn.) in FY 2014–15. The operating costs for a tower are relatively fixed and do not increase proportionately with additional tenancy. Various cost optimisation measures undertaken by the Company in areas such as cell site security, energy management, inhouse repairs and maintenance have contributed to an increase in EBITDA.

Particulars	FY 2015–16	FY 2014–15	Y–o–Y change	FY 2015–16	FY 2014–15
	(₹ Crore)	(₹ Crore)	(%)	(US$ Mn.)	(US$ Mn.)
Revenue (net)	619.34	599.65	3.28	93.19	97.05
Less: Infra O&M	169.26	219.37	(22.84)	25.47	35.50
Less: Employee Cost	34.07	25.65	32.83	5.13	4.15
Less: Other Expenses*	123.48	108.84	13.45	18.58	17.61
EBITDA	292.53	245.80	19.01	44.02	39.78
EBITDA Margin	47.23%	40.99%	15.22%	47.23%	40.99%

* Foreign exchange differences are excluded for calculation of EBITDA.

Depreciation, Amortization and Impairment Expenses etc.

The Depreciation, Amortization and Impairment for FY 2015–16 was ₹ 250.67 Crore (US$ 37.72 Mn.) as compared to ₹ 255.99 Crore (US$ 41.43 Mn.) in FY 2014–15.

Impairment of Assets & Exceptional Items

The carrying amount of assets is reviewed at each Balance Sheet date if there is any indication of impairment based on internal/external factors. An asset is treated as impaired when the carrying cost of the asset exceeds its recoverable value. An impairment loss is charged to the Statement of Profit and Loss in the year in which an asset is identified as impaired. The impairment loss recognised in prior accounting periods is reversed if there has been a change in the estimate of recoverable amount.

The exceptional item for FY 2015–16 represents provision of ₹ 106.55 Crore (US$ 16.03 Mn.) as compared to ₹ 86.58 Crore (US$ 14.01 Mn.) during FY 2014–15

Finance Costs (Net)

Finance costs (Net) comprises of interest expenses and bank charges, net of foreign exchange gain / loss.

Particulars	FY 2015–16		FY 2014–15	
	Amount (₹ Crore)	Amount (US$ Mn.)	Amount (₹ Crore)	Amount (US$ Mn.)
Interest expense– (A)	412.91	62.13	390.02	63.12
Other Borrowing Cost –(B)	0.97	0.15	2.59	0.42
Total–(A+B)	413.88	62.28	392.61	63.54

From July 1, 2011, the interest has been provided on effective rate of 10.75 % over the tenure of the restructuring facility in terms of the Company's financial restructuring package approved by CDR Empowered Group (CDR EG) vide its letter dated December 23, 2011 ('CDR Letter').

The Company has considered interest on FCCB of ₹ 55.42 Crore (US$ 8.34 Mn.) during FY 2015–16 as against interest of ₹ 38.29 Crore (US$ 6.20 Mn.) for FY 2014–15.

In view of the above, the aggregate annual interest for FY 2015–16 shows an increase against that of FY 2014–15.

BALANCE SHEET ITEMS

Shareholder's funds

Paid up Share Capital

The paid up Share Capital of the Company is at ₹ 2,336.39 Crore (US$ 352.82 Mn.) as on March 31, 2016 as compared to previous year ₹ 2,325.15 Crore (US$ 371.43 Mn.)

Reserves & Surplus

As on March 31, 2016, Reserves & Surplus of the Company had a debit balance of ₹ 2,458.30 Crore (US$ 371.23 Mn.). The movement in the Reserves and Surplus during FY 2015–16 is as follows:

Particulars	Amount (₹ Crore)	Amount (US$ Mn.)
Reserves & Surplus (As on April 1, 2015)	(1,878.97)	(283.75)
Add: Securities premium Account	(42.15)	(6.36)
Add: Foreign Currency Monetary Item Translation Difference Account	10.16	1.53
Add: Deficit for the current Year	(547.34)	(82.65)
Reserves & Surplus (as on March 31, 2016)	(2,458.30)	(371.23)

Net worth as on March 31, 2016

Particulars	Amount (₹ Crore)	Amount (US$ Mn.)
Equity Capital	2,336.39	352.82
Reserves & Surplus	(2,458.30)	(371.23)
Net worth	(121.91)	(18.41)

Loan Funds

Borrowings

The Borrowings (other than current maturities) as on March 31, 2016 stood at ₹ 4,702.27 Crore (US$ 710.10 Mn.) as against ₹ 4,826.17 Crore as at March 31, 2015. It mainly comprises of:

Particulars	FY 2015–16		FY 2014–15	
	₹ Crore	US$ Mn.	₹ Crore	US$ Mn.
Rupee term loans:				
– Banks	**3,040.19**	**459.10**	3,213.90	513.40
– Financial Institutions	**79.14**	**11.95**	82.16	13.12
Foreign currency loans:				
– Financial Institutions	**45.01**	**6.80**	51.01	8.15
Unsecured loans:				
– FCCB	**1,537.93**	**232.25***	1,479.09	236.28
Total	**4,702.27**	**710.10**	4,826.17	770.95

* As on March 31, 2016 outstanding FCCBs' are 240,501 of US$ 1,000 each.

Fixed Assets

The fixed asset block (Net block + Capital work in progress) as on March 31, 2016 is ₹ 3,277.48 Crore (US$ 494.94 Mn.). The Capital work–in–progress comprises mainly of capital goods inventory and its carrying costs.

Investments

The total investments in the books of the Company stood at ₹ 1,825.47 Crore (US$ 275.67 Mn.) as on March 31, 2016 as compared to ₹ 1,884.08 Crore (US$ 300.97 Mn.) as on March 31, 2015. This includes investment made by the Company in CNIL through Tower Trust for acquisition of Aircels' towers. The Company is the sole beneficiary of Tower Trust.

Current Assets

The current assets of the Company (excluding current investments) were worth ₹ 294.40 Crore (US$ 44.46 Mn.) as on March 31, 2016 as compared to ₹ 337.39 Crore (US$ 53.90 Mn.) as on March 31, 2015. The current assets primarily consist of trade receivables, loans and advances and cash and bank balances.

Other Current liabilities and Provisions

The Other current liabilities of the Company were ₹ 549.81 Crore (US$ 83.03 Mn.) as on March 31, 2016. It primarily consists of current maturities of rupee term loans from banks and financial institutions and foreign currency term loans from financial institutions of ₹ 219.39 Crore (US$ 33.13 Mn.)

Long–term and short–term provisions of ₹ 1.56 Crore (US$ 0.24 Mn.) as on March 31, 2016 consist of provisions for employee benefits such as gratuity and leave encashment.

RISK AND CONCERNS

In today's dynamic business environment 'Risk Management' is an essential function to have sustainable and effective business model in place in India. Risk Management encompasses practices related to identification, analysis, evaluation, treatment, mitigation and monitoring of the strategic, external and operational controls risks to achieving our key business objectivities. Risk Management seeks to minimize the adverse impact of these risks, thus enabling the Company to leverage market opportunities effectively and enhance its long term competitive advantage.

The Company has a Risk Management Group (RMG) in place to facilitate the execution of risk management across the Company. The focus of Risk Management is to access risks, monitor, evaluate and deploy mitigation measures to manage these risks within our risk appetite. For the very purpose we have an integrated ERM Framework in place.

This report is prepared in accordance with clause 49 (IV) of the Listing Agreement and Regulation 34(3) of SEBI (Listing

Obligations and Disclosure Requirements) Regulations, 2015, set out the ERM practiced by the Company. Shareholders and other readers are cautioned that the risks outlined here are not exhaustive and are for information purpose only. New risks and uncertainties arise from time to time and it is impossible for us to predict these events or how they would affect us.

I. Market Risks

Macro–Economic Outlook

The global perspective

- Estimates show that 70% of world growth over the next few years will come from emerging markets, with China and India accounting for 40% of that growth.

- As per World Bank, robust growth in India, the South Asian region's economy remains the fastest growing region in the world, with economic growth forecasted to gradually accelerate from 7.1 % in 2016 to 7.3% in 2017.

- Adjusted for variations in purchasing power parity, the ascent of emerging markets is even more impressive: the International Monetary Fund (IMF) forecasts suggest that investors will continue to invest in emerging markets for some time to come. The emerging markets already attract almost 50% of Foreign Direct Investment (FDI) global inflows and account for 25% of FDI outflows

- The brightest spots for FDI continue to be India, Africa, the Middle East, and Brazil, Russia, and China (BRICs), with Asian markets of particular interest at the moment

- By the year 2020, the BRICs are expected to account for nearly 50% of all global GDP growth. Securing a strong base in these countries will be critical for investors seeking growth beyond them.

The Indian perspective

- As per the Ministry of Statistics and Programme Implementation (MOSPI), Consumer Price Index CPI in India increased to 126 Index Points in March 2016 from 125.90 Index Points in February 2016. Consumer Price Index (CPI) in India averaged 108.86 Index Points from 2011 until 2016, reaching an all time high of 126.60 Index Points in November of 2015 and a record low of 86.81 Index Points in February of 2011.

- The Inflation continues to remain low, keeping this in mind Reserve Bank of India (RBI) Governor in monetary policy meeting held in April 2016, kept the Bank Repo rate @ 6.5% and Cash Reserve Ration (CRR) at 4%. This rate cut decision is based on inflation and monsoon rains in the country.

- The Company has External Commercial Borrowings of 8.225 Mn. Euro and Foreign Currency Convertible Bonds (FCCB) of US$ 240.50 Mn. This poses both a Foreign Currency Risk as this is un–hedged as well as a liquidity risk. The Company has restructured FCCB successfully and has postponed the liability till November 2017.

- As the revenues from our existing business lines are all dependent on the sustainability of Telecom sector, we believe that macro–economic factors, including the growth of the Indian economy, interest rates, as well as the political and economic environment, have a significant direct impact on our business, results of operations and financial position.

Liquidity and Leverage Risks

During the last few years, the Telecom Industry has been adversely affected by the general economic slowdown and various other factors such as slower growth of 3G technology; failure of spectrum auctions and inflationary costs of power & fuel. This has resulted into substantial erosion of the Company's net worth and the Company has incurred cash losses. The Company continues to take various measures such as cost optimisation, improving operating efficiency, renegotiation of contracts with customers to improve Company's operating results and cash flows. Further, the management believes that new spectrum auction will result in exponential growth in 3G 4G & LTE which are expected to generate incremental cash flows to the Company

The Company is carrying high risk as lender's consent is required for the merger of CNIL with the Company, reduction in interest rate and monetization proposal.

Credit Risks

All telecom operators faced increased pressure on earnings and financing fronts. However, recently few operators increased call rates and substantially reduced promotions which would lead to increased revenues. These efforts may ease the payment terms to their vendors during short to medium term. As a vendor to these players, the Company is currently facing a Medium Credit Risk.

Verdict of the Supreme Court of India for cancellation of 122 2G telecom licenses caused losses & impairments for tower companies, adversely impacting their financing and fund raising plans.

Based upon the spectrum auctions, the license charges paid by the operators will impact the net margins of the operators. Hence, the increased capital charges (the interest outgo on account of debt raised for 3G network rollout, and the amortization of spectrum charges) would place additional pressure on operators' bottom lines.

II Strategic Risks

Industry Risk

The Supreme Court's verdict to cancel all 122 2G licenses has hit several telecom tower companies. This resulted in loss of tenancies and revenue to the Company for remaining tenure of their licenses.

The process of re–allocation of these licenses may result in fewer numbers of players with access to more spectrums temporarily, reducing the demand for towers thus, affecting our future earnings, thus once the rollouts restarts it shall provide the telecom tower industry with some roadmap that would divulge a clear future of the industry that would help reduce the ambiguity that currently is present.

However, the auction for the current fiscal has been postponed by the operators, which will increase the burden on the already over–stretched finances of the Telecom Operators. The spectrum auction has been delayed to the first quarter of the FY 2016–17.

The Corporate Debt Restructuring (CDR) moratorium period has ended. The Cost of this debt is 10.75% per annum and principal repayments have started as well. The restructuring plan has put in negative impact on new assets addition or expansion.

In light of all the above events and the fact that, it may take the Company at least 2–3 years to recover, stabilize and get into a growth mode again. The Company is exploring innovative financial structures to discount revenues to generate liquidity in the Company and proactively drawn up a "Refinancing and Consolidation Proposal".

Operator Consolidation

The Telecom market in India was fragmented with more than 14 players at one point of time. The average revenue per user in India is lowest in the world and the industry went through a phase of hyper competition in recent years. Today, operators are in much better shape and have been able to stop the price decline. The consolidation of operators may lead to co– location churn for tower companies due to consolidation and rationalization of network like reported merger of Aircel with RCom.

Concentration Risks

Concentration Risk is high for the Company because of the following reasons:

- Operates primarily in one sector viz. Telecom
- Operates only in India
- The customer base is limited to number of Telecom Operators in India.
- Increasing nos of competitors and special rates offers.
- Geographical concentration risk like Political, Social, Economic & Technological factors governing India.
- Risk of loss of tenancy due to License cancellation/ non renewal by operators.
- The Company has towers in various new regions in India like North–Eastern States, Bihar, Jharkhand, Orissa, Jammu & Kashmir etc.
- The Aircel deal has increased the penetration of the Company in the untouched remote areas where it was not present earlier to offer services to its customers. But at the same time majority of the business of the Company comes from Aircel.
- The spectrum auction has been delayed to the first quarter of the FY 2016–17 which will postpone issue of service order's by operators for new tenancies.

Pricing Risk

The Company may face pricing risk as some competitors have lowered prices for existing customers.

Competitive Risks

Competitive landscape for the Company is limited in the tower space. The competition is intense among the companies like Indus, VIOM, Bharti Intel, ATC, BSNL & Reliance Infratel. The Company is among the largest natural & independent tower company in the country and needs to market its independent status and leverage it to gain more tenancies.

III Operational Risks

Reputation Risk

Due to debt restructuring & external events as explained above, the cash flow of the Company has been under severe pressure and its subsequent effects on business operations have led to challenges of services to customers thereby damaging reputation.

Supply Chain Risk

The Company requires materials and services for tower upgradation and preventive maintenance of passive infrastructure through delay in suppling may impact smooth functioning of business operations resulting into increased penalties and damages imposable by customers.

Additionally, suppliers may tighten credit and other terms that they may be extending to the Company thereby increasing the liquidity strain on the Company and hampering its ability to deliver projects and running operations on a timely basis.

Manpower Risks

In the light of the current state of affairs prevailing in the telecom industry, the expected slowdown in business and the growth prospective irrespective of CDR may still lead to increased levels of attrition, challenges in project execution and service delivery.

These factors may act as deterrent to recruitment of quality manpower to replace those who leave the Company for any of the above reasons or otherwise.

IV. Legal and Compliance risks

Legal & compliance risk may arise from occasional non–adherence to timely deliverables and Service Level Agreements (SLA). These pose immense challenge in the telecom services industry.

It takes adequate insurance cover to protect against possible liabilities from non–performance of contracts, reviewing them continually and initiating corrective action. As a policy, open–ended contracts with open–ended obligations are rejected.

The Company ensures that compliance to Clause 49 of the Listing Agreement and Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations"), are continually adhered to. Every quarter, a compliance report is submitted to the Board of Directors that enlists all the points of compliance as outlined by the Listing Regulation. The Company has appointed one Women Director as per the additional requirement of compliances enlisted under the Companies Act, 2013.

The Company is not regulated by the regulatory agency and faces the general regulatory environment that is prevalent in the country. However, our customers in the telecom sector are regulated by Telecom Regulatory Authority of India (TRAI).

V. Other Risks

Political Environment Outlook

The Company does not have any interface with the Government or any regulatory authority in its business.

Environmental Risk

The Company's telecom networks are subject to risk from natural disasters or external factors. The Company maintains insurance for its assets which cover for damages caused by fire, special perils and terrorist attacks. However, in spite of insurance coverage such disasters may cause disruption, though temporary in nature, to the Company's operations.

Electromagnetic Field (EMF) Radiation Risk

EMF radiations are the invisible electric and magnetic forces arising from the active infrastructure installed at telecom towers. In the recent past, some people have raised concerns about radiations and its ill–effects. This might affect tower company's business adversely if proper information is not disseminated to general public.

The EMF radiation norms in India are even tougher than Europe and non–adherence can invite hefty fines from regulator. Also, there has been no conclusive evidence of the ill–effects of radiation on human health. DOT has recognized campaigns and media articles. Also, DOT has set up 'TERM Cells' to monitor the radiations and certify the locations.

The Government of India has acknowledged the fact of misinformation about EMF. The Government has been working closely with the operators and tower companies to dispel rumors around EMF radiations and its ill–effects.

Risk Rating Parameters

The Company has identified the following risks as the Top 3 risks facing the Company and these have been discussed in brief hereunder. The level of the risk that is perceived by RMG and suggested mitigation plan are discussed in the following table.

Rating of risk practices	Ranking	Relative status
Very low risk	*	No or little risk. Manageable by routine procedures. Hence, no management intervention required.
Low risk	**	Normal risk exists. Manageable by improving operating procedures (internal risks) or being alert (external risks).
Medium risk	***	More than normal risk exists. Requires strong operating procedures (internal risks) and management attention (external risks).
High risk	****	Significant risk. Urgent actions required to eliminate or reduce the foreseeable risk.
Very high risk	*****	Substantial risk. Immediate actions required to contain risk. Should be kept on a continuous watch–list.

Top 3 Risks & Mitigation plans

	Type of Risks and Rating	Mitigation Plan
1	Liquidity & Leverage risk *****	• In order to avoid any event of default under CDR Plan, the Company should adhere the obligations listed in the MRA documents. • The TRA account established by the Banks which helps to manage the liquidity risk by increasing transparency. • The Company is aiming to minimize liquidity risk by ensuring revenue streams are realized fully. • Fixed Energy Billing contracts will help in faster recovery of energy receivables and mitigation of energy loss. • Implementation of security module impacted reduction in security cost. • Negotiation with operators for Capex Advance to be adjusted against IPF. • Settlements with operators for old dues. • Achievement of Budgeted EBIDTA targets.
2	Operations risk *****	• The Company needs to infuse liquidity in operations to reduce this risk and plan capex for upgradation and refurbishments. • Focus on winning new contracts and consolidate business. • Reduce penalties, control expenses and undertake effective cost cutting measures. • Key insurance policies need to be undertaken to mitigate risks.
3	Strategic Risks *****	• More concentration needs on improving tenancy ratio. • The Company should consider the option of consolidating or partnering with other telecom tower companies • Proposal needs to be worked out to refinance the Debt with cheap foreign loan options and/or bring in new strategic investors with business expertise to ease the liquidity situation and boost operational efficiency.

	Type of Risks and Rating	Mitigation Plan
		• The Company may look at options of consolidation or reducing un–operational sites to curb on losses. • Increasing the tenancy ratio by offering special rates and / or bulk deal with operators • SLA penalties needs to be reduced by resolving non infra issues and additional capex infusion.

CORPORATE SOCIAL RESPONSIBILITY

The Company aims to take a balanced approach to address social, economic and environmental issues through diverse programs. GTL Foundation was founded in 2004 as the Global Group's Not–For–Profit arm and later renamed as Global Foundation.

Since the Company is currently in CDR, it is not able to contribute to the Global Foundation which is being managed through the generosity of employees and other donors. We take this opportunity to express our gratitude to all employees and donors for their continued participation and support.

Over the past 12 years, Global Foundation has been extensively working in the field of education, health, disability and community development.

EDUCATION

Our philosophy towards education is to ensure meaningful education to the economically underserved sections so as to enable them to compete on equal footing. The educational programs cover 3 areas– Computer Education, English Language Education and Education for Peace.

- GYAN IT – Computer Education
- Knowledge on Wheels (KNOW)
- Education for Peace
- Gyanjyot Education Financial Support Program

HEALTH

Global Foundation has been creating health awareness in parts of Maharashtra and is conducting general health camps, diabetes awareness, ophthalmic and blood donation camps for more than 11 years. In the year 2015–16, a total of 35 camps were organized– 22 Eye Check–up camps, 10 Blood Donation camps, 2 General Health Check–up and 1 Yoga Camp.

Global Foundation's mobile health van travels to areas that do not have ready access to health services. The van enables doctors and health counselors to overcome the obstacles that often prevent or deter people from obtaining important health tests. The van frequently visits community centers, old age homes and schools also to conduct various health related camps.

Emergency Medical Assistance – As per the World Health Organization (WHO) survey, there are around 30% people who die due to lack of adequate Emergency Medical Services. Emergency financial assistance for treatment is an essential part of the healthcare support provided by Global Foundation.

DISABILITY

Netra– Global Foundation intends to provide training and enables the visually impaired achieve success in pursuing higher education, cope with a competitive work environment and discover better employment opportunities.

COMMUNITY DEVELOPMENT

Village Knowledge Centre – IT Education for women & livelihood skill training programs

Every year Global Foundation extends it support to other NGOs and institutions. In 2015–16, Global Foundation joined hands with Rural Himalayan Electrification Project to install solar grid in a village cluster in Umlung–Ladakh, Chandra Shekar Venkat Raman Computer Lab– Sagroli, Nanded and Government of Maharashtra for their initiative on career guidance to students in rural areas.

To
The Members,

Your Directors are pleased to present their Thirteenth Annual Report together with the Audited Financial Statements for the year ended March 31, 2016.

1. STATE OF COMPANY'S AFFAIRS

Financial Highlights

(₹ in Crore)

Particulars	2015–16	2014–15
Total Revenue	**631.45**	623.10
Profit / (Loss) before Depreciation / Amortization, Finance Costs & Tax	**223.76**	220.46
Depreciation / Impairment & Amortization Expenses	**250.67**	255.99
Profit / (Loss) before Finance Costs & Tax	**(26.91)**	(35.53)
Finance Costs	**413.88**	392.60
Profit / (Loss) before Exceptional Items & Tax	**(440.79)**	(428.13)
Exceptional Items (Net)	**106.55**	86.58
Profit / (Loss) before Tax	**(547.34)**	(514.71)
Tax Expenses	**–**	–
Net Profit / (Loss)	**(547.34)**	(514.71)

Figures regrouped / reclassified wherever necessary to make them comparable.

Results of Operations

During the financial year, total revenue of the Company was ₹ 631.45 Crore against ₹ 623.10 Crore for the previous financial year. Operating Profit (before Depreciation / Amortization, Finance Costs & Tax) stood at ₹ 223.76 Crore in comparison to previous financial year's Operating Profit (before Depreciation / Amortization, Finance Costs & Tax) of ₹ 220.46 Crore. Net Loss for the said financial year recorded at ₹ 547.34 Crore against Net Loss of ₹ 514.71 Crore for the previous financial year.

2. COMPANY PERFORMANCE POST CORPORATE DEBT RESTRUCTURING (CDR)

Following are highlights of the performance of the Company together with Chennai Network Infrastructure Limited (CNIL), an Associate and erstwhile subsidiary of the Company, over a period of 5 years since implementation of CDR package in the year 2011:

- Increase in revenue by 1.6 times
- Increase in normalised EBITDA level by 1.5 times
- Tenancy share maintained at 7–8% among telecom tower companies
- Payment of ₹ 3,168.74 Crore to secured and unsecured lenders without any new borrowings
- Issuance of equity shares of ₹ 2,909.41 Crore to CDR lenders
- Payment of ₹ 1,139.14 Crore to the Government towards various taxes including VAT, Service Tax etc.
- Cash Flows administered and monitored through the Trust and Retention Account (TRA)
- Compliance with terms and conditions of CDR packages *inter–alia* infusion of promoters' contribution, monthly concurrent audits, creation of security in favour of secured lenders
- Re–negotiation of Master Service Agreements / Contracts with various Telecom Operators to enable the Company to streamline its cash flow, improved revenue and reduction in delays in collection cycle
- Improvement of uptime of its tower to reduce SLA penalties

- Cost rationalization measures undertaken to reduce costs related to power and fuel, maintenance and tower security, which resulted in improvement in operations efficiency and overall cash position thereby fetching better margins.

The Company could achieve such performance despite adverse developments in Telecom Sector, which were beyond the management control, since implementation of CDR packages. Some of these developments are enumerated below:

a. Cancellation of 122 2G licenses upheld by the Hon'ble Supreme Court

In a landmark judgement, the Hon'ble Supreme Court upheld cancellation of 122 2G telecom licenses in February 2012 of various telecom operators including Uninor, Videocon, Etisalat, IDEA and Tata. This resulted in an estimated loss of around 6,000+ tenancies (existing and future opportunities) to the Company/CNIL.

b. Suspension of Right of First Refusal (RoFR) by Aircel Group

In financial year 2010 as part of the acquisition terms, Aircel Group had committed 20,000 additional tenancies to the Company/CNIL. However, due to sluggish telecom environment, slower than anticipated 3G growth, government enquiries in the 2G scam and its negative impact on financials, Aircel Group had to curtail its expansion plans and also close down operations in non–viable telecom circles. Resultantly, Aircel Group suspended its RoFR commitment in July 2013 resulting into an estimated loss of around 15,000+ tenancies.

c. Slower 3G & BWA growth

Telecom Operators reportedly spent around ₹ 1.20 Lakh Crore towards license fees for 3G and BWA in the year 2010 in anticipation of huge data growth over the next 5 years. It was estimated then that Operators would also have to spend considerable additional amount towards network/capex to rollout 3G/BWA services. Consequently Tower companies, including the Company and CNIL, also expected huge tenancy growth from 3G/BWA. However, Operators have not been able to achieve the estimated growth during last 4–5 years thereby impacting tenancy demand for Towercos. This has resulted into an estimated loss of around 4,700+ tenancies for the Company/CNIL.

d. Freeze on substantial expansion by Telecom Operators

Anxiety and negative sentiments of this sector due to financial stress, contentious tax claims and investigations related to previous spectrum allocations etc. resulted into freeze of substantial capital outlays towards this sector.

e. Lack of Capex for modernization and replacement

Due to constraints on cash flows, the Company was not in a position to infuse additional capex for modernization and replacement of its tower assets. This impacted the projected business opportunities for the Company, resulting into an estimated loss of around 3500+ tenancies.

But for these adverse telecom sector developments, the Company (including CNIL) would have closed the year with estimated 70,000+ tenancies as against 45,197 tenancies as at 31st March 2016.

Working Capital Challenges

Whilst on one hand, the above referred external factors were putting a burden on cash flows of the Company, on the other hand, high spend on diesel to power the towers, unpaid dues from Telecom Operators resulted in accumulation of customer receivables of ₹ 124.15 Crore (as on March 31, 2016) thereby blocking the Company's working capital.

The cumulative effect of these challenges has resulted in some delays in servicing debt obligations of its secured and unsecured lenders.

Mitigation Measures

To address these challenges, the Company proactively undertook several short term and long term mitigation measures, including following:

a. Merger of CNIL with the Company

In the year 2010, the lenders among other things had stipulated merger as a condition under financing documents of the Company and CNIL. Accordingly, the Scheme of Arrangement for Merger of CNIL with the Company was approved by the Hon'ble High Court of Bombay in the year 2011 and was pending before the Hon'ble High Court of Madras. Meanwhile, in December 2011, the Company and CNIL respectively had to restructure their debts through CDR mechanism, under which also the merger of CNIL with the Company was envisaged. However, as the financials and capital structure of both the companies have undergone substantial changes, the merger scheme needs to be modified with the consent of all stakeholders *inter–alia* CDR lenders.

Merger of CNIL will create a Pan–India presence for the Company and also offer opportunity for strategic tie–ups with Telecom Operators. Merger will not only bring operational synergies and cost efficiencies, but also simplification of governance obligations, besides other benefits of scale. It will also provide robust cash flows. Further it would be an important step towards restoring and improving the value of the Company and thereby its stakeholders.

Accordingly, the Company is in continuous discussion with the CDR lenders for taking forward the merger proposal.

b. Reduction of Rate of Interest

The Reserve Bank of India (RBI) has directed banks to implement the Marginal Cost of Lending Rate (MCLR) effective from April 1, 2016. Simultaneously, RBI has taken various steps to ease liquidity condition of the Banking System so that MCLR is lower than the normal base rate of the lenders. Following the rate cut by RBI, Banks have reduced their base rates over the past year. In accordance with the terms of CDR documents which provide for interest rate reset annually, the Company is in discussion with CDR lenders for reduction in interest rate. This, if accepted by the CDR lenders, can reduce the annual interest cost of the Company by ₹ 70–75 Crore.

c. Monetization Proposal

The Company continues to take proactive steps towards reducing its debt. In accordance with the terms of the CDR documents and as per the Shareholder approval for monetization / sale of core / non–core assets, the Company is in discussion with CDR lenders to monetize its assets. Subject to approval of CDR / other lenders the monies so realized shall be utilized to discharge Company's liabilities towards its secured and unsecured lenders.

The Company is awaiting approval from lenders for implementation of all these initiatives and is hopeful of receiving the same.

Going Concern

The Company has incurred cash losses and its net worth has been fully eroded as on March 31, 2016. Further, the Company's current liabilities exceed its current assets as at March 31, 2016. However, the Company continued to prepare its Financial Statements on going concern basis for the reasons stated in the Note No. 32 to the Notes to Financial Statements.

3. RECENT DEVELOPMENTS AT MACRO AND MICRO ECONOMIC LEVEL

Key Indicators:

The number of wireless subscribers in India increased from 960.89 million at the end of March 2015 to 1,026.66 million at the end of February 2016. The urban subscription increased from 555.71 million at the end of March 2015 to 587.55 million at the end of February 2016 and the rural subscription increased from 414.18 million to 439.11 million during the same period. The monthly growth rates of urban and rural subscription were 0.79% and 0.94% respectively during the month of February 2016.

The overall wireless Tele–density in India increased from 77.27 at the end of March 2015 to 80.91 at the end of February 2016. The share of urban subscribers and rural subscribers at the end of February 2016 was 57.23% and 42.77% respectively. [Source: Telecom Regulatory Authority of India (TRAI), Press Releases.]

Growth Drivers:

a) Launch of 4G / LTE networks: Using 4G / LTE technology, Operators can provide high speed data services to subscribers. With internet penetration, the growth of data services is expected to ride on easy availability of smart phones in India. The launch of these networks is expected to give further fillip to requirements of telecom towers.

b) Quality of Service and network improvement: Competitive telecom tariff alone is not a strategic advantage to telecom operators. Pricing along with better network quality will be a key driver for operators to retain and acquire new subscribers. The quality of customer experience becomes all the more important with the growth of data services. With expanded subscriber base and limited spectrum availability, operators are left with little option but to bring down the number of subscriber per BTS by creating a denser cellular network. This will drive demand for sharing of towers in urban areas. New entrants like RJio are also expected to push the tower industry growth.

c) New Customer Segments:

New customer segments such as Government and infrastructure are expected to emerge in the near future. The Digital India initiative aims to transform India into a digitally empowered society and knowledge economy. It aims to connect entire India digitally in the span of 3–4 years. This will present opportunities for the telecom tower companies.

d) Growing Rural Subscriber Base:

Increasing subscriber base and tele–density especially in rural areas will drive the new site development and additional tenancies for existing towers. The Company has substantial presence in rural geography.

4. DIVIDEND

Since your Company has posted losses and is currently under CDR, your Directors express their inability to recommend any dividend on the paid up Equity Share Capital of the Company for the financial year ended March 31, 2016.

5. SHARE CAPITAL

a. The movement of Equity Shares due to allotment of shares is as under:

Particulars	No. of Equity Shares
Equity Shares as on April 1, 2015	2,325,147,780
Add: Allotments of Equity Shares to FCCB Holders upon conversion of FCCBs	11,241,013
Equity Shares as on April 26, 2016	2,336,388,793

The Company has only one class of equity shares and it has not issued equity shares with differential rights or sweat equity shares. Also, the Company has cancelled all its outstanding Employee Stock Option Schemes (ESOS) in financial year 2012–13. Thus, the details required to be furnished for equity shares with differential rights and / or sweat equity shares and / or ESOSs as required under the Companies (Share Capital and Debentures) Rules, 2014 are not furnished.

b. Foreign Currency Convertible Bonds (FCCBs)

Particulars	No. of Series A FCCBs (of US$ 1,000 each)	No. of Series B FCCBs (of US$ 1,000 each)	Total No. of FCCBs (of US$ 1,000 each)	No. of Equity Shares upon conversion
FCCBs allotted	111,740	207,546	319,286	–
Converted / cancelled till date	64,772	14,013	78,785	427,101,944
Balance as on April 26, 2016	46,968	193,533	240,501	–

If all the balance 240,501 FCCBs are converted into equity shares of the Company, the total share capital would go up by 1,304,766,024 new equity shares of the Company.

c. Consideration to CNIL shareholders under Scheme of Arrangement

As discussed in earlier paragraph, the Company is in continuous discussion with CDR lenders to take forward the merger proposal between the Company and CNIL. Accordingly, once the modified Scheme of Arrangement between the Company and CNIL is approved by the lenders, members and the Hon'ble High Courts of Bombay and Madras, the Company's financial statements will be re–casted / re–stated with effect from the Appointed Date as may be approved. The Company would also be required to issue its equity shares to the members of

CNIL towards consideration of merger of CNIL with the Company in the ratio as may be approved by the Hon'ble High Courts of Bombay and Madras.

6. FIXED DEPOSITS

During the year under review, the Company has not accepted any public deposits under chapter V of the Companies Act, 2013 from Public or from its Members.

7. MATERIAL CHANGES AND COMMITMENTS

Save and except as discussed in this Annual Report, no material changes have occurred and no commitments were given by the Company thereby affecting its financial position between the end of the financial year to which these financial statements relate and the date of this report.

8. PROMOTER GROUP

The Company is a part of Global Group of Companies, promoted by GTL Limited. The Members may note that the Promoter Group comprises of Global Holding Corporation Private Limited and such other persons as defined under Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations"). As on March 31, 2016, the promoter group shareholding in the Company is 26.91%.

9. DIRECTORS RESPONSIBILITY STATEMENT

Pursuant to the provisions of Section 134(3)(c) of the Companies Act, 2013, the Board of Directors, to the best of their knowledge and ability, in respect of financial year ended March 31, 2016 confirm that:

i. in the preparation of the annual accounts, the applicable accounting standards had been followed and there were no material departures;

ii. they had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the loss of the Company for that period;

iii. they had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;

iv. they had prepared the annual accounts on a going concern basis;

v. they had laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively; and

vi. they had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

10. DIRECTORS & KEY MANAGERIAL PERSONNEL

Mr. Manoj G. Tirodkar, Director of the Company, retires by rotation at the ensuing Annual General Meeting ("AGM") and being eligible, offers himself for re–appointment. The background of the Director proposed for re–appointment is given in the Corporate Governance Report, which forms part of this Report.

The Independent Directors of the Company have furnished a declaration to the effect that they meet the criteria of independence as provided in Section 149(6) of the Companies Act, 2013.

Mr. Milind K. Naik – Whole–time Director, Mr. Laxmikant Y. Desai – Chief Financial Officer and Mr. Nitesh A. Mhatre – Company Secretary are the Key Managerial Personnel of the Company and there is no change in the same during the financial year.

11. NUMBER OF MEETINGS OF THE BOARD

The Board of Directors met four (4) times during the financial year, the details of which are given in Corporate Governance Report that forms part of this Report.

12. BOARD EVALUATION

The Board of Directors has carried out an annual evaluation of its own performance, Board committees and individual directors pursuant to the provisions of the Companies Act, 2013 and Corporate Governance requirements as prescribed by the Listing Regulations.

The performance of the Board and its Committees was evaluated by the Board after seeking inputs from all the Board / Committee members on the basis of the criteria such as composition of the Board / Committee and structure, effectiveness of Board / Committee processes, providing of information and functioning etc.

The Board and the Nomination and Remuneration Committee ("NRC") reviewed the performance of the individual directors on the basis of the criteria such as attendance in Board / Committee meetings, contribution of the individual director to the Board and committee meetings like preparedness on the issues to be discussed etc.

In a separate meeting of Independent Directors, performance of non–independent directors, performance of Board as a whole and performance of the Chairman was evaluated taking into account the views of executive directors and non–executive directors.

13. POLICY ON DIRECTORS' APPOINTMENT AND REMUNERATION AND OTHER DETAILS

The Company has put in place appropriate policy on Directors Appointment and remuneration and other matters as provided in Section 178(3) of the Companies Act, 2013, which is provided in the Policy Dossier that has been uploaded on the Company's website www.gtlinfra.com. Further, salient features of the Company's Policy on Directors' remuneration have been disclosed in the Corporate Governance Report, which forms part of this Report.

14. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

The information required under Section 197(12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is given below:

i. **The ratio of the remuneration of each director to the median remuneration of the employees of the Company for the financial year:**

Particulars	Ratio to median remuneration
Executive Directors	
Mr. Milind K. Naik	11.02
Non–executive Directors* (sitting fees only)	
Mr. Manoj G. Tirodkar	N.A.
Mr. N. Balasubramanian	N.A.
Dr. Anand P. Patkar	N.A.
Mr. Charudatta K. Naik	N.A.
Mr. Vinod B. Agarwala	N.A.
Mr. Vijay M. Vij	N.A.
Mrs. Sonali P. Choudhary	N.A.

* *Since Non–executive Directors received no remuneration, except sitting fees for attending Board / Committee meetings, the required details are not applicable.*

ii. **The percentage increase in remuneration of each director, chief financial officer, company secretary in the financial year:**

Directors, Chief Financial Officer and Company Secretary	% increase in remuneration in the financial year
Mr. Manoj G. Tirodkar	N.A.
Mr. N. Balasubramanian	N.A.
Dr. Anand P. Patkar	N.A.
Mr. Charudatta K. Naik	N.A.
Mr. Vinod B. Agarwala	N.A.
Mr. Vijay M. Vij	N.A.
Mrs. Sonali P. Choudhary	N.A.
Mr. Milind K. Naik, Whole–time Director	Refer Note*
Mr. Laxmikant Y. Desai, Chief Financial Officer	7.5
Mr. Nitesh A. Mhatre, Company Secretary	7.5

* *The Company has made necessary application to the Central Government for payment of remuneration not exceeding ₹ 1.26 Crore p.a. to Mr. Milind K. Naik during his tenure of 3 years w.e.f. July 21, 2014, as approved by the Members at AGM held on September 16, 2014. Once the Company receives the approval from the Central Government, the Company shall compensate Mr. Milind K. Naik for his arrears accordingly.*

iii. **The percentage increase in the median remuneration of employees in the financial year:** 19.92%

iv. **The number of permanent employees on the rolls of the Company:** 445

v. **The explanation on the relationship between average increase in remuneration and the Company's performance:**

On an average, employees received an annual increase of 9.52%. In order to ensure that remuneration reflects the Company's performance, the variable performance pay is linked to the Company's performance, apart from an individual performance.

vi. **Comparison of the remuneration of Key Managerial Personnel against the performance of the Company:**

Aggregate remuneration of the Key Managerial Personnel (KMP) in financial year 2015–16 (₹ in Crore)	2.24
Revenue from Operations (₹ in Crore)	619.34
Remuneration of KMPs (as % of revenue)	0.36
Profit / (Loss) before Tax (PBT) (₹ in Crore)	(547.34)
Remuneration of KMP (as % of PBT)	N.A.

vii. **Variation in the market capitalization of the Company, price earnings ratio as at March 31, 2016 and March 31, 2015:**

Particulars	March 31, 2016	March 31, 2015	% change
Market Capitalization (₹ in Crore)*	490.64	453.40	8.21
Price Earnings Ratio	(0.89)	(0.87)	(2.30)

* *based on closing market price on NSE on the respective year end dates.*

viii. **Percentage increase over decrease in the market quotations of the shares of the Company in comparison to the rate at which the Company came out with last public offer:**

Particulars	March 31, 2016	September 28, 2007 (Right Issue)	% Change
Market Price (BSE)	₹ 2.12	₹ 10.00	(78.80)
Market Price (NSE)	₹ 2.10	₹ 10.00	(79.00)

ix. **Average percentage increase already made in the salaries of employees other than the managerial personnel in last financial year and its comparison with the percentage increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration:**

The average annual increase was around 9.52%.

As approved by the Members in the AGM held on September 16, 2014, the Company has made necessary application to the Central Government for payment of remuneration not exceeding ₹ 1.26 Crore p.a. to its Whole–time Director, Mr. Milind K. Naik during his tenure of 3 years w.e.f. July 21, 2014. The said remuneration is commensurate with the responsibilities shouldered and industry standards as explained in the explanatory statement to Notice of AGM held on September 16, 2014. Hence, comparison can not be provided.

x. **Comparison of each remuneration of the key managerial personnel against the performance of the Company:**

	Mr. Milind K. Naik, Whole–time Director	Mr. Laxmikant Y. Desai, Chief Financial Officer	Mr. Nitesh A. Mhatre, Company Secretary
Remuneration in financial year 16 (₹ in Crore)	0.50	1.24	0.50
Revenue from Operations (₹ in Crore)	619.34		
Remuneration as % of revenue	0.08	0.20	0.08
Profit / (Loss) before Tax (PBT) (₹ in Crore)	(547.34)		
Remuneration (as % of PBT)	N.A.	N.A.	N.A.

xi. **The key parameters for any variable component of remuneration availed by the Directors:** None

xii. **The ratio of remuneration of the highest paid Director to that of the employees who are not Directors but received remuneration in excess of the highest paid Director during the year:** 1 : 12.42

xiii. **Affirmation that the remuneration is as per the remuneration policy of the Company:**

The Company affirms that the remuneration is as per the remuneration policy of the Company.

15. INTERNAL FINANCIAL CONTROL SYSTEMS AND THEIR ADEQUACY

The details in respect of internal financial control and their adequacy are included in the Management Discussion & Analysis (MD&A) Report, which forms part of the Annual Report.

16. AUDIT COMMITTEE

The details pertaining to composition of Audit Committee are included in the Corporate Governance Report, which forms part of this report.

17. AUDITORS AND AUDITORS' REPORT

Pursuant to the provisions of Section 139 of the Companies Act, 2013 and rules framed there under, M/s. Chaturvedi & Shah, Chartered Accountants, Mumbai and M/s. Yeolekar & Associates, Chartered Accountants, Mumbai, were appointed as Joint Auditors at the Eleventh (11th) AGM of the Company held on September 16, 2014 to hold office from conclusion of the said meeting till the conclusion of the Fifteenth (15th) AGM to be held in year 2018, subject to ratification of their appointment at every AGM. The Company has received the necessary certificates from the Joint Auditors pursuant to Sections 139 and 141 of the Companies Act, 2013 regarding their eligibility for appointment.

The resolution seeking approval of the Members for ratification of the appointment of M/s. Chaturvedi & Shah, Chartered Accountants, Mumbai and M/s. Yeolekar & Associates, Chartered Accountants, Mumbai, as Joint Auditors of the Company have been incorporated in the Notice of the forthcoming AGM of the Company.

As regards the Joint Auditors' comments / observations / emphasis of matters, the Company has furnished required details / explanations in Note nos. 11.3, 22.1, 30, 31 and 32 of Notes to the Financial Statements.

18. SECRETARIAL AUDITORS' REPORT

The Secretarial Auditors' Report does not contain any qualifications, reservations, disclaimers or adverse remarks and the same is given in **Annexure A** *(Form No. MR–3)* to this Report.

19. RISKS

A separate section on risks and their management is provided in the MD&A Report forming part of this Report, which covers the development and implementation of risk management framework. The Audit Committee monitors the risk management plan and ensures its effectiveness. It is important for members and investors to be aware of the risks that are inherent in the Company's businesses. The major risks faced by the Company have been outlined in this section to allow members and prospective investors to take an independent view. We strongly urge Shareowners/ Investors to read and analyze these risks before investing in the Company.

20. PARTICULARS OF LOANS, GUARANTEES AND INVESTMENTS

The particulars of loans, guarantees and investments have been disclosed in the Note nos. 11, 13 & 34 of Notes to the Financial Statements.

21. PARTICULARS OF RELATED PARTY TRANSACTION

All related party transactions entered into during the financial year were on an arms' length basis and were in ordinary course of business. None of the transactions with related parties falls under the scope of Section 188(1) of the Companies Act, 2013.

The Policy on Related Party Transactions as approved by the Board is uploaded on the Company's website www.gtlinfra.com. The particulars as required under the Companies Act, 2013 are furnished in **Annexure B** *(Form No. AOC – 2)* to this Report.

22. SUBSIDIARIES, JOINT VENTURES AND ASSOCIATE COMPANIES

The Company does not have Subsidiary or Joint Venture Company. The Company has investment in Associate Company, CNIL through Tower Trust, (of which sole beneficiary is the Company). Both, the Company and CNIL have been admitted into CDR. The CDR package provides for various financial restraints on the Associate Company, CNIL for transferring funds to the Company. The professional opinion sought by the Company from the eminent chartered accountancy firm states that such restraints faced by CNIL as outlined in the CDR package constitute severe long term restrictions and significantly impairs its ability to transfer any funds to the Company as envisaged by AS – 23 para 7(b) and accordingly, there being only one Associate Company, the Company is not required to prepare the consolidated financial statements of the Company and its Associates, CNIL. In view of the above said opinion, the Company has not prepared Consolidated Financial Statement as stipulated under Section 129(3) of the Companies Act, 2013.

Pursuant to provisions of Section 129(3) of the Companies Act, 2013 a statement containing salient features of the Financial Statements of the Company's Associate, CNIL are furnished in **Annexure C** *(Form No. AOC–1)* to this Report.

23. CORPORATE SOCIAL RESPONSIBILITY

The brief outline of the Corporate Social Responsibility (CSR) Policy of the Company and other details are furnished in **Annexure D** of this Report in the format prescribed in the Companies (Corporate Social Responsibility Policy) Rules, 2014. For CSR initiatives undertaken by Global Foundation, please refer to MD&A Report under the caption "Corporate Social Responsibility". The CSR Policy is available on the Company's website www.gtlinfra.com.

24. EXTRACT OF ANNUAL RETURN AS ON MARCH 31, 2016

An extract of Annual Return as on March 31, 2016 is annexed as **Annexure E** *(Form No. MGT – 9)* to this Report.

25. CORPORATE GOVERNANCE AND VIGIL MECHANISM

The Company has complied with Clause 49 of the erstwhile Listing Agreement with the Stock Exchanges (till November 30, 2015) and continuous to comply with the Regulations 17 to 27 and clauses (b) to (i) of sub–regulation (2) of the Regulation 46 of the Listing Regulations. A separate Report on Corporate Governance along with the Certificate of the Joint Auditors, M/s. Chaturvedi & Shah, Chartered Accountants, Mumbai and M/s. Yeolekar & Associates, Chartered Accountants, Mumbai confirming compliance of conditions of Corporate Governance as required under Regulation 34(3) of Listing Regulations forms part of this Report.

The Company has formulated and published a Whistle Blower Policy, details of which are furnished in the Corporate Governance section, thereby establishing a vigil mechanism for directors and employees for reporting genuine concerns, if any.

26. MANAGEMENT DISCUSSION AND ANALYSIS

The Management Discussion and Analysis Report for the year under review, as stipulated under Regulation 34 read with Schedule V of the Listing Regulations is presented in a separate section forming part of the Annual Report.

27. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

a. Conservation of Energy:

The Company has continued its enhanced focus on reduction of diesel consumption at telecom tower sites through several initiatives of energy efficiency and fuel savings. Further, trials of various green energy solutions are carried out through pilot deployment of Solar Photovoltaic panels, Deep discharge, Quick recharge and Lithium Ion batteries which have technological superiority and/or lesser carbon footprint. Through deployment of additional battery banks at sites and site electrification works for non–grid diesel generator operated sites, the Company has about 1,650 tower sites which are identified as Green Sites (each of which consumes diesel less than 35 litre per month).

The various initiatives for conservation of energy in respect of telecom towers taken by the Company are enumerated below:

i) the steps taken or impact on conservation of energy:

a. Installation of Free Cooling / Emergency Free Cooling systems to utilize cool ambient temperatures for saving electrical energy consumption of air–conditioning systems

b. Installation of High Efficiency Rectifiers with wide input voltage range SMPS with minimum deration at lower input voltages

c. Upgradation of DC power plants with compatible high efficiency rectifiers

d. Deployment of additional battery banks for increasing backup power and thereby minimizing diesel consumption at sites

e. Fuel optimizer feature of DG controller for optimum utilization of battery backup and air–conditioning system

f. Implemented Stage–wise capacity enhancement with upgradeability as and when site load increased

g. Aircon efficiency improvement solutions for better heat transfer of refrigerant

h. Deployment of Integrated Power Management Units for AC power line conditioning and AC to DC conversion

i. Remote monitoring of site health parameters through NOC (Network Operations Centre)

j. Facilitating telecom operator tenants to swap their Indoor BTS with Outdoor BTS

ii) the steps taken by the Company for utilizing alternate source of energy:

a. Deployment of Deep discharge and Lithium Ion batteries for faster charging / better utilization of backup power and thereby reducing diesel consumption

b. Deployment of DC type Diesel Generator of smaller capacity at pilot sites

iii) the capital investment on energy conservation equipment: Not Applicable

b. Technology Absorption:

1. Efforts made towards technology absorption	:	The Company has not absorbed, adopted and innovated any new technology. Hence, the details relating to technology absorption are not furnished.
2. The benefits derived like product improvement, cost reduction, product development or import substitution	:	
3. In case of imported technology (imported during last 3 years reckoned from the beginning of the financial year) following information may be furnished. a. the details of technology imported b. the year of import c. whether the technology been fully absorbed? d. if not fully absorbed, the areas where absorption has not taken place, reasons thereof	:	
4. the expenditure incurred on Research and Development	:	No significant expenditures were incurred during the year.

c. Foreign Exchange Earnings and Outgo:

There were no actual inflow of Foreign Exchange during the financial year and the particulars regarding actual outflow of Foreign Exchange furnished in Note No. 39 of Notes to the Financial Statements.

28. PARTICULARS OF EMPLOYEES

The statement containing particulars of employees as required under Section 197(12) of the Act read Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is provided in a separate annexure forming part of this Report. Further, the Report and the Financial Statements are being sent to the Members excluding the aforesaid annexure. In terms of Section 136 of the Act, the said annexure is open for inspection at the Registered Office of the Company. Any Member interested in obtaining a copy of the same may write to the Company Secretary. None of the employees listed in the said annexure are related to any Director of the Company.

29. GENERAL

Notes forming parts of the Financial Statements are self – explanatory.

30. ACKNOWLEDGEMENT

Your Directors wish to place on record their appreciation and acknowledge with gratitude the support and cooperation extended by the customers, employees, vendors, bankers, financial institutions, investors, media and both the Central and State Governments and their Agencies and look forward to their continued support.

For and on behalf of the Board of Directors

Mumbai
April 26, 2016

Manoj G. Tirodkar
Chairman

ANNEXURE A TO DIRECTORS' REPORT

Form No. MR–3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31st MARCH, 2016

[Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]

To,
The Members,
GTL Infrastructure Limited. (CIN: L74210MH2004PLC144367)
3rd Floor, 'Global Vision', Electronic Sadan No. II, MIDC,
TTC Industrial Area, Mahape,
Navi Mumbai – 400 710

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by GTL Infrastructure Limited (hereinafter called "the Company"). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/ statutory compliances and expressing my opinion thereon.

Based on my verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on 31st March, 2016 complied with the statutory provisions listed hereunder and also that the Company has proper Board–processes and compliance–mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March, 2016 according to the provisions of:

(i) The Companies Act, 2013 (the Act) and the rules made thereunder;

(ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;

(iii) The Depositories Act, 1996 and the Regulations and Bye–laws framed thereunder to the extent of Regulation 55A;

(iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;

(v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):–

  (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

  (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;

  (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;

  (d) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;

  (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;

(vi) As confirmed & Certified by the Management, there are no Sectoral laws specifically applicable to the Company based on the Sectors/ Businesses.

I have also examined compliance with the applicable clauses of the following:

(i) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;

(ii) The Listing Agreements entered into by the Company with BSE Limited (BSE) & National Stock Exchange of India Limited (NSE);

(iii) Secretarial Standards issued by the Institute of Company Secretaries of India, being effective from 1st July, 2015

During the period under review, the Company has complied with the relevant provisions of the regulations/agreements/ Standards as may be applicable, mentioned above.

I further report that,

The Board of the Company is duly constituted with proper balance of Executive Directors, Non–Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act. Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Majority decision is carried through while the dissenting members' views, if any, are captured and recorded as part of the minutes.

I further report that there are adequate systems and processes in the company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

I further report that during the audit period, the Company has passed Special resolution in the Annual General meeting held on September 23, 2015 authorizing Board of Directors to enter into contract pursuant to the provisions of Clause 49(VII)(E) and other applicable clauses, if any, of the Listing Agreement for undertaking material Related Party Transactions with GTL Limited.

I further report that during the audit period, the Company has passed Special resolution in the Annual General meeting held on September 23, 2015 authorizing Board of Directors to enter into contract pursuant to the provisions of Clause 49(VII)(E) and other applicable clauses, if any, of the Listing Agreement for undertaking material Related Party Transactions with Chennai Network Infrastructure Limited.

Date : 26/04/2016 **Chetan Anant Joshi**
Place : Thane (ACS: 20829, CP: 7744)

This Report is to be read with my letter of even date which is annexed as 'Annexure I ' and forms an integral part of this report.

'Annexure I'

To,
The Members,

GTL Infrastructure Limited (CIN: L74210MH2004PLC144367)
3rd Floor, "Global Vision", Electronic Sadan No.II, MIDC,
TTC Industrial Area, Mahape, Navi Mumbai– 400710

My report of even date is to be read along with this letter

1. Maintenance of Secretarial record is the responsibility of the management of the Company. My responsibility is to express an opinion on these secretarial records based on my audit.
2. I have followed the audit practices and process as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in Secretarial records. I believe that the process and practices, I followed, provide a reasonable basis for my opinion.
3. I have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Where ever required, I have obtained the Management representation about the Compliance of laws, rules and regulations and happening of events etc.
5. The Compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. My examination was limited to the verification of procedure on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

Date : 26/04/2016 **Chetan Anant Joshi**
Place : Thane (ACS: 20829, CP: 7744)

ANNEXURE B TO DIRECTORS' REPORT

Form No. AOC–2

[Pursuant to clause (h) of sub–section (3) of Section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014]

Form for disclosure of particulars of contracts / arrangements entered into by the Company with related parties referred to in sub–section (1) of section 188 of the Companies Act, 2013 including certain arms length transactions under third proviso thereto

1. **Details of contracts or arrangements or transactions not at arm's length basis**

   Not Applicable

2. **Details of material contracts or arrangement or transactions at arm's length basis**

Name(s) of the related party	Nature of relationship	Nature of contracts / arrangements / transactions	Duration of the contracts / arrangements / transactions	Salient terms of the contracts or arrangements or transactions	Contract / arrangement / transaction value	Date(s) of approval by the Board, if any	Amount paid as advance, if any
GTL Limited	Party having significant influence over the Company	Energy Management Agreement	Ten Years	Provision of power (electricity) & fuel under Fixed Energy Management Services Contract.	₹ 297.97 Crore	May 6, 2015	Nil
Chennai Network Infrastructure Limited	Associate	Cost Sharing Agreement	Ongoing	Reimbursement of operations cost & other expenditures	₹ 83.46 Crore	Not Applicable	Nil

For and on behalf of the Board of Directors

Mumbai
April 26, 2016

Manoj G. Tirodkar
Chairman

ANNEXURE C TO DIRECTORS' REPORT

Form No. AOC–1

[Pursuant to first proviso to sub–section (3) of Section 129 of the Act read with rule 5 of Companies (Accounts) Rules, 2014]

Statement containing salient features of the financial statement of subsidiaries / associate companies / joint ventures

Part "A": Subsidiaries

(Information in respect of each subsidiary to be presented with amounts in ₹)

Sr. No.	Name of the Subsidiary	Reporting Period	Reporting Currency	Exchange Rate	Share Capital	Reserves & Surplus	Total Assets	Total Liabilities	Investments	Turnover / Total Income	Profit Before Taxation	Provision for Taxation	Profit after Taxation	Proposed / Interim Dividend	% of Shareholding
NOT APPLICABLE															

Notes: The following information shall be furnished at the end of the statement:

1. **Names of subsidiaries which are yet to commence operations**: Not Applicable
2. **Names of subsidiaries which have been liquidated or sold during the year**: Not Applicable

Part "B": Associates and Joint Ventures

Statement pursuant to Section 129 (3) of the Companies Act, 2013 related to Associate Companies and Joint Ventures

Sr. No.	Name of Associates / Joint Ventures	Latest audited Balance Sheet date	Shares of Associate / Joint Ventures held by the Company on the year end			Net worth Attributable to shareholding as per latest audited Balance Sheet (₹ in Crore)	Profit / (Loss) for the year		Description of how there is significant influence	Reason why the Associates is not Consolidated
			No.	Amount of Investment in Associates / Joint Venture (₹ in Crore)	Extent of Holding %		Considered in Consolidation (₹ in Crore)	Not Considered in Consolidation (₹ in Crore)		
1.	Chennai Network Infrastructure Limited (holding through Tower Trust)	March 31, 2016	1,815,722,400	1815.72	27.53	714.13	N.A.	N.A.	Note – A	Note – B

Note – A: There is significant influence due to percentage (%) of share capital

Note – B: The Company has not prepared consolidated Financial Statements for the reasons stated in Clause 22 of the Directors' Report.

1. **Names of associates or joint ventures which are yet to commence operations:** Not Applicable
2. **Names of associates or joint ventures which have been liquidated or sold during the year:** Not Applicable

For and on behalf of the Board of Directors

Milind K. Naik
Whole–time Director

Manoj G. Tirodkar
Chairman

Vijay M. Vij
Director

Laxmikant Y. Desai
Chief Financial Officer

Nitesh A. Mhatre
Company Secretary

Mumbai
April 26, 2016

ANNEXURE D TO DIRECTORS' REPORT

ANNUAL REPORT ON CORPORATE SOCIAL RESPONSIBILITY (CSR) ACTIVITIES FOR FINANCIAL YEAR 2015–16
[Pursuant to the Companies (Corporate Social Responsibility Policy) Rules, 2014]

1. **A brief outline of the Company's CSR policy, including overview of projects or programs proposed to be undertaken and a reference to the web–link to the CSR policy and projects or programs:**

   The Company acknowledges debts towards the society in which it operates and in order to discharge its responsibility, it will undertake, when permissible, various projects through 'Global Foundation' a Public Charitable Trust for the betterment of the society and in particular in the areas such as education, health, community service, medical assistance and rural education particularly in IT through 'Mobile Computer Lab' etc. The Company's CSR Policy has been uploaded on the Company's Website at following link

   http://www.gtlinfra.com/pdf/GIL_CSR%20POLICY_2014.pdf

2. **The Composition of the CSR Committee:**

   The Company has constituted a Corporate Social Responsibility Committee of Directors comprising of Mr. Manoj G. Tirodkar, Chairman of the Committee, Mr. Vijay M. Vij, Mr. Milind K. Naik and Mrs. Sonali P. Choudhary (w.e.f. May 7, 2015).

3. **Average net profit / (loss) of the Company for last three financial years:** (₹ 584.20 Crore)

4. **Prescribed CSR Expenditure (two percent of the amount as in item 3 above):**

   Not applicable in view of losses incurred by the Company.

5. **Details of CSR spent during the financial year:**

   a. **Total amount to be spent for the financial year:** Not Applicable

   b. **Amount unspent, if any:** Not Applicable

   c. **Manner in which the amount spent during the financial year:** Not Applicable

6. **In case the Company has failed to spend the two per cent of the average net profit of the last three financial years or any part thereof, the Company shall provide the reasons for not spending the amount in its Board report:** Not Applicable

7. **A responsibility statement of the CSR Committee that the implementation and monitoring of CSR Policy, is in compliance with CSR objectives and Policy of the Company:**

   We hereby declare that implementation and monitoring of CSR Policy is in compliance with CSR objectives and Policy of the Company.

Milind K. Naik
Whole–time Director

Manoj G. Tirodkar
Chairman –
Corporate Social Responsibility Committee

Mumbai
April 26, 2016

ANNEXURE E TO DIRECTORS' REPORT

FORM NO. MGT – 9

EXTRACT OF ANNUAL RETURN
as on financial year ended on March 31, 2016
[Pursuant to Section 92(3) of the Companies Act, 2013 and Rule 12(1) of the Companies (Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS:

i)	**CIN**	L74210MH2004PLC144367
ii)	**Registration Date**	February 4, 2004
iii)	**Name of the Company**	GTL Infrastructure Limited
iv)	**Category / Sub–Category of the Company**	Company Limited by Shares / Indian Non–Government Company
v)	**Address of the Registered office and contact details**	"Global Vision", 3rd Floor, Electronic Sadan No. II, M.I.D.C., T.T.C. Industrial Area, Mahape, Navi Mumbai – 400 710 Telephone No: +91–22–27673500 Fax: +91–22–27673666 Email: gilshares@gtlinfra.com Website: www.gtlinfra.com
vi)	**Whether listed company**	Yes
vii)	**Name, Address and Contact details of Registrar and Transfer Agent, if any**	GTL Limited (Investor Service Centre) "Global Vision", Electronic Sadan No. II, M.I.D.C., T.T.C. Industrial Area, Mahape, Navi Mumbai – 400 710 Telephone No: +91–22–27612929 ext. 2232–35 Fax: +91–22–27680171 Email: gilshares@gtlinfra.com Website: www.gtllimited.com

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY:

All the business activities contributing 10 % or more of the total turnover of the company are:–

Sr. No.	Name and Description of main products / services	NIC Code of the Product/ service	% to total turnover of the company
1	Providing Telecom Towers on shared basis to multiple telecom operators	619	100.00

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES –

Sr. No.	Name and Address of the company	CIN/GLN	Holding/ Subsidiary/ Associate	% of shares held	Applicable section
1	Chennai Network Infrastructure Limited Door No. 34/1 DL, New No. 403/L, Samson Towers, 7th Floor, Pantheon Road, Egmore, Chennai – 600 008, Tamil Nadu, India	U64203TN2009PLC073803	Associate	27.53	2(6)

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

i) Category–wise Share Holding

Category of Shareholders		No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
		April 1, 2015				March 31, 2016				
		Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A	**Promoter**									
(1)	**Indian**									
(a)	Individual / HUF									
(b)	Central Govt									
(c)	State Govt(s)									
(d)	Bodies Corp.	628,826,075	–	628,826,075	27.04	628,826,075	–	628,826,075	26.91	–0.13
(e)	Banks / FI									
(f)	Any Other (Specify)									
	Sub–Total (A)(1)	**628,826,075**	**–**	**628,826,075**	**27.04**	**628,826,075**	**–**	**628,826,075**	**26.91**	**–0.13**
(2)	**Foreign**									
(a)	NRIs – Individuals									
(b)	Other – Individuals									
(c)	Bodies Corp.									
(d)	Banks / FI									
(e)	Any Other (Specify)									
	Sub–Total (A)(2)									
A	**Total Shareholding of Promoter (A) = (A)(1) + (A)(2)**	628,826,075	–	628,826,075	27.04	628,826,075	–	628,826,075	26.91	–0.13
B	**Public Shareholding**									
(1)	**Institutions**									
(a)	Mutual Funds	25,794	64	25,858	0.00	24942	64	25,006	0.00	–0.00
(b)	Banks / FI	857,313,456	500	857,313,956	36.87	857,313,456	500	857,313,956	36.69	–0.18
(c)	Central Govt									
(d)	State Govt(s)									
(e)	Venture Capital Funds									
(f)	Insurance Companies	30,094,886	–	30,094,886	1.29	30,094,886	–	30,094,886	1.29	–0.01
(g)	FIIs	201,749,303	–	201,749,303	8.68	16,571,504	–	16,571,504	0.71	–7.97

Category of Shareholders		No. of Shares held at the beginning of the year April 1, 2015				No. of Shares held at the end of the year March 31, 2016				% Change during the year
		Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
(h)	Foreign Venture Capital Funds									
(i)	Any Other (Specify)									
	i) Bank–Foreign	7,785,295	–	7,785,295	0.33	5,285,295	–	5,285,295	0.23	–0.11
	Sub–Total (B)(1)	1,096,968,734	564	1,096,969,298	47.18	909,290,083	564	909,290,647	38.92	–8.26
(2)	**Non–Institutions**									
(a)	Bodies Corp.									
	i) Indian	65,631,594	9,867	65,641,461	2.82	60,258,228	9,867	60,268,095	2.58	–0.24
	ii) Overseas									
(b)	Individuals									
	i) Individual shareholders holding nominal share capital upto to ₹ 1 lakh	132,428,157	414,450	132,842,607	5.71	137,883,849	409,809	138,293,658	5.92	0.21
	ii) Individual shareholders holding nominal share capital in excess of ₹ 1 lakh	186,712,034	20,000	186,732,034	8.03	224,836,353	20,000	224,856,353	9.62	1.59
(c)	Any Other (Specify)									
	i) Corp. Body OCBs	197,416	100	197,516	0.01	197,416	100	197,516	0.01	– 0.00
	ii) Other Foreign Bodies	118,601,960	100	118,602,060	5.10	100,119,988	100	100,120,088	4.29	–0.82
	iii) NRIs	9,335,921	210	9,336,131	0.40	8,664,772	210	8,664,982	0.37	–0.03
	iv) Trusts									
	v) Foreign National									
	vi) RFPI–Corporate	86,000,598	–	86,000,598	3.70	265,871,379	–	265,871,379	11.38	7.68
	Sub–Total (B)(2)	598,907,680	444,727	599,352,407	25.78	797,831,985	440,086	798,272,071	34.17	8.39
B	**Total Public Shareholding (B) = (B)(1) + (B)(2)**	**1,695,876,414**	**445,291**	**1,696,321,705**	**72.96**	**1,707,122,068**	**440,650**	**1,707,562,718**	**73.09**	**0**
	TOTAL (A) + (B)	**2,324,702,489**	**445,291**	**2,325,147,780**	**100.00**	**2,335,948,143**	**440,650**	**2,336,388,793**	**100.00**	**–**
C	**Shares held by Custodians for GDRs & ADRs**	**NA**	**NA**	**NA**	**NA**	**NA**	**NA**	**NA**	**NA**	**NA**
	GRAND TOTAL (A) + (B) + (C)	**2,324,702,489**	**445,291**	**2,325,147,780**	**100.00**	**2,335,948,143**	**440,650**	**2,336,388,793**	**100.00**	**–**

(ii) Shareholding of Promoters

Sr. No.	Shareholder's Name	Shareholding at the beginning of the year 1–Apr–15			Share holding at the end of the year 31–Mar–16			% change in share holding during the year *
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1	GTL Limited	345,763,466	14.87	100.00	345,763,466	14.80	100.00	–0.07
2	Global Holding Corporation Private Limited	283,062,609	12.17	0.00	283,062,609	12.12	0.00	–0.06
	TOTAL (A) + (B)	628,826,075	27.04	54.99	628,826,075	26.91	54.99	–0.13

* *The % change is on account of increase in paid–up share capital and not on account of sale of shares by the promoters.*

(iii) Change in Promoters' Shareholding (please specify, if there is no change)

Sr. No.	Particulars	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	% of total Shares of the company	No. of Shares	% of total Shares of the company
1.	At the beginning of the year	628,826,075	27.04	628,826,075	27.04
2.	Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	No change during the year			
3.	At the End of the year	NA	NA	628,826,075	26.91

(iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):

Sr. No.	For each of Top 10 shareholders*	Shareholding at the beginning of the year – April 1, 2015		Cumulative Shareholding at end of the year – March 31, 2016	
		No. of Shares	% of total Shares of the company	No. of Shares	% of total Shares of the company
1	ELM Park Fund Limited	179,971,057	7.74	179,971,057	7.70
2	Indian Overseas Bank	161,976,510	6.97	161,976,510	6.93
3	Union Bank of India	121,034,706	5.21	121,034,706	5.18
4	Bank of Baroda	89,807,214	3.86	89,807,214	3.84
5	Hypnos Fund Limited	85,900,322	3.69	85,900,322	3.68
6	Bank of India	78,160,268	3.36	78,160,268	3.35
7	Central Bank of India	61,250,806	2.63	61,250,806	2.62
8	Andhra Bank	56,935,410	2.45	56,935,410	2.44
9	State Bank of India	56,021,579	2.41	56,021,579	2.40
10	Goldman Sachs Investments (Mauritius) I Ltd – FCCB	55,241,347	2.38	50,707,598	2.17

* *The shares of the Company are traded on a daily basis and hence the date wise increase / decrease in shareholding is not indicated. Shareholding is consolidated based on permanent account number (PAN) of the shareholder.*

(v) **Shareholding of Directors and Key Managerial Personnel:**

Sr. No.	Name of the Shareholder	Date	Reason	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
				No. of Shares	% of total Shares of the company	No. of Shares	% of total Shares of the company
Directors							
1	Mr. Manoj G. Tirodkar	1–Apr–2015	At the beginning of the year	5,897,783	0.25	5,897,783	0.25
		31–Mar–2016	At the end of the year			5,897,783	0.25
2	Mr. N. Balasubramanian	1–Apr–2015	At the beginning of the year	500,000	0.02	500,000	0.02
		31–Mar–2016	At the end of the year			500,000	0.02
3	Mr. Vinod B. Agarwala	1–Apr–2015	At the beginning of the year	459,000	0.02	459,000	0.02
		31–Mar–2016	At the end of the year			459,000	0.02
4	Dr. Anand P. Patkar	1–Apr–2015	At the beginning of the year	100,000	0.00	100,000	0.00
		31–Mar–2016	At the end of the year			100,000	0.00
5	Mr. Charudatta K. Naik	1–Apr–2015	At the beginning of the year	1,325,900	0.06	1,325,900	0.06
		31–Mar–2016	At the end of the year			1,325,900	0.06
6	Mr. Milind K. Naik	1–Apr–2015	At the beginning of the year	19,000	0.00	19,000	0.00
		31–Mar–2016	At the end of the year			19,000	0.00
7	Mr. Vijay M. Vij	1–Apr–2015	At the beginning of the year	63,500	0.00	63,500	0.00
		31–Mar–2016	At the end of the year			63,500	0.00
8	Mrs. Sonali P. Choudhary	1–Apr–2015	At the beginning of the year	67,500	0.00	67,500	0.00
		31–Mar–2016	At the end of the year			67,500	0.00
Key Managerial Personnel							
1	Mr. Laxmikant Y. Desai	1–Apr–2015	At the beginning of the year	26,976	0.00	26,976	0.00
		31–Mar–2016	At the end of the year			26,976	0.00
2	Mr. Nitesh A. Mhatre	1–Apr–2015	At the beginning of the year	0	0.00	0	0.00
		31–Mar–2016	At the end of the year			0	0.00

V. INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment

₹ in Crore

	Secured Loans (excluding deposits)	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i. Principal Amount	3,475.52	1,479.09	–	4,954.61
ii. Interest due but not paid	3.18	–	–	3.18
iii. Interest accrued but not due	221.32	–	–	221.32
Total (i+ii+iii)	**3,700.02**	**1,479.09**	**–**	**5,179.11**
Change in Indebtedness during the financial year				
Addition	101.15*	70.34**	–	171.49
Reduction	99.47#	11.50##	–	110.97
Net Change	**1.68**	**58.84**	**–**	**60.52**
Indebtedness at the end of the financial year				
i. Principal Amount	3,383.73	1,537.93	–	4,921.66
ii. Interest due but not paid	98.05	–	–	98.05
iii. Interest accrued but not due	219.92	–	–	219.92
Total (i+ii+iii)	**3,701.70**	**1,537.93**	**–**	**5,239.63**

* *Includes Foreign Exchange Difference (Net) & Difference in Interest due but not paid.*

** *Represents Foreign Exchange Difference (Net)*

Represents repayments

Represents conversion in Equity

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Whole–time Directors and/or Manager:

Sr. No.	Particulars of Remuneration	Name of MD/WTD/ Manager	Total Amount (₹)
		Milind K. Naik, WTD (Amount in ₹)	
1.	Gross salary		
	(a) Salary as per provisions contained in section 17(1) of the Income–tax Act, 1961	4,729,488	4,729,488
	(b) Value of perquisites u/s 17(2) of the Income–tax Act, 1961	Nil	Nil
	(c) Profits in lieu of salary under section 17(3) of the Income–tax Act, 1961		
2.	Stock Option	Nil	Nil
3.	Sweat Equity	Nil	Nil
4.	Commission		
	– as % of profit	Nil	Nil
	– others, specify.	Nil	Nil
5.	Others (PF contribution)	241,128	241,128
	Total (A)	**4,970,616**	**4,970,616**
	Ceiling as per the Act	#	#

The payment of managerial remuneration to Mr. Naik is subject to the Central Government approval, which is still awaited.

B. Remuneration to other directors:

Sr. No.	Particulars of Remuneration	Name of Directors				Total Amount (₹)
1.	**Independent Directors**	**N. Balasubramanian**	**Anand P. Patkar**	**Vinod B. Agarwala**	**Vijay M. Vij**	
	– Fees for attending board and committee meetings	435,000	365,000	465,000	760,000	2,025,000
	– Commission	Nil	Nil	Nil	Nil	Nil
	– Others, please specify	Nil	Nil	Nil	Nil	Nil
	Total (1)	**435,000**	**365,000**	**465,000**	**760,000**	**2,025,000**
2.	**Other Non–Executive Directors**	**Charudatta K. Naik**	**Manoj G. Tirodkar**	**Sonali P. Choudhary**		
	– Fees for attending board and committee meetings	585,000	620,000	435,000		1,640,000
	– Commission	Nil	Nil	Nil		Nil
	– Others, please specify	Nil	Nil	Nil		Nil
	Total (2)	**585,000**	**620,000**	**435,000**		**1,640,000**
	Total (B)=(1+2)					**3,665,000**
	Total Managerial Remuneration*					4,970,616
	Overall Ceiling as per the Act					#

* *In terms of provisions of Section 197(2) of the Companies Act, 2013, sitting fees paid to Non–Executive Directors are not considered in computation.*

\# *Since the Company has incurred losses; the overall ceiling is as per limits stipulated in Schedule V / Section 197 of the Companies Act, 2013 and / or subject to the Central Government approval, wherever applicable.*

C. Remuneration To Key Managerial Personnel Other Than MD / Manager / WTD

Sr. No.	Particulars of Remuneration	Key Managerial Personnel (Amount in ₹)			
		CEO	**CFO**	**Company Secretary**	**Total**
1.	Gross salary	Not Applicable			
	(a) Salary as per provisions contained in section 17(1) of the Income–tax Act, 1961		12,084,575	4,865,008	16,949,583
	(b) Value of perquisites u/s 17(2) of the Income–tax Act, 1961		Nil	Nil	Nil
	(c) Profits in lieu of salary under section 17(3) Income–tax Act, 1961		Nil	Nil	Nil
2.	Stock Option		Nil	Nil	Nil
3.	Sweat Equity		Nil	Nil	Nil
4.	Commission				
	– as % of profit		Nil	Nil	Nil
	– others, specify.		Nil	Nil	Nil
5.	Others (PF contribution)		343,680	179,904	523,584
	Total		**12,428,255**	**5,044,912**	**17,473,167**

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

There were no penalties, punishments or compounding of offences under the Companies Act, 2013 during the year ended March 31, 2016.

REPORT ON CORPORATE GOVERNANCE

In accordance with Part C of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations") and Clause 49 of the erstwhile Listing Agreement entered into with the BSE Limited (BSE) and the National Stock Exchange of India Limited (NSE), the report on compliance of Corporate Governance at GTL Infrastructure Limited ("the Company") is given as under:

1) COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE

The Company's Philosophy on Corporate Governance as adopted by its Board of Directors is to:

- Ensure that the quantity, quality and frequency of financial and managerial information, which the management shares with the Board, fully place the Board Members in control of the Company's affairs.
- Ensure that the Board exercises its fiduciary responsibilities towards shareowners and creditors, thereby ensuring high accountability.
- Ensure that the extent to which the information is disclosed to present and potential investors is maximized.
- Ensure that the decision–making is transparent and documentary evidence is traceable through the minutes of the meetings of the Board / Committees thereof.
- Ensure that the Board, the Management, the Employees and all concerned are fully committed to maximizing long–term value to the shareowners and the Company.
- Ensure that the core values of the Company are protected.
- Ensure that the Company positions itself from time to time to be at par with any other world–class companies in operating practices.

2) BOARD OF DIRECTORS

i) **Size and composition of the Board:**

The current policy is to have an appropriate mix of Executive and Independent Directors to maintain the independence of the Board and separate its functions of governance and management. As on March 31, 2016, the Company has 8 Directors with a Non–Executive Chairman and a Non–Executive Vice Chairman. Of the 8 Directors, 7 (i.e. 87.50%) are Non–Executive Directors and 4 (i.e. 50.00%) are Independent Directors. The composition of the Board is in conformity with Regulation 17(1) of the Listing Regulations and Section 149 of the Companies Act, 2013.

ii) All the Directors have informed the Company periodically about their directorship and membership on the Board Committees of other public limited companies. As per disclosure received from Director(s), none of the Directors on the Board hold membership in more than ten (10) committees or chairmanship in more than five (5) committees across all the public limited companies in which he / she is a Director.

The composition of the Board, category of directorship, the number of meetings held and attended during the year, the directorships / committee positions in other public limited companies as on March 31, 2016 are as follows:

Name of Director	Category*	Attendance at the Board Meetings		Attendance at the last AGM	Other Companies			
					Board Directorship**	Board Chairmanship**	Committee positions***	
		Held	Attendance				Chairman	Member
Mr. Manoj G. Tirodkar @ (Chairman) DIN 00298407	NID / NED	4	4	Yes	2	2	0	1
Mr. N. Balasubramanian (Vice–Chairman) DIN 00288918	ID	4	3	Yes	0	0	0	0
Mr. Milind K. Naik (Whole–time Director) DIN 00276884	NID / ED	4	4	Yes	1	0	0	1
Dr. Anand P. Patkar DIN 00634761	ID	4	4	Yes	0	0	0	0

Name of Director	Category*	Attendance at the Board Meetings		Attendance at the last AGM	Other Companies			
					Board Directorship**	Board Chairmanship**	Committee positions***	
		Held	Attendance				Chairman	Member
Mr. Charudatta K. Naik DIN 00225472	NID/NED	4	3	Yes	0	0	0	0
Mr. Vinod B. Agarwala DIN 01725158	ID	4	3	Yes	2	0	1	2
Mr. Vijay M. Vij DIN 02245470	ID	4	4	Yes	2	0	1	2
Mrs. Sonali P. Choudhary # DIN 07139326	NID/NED	4	3	Yes	0	0	0	0

* *ED – Executive Director, NID – Non–Independent Director, ID – Independent Director, NED – Non–Executive Director*

** *In Indian Public Limited Companies*

*** *In Audit committee and Stakeholders' Relationship Committee in Indian public limited companies (listed and unlisted).*

@ *Mr. Manoj G. Tirodkar is interested director in Promoter Group Company. All other Directors are Non–Promoter Directors. There are no inter–se relationships between our Board members.*

\# *Mrs. Sonali P. Choudhary is the Women Director on the Board.*

iii) Independent Directors are non–executive directors as defined under Regulation 16(1)(b) of the Listing Regulations. The maximum tenure of the Independent Directors is in compliance with the Companies Act, 2013. All the Independent Directors have confirmed that they meet the criteria as mentioned under Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of the Listing Regulations. The details of familiarization programmes imparted to independent directors are available on website of the Company at http://gtlinfra.com/pdf/Familiarisation%20programmes%20for%20Independent%20Directors.pdf

During the year under review, a separate meeting of the Independent Directors was held on March 29, 2016 *inter–alia* to discuss:

- Evaluation of the performance of Non–Independent Directors and the Board of Directors as a whole;
- Evaluation of the performance of the Chairman of the Company, taking into view of the Executive and Non–Executive Directors;
- Evaluation of the quality, content and timeliness of flow of information between the Management and the Board that is necessary for the Board to effectively and reasonably perform its duties.

All the Independent Directors were present for this meeting.

iv) **Number of Board Meetings held and the dates on which held:** The Board of Directors met four (4) times during the year under review. The maximum time gap between any two consecutive meetings did not exceed one hundred and twenty days. The details of the Board Meetings are as under:

Date of Board Meeting	Board Strength	No. of Directors Present
May 6, 2015	08	07
August 12, 2015	08	06
November 5, 2015	08	08
February 4, 2016	08	07

v) **Details of equity shares of the Company held by the Directors as on March 31, 2016 are as under:**

Name of Director	Number of Shares
Mr. Manoj G. Tirodkar	5,897,783
Mr. N. Balasubramanian	500,000
Mr. Milind K. Naik	19,000
Dr. Anand P. Patkar	100,000
Mr. Charudatta K. Naik	1,325,900
Mr. Vinod B. Agarwala	459,000
Mr. Vijay M. Vij	63,500
Mrs. Sonali P. Choudhary	67,500

3) BOARD COMMITTEES

A. Audit Committee:

i) **Composition:** The Audit Committee of the Board comprises of three Independent Directors namely Mr. N. Balasubramanian, Mr. Vinod B. Agarwala and Mr. Vijay M. Vij and one Non–Independent / Non–Executive Director, Mr. Charudatta K. Naik. All the Members of the Audit Committee possess financial / accounting expertise/ exposure. The composition of the Audit Committee meets the requirements of Section 177 of the Companies Act, 2013, Regulation 18 of the Listing Regulations. Mr. N. Balasubramanian is the Chairman of the Committee.

The Company Secretary acts as the secretary to the Audit Committee.

ii) **Terms of Reference:** The terms of reference of the Audit Committee are as under:

- Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible.
- Recommendation for appointment, remuneration and terms of appointment of auditors of the Company
- Approval of payment to statutory auditors for any other services rendered by the statutory auditors;
- Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the Board for approval, with particular reference to:
  - ➢ Matters required to be included in the Director's Responsibility Statement to be included in the Board's Report in terms of clause (c) of sub – section 3 of section 134 of the Act.
  - ➢ Changes, if any, in accounting policies and practices and reasons for the same.
  - ➢ Major accounting entries involving estimates based on the exercise of judgment by management.
  - ➢ Significant adjustments made in the financial statements arising out of audit findings.
  - ➢ Compliance with listing and other legal requirements relating to financial statements.
  - ➢ Disclosure of any related party transactions.
  - ➢ Modified Opinion(s) in the draft audit report.
- Reviewing, with the management, the quarterly financial statements before submission to the Board for approval.
- Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the board to take up steps in this matter;

- Reviewing and monitoring the auditor's independence and performance, and effectiveness of audit process;
- Approval or any subsequent modification of transactions of the Company with related parties;
- Scrutiny of inter–corporate loans and investments;
- Valuation of undertakings or assets of the Company, wherever it is necessary;
- Evaluation of internal financial controls and risk management systems;
- Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
- Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
- Discussion with internal auditors of any significant findings and follow up there on;
- Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board;
- Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post–audit discussion to ascertain any area of concern;
- To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non–payment of declared dividends) and creditors;
- To review the functioning of the whistle blower mechanism;
- Approval of appointment of Chief Financial Officer after assessing the qualifications, experience and background, etc. of the candidate;
- Carrying out any other function as is mentioned in the terms of reference of the audit committee.
- To review the following information:
    - ➢ the management discussion and analysis of financial condition and results of operations;
    - ➢ Statement of significant related party transactions (as defined by the audit committee), submitted by management;
    - ➢ Management letters / letters of internal control weaknesses issued by the Statutory Auditors;
    - ➢ Internal audit reports relating to internal control weaknesses; and
    - ➢ The appointment, removal and terms of remuneration of Chief Internal Auditor.
    - ➢ Statement of deviations:
        a. Quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of Regulation 32(1).
        b. Annual statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice in terms of Regulation 32(7).

iii) The Audit Committee invites such of the executives, as it considers appropriate (particularly the head of finance function), representatives of the Statutory Auditors and representatives of the Internal Auditors to be present at its meetings.

iv) The previous Annual General Meeting of the Company was held on September 23, 2015 and was attended by Mr. N. Balasubramanian, Chairman of the Audit Committee.

v) **Number of Audit Committee Meetings held and the dates on which held:** The Audit Committee met four (4) times during the year under review on May 6, 2015, August 12, 2015, November 5, 2015 and February 4, 2016. The necessary quorum was present for all the meetings. The details of attendance of each Member at the Audit Committee meetings held during the year are as under:

Name	Category*	Number of meetings during the Financial Year 2015–2016	
		Held	Attended
Mr. N. Balasubramanian (Chairman)	ID / NED	4	3
Mr. Vinod B. Agarwala	ID / NED	4	3
Mr. Vijay M. Vij	ID / NED	4	4
Mr. Charudatta K. Naik	NID / NED	4	3

* *NID – Non–Independent Director, ID – Independent Director, NED – Non–Executive Director*

B. Nomination & Remuneration Committee:

i) **Composition:** The Nomination & Remuneration Committee of the Board comprises of two Independent Directors namely Mr. Vijay M. Vij and Mr. N. Balasubramanian and one Non–Independent / Non–Executive Director, Mr. Charudatta K. Naik. Mr. Vijay M. Vij is the Chairman of the Committee.

The Company Secretary acts as the secretary to the Nomination & Remuneration Committee.

ii) **Terms of Reference:** The terms of reference of the Nomination & Remuneration Committee are as under:

- Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board of Directors a policy relating to, the remuneration of the directors, key managerial personnel and other employees;
- Formulation of criteria for evaluation of performance of independent directors and the Board of Directors;
- Devising a policy on diversity of Board of Directors;
- Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board of Directors their appointment and removal;
- Whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors;
- Administer and supervise Employees Stock Option Schemes including allotment of shares arising out of conversion of Employees Stock Option Scheme(s) or under any other employee compensation scheme;
- Formulate suitable policies and systems for implementation, take appropriate decisions and monitor implementation of the following Regulations:

  a. SEBI (Prohibition of Insider Trading) Regulations, 2015 and

  b. SEBI (Prohibition of Fraudulent and Unfair Trade Practices relating to the Securities Market) Regulations, 2003.
- Perform such other functions consistent with applicable regulatory requirements.

iii) **Number of Nomination & Remuneration Committee Meetings held and the dates on which held:** The Nomination & Remuneration Committee met five (5) times during the year under review on May 6, 2015, August 19, 2015, November 5, 2015, February 4, 2016 and February 25, 2016. The necessary quorum was present for all the meetings. The details of attendance of each Member at the Nomination & Remuneration Committee meetings held during the year are as under:

Name	Category*	Number of meetings during the Financial Year 2015–2016	
		Held	Attended
Mr. Vijay M. Vij (Chairman)	ID / NED	5	5
Mr. N. Balasubramanian	ID / NED	5	2
Mr. Charudatta K. Naik	NID / NED	5	5

* *NID – Non–Independent Director, ID – Independent Director, NED – Non–Executive Director*

iv) **Performance evaluation criteria for Independent Directors:** The Nomination and Remuneration Committee laid down the evaluation criteria for performance evaluation of individual directors including Independent Directors. Following are the major criteria applied for performance evaluation:

- Attendance and Participation
- Pro–active and positive approach with regard to Board and Senior Management particularly the arrangements for management of risk and steps needed to meet challenges from the competition
- Maintaining confidentiality
- Acting in good faith and in the interest of the company as a whole
- Exercising duties with due diligence and reasonable care
- Openness to ideas, perspectives and opinions and ability to challenge old practices and throwing up new ideas for discussion
- Capacity to effectively examine financial and other information on operations of the company and the ability to make positive contribution thereon.

v) **Remuneration of Directors :**

(a) Pecuniary Relationship of Non–Executive Directors: The Company has no pecuniary relationship or transaction with its Non–Executive Directors other than payment of sitting fees for attending Board and Committee meetings.

(b) The Policy Dossier approved by the Board of Directors contains compensation policy for Directors, (including criteria for making payments to non– executive directors) which has been uploaded on the website of the Company at http://gtlinfra.com/pdf/GIL_Policy%20Dossier.pdf *inter–alia* provides for the following:

Executive Directors:

- Salary and commission not to exceed limits prescribed under the Companies Act, 2013 and / or as approved by the Central Government, as the case may be.
- Remunerate from time to time depending upon the performance of the Company, individual Director's performance and prevailing Industry norms.
- No sitting fees.
- No Employee Stock Option Scheme for Promoter Directors.

Non–Executive Directors:

- Eligible for commission based on time, efforts and output given by them.
- Sitting fees and commission not to exceed limits prescribed under the Companies Act, 2013.
- Eligible for Employee Stock Option Scheme (other than Promoter and Independent Directors).

(c) **Details of Remuneration paid to Directors:**

(i) **Executive Director:**

Details of remuneration of Executive Director for the financial year ended March 31, 2016 is as under:

Name of the Director and period of appointment	Salary (₹ Lakh)	Benefits Perquisites and Allowances (₹ Lakh)	Leave Encashment & Company's Contribution to PF & Gratuity (₹ Lakh)	Performance Linked Incentive (₹ Lakh)	Stock Options Held
Mr. Milind K. Naik#	20.09	27.20	2.41*	NIL	NIL

Mr. Milind K. Naik was re–appointed as Whole–time Director for further period of three (3) years w.e.f. from July 21, 2014, upon expiry of his term on July 20, 2014. The Company has submitted an application to the Central Government for payment of remuneration to him not exceeding ₹ 1.26 Crore p.a., as approved by the Members in the Annual General Meeting held on September 16, 2014. The approval is still awaited.

* *Amount mentioned in Leave Encashment & Company's Contribution to PF & Gratuity column is towards Company's contribution to Provident Fund only. Since the provision for leave encashment and gratuity has been made for the Company as whole, separate figure for him is not available.*

The agreement with Whole–time Director is for period of 3 years. Further, either party to the agreement is entitled to terminate the agreement by giving not less than three (3) months' notice in writing to the other party or payment of three (3) months' salary in lieu thereof. There is no separate provision of payment of severance fees.

(ii) **Non–Executive Directors:**

Name	Sitting Fees* (₹ Lakh)
Mr. Manoj G. Tirodkar	6.20
Mr. N Balasubramanian#	4.35
Dr. Anand P. Patkar#	3.65
Mr. Charudatta K. Naik	5.85
Mr. Vinod B. Agarwala#	4.65
Mr. Vijay M. Vij#	7.60
Mrs. Sonali P. Choudhary	4.35

* *Excluding Swachha Bharat Cess Tax*

Directors were appointed as Independent Directors from September 16, 2014 to September 15, 2019 and they are not liable to retire.

Note: Currently, the Company does not have any stock option plans/ schemes.

C. Stakeholders' Relationship Committee:

(i) **Composition:** The Stakeholders' Relationship Committee of the Board comprises two Independent Directors' namely Dr. Anand P. Patkar and Mr. Vinod B. Agarwala and two Non–Independent / Non–Executive Directors, Mr. Manoj G. Tirodkar and Mrs. Sonali P. Choudhary. Dr. Anand P. Patkar is the Chairman of the Committee.

The Company Secretary acts as the secretary to the Stakeholders' Relationship Committee.

(ii) **Terms of Reference:** The terms of reference of the Stakeholders' Relationship Committee are as under:

- Look into the redressal of Shareholders' and Investors' complaints / grievances like transfer of shares, non–receipt of Balance Sheet, non–receipt of declared dividends, etc.;
- Review the certificate of the Practicing Company Secretary regarding timely action on transfer, sub–division, consolidation, renewal, exchange or endorsement of calls / allotment monies.
- Oversee the performance of the Registrar and Share Transfer Agent and recommend measures for overall improvement in the quality of investor services.·
- Ascertain whether the Registrars & Share Transfer Agents (RTA) are sufficiently equipped with infrastructure facilities such as adequate manpower, computer hardware and software, office space, documents handling facility etc to serve the shareholders / investors;.
- Recommend to the Board, the appointment, reappointment, if required, the replacement or removal of the Registrar and Share Transfer Agent and the fixation of their fees.
- To carry out any other function as required by Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015, Companies Act and other Regulations.

iii) **Number of Stakeholders' Relationship Committee Meetings held and the dates on which held:** The Stakeholders' Relationship Committee met Three (3) times during the year under review on May 6, 2015, November 5, 2015 and February 4, 2016. The necessary quorum was present for all the meetings. The details of attendance of each Member at the Stakeholders' Relationship Committee meetings held during the financial year are as under:

Name	Category*	Number of meetings during the Financial Year 2015–2016	
		Held	Attended
Dr. Anand P. Patkar (Chairman)	ID / NED	3	3
Mr. Vinod B. Agarwala	ID / NED	3	3
Mr. Manoj G. Tirodkar	NID / NED	3	3
Mrs. Sonali P. Choudhary#	NID / NED	2	2

* *NID – Non–Independent Director, ID – Independent Director, NED – Non–Executive Director*

\# *Mrs. Sonali P. Choudhary, Director of the Company was inducted as member of the Stakeholders' Relationship Committee w.e.f. May 7, 2015.*

iv) **Name and designation of compliance officer:** Mr. Nitesh A. Mhatre, Company Secretary is the Compliance Officer under the Listing Regulations.

v) **Details of shareholders' complaints received during the financial year ended March 31, 2016, number not solved to the satisfaction of shareholders and numbers of pending complaints are as follows:**

No. of Complaints received	No. of Complaints resolved	No. of Complaints not solved to the satisfaction of shareholders	No. of Pending Complaints
5	5	0	0

4) GENERAL BODY MEETINGS

A. General Meetings:

i) **Annual General Meeting:**

Financial Year	Date	Time	Venue
2012–13	September 17, 2013	01.30 p.m.	Vishnudas Bhave Natyagruha, Sector 16A, Vashi, Navi Mumbai – 400 703, Maharashtra, India.
2013–14	September 16, 2014	02.00 p.m.	
2014–15	September 23, 2015	02:00 p.m.	Marathi Sahitya, Sanskriti & Kala Mandal, Sahitya Mandir Hall, Near Navi Mumbai Sports Association, Sector 6, Vashi, Navi Mumbai – 400 703, Maharashtra, India.

ii) **Extra–ordinary General Meeting:**

No extra–ordinary general meeting of the shareholders was held during the financial year 2015–16.

iii) **Special Resolutions:**

a) At the Annual General Meeting of the Company held on September 17, 2013, the following Special Resolutions were passed with requisite majority:

- Appointment of Statutory Auditors of the Company as per Section 224A of the Companies Act, 1956.
- Cancellation of “GTL Infrastructure Limited – Employees Stock Option Scheme (ESOS Scheme 2005)”.

b) At the Annual General Meeting of the Company held on September 16, 2014, the following Special Resolutions were passed with requisite majority:

- Re–appointment of Mr. Milind Naik as a Whole–time Director of the Company for a period of 3 years.
- Approval of Board of Directors to borrow sums not exceeding ₹ 25,000 Crore
- Authority to Issue Securities either thorough public issue or private placement for an amount not exceeding ₹ 4,000 Crore

c) At the Annual General Meeting of the Company held on September 23, 2015, the following Special Resolutions were passed with requisite majority:

- Approval of material Related Party Transactions with GTL Limited.
- Approval of material Related Party Transactions with Chennai Network Infrastructure Limited.

iv) **Details of Special Resolutions passed last year through postal ballot and details of voting pattern:** During the financial year under review, the Company has not passed any special resolution by postal ballot.

v) **Person who conducted the postal ballot exercise:** Not Applicable

vi) **Whether special resolutions are proposed to be conducted through postal ballot:** No special resolution is proposed to be conducted through postal ballot.

vii) **Procedure for postal ballot:** As and when situation arises, postal ballot shall be conducted as per the provisions of the Companies Act, 2013 and Rules made there under.

5) MEANS OF COMMUNICATION:

i) **Quarterly Results:** The Company's quarterly financial results are generally published in the Free Press Journal (English language) and in Mumbai Navshakti (Local language). The financial results are also displayed on the website of the Company.

ii) **Website where displayed:** http://www.gtlinfra.com

iii) **Official news releases and presentation:** Press Releases, if any, made by the Company from time to time are displayed on the Company's website. Presentations made to institutional investors or analysts after declaration of the results, if any, are also displayed on the Company's website.

6) GENERAL SHAREHOLDER INFORMATION:

The Company is registered in the State of Maharashtra, India. The Corporate Identity Number (CIN) allotted to the Company by the Ministry of Corporate Affairs (MCA) is L74210MH2004PLC144367.

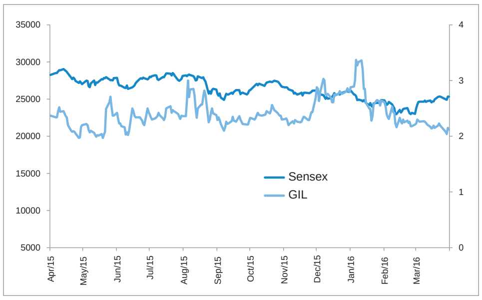
i)	**Annual General Meeting:**		
	Date	:	September 21, 2016
	Time	:	1.30 P.M.
	Venue	:	Vishnudas Bhave Natyagruha, Sector 16–A, Vashi, Navi Mumbai – 400 703, Maharashtra, India.
ii)	**Financial Year:**		April 1 – March 31
iii)	**Dividend Payment**	:	No Dividend has been recommended.
iv)	**Listing on Stock Exchanges**	:	**Equity shares listed at** BSE Limited (BSE) – P. J. Tower, Dalal Street, Mumbai 400 023 and National Stock Exchange of India Limited (NSE) – Exchange Plaza, 5th Floor, Plot No. C/1, G Block, Bandra Kurla Complex, Bandra (East), Mumbai 400 051. **Foreign Currency Convertible Bonds (FCCB) at** Singapore Exchange Securities Trading Limited – 2, Shenton Way, #02–02 SGX Centre 1, Singapore 068804.
v)	**Listing Fees for 2016–17**	:	BSE/NSE listing fees for the financial year 2016–17 was paid by the Company within the prescribed time.
vi)	**Stock Exchange Codes:**		
	BSE – Equity Shares	:	532775
	NSE– Equity Shares	:	GTLINFRA
	Reuters Code	:	GTLI.BO & GTLI.NS
	Bloomberg ticker	:	GTLI:IN
	Equity ISIN	:	INE221H01019
	Singapore Exchange Securities Trading Limited	:	FCCB Series 'A' – XS0854042537
			FCCB Series 'B' – XS0854044822

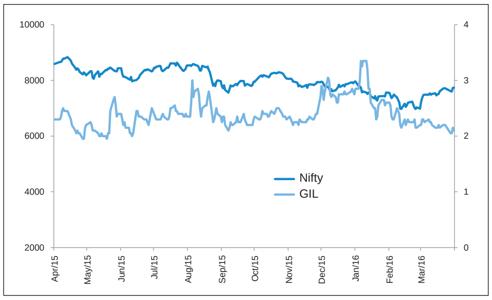
vii) **Market price data:**

High, low (based on daily closing prices) and number of equity shares traded during each month in the financial year 2015–16 on NSE and BSE:

Month	NSE			BSE		
	High (₹)	Low (₹)	Volume (nos.)	High (₹)	Low (₹)	Volume (nos.)
April 2015	2.50	1.95	20,401,416	2.52	1.97	10,427,701
May 2015	2.70	1.95	26,192,463	2.71	1.97	12,664,344
June 2015	2.50	2.00	29,711,276	2.50	2.02	11,685,175
July 2015	2.55	2.30	17,699,605	2.54	2.29	9,188,925
August 2015	3.00	2.25	57,179,290	3.00	2.25	21,014,303
September 2015	2.40	2.10	14,413,144	2.36	2.10	5,840,383
October 2015	2.50	2.30	22,755,978	2.56	2.30	8,584,201
November 2015	2.70	2.20	17,032,806	2.69	2.20	7,984,502
December 2015	3.05	2.60	56,709,031	3.03	2.61	20,880,544
January 2016	3.35	2.30	75,117,573	3.37	2.28	25,870,827
February 2016	2.60	2.15	26,425,923	2.61	2.16	9,060,860
March 2016	2.30	2.05	18,052,670	2.30	2.04	6,221,206

viii) **Performance of the share price of the Company in comparison to the BSE Sensex and NSE Nifty:**





ix) **Registrar and Share Transfer Agents:**

Name and Address	:	GTL Limited (Investor Services Centre), 'Global Vision', Electronic Sadan II, M.I.D.C., T.T.C. Industrial Area, Mahape, Navi Mumbai – 400 710, Maharashtra, India.
Telephone	:	+91–22–27612929 Extn: 2232–35
Fax	:	+91–22–27680171

x) **Share transfer system in physical form:**

As majority of shares of the Company are held in electronic (demat) form, requests for transfer of shares in physical form are negligible. However, majority of share transfer requests are processed and the share certificates are returned within a period of 15 days from the date of receipt, subject to the documents being valid and complete in all respects. The Board has delegated the authority for approving transfers / transmission etc. of securities of the Company to Allotment and Transfer Committee of the Board of Directors of the Company, which meets regularly to approve the share transfer and other related work. A summary of transfer / transmission etc. of securities of the Company so approved by the said Committee is placed quarterly at the Board Meetings. The Company obtains from a Company Secretary in Whole–time Practice, half–yearly certificate of compliance with the share transfer formalities as required under Regulation 40(10) of the Listing Regulations and files a copy of the Compliance Certificate with the BSE & NSE.

The total number of physical shares transferred during the year under review was 704 (Previous year 962).

xi) **Distribution of Shareholding as on March 31, 2016:**

a. **Distribution of equity shares according to size of holding:**

No. of Shares	No. of Shareholders	% of Shareholders	Share amount (₹)	% to total amount
Upto 500	1,27,195	69.36	218,453,250	0.94
501 – 1000	20,905	11.40	180,178,230	0.77
1001 – 2000	12,969	7.07	207,200,120	0.89
2001 – 3000	5,564	3.04	145,967,700	0.62
3001 – 4000	2,529	1.38	92,720,930	0.40
4001 – 5000	3,595	1.96	174,637,900	0.75
5001 – 10000	5,132	2.80	404,998,260	1.73
10001 & ABOVE	5,483	2.99	21,939,731,540	93.90
TOTAL	**1,83,372**	**100.00**	**23,363,887,930**	**100.00**

b. **Distribution of shares by categories of shareholders:**

Category	No. of Shares Held	% Holding
Promoter & Promoter Group	628,826,075	26.91
Bodies Corporate (Domestic) / Trust / Clearing Members	60,268,095	2.58
Banks	857,313,956	36.70
Mutual Funds	25,006	0.00
Financial Institutions (FIs)	30,094,886	1.29
Foreign Institutional Investors (FIIs)	16,571,504	0.71
Non–Resident Individuals (NRIs) / Foreign Corporate Bodies / Overseas Corporate Bodies (OCBs) / Foreign Banks / RFPI – Corporate	380,139,260	16.27
Resident Individuals	363,150,011	15.54
TOTAL:	**2,336,388,793**	**100.00**

c. Top 10 equity shareholders of the Company as on March 31, 2016:

Name(s) of Shareholders	Category	No. of Shares	% Holding
GTL Limited (Promoter)	Domestic Company	345,763,466	14.80
Global Holding Corporation Private Limited (Promoter Group)	Domestic Company	283,062,609	12.12
ELM Park Fund Limited	RFPI – Corporate	179,971,057	7.70
Indian Overseas Bank	Banks	161,976,510	6.93
Union Bank of India	Banks	121,034,706	5.18
Bank of Baroda	Banks	89,807,214	3.84
Hypnos Fund Limited	RFPI – Corporate	85,900,322	3.68
Bank of India	Banks	78,160,268	3.35
Central Bank of India	Banks	61,250,806	2.62
Andhra Bank	Banks	56,935,410	2.44

xii) **Dematerialization of shares and liquidity:**

Trading in equity shares of the Company on the Stock Exchanges is permitted only in dematerialized form as per notification issued by the Securities and Exchange Board of India (SEBI). The equity shares of the Company are available for trading under the depository systems in India – NSDL & CDSL. 99.98% of the Company's equity shares are held in dematerialized form as on March 31, 2016. The Company's equity shares are among the actively traded shares on the BSE & NSE.

xiii) **Outstanding GDRs/ADRs/Warrants or any Convertible instruments, conversion date and likely impact on equity:**

The details of outstanding convertible instrument are as follows:

Particulars	No. of Series A FCCBs* (of US$ 1,000 each)	No. of Series B FCCBs** (of US$ 1,000 each)	Total No. of FCCBs (of US$ 1000 each)	No. of Equity Shares upon conversion
FCCBs allotted	111,740	207,546	319,286	–
Converted / cancelled till date	64,772	14,013	78,785	427,101,944
Balance as on April 26, 2016	46,968	193,533	240,501	–

* Series A Bonds are compulsorily convertible into equity shares on or before November 2, 2017.

** Series B Bonds carry an option to convert these bonds into equity shares at any time up to the close of business on November 2, 2017.

If all the balance 240,501 FCCBs are converted into equity shares of the Company, the total share capital would go up by 1,304,766,024 new equity shares of the Company.

xiv) **Equity shares in the Suspense Account:**

The Company has no cases as are referred to in Regulation 34 and 53 read with Schedule V of the Listing Regulations.

Members are requested to note that in compliance of the Regulation 34 and 53 read with Schedule V of the Listing Regulations, the Company has dematerialized all the unclaimed shares into "GTL Infrastructure Limited – Unclaimed Suspense Account" with of the Depository Participant. The voting rights of those members shall remain frozen till the rightful owner claims the shares.

As stipulated under Regulation 34 and 53 read with Schedule V of the Listing Regulations, the Company reports the following details of equity shares lying in the suspense account as on March 31, 2016.

Particulars	No. of Shareholders	No. of Equity Shares
Aggregate number of shareholders and the outstanding shares lying in the suspense account as on April 1, 2015	490	49,857
Number of shareholders who approached the Company for transfer of shares from suspense account during the year	–	–
Number of shareholders to whom shares were transferred from suspense account during the year	–	–
Aggregate number of shareholders and the outstanding shares remaining unclaimed as on March 31, 2016	490	49,857

xv) **Plant Locations:**

The Company is in the business of providing Telecom Towers on a shared basis to multiple wireless telecom service providers. As of March 31, 2016, the Company owns Telecom Towers across all 22 telecom circles in India. List of Branch Offices and addresses are provided elsewhere in this Annual Report.

xvi) **Address for correspondence:**

Registered Office: GTL Infrastructure Limited (CIN: L74210MH2004PLC144367)
3rd Floor, "Global Vision",
Electronic Sadan No. II, M.I.D.C., T.T.C. Industrial Area,
Mahape, Navi Mumbai – 400710, Maharashtra, India
Tel: +91–22–27673500
Fax: +91–22–27673666
Website: www.gtlinfra.com
Email for Investor Grievances: gilshares@gtlinfra.com

7) DISCLOSURES:

i. All the transactions entered into with the Related Parties as defined under the Companies Act, 2013 and Regulation 23 of the Listing Regulations, during the year under review, were in ordinary course of business and at an arms' length basis. The necessary disclosures in respect to transactions with Related Parties are given in the notes to the Financial Statements. None of these transactions have potential conflict with the interest of the Company at large.

The Board has approved a policy for related party transactions which has been uploaded on the Company's website of the Company at following link:

http://www.gtlinfra.com/pdf/RELATED%20PARTY%20TRANSACTION%20POLICY.pdf

ii. Details of non–compliance by the Company, penalties and strictures imposed on the Company by the stock exchanges or SEBI or any statutory authority, on any matter related to Capital Markets, during the last three years viz. 2013–14, 2014–15 and 2015–16 respectively: NIL

iii. The Company has adopted a whistle blower policy and has established the necessary vigil mechanism for employees and directors to report concerns about unethical behaviour. No personnel have been denied access to the Chairman of the Audit Committee. The said policy has been also put up on the website of the Company at following link:

http://www.gtlinfra.com/pdf/GIL_Whistle%20Blower%20Policy_2014.pdf

iv. The Company has complied with all mandatory items of the Clause 49 of the erstwhile Listing Agreement as applicable till November 30, 2015 and Listing Regulations from December 1, 2015 onwards. The Company has executed the fresh agreement with BSE and NSE as required under the newly enacted Listing Regulation.

v. The Company has no subsidiary, however, the Company has adopted policy for determining 'material' subsidiary, which is uploaded on the website of the Company at following link:

http://gtlinfra.com/pdf/Policy–%20Determining%20Material%20Subsidiary.pdf

vi. The Company is not dealing in commodity and hence disclosure relating to commodity price risk and commodity hedging activities are not applicable. For foreign exchange risk, please refer to Management Discussion and Analysis Report.

vii. Non– Mandatory / Discretionary Requirements:

The Company has fulfilled following discretionary requirements as prescribed in Part E of the Schedule II of the Listing Regulations:

a. The Board has Non–Executive Chairman. The expenses incurred by him in the performance of his duties are reimbursed.

b. Shareholders Rights –

Financial Results for the half year / quarter ended September 30, 2015 were published in the Free Press Journal and Navshakti newspapers and were also displayed on the Company's website www.gtlinfra.com and disseminated to the Stock Exchanges (i.e. BSE & NSE) wherein its equity shares are listed, hence the same are not sent to the shareholders separately.

c. Modified opinion(s) in Audit Report –

For the financial year 2015–16, the Joint Auditors of the Company have not given any modified opinions in the Company's financial statements, however there are matters of emphasis mentioned by the Joint Auditors.

d. Separate post of Chairman and CEO –

The Post of Chairman and Whole–time Director are separate.

e. Reporting of Internal Auditor –

The Internal Auditor of the Company reports to the Audit Committee.

viii. The Company has complied with all requirements of corporate governance report of sub–paras (2) to (10) of Schedule V of the Listing Regulations.

ix. The Company has complied with corporate governance requirements specified in Regulation 17 to 27 and clauses (b) to (i) of sub–regulation (2) of Regulation 46 of Listing Regulations.

x. Code of Conduct for Directors and Senior Management: In compliance with Regulation 26(3) of the Listing Regulations and the Companies Act, 2013, the Company has framed and adopted a Code of Conduct and Ethics ('the Code') for all Board Members and Senior Management of the Company. The members of the Board and Senior Management personnel have affirmed the compliance with the Code of Conduct applicable to them during the year under review. The Annual Report of the Company contains a certificate by the Whole–time Director based on the declarations received from the Independent Directors, Non–Executive Directors and Senior Management. The said Code of Conduct has been uploaded on the website of the Company at http://www.gtlinfra.com/pdf/CodeOfConduct.pdf

INFORMATION ON DIRECTORS RECOMMENDED FOR APPOINTMENT/ RE–APPOINTMENT AT THE ENSUING ANNUAL GENERAL MEETING

Mr. Manoj G. Tirodkar, Chairman

Mr. Manoj G. Tirodkar is the Chairman of the Company. He is widely recognised for his efforts towards creating an efficient and environment friendly telecom industry. He has been championing the cause of shared telecom infrastructure model and green telecom. Under his leadership, Global Group of Companies have partnered with leaders in technologies like Qualcomm, Ericsson, Alcatel–Lucent, Nokia Siemens Networks, Huawei, ZTE etc. to offer Network services across the world. A firm believer in corporate social responsibility, Mr. Tirodkar supports a number of causes through Global Foundation. He takes keen interest in educating the under privileged children in rural India, improving their health and helping the cause of visually challenged. Mr. Tirodkar is the winner of CII Young Entrepreneurs Trophy 2001. He also has the honour of becoming the first Indian to win the World Young Business Achiever Award for 2000. Earlier he had won the Indian Young Business Achiever Award. Business Barons Taylors Nelson Sofres mode had ranked him 13th & 12th Best CEO of India for the year 2000 and 2001 respectively. He also received the Telecom Man of the Year Award in 1996.

He is a Chairman and Managing Director of the GTL Limited. He is a member of Stakeholders Relationship Committee and Corporate Social Responsibility Committee of the GTL Limited.

He is a member of Stakeholders Relationship Committee and Corporate Social Responsibility Committee of the Company. Mr. Tirodkar's shareholding in the Company is 5,897,783 equity shares.

DECLARATION OF WHOLE–TIME DIRECTOR

Pursuant to the provisions of Regulation 34(3) read with Schedule V(D) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, it is hereby declared that all the Board Members and Senior Management Personnel of GTL Infrastructure Limited have affirmed compliance with the Code of Conduct for 'Directors and Senior Management' for the year ended March 31, 2016.

Milind K. Naik
Whole–time Director

Place : Mumbai
Date : April 26, 2016

AUDITORS' CERTIFICATE ON CORPORATE GOVERNANCE

To the Members of
GTL Infrastructure Limited

1. We have examined the compliance of conditions of Corporate Governance by GTL Infrastructure Limited ("the Company"), for the year ended on 31st March, 2016, as stipulated in:
   - Clause 49 (excluding clause 49(VII) (E)) of the Listing Agreements of the Company with stock exchange(s) for the period from April 01, 2015 to November 30, 2015.
   - Clause 49(VII) (E) of the Listing Agreements of the Company with the stock exchange(s) for the period from April 01, 2015 to September 01, 2015.
   - Regulation 23(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the Listing Regulations) for the period from September 02, 2015 to March 31, 2016 and
   - Regulations 17 to 27 (excluding regulation 23(4)) and clauses (b) to (i) of regulation 46(2) and para C, D and E of Schedule V of the Listing Regulations for the period from December 01, 2015 to March 31, 2016.
2. The compliance of conditions of Corporate Governance is the responsibility of the Management. Our examination was limited to the procedures and implementation thereof, adopted by the Company for ensuring compliance with the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.
3. We have examined the relevant records of the Company in accordance with the Generally Accepted Auditing Standards in India, to the extent relevant, and as per the Guidance Note on Certification of Corporate Governance issued by the Institute of the Chartered Accountants of India.
4. We draw your attention to Point No. 3B(v)(c)(i) of the report on Corporate Governance regarding remuneration paid to a Whole Time Director, which is subject to the approval of Central Government.
5. In our opinion and to the best of our information and according to our examination of the relevant records and the explanations given to us and the representations made by the Directors and the Management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in Clause 49 of the Listing Agreement and regulation 17 to 27 and clauses (b) to (i) of regulation 46(2) and para C, D and E of Schedule V of the Listing Regulations for the respective periods of applicability as specified under paragraph 1 above, during the year ended March 31, 2016.
6. We state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

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

R. Koria
Partner
Membership No. – 35629

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

S. S. Yeolekar
Partner
Membership No. – 36398

Place : Mumbai
Date : 26th April, 2016

INDEPENDENT AUDITORS' REPORT

To

The Members of

GTL INFRASTRUCTURE LIMITED

Report on the Standalone Financial Statements

We have audited the accompanying standalone financial statements of **GTL INFRASTRUCTURE LIMITED** ("the Company"), which comprises the Balance Sheet as at 31st March, 2016, the Statement of Profit and Loss and Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the Accounting Principles Generally Accepted in India (Indian GAAPs), including Accounting Standards prescribed under Section 133 of the Act, as applicable.

This responsibility also includes the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

Our responsibility is to express an opinion on these standalone financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatements.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by the Company's directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March, 2016 and its loss and its cash flows for the year ended on that date.

Emphasis of Matter

We draw attention to the:

a. Note no. 11.3 regarding Company's Investment through tower trust in its associate company Chennai Network Infrastructure Limited amounting to ₹ 18,157,224,000 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 stated therein.

b. Note no. 22.1 regarding remuneration paid to a Whole Time Director, which is subject to the approval of Central Government.

c. Note no. 30 regarding outstanding trade receivables and other current assets, which are subject to confirmation but considered good for the reasons mentioned therein.

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 effect of this scheme and to give the effect as and when the scheme becomes effective.

e. Note no. 32 regarding preparation of the financial statements 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 balance sheet date. These conditions indicate the existence of a material uncertainty that may cast significant doubt over the Company's ability to continue as a going concern. However, the financial statements 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.

Our opinion is not modified in respect of these matters.

Report on Other Legal and Regulatory Requirements

1. As required by Section 143 (3) of the Act, we report that:

   (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.

   (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.

   (c) The Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.

   (d) In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards prescribed under Section 133 of the Act, as applicable.

   (e) The going concern matter described in sub–paragraph (e) under the Emphasis of Matters paragraph above, in our opinion, may have an adverse effect on the functioning of the Company.

   (f) On the basis of the written representations received from the directors as on 31st March, 2016 and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2016 from being appointed as a director in terms of Section 164 (2) of the Act.

   (g) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in **"Annexure A"**.

   (h) With respect to the other matters to be included in the Auditors' Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

      i. The Company has disclosed the impact of pending litigations on its financial position in the financial statements – refer to Note Nos. 26, 27 and 28 to the standalone financial statements.

      ii. The Company does not have any long–term contracts including derivative contracts for which there were any material foreseeable losses.

      iii. There are no amounts which are required to be transferred to the Investor Education and Protection Fund by the Company.

2. As required by the Companies (Auditor's Report) Order, 2016 ("CARO 2016") issued by the Central Government in terms of Section 143(11) of the Act, we give in **"Annexure B"** a statement on the matters specified in paragraphs 3 and 4 of CARO 2016.

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

R. Koria
Partner
Membership No. – 35629
Place: Mumbai
Date: 26th April, 2016

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

S. S. Yeolekar
Partner
Membership No. – 36398

"ANNEXURE A" TO THE INDEPENDENT AUDITORS' REPORT

(Referred to in paragraph 1(g) under 'Report on Other Legal and Regulatory Requirements' of our report of even date to the members of GTL Infrastructure Limited on the standalone financial statements for the year ended 31st March, 2016)

Report on the Internal Financial Controls Over Financial Reporting under Clause (i) of Sub–section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of **GTL Infrastructure Limited** ("the Company") as of March 31, 2016 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting ('the Guidance Note') issued by the Institute of Chartered Accountants of India (ICAI). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing, issued by the ICAI and deemed to be prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditors' judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls Over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion:–

In our opinion to the best of our information and according to the explanations given to us the Company has, in all material respects, adequate internal financial controls over financial reporting and such internal financial controls over financial reporting were operating effectively as on March 31, 2016, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note issued by the ICAI.

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

R. Koria
Partner
Membership No. – 35629
Place: Mumbai
Date: 26th April, 2016

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

S. S. Yeolekar
Partner
Membership No. – 36398

"ANNEXURE B" TO THE INDEPENDENT AUDITORS' REPORT

(Referred to in paragraph 2 under the heading "Report on Other Legal and Regulatory Requirements" of our report of even date to the members of GTL Infrastructure Limited on the standalone financial statements for the year ended 31st March, 2016)

i. In respect of its fixed assets:

a. The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets on the basis of available information.

b. As explained to us, the Company has physically verified certain assets, in accordance with a phased program of verification, which in our opinion is reasonable, having regard to the size of the Company and the nature of its assets. No material discrepancies were noticed on such physical verification as compared with the available records.

c. According to the information and explanations given to us, the title deeds of immovable properties are in the name of the Company except in respect of one of the immovable properties as detailed below:

Sr. No.	Particulars of the building	Leasehold / Freehold	Gross Amount in ₹	Net Amount in ₹	Remarks
1	Building at Wanawadi, Pune (Pledged with the bank)	Freehold	70,000,000	58,338,146	The title deed is in the name of Global Electronic Commerce Services Limited, which was merged with GTL Limited (the seller).

Further, as informed to us, in respect of 7 immovable properties having the aggregate cost of ₹ 427,429,776 (including 6 immovable properties having cost of ₹ 427,275,756 in respect of which the original title deeds have been deposited with the lenders as security) have been verified based on the photocopies of the documents for those immovable properties and based on such documents, the title deeds are held in the name of the Company.

ii. As explained to us, inventories have been physically verified during the year by the management and in our opinion the frequency of verification is reasonable. Discrepancies noticed on physical verification of the inventories between the physical inventories and book records were not material, having regard to the size of the operations of the Company and the same have been properly dealt with.

iii. In respect of loans, secured or unsecured, granted by the company to companies, firms, Limited liability partnerships or other parties covered in the register maintained under section 189 of the Act:

a. The company has given advances in the nature of loan to one such party, and in our opinion and according to the information given to us, the rate of interest and other terms and conditions on which the loan had been granted to the body corporate listed in the register maintained under Section 189 of the Act were not, prima facie, prejudicial to the interest of the Company.

b. The schedule of repayment of principal and payment of interest has been stipulated and the repayment of principal amount is generally regular. However, interest charged by the Company for the entire year is outstanding.

c. Out of the total interest charged, interest of ₹ 38,496,468 is outstanding for more than ninety days. It is represented by the Management that steps are been taken to recover the same.

iv. In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of section 185 and 186 of the Act, as applicable, in respect of loans granted, investments made and guarantees and securities provided.

v. According to the information and explanations given to us, the Company has not accepted any deposits from the public. Therefore, the provisions of paragraph 3 (v) of the CARO 2016 are not applicable to the Company.

vi. According to the information and explanations given to us, the Central Government has not prescribed the cost records to be maintained under sub–Section (1) of Section 148 of the Act in respect of business activities carried on by the Company. Therefore the provisions of paragraph 3(vi) of the CARO 2016 are not applicable to the Company.

vii. According to the information and explanations given to us in respect of statutory dues:

a. The Company has been generally regular in depositing undisputed statutory dues, including provident fund, employees' state insurance, income tax, sales–tax, service tax, duty of customs, duty of excise, value added tax, cess and any other statutory dues as applicable, with the appropriate authorities during the year. According to the information and explanations given to us, no undisputed amounts payable in respect of such statutory dues were outstanding as at 31st March, 2016 for a period of more than six months from the date they became payable except in case of Gram Panchayat tax and Municipal Corporation tax aggregating to ₹ 33,598,889 as detailed below.

Name of the Statute	Nature of the Dues	Period to which it relates	Amount (In ₹)
Gram Panchayat	Gram Panchayat tax	March'14 to March'15	30,863,963
Municipal Corporation	Municipal Corporation tax	December'10 to March'13	2,734,926
Total			**33,598,889**

b. The disputed statutory dues of Sales tax, Entry Tax and Value added tax aggregating to ₹ 128,192,981 that have not been deposited on account of Disputed matters pending before appropriate authorities are as under:

Name of the Statute	Nature of the Dues	Period to which it relates	Amount (in ₹ (*))	Forum where the dispute is pending
Central Sales Tax Act, 1956 and Sales Tax Acts of various States	Sales Tax / VAT / Entry Tax	2008–09	9,128,394	High Court
		2009–10 and 2010–11	656,657	Appellate Tribunal
		2008–09 and 2009–10	18,830,428	Commissioner (Appeal)
		2007–08, 2008–09 and 2009–10	13,930,775	Additional Commissioner (Appeal)
		2008–09, 2009–10, 2010–11, 2013–14 and 2014–15	889,916	Joint Commissioner (Appeal)
		2010–11 and 2011–12	4,605,281	Sr. Joint Commissioner (Appeal)
		2007–08 to 2010–11	78,726,395	Deputy Commissioner (Appeals)
		2006–07	325,271	Assistant Commissioner
		2007–08, 2008–09, 2009–10 and 2010–11	1,099,864	Commercial Tax officer
Total			**128,192,981**	

(*) Net of amount deposited under protests

viii. Based on our audit procedures and information and explanations given by the management, and considering the Corporate Debt Restructuring (CDR) scheme and other restructuring schemes with foreign lender and FCCB holders, we are of the opinion that as on 31st March, 2016 the Company has defaulted in repayment of loans to banks and financial institutions aggregating to ₹ 315,202,400. Lender wise details of such default is as under:

Sr. No.	Lenders' Name	Amount (in ₹)	Period of default
1	Indian Overseas Bank	47,123,841	Below 100 days
2	Oriental Bank of Commerce	5,111,723	Below 100 days
3	Bank of India	22,881,803	Below 100 days
4	Punjab National Bank	12,255,455	Below 100 days
5	Bank of Baroda	26,090,463	Below 100 days
6	Indian Bank	8,691,727	Below 100 days
7	Corporation Bank	6,004,897	Below 100 days
8	Union Bank of India	35,544,254	Below 100 days
9	Andhra Bank	16,757,241	Below 100 days
10	IDBI Bank	2,563,405	Below 100 days
11	Canara Bank	10,086,854	Below 100 days
12	Central Bank of India	16,980,094	Below 100 days
13	United Bank of India	5,330,680	Below 100 days
14	State Bank of India	6,706,818	Below 100 days
15	State Bank of Patiala	4,906,655	Below 100 days
16	Vijaya Bank	2,586,266	Below 100 days
17	State Bank of Travancore	1,677,406	Below 100 days
18	State Bank of Bikaner and Jaipur	13,065,097	Below 100 days
19	Dena Bank	2,984,079	Below 100 days
20	Axis Bank	5,130,542	Below 100 days
21	LIC of India	6,465,494	Below 100 days
22	Deutsche Investitions– und Entwicklungsgesellschaft mbH (DEG)	28,128,803	Below 100 days
		28,128,803	Above 100 days but below 200 days
	TOTAL	**315,202,400**	

ix. The Company did not raise any money by way of initial public offer or further public offer (including debt instruments) and term loans during the year. Accordingly, provisions of paragraph 3 (ix) of the CARO 2016 are not applicable to the Company.

x. Based on our audit procedures performed for the purpose of reporting the true and fair view of the financial statements and on the basis of information and explanations given by the management, no fraud by the Company or on the Company by its officers or employees has been noticed or reported during the year.

xi. According to the information and explanations give to us and based on our examination of the records of the Company, in respect of remuneration of ₹ 4,970,616 paid to a Whole Time Director, the requisite approval sought by the Company from the Central Government as mandated by the provisions of section 197 read with Schedule V is awaited.

xii. In our opinion and according to the information and explanations given to us, the Company is not a Nidhi company. Therefore, the provisions of paragraph 3 (xii) of the CARO 2016 are not applicable to the Company.

xiii. According to the information and explanations given to us and based on our examination of the records of the Company, the transactions entered with the related parties are in compliance with sections 177 and 188 of the Act where applicable and details of such transactions have been disclosed in the financial statements as required by the applicable accounting standards.

xiv. According to the information and explanations give to us and based on our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year. Therefore, the provisions of paragraph 3 (xiv) of the CARO 2016 are not applicable to the Company.

xv. According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into non–cash transactions with directors or persons connected with him. Therefore, the provisions of paragraph 3 (xv) of the CARO 2016 are not applicable to the Company.

xvi. In our opinion and according to information and explanations provided to us, the Company is not required to be registered under section 45–IA of the Reserve Bank of India Act, 1934.

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

R. Koria
Partner
Membership No. – 35629
Place: Mumbai
Date: 26th April, 2016

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

S. S. Yeolekar
Partner
Membership No. – 36398

Balance Sheet as at March 31, 2016

(Amount in ₹)

	Notes	As At March 31, 2016		As At March 31, 2015	
Equity and Liabilities					
Shareholder's Funds					
Share Capital	2	23,363,887,930		23,251,477,800	
Reserves and Surplus	3	(24,582,999,179)		(18,789,712,180)	
			(1,219,111,249)		4,461,765,620
Non–Current Liabilities					
Long–Term Borrowings	4	47,022,678,930		48,261,698,140	
Other Long–Term Liabilities	5	3,540,616,320		3,214,623,360	
Long–Term Provisions	6	13,653,860		11,360,003	
			50,576,949,110		51,487,681,503
Current Liabilities					
Trade Payables:	7				
(i) Total Outstanding dues of Micro and Small Enterprises		3,482,061		1,216,498	
(ii) Total Outstanding dues of Creditors Other than Micro and Small Enterprises		182,530,110		295,823,503	
Other Current Liabilities	8	5,498,117,781		2,824,550,656	
Short–Term Provisions	9	1,902,219		1,091,887	
			5,686,032,171		3,122,682,544
Total			55,043,870,032		59,072,129,667
Assets					
Non–Current Assets					
Fixed Assets	10				
Tangible Assets		32,313,405,339		34,006,745,942	
Intangible Assets		4,776,425		9,902,409	
Capital Work–in–Progress		456,638,681		539,888,481	
		32,774,820,445		34,556,536,832	
Non–Current Investments	11	18,157,224,000		18,211,421,500	
Long–Term Loans and Advances	12	1,070,381,885		2,300,867,806	
			52,002,426,330		55,068,826,138
Current Assets					
Current Investments	13	97,464,223		629,356,657	
Inventories	14	4,622,806		6,058,814	
Trade Receivables	15	315,302,154		604,583,929	
Cash and Bank Balances	16	485,254,263		367,573,611	
Short–Term Loans and Advances	17	1,212,627,705		1,112,629,568	
Other Current Assets	18	926,172,551		1,283,100,950	
			3,041,443,702		4,003,303,529
Total			55,043,870,032		59,072,129,667
Significant Accounting Policies	1				
Notes to Financial Statements	2 to 43				

As per our report of even date

For **CHATURVEDI & SHAH**
Chartered Accountants
Firm Reg. No. : 101720W

For **YEOLEKAR & ASSOCIATES**
Chartered Accountants
Firm Reg. No. : 102489W

R. KORIA
Partner
Membership No. : 35629

S. S. YEOLEKAR
Partner
Membership No. : 36398

Mumbai
Date : April 26, 2016

For and on behalf of the board of Directors

MILIND NAIK
Whole–time Director
DIN: 00276884

MANOJ G. TIRODKAR
Chairman
DIN: 00298407

VIJAY VIJ
Director
DIN: 02245470

L. Y. DESAI
Chief Financial Officer

NITESH A. MHATRE
Company Secretary
Membership No. : A18487

Statement of Profit and Loss for the year ended March 31, 2016

(Amount in ₹)

	Notes	For the Year ended on March 31, 2016	For the Year ended on March 31, 2015
INCOME :			
Gross Revenue from Operations	19	7,056,896,271	6,728,877,559
Less : Service Tax Recovered		863,514,944	732,361,404
Net Revenue from Operations		6,193,381,327	5,996,516,155
Other Income	20	121,080,228	234,521,796
Total Revenue		6,314,461,555	6,231,037,951
EXPENSES :			
Infrastructure Operation & Maintenace Cost (Net)	21	1,692,636,262	2,193,671,086
Employee Benefits Expense	22	340,663,162	256,482,095
Other Expenses	23	2,043,603,373	1,576,254,365
Total		4,076,902,797	4,026,407,546
Profit before Finance Costs, Depreciation/Amortization and Tax		2,237,558,758	2,204,630,405
Finance Costs	24	4,138,750,234	3,926,059,183
Depreciation/Impairment and Amortization Expenses	10	2,506,705,206	2,559,924,282
LOSS BEFORE EXCEPTIONAL ITEMS AND TAX		(4,407,896,682)	(4,281,353,060)
Exceptional Item (Net)	25	1,065,495,854	865,768,614
LOSS BEFORE TAX		(5,473,392,536)	(5,147,121,674)
Tax Expenses		–	–
LOSS FOR THE YEAR		(5,473,392,536)	(5,147,121,674)
Earnings Per Equity Share of ₹ 10 each	35		
Basic and Diluted		(2.35)	(2.22)
Significant Accounting Policies	1		
Notes to Financial Statements	2 to 43		

As per our report of even date

For **CHATURVEDI & SHAH**
Chartered Accountants
Firm Reg. No. : 101720W

R. KORIA
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Membership No. : 35629

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Chief Financial Officer

NITESH A. MHATRE
Company Secretary
Membership No. : A18487

Cash Flow Statement for the year ended March 31, 2016

(Amount in ₹)

	PARTICULARS	For the year ended March 31, 2016	For the year ended March 31, 2015
A.	**CASH FLOW FROM OPERATING ACTIVITIES**		
	Net Profit/(Loss) before tax as per Statement of Profit and Loss	**(5,473,392,536)**	(5,147,121,674)
	ADJUSTED FOR		
	Depreciation and amortization expenses	**2,506,705,206**	2,559,924,282
	Loss on sale of fixed asset	**–**	50,257,011
	Profit on Sale of Fixed Assets (net of Loss on sale/discard of Fixed Assets)	**(26,769,415)**	–
	Interest Income	**(55,198,522)**	(136,383,480)
	Finance Costs	**4,138,750,234**	3,926,059,183
	Foreign Exchange (Gain)/Loss (Net)	**808,797,894**	487,893,237
	Profit on Sale of Current Investments (net)	**(34,163,440)**	(55,799,562)
	Exceptional Items	**1,065,495,854**	865,768,614
	Expenses for long term investments written off	**–**	5,053,122
	Balances Written Off (net of Provision for Doubtful Debts/Advances Written Back)	**20,558,573**	588
	Provision for Trade Receivables and Energy Recoverables	**886,057,706**	727,109,570
	OPERATING PROFIT BEFORE WORKING CAPITAL CHANGE	**3,836,841,554**	3,282,760,891
	ADJUSTMENTS FOR		
	Trade and Other Receivables	**355,787,920**	1,108,424,864
	Inventories	**1,436,008**	251,451
	Trade Payables	**426,600,971**	(1,181,771,860)
	CASH GENERATED FROM OPERATIONS	**4,620,666,453**	3,209,665,346
	Direct taxes (paid) / Refund Received (Net)	**(129,539,325)**	503,487,883
	Exceptional Items	**–**	1,500,000,000
	NET CASH FLOW FROM OPERATING ACTIVITIES	**4,491,127,128**	5,213,153,229
B.	**CASH FLOW FROM INVESTING ACTIVITES**		
	Purchase of Fixed Assets and Capital Work–in–progress	**(850,678,147)**	(344,131,205)
	Sale of fixed assets and Capital Work–in–progress	**355,832,917**	264,743,312
	Advance to associate (net)	**(265,882,665)**	(269,339,492)
	Purchase of Investments	**(1,390,184,918)**	(9,945,423,262)
	Sale of Current Investments	**1,956,240,792**	9,600,831,949
	Interest Income	**7,471,977**	400,830,673
	NET CASH FLOW/USED FROM/(IN) INVESTING ACTIVITIES	**(187,200,044)**	(292,488,025)

Cash Flow Statement for the year ended March 31, 2016

(Amount in ₹)

	PARTICULARS	For the year ended March 31, 2016	For the year ended March 31, 2015
C.	**CASH FLOW FROM FINANCING ACTIVITIES**		
	Repayment of Long Term Borrowings	**(980,271,386)**	(595,557,364)
	Interest and Finance charges Paid	**(3,205,975,046)**	(4,457,277,577)
	Fixed Deposits with Banks pledged as Margin Money, Debt Service Reserve Account and others	**(1,748,050)**	(1,948,917)
	NET CASH USED IN FINANCING ACTIVITIES	**(4,187,994,482)**	(5,054,783,858)
	NET INCREASE IN CASH AND CASH EQUIVALENTS	**115,932,602**	(134,118,654)
	Cash and Cash Equivalents (Opening Balance)	**346,490,141**	480,608,795
	Cash and Cash Equivalents (Closing Balance)	**462,422,743**	346,490,141

(i) The above Cash Flow Statement has been prepared under the "Indirect Method" as set out in Accounting Standard – 3 "Cash Flow Statements".

(ii) Figures in bracket indicate Outflows.

(iii) Previous year's figures have been regrouped / rearranged/reclassified wherever necessary to make them comparable with those of current year.

As per our report of even date

For **CHATURVEDI & SHAH**
Chartered Accountants
Firm Reg. No. : 101720W

R. KORIA
Partner
Membership No. : 35629

For **YEOLEKAR & ASSOCIATES**
Chartered Accountants
Firm Reg. No. : 102489W

S. S. YEOLEKAR
Partner
Membership No. : 36398

Mumbai
Date : April 26, 2016

For and on behalf of the board of Directors

MILIND NAIK
Whole–time Director
DIN: 00276884

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DIN: 00298407

VIJAY VIJ
Director
DIN: 02245470

L. Y. DESAI
Chief Financial Officer

NITESH A. MHATRE
Company Secretary
Membership No. : A18487

Notes to the Financial Statements

1. SIGNIFICANT ACCOUNTING POLICIES

i. Basis of Preparation of Financial Statements:

The financial statements of the Company have been prepared in accordance with the Generally Accepted Accounting Principles in India (Indian GAAP),including the Accounting Standards notified under the relevant provisions of the Companies Act ,2013 as adopted consistently by the Company.The financial statements have been prepared on going concern basis under the historcal cost convention on accrual basis.

ii. Use of Estimate:

The preparation of financial statements in conformity with Indian GAAP requires judgements,estimates and assumptions to be made that affect the reported amount of assets and liabilities,disclosures of contingent liabilities on the date of the financial statements and the reported amount of revenues and expenses during the reporting period. The difference between the actual results and estimates are recognised in the year in which the results are known / materialised.

iii. Revenue Recognition:

a. Revenue from Infrastructure / Equipment provisioning is recognised in accordance with the Contract / Agreement entered into. Revenues are recognised when it is earned and no significant uncertainty exists as to its ultimate collection and includes service tax, wherever applicable.

b. Interest income is recognised on a time proportion basis. Dividend is considered when the right to receive is established.

iv. Fixed Assets:

a. Fixed Assets are stated at cost net of eligible Cenvat and VAT less accumulated depreciation, amortisation and impairment loss, if any. All costs attributable to acquisition and/or construction, including borrowing costs up to the date asset is ready to use and exchange difference on Long Term Foreign Currency Monetary Items related to fixed assets are capitalised.

b. The Fixed Assets at the cellular sites, which are ready to use during a particular month are capitalised on the last day of that month.

c. Expenses incurred relating to project, prior to commencement of commercial operation, are considered as pre operative expenditure and shown under Capital Work In Progress.

v. Depreciation:

a. Depreciation on Fixed Assets is provided to the extent of depreciable amount on Straight Line Method over the useful life of the assets as prescribed in schedule II to the Companies Act, 2013 except in respect of following Fixed Assets where the assessed useful life is different than those prescribed in Schedule II.

i) Assets with lower assessed useful life

Sr.	Asset	Years
i.	Network Operation Assets	9
ii.	Air Conditioners	9
iii.	Electrical & Power Supply Equipments	9
iv.	Office Equipments	3
v.	Furniture & Fittings	5
vi.	Vehicles	5

The management believes that the useful lives as given above represent the period over which these assets are expected to be used.

Notes to the Financial Statements

ii) The towers have been depreciated on straight line method at the rate of 2.72% per annum based on useful life of 35 years in terms of specific approval received from the Ministry of Corporate Affairs, Government of India vide Order no.45/2/2010–CL–III dated May 26, 2010 issued under Section 205(2)(d) of the Companies Act, 1956.The approval continues to be valid vide letter no.51/9/2014–CL–III dated September 19, 2014 received from Ministry of Corporate Affairs, Government of India.

iii) In respect of Fixed Assets whose actual cost does not exceed ₹ 5,000, depreciation is provided at 100% in the year of addition.

b. The leasehold improvements have been depreciated over the lease period.

c. In respect of additions forming an integral part of existing assets and exchange difference capitalised, depreciation has been provided over residual life of the respective fixed assets.

d. The revised carrying amount of the assets identified as impaired have been depreciated over residual useful life of the respective assets.

vi. Intangible Assets:

Intangible Assets are stated at cost of acquisition less accumulated amortisation. Software which is not an integral part of the related hardware is classified as an Intangible Asset and is amortised over three years.

vii. Impairment of Assets:

The carrying amount of assets is reviewed at each Balance Sheet date if there is any indication of impairment based on internal/external factors. An asset is treated as impaired when the carrying cost of the asset exceeds its recoverable value. An impairment loss is charged to the Statement of Profit and Loss in the year in which an asset is identified as impaired. The impairment loss recognised in prior accounting periods is reversed if there has been a change in the estimate of recoverable amount.

viii. Investments:

Current Investments are carried at the lower of cost or quoted / fair value computed script wise. Long Term Investments are stated at cost. Provision for diminution in the value of long term investments is made only if such decline is other than temporary.

ix. Assignment of Recoverables:

In case of assignment of recoverables, the amounts are derecognised when all the rights and titles in receivables are assigned. The charges paid on assignment are charged to Statement of Profit & Loss.

x. Inventory of Stores, Spares and Consumables:

Inventory of stores, spares and consumables are accounted for at costs, determined on weighted average basis, or net realisable value, whichever is less.

xi. Foreign Currency Transactions:

a. Transactions in Foreign Currencies are normally recorded at the exchange rate prevailing on the date of the transaction.

b. Monetary items denominated in Foreign Currency at the Balance Sheet date are restated at the exchange rates prevailing at the Balance Sheet date. In case of monetary items which are covered by forward exchange contracts, the difference between the exchange rates prevailing at the Balance Sheet date and rate on the date of the contract is recognised as exchange difference in the Statement of Profit & Loss and the premium paid on forward contracts has been recognised over the life of the contract.

c. Non monetary Foreign Currency items are carried at cost.

d. Gains or losses on account of exchange difference either on settlement or on translation are recognised in the Statement of Profit and Loss except in respect of Long Term Foreign Currency Monetary Items which, if related to acquisition of depreciable fixed assets, are adjusted to the carrying cost of the depreciable fixed assets and in other cases transferred to Foreign Currency Monetary Item Translation Difference Account and amortised over the balance period of such long term Foreign Currency Monetary items but not beyond March 31, 2020

Notes to the Financial Statements

xii. Employee Benefits:

a. Short–term employee benefits are recognised as an expense at the undiscounted amount in the Statement of Profit & Loss of the year in which the related service is rendered.

b. Post employment and other long term employee benefits are recognised as an expense in the Statement of Profit and Loss for the year in which the employee has rendered services. The expense is recognised at the present value of the amount payable determined using actuarial valuation techniques based on projected unit credit method. Actuarial gains and losses in respect of post employment and other long term benefits are charged to the Statement of Profit & Loss.

xiii. Borrowing Costs:

Borrowing costs include interest,amortisation of ancillary costs incurred and exchange differences arising from foreign currency borrwings to the extent they are regarded as an adjustment to the interest cost. Borrowing cost attributable to the acquisition or construction of a qualifying asset (net of income earned on temporary deployment of funds) are capitalised as a part of the cost of such assets upto the date when such assets are ready for their intended use.All other borrowing costs are charged to Statement of Profit & Loss.

xiv. Leases:

In respect of operating leases, lease rentals are expensed with reference to the terms of lease and other considerations except for lease rentals pertaining to the period up to the asset is put to use, which are capitalised.

xv. Provision for Current and Deferred Tax:

a. Provision for current tax is made after taking into consideration benefits admissible under the provisions of the Income–tax Act, 1961.

b. Deferred tax resulting from the timing differences between taxable and accounting income is accounted for using the tax rates and laws that are enacted or substantively enacted as on the Balance Sheet date. The deferred tax asset is recognized and carried forward only to the extent that there is a virtual certainty that the assets will be realised against future taxable profits.

xvi. Provisions, Contingent Liabilities and Contingent Assets:

Provisions involving substantial degree of estimation in measurement are recognised when there is a present obligation as a result of past events and it is probable that there will be an outflow of resources. Contingent Liabilities are not recognised but are disclosed in the financial statements. Contingent Assets are neither recognised nor disclosed in the financial statements.

xvii. Financial Derivatives Hedging Transactions:

In respect of derivatives contracts, premium paid, provision for losses on restatement and gains / losses on settlement are recognised in the Statement of Profit and Loss.

xviii. Issue Expenses:

Expenses related to issue of equity and equity related instruments are adjusted against the Securities Premium Reserve Account.

xix. Premium on Redemption of Bonds/Debentures

Premium on redemption of bonds/debentures, net of tax impact, is adjusted against the Securities Premium Reserve Account.

xx. Provision for Doubtful receivables and Loans and Advances:

Provision is made in the accounts for doubtful receivables and loans and advances in cases where the management considers the debts, loans and advances, to be doubtful of recovery.

xxi. Cash & Cash Equivalents

Cash &Cash Equivalents for the purpose of Cash flow Statement comprises Cash at bank and in hand, cheques in hand, funds in transit and demand deposits with banks having maturity of less than 3 months.

Notes to the Financial Statements

Note – 2 SHARE CAPITAL

(Amount in ₹)

	As At March 31, 2016	As At March 31, 2015
Authorised		
4,500,000,000 (Previous Year 4,500,000,000) Equity Shares of ₹ 10 each	**45,000,000,000**	45,000,000,000
50,000,000 (Previous Year 50,000,000) Preference Shares of ₹ 100 each	**5,000,000,000**	5,000,000,000
	50,000,000,000	50,000,000,000
Issued, subscribed and fully paid–up		
2,336,388,793 (Previous Year 2,325,147,780) Equity Shares of ₹ 10 each fully paid–up	**23,363,887,930**	23,251,477,800
Total	**23,363,887,930**	23,251,477,800

2.1 Reconciliation of the shares outstanding at the beginning and at the end of the year

(Amount in ₹)

	As At March 31, 2016		As At March 31, 2015	
	Number	Rupees	Number	Rupees
Equity Shares at the beginning of the Year	**2,325,147,780**	**23,251,477,800**	2,306,799,754	23,067,997,540
Issued during the Year				
– On conversion of Foreign Currency Convertible Bonds (Refer Note – 4.3)	**11,241,013**	**112,410,130**	18,348,026	183,480,260
Equity Shares at the end of the Year	**2,336,388,793**	**23,363,887,930**	2,325,147,780	23,251,477,800

2.2 Terms/rights attached to equity shares

The Company has only one class of equity shares having par value of ₹ 10 per share. Each holder of equity shares is entitled to one vote per share. In the event of liquidation of the Company, the holders of equity shares will be entitled to receive any of the remaining assets of the Company, after distribution of all the preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

2.3 Shares reserved for issue under options :

The Foreign Currency Convertible Bonds (FCCB) holders have the option to convert FCCB into 1,304,766,024 Equity Shares (Previous Year 1,316,007,039) (Refer Note No. 4.3)

2.4 Details of shareholders holding more than 5% shares in the Company

Name of share holders	As At March 31, 2016		As At March 31, 2015	
	Number of Shares held	% holding in Share Capital	Number of Shares held	% holding in Share Capital
GTL Limited	**345,763,466**	**14.80%**	345,763,466	14.87%
Global Holding Corpoartion Private Limited	**283,062,609**	**12.12%**	283,062,609	12.17%
Indian Overseas Bank	**161,976,510**	**6.93%**	161,976,510	6.97%
ELM Park Fund Limited	**179,971,057**	**7.70%**	179,971,057	7.74%
Union Bank of India	**121,034,706**	**5.18%**	121,034,706	5.21%

Notes to the Financial Statements

Note – 3 RESERVES AND SURPLUS

(Amount in ₹)

		As At March 31, 2016		As At March 31, 2015
Reconstruction Reserve		**199,302,121**		199,302,121
Balance as per last Balance Sheet				
(Created in terms of the Scheme of Arrangement)				
Capital Reserve		**184,600,000**		184,600,000
Balance as per last Balance Sheet				
(On Forfeiture of Preferential Convertible Warrants)				
Securities premium account				
Balance as per last Balance Sheet	**5,135,543,665**		5,509,074,627	
Less: Redemption Premium on Foreign Currency Convertible Bonds (FCCB)	**421,460,076**		373,530,962	
		4,714,083,589		5,135,543,665
Foreign Currency Monetary Item Translation Difference Account		**(749,150,059)**		(850,715,672)
Surplus/ (Deficit) in the Statement of Profit & Loss				
Balance as per last Balance Sheet	**(23,458,442,294)**		(18,311,320,620)	
Loss for the Year	**(5,473,392,536)**		(5,147,121,674)	
		(28,931,834,830)		(23,458,442,294)
Total		**(24,582,999,179)**		(18,789,712,180)

Note – 4 LONG–TERM BORROWINGS

(Amount in ₹)

		As At March 31, 2016		As At March 31, 2015
Secured Loans				
Rupee Term Loans from				
– Banks	**30,401,947,148**		32,139,049,594	
– Financial Institution	**791,385,100**		821,595,692	
	31,193,332,248		32,960,645,286	
Foreign Currency Term Loan from				
– Financial Institution	**450,060,841**		510,128,250	
		31,643,393,089		33,470,773,536
Unsecured Loans				
– Foreign Currency Convertible Bonds (Refer Note – 4.3)		**15,379,285,841**		14,790,924,604
Total		**47,022,678,930**		48,261,698,140

Notes to the Financial Statements

4.1 (A) Rupee Term Loans from Banks & Financial Institutions are secured by way of

(i) Mortgage by first pari–passu charge on all immovable assets, both present and future and on all movable assets, both present and future, including first floating charge on all the current assets of the Company.

(ii) Sponsor support from Global Holding Corporation Private Limited (GHC) and guarantee of Mr. Manoj Tirodkar (Promoter) towards debt servicing of CDR Lenders and personal gurantee aggregating to ₹ 6,010,400,000 by Mr. Manoj Tirodkar.

(B) **Foreign Currency Term Loan from Financial Institutions is secured by way of**

Mortgage by first pari–passu charge on all immovable assets, both present and future and on all movable assets, both present and future, including first floating charge on all the current assets of the Company.

4.2 Terms of Repayment

(i) Rupee Term Loans from Banks and Financial Institutions and Current Maturities of Long–term borrowings having an effective yield of 10.75% over the tenure of the facility aggreegating to ₹ 30,071,939,059 are repayable in 41 structured quarterly instalments ending on June 30, 2026

The Maturity Profile of these loans is as set below:

			2016–17
			₹ 990,786,200
2017–18	**2018–19**	**2019–20**	**2020–21**
₹ 1,829,140,342	₹ 2,133,997,066	₹ 2,438,853,790	₹ 2,743,710,513
2021–22	**2022–23**	**2023–24**	**2024–25**
₹ 3,353,423,961	₹ 3,810,709,046	₹ 3,810,709,046	₹ 3,810,709,046
2025–26	**2026–27**		
₹ 3,963,137,408	₹ 1,186,764,474		

(ii) Rupee Term Loans from Banks and Financial Institutions and Current Maturities of Long–term borrowings having an Interest rate of 3% p.a aggregating to ₹ 1,034,341,174 are repayable in 4 structured quarterly instalments ending on March 31, 2017

The Maturity Profile of this loan is as set below:

2016–17
₹ 1,034,341,174

(iii) Rupee Term Loans from Banks having an Interest rate of 8% p.a aggregating to ₹ 2,112,179,389 are repayable only after the Final Settlement date of all other restructured Loans, i.e., June 30, 2026.

(iv) The Foreign Currency Term Loan and Current Maturities of Long term borrowings relating to Foreign Currency Term Loan are repayable in 24 equated quarterly instalments of Euro 375,000 starting from June 15, 2013 and ending on March15, 2021. The loan carries Interest rate of 3 months Euribor+200 bps.

4.3 Foreign Currency Convertible Bonds (FCCBs) :

(i) In terms of Offering Circular dated October 17, 2012 ("Offering Circular"), on November 8, 2012 outstanding Foreign Currency Convertible Bonds (FCCBs) of USD 228,300,000 together with premium of USD 90,986,000 on them aggregating to USD 319,286,000 were restructured by way of cashless exchange with 111,740 Zero Coupon Compulsorily Convertible Bonds due 2017 (Series A) and 207,546 Interest Bearing Convertible Bonds due 2017 (Series B) of USD 1,000 each.

Notes to the Financial Statements

(ii) Series A and Series B Bondholders have an option to convert these bonds into equity shares at a fixed exchange ratio of 1 USD = ₹ 54.252 at any time upto the Close of Business on November 2, 2017 ("Maturity Date") except during the 'closed period' as defined in the 'Offering Circular'.

(iii) Series A Bonds of USD 111,740,000 are compulsorily convertible into equity shares. Each Series A bond is convertible into 5425.20 fully paid up equity shares of ₹ 10 each. As on March 31, 2016, 46,968 Series A Bonds were outstanding.

(iv) The Series B Bonds of USD 207,546,000 are interest bearing optionally convertible bonds. Each bond carries an Interest at the rate of 0.5335% p.a. payable semi annually on the outstanding principal plus the margin for period under consideration with effect from November 8, 2013 as defined in Offering Circular. The Conversion Price shall be determined in terms of 'Offering Circular'. As on date, applicable Conversion Price for each Bond is ₹ 10 per equity share, accordingly Series B Bondholder have an option to convert each bond into 5,425.20 fully paid up equity shares of ₹ 10 each. As on March 31, 2016, 193,533 Series B Bonds were outstanding.

(v) Unless previously converted, redeemed, repurchased or cancelled, the Company will redeem each Series B Bond at 114.5047% of its principal amount on the maurity date i.e November 9, 2017.

4.4 The details of overdue Principal and interest payable as at March 31, 2016 is as follows:

Particulars	Total Overdue	Ageing		
		0–30 Days	30–60 Days	> 60 Days
Principal Payable on Term Loan from Banks & Financial Institution*	315,202,400	287,073,598	–	28,128,803
Interest Payable on Term Loan from Banks & Financial Institution**	980,534,370	297,932,752	277,846,452	404,755,166

* Included in Current Maturities of Long–Term Borrowings (Refer Note – 8)

** Shown as Interest accrued and due on Borrowings (Refer Note – 8)

Note – 5 OTHER LONG–TERM LIABILITIES

(Amount in ₹)

	As At March 31, 2016	As At March 31, 2015
Redemption Premium payable on FCCBs (Refer Note – 4.3)	**1,263,157,993**	841,698,058
Deposits from customers	**360,255,487**	381,476,761
Interest accrued but not due on borrowings*	**1,917,202,840**	1,991,448,541
Total	**3,540,616,320**	3,214,623,360

* Represents the difference between effective rate of interest and step–up interest rate, pursuant to CDR Scheme, payable after March 31, 2017

Notes to the Financial Statements

Note – 6 LONG–TERM PROVISIONS

(Amount in ₹)

	As At March 31, 2016	As At March 31, 2015
Provision for compensated absences	**13,653,860**	11,360,003
	13,653,860	11,360,003

Note – 7 TRADE PAYABLES

(Amount in ₹)

	As At March 31, 2016	As At March 31, 2015
Suppliers for goods and services		
– Micro,Small & Medium Enterprises	**3,482,061**	1,216,498
– Others	**182,530,110**	295,823,503
Total	**186,012,171**	297,040,001

7.1 Details of dues to micro, small & medium enterprises as defined under the MSMED Act,2006

(Amount in ₹)

	Particulars	As at March 31, 2016	As at March 31,2015
(i)	Principal amount remaining unpaid	**3,482,061**	1,216,498
(ii)	Interest due thereon	**–**	1615
(iii)	Interest paid by the Company in terms of Section 16 of Micro, Small and Medium Enterprises Development Act, 2006*	**443,977**	2,632
(iv)	Interest due and payable for the period of delay in payment*	**443,977**	2,932
(v)	Interest accrued and remaining unpaid	**–**	300
(vi)	Interest remaining due and payable even in succeeding years	**–**	–

* Interest waived by the parties is not considered for the purpose of above disclosure

Notes to the Financial Statements

Note – 8 OTHER CURRENT LIABILITIES

(Amount in ₹)

		As At March 31, 2016		As At March 31, 2015
Current maturities of long–term borrowings (Refer Note – 4.4)				
– Rupee Term Loans from Banks and Financial Institutions	2,025,127,374		1,182,428,207	
– Foreign Currency Term Loans from Financial Institutions	168,772,815		102,025,650	
		2,193,900,189		1,284,453,857
Interest accrued and due on borrowings (Refer Note – 4.4)		980,534,370		31,807,844
Interest accrued but not due on borrowings #		281,957,116		221,799,425
Unearned revenue		41,079,972		39,332,509
Advance received from customer		43,666,726		59,058,030
Deposits from customers		353,410,456		252,846,476
Others				
– Statutory dues	57,500,002		42,100,467	
– Capex Creditors*	290,578,837		95,685,720	
– Other Payable**	1,255,490,113		797,466,328	
		1,603,568,952		935,252,515
Total		5,498,117,781		2,824,550,656

Includes an amount of ₹ 74,134,252 (Previous year ₹ 75,672,406) representing the difference between effective rate of interest and step–up interest rate, pursuant to CDR Scheme.

* Capex Creditors includes Payable to GTL Ltd., a related party, ₹ 187,730,731 (Previous Year ₹ 40,687,916)

** Mainly includes Provision towards salary, restructuring, O&M payable and other expenses.

Note – 9 SHORT–TERM PROVISIONS

(Amount in ₹)

	As At March 31, 2016	As At March 31, 2015
Provision for compensated absences	1,902,219	1,091,887
	1,902,219	1,091,887

Notes to the Financial Statements

Note – 10 FIXED ASSETS

(Amount in ₹)

Particulars	GROSS BLOCK				DEPRECIATION				NET BLOCK	
	As at April 01, 2015	Additions	Deductions/ Adjustments	As at March 31, 2016	Upto April 1, 2015	For the Year	Deductions/ Adjustments Adjustment	Upto March 31, 2016	As at March 31, 2016	As at March 31, 2015
Owned Assets										
A) Tangible Assets:										
Land	59,860,418	77,180	–	**59,937,598**	–	–	–	–	**59,937,598**	59,860,418
Buildings	3,463,363,901	86,565	30,316,844	**3,433,133,622**	1,449,438,273	260,335,758	7,105,718	1,702,668,313	**1,730,465,309**	2,013,925,628
Plant and Equipments	46,480,301,865	1,068,248,087	340,048,256	**47,208,501,696**	14,553,505,775	2,238,192,668	102,656,762	16,689,041,681	**30,519,460,015**	31,926,796,090
Office Equipments	76,989,043	387,688	–	**77,376,731**	74,135,097	1,817,466	–	75,952,563	**1,424,168**	2,853,946
Furniture & Fixtures	57,247,498	–	–	**57,247,498**	57,247,498	–	–	57,247,498	**–**	–
Vehicles	10,985,376	–	4,532,009	**6,453,367**	7,675,516	785,290	4,125,688	4,335,118	**2,118,249**	3,309,860
Total of Tangible Assets (A)	**50,148,748,101**	**1,068,799,520**	**374,897,109**	**50,842,650,512**	**16,142,002,159**	**2,501,131,182**	**113,888,168**	**18,529,245,173**	**32,313,405,339**	**34,006,745,942**
B) Intangible Assets :										
Softwares*	39,262,236	448,041	–	**39,710,277**	29,359,827	5,574,024	–	34,933,851	**4,776,425**	9,902,409
Total of Intangible Assets (B)	**39,262,236**	**448,041**	**–**	**39,710,277**	**29,359,827**	**5,574,024**	**–**	**34,933,851**	**4,776,425**	**9,902,409**
Total of (A) + (B)	**50,188,010,337**	**1,069,247,561**	**374,897,109**	**50,882,360,789**	**16,171,361,986**	**2,506,705,206**	**113,888,168**	**18,564,179,024**	**32,318,181,764**	**34,016,648,351**
Previous Year	50,429,538,640	1,338,297,104	1,579,825,407	**50,188,010,337**	15,003,437,349	2,559,924,282	1,391,999,644	16,171,361,987	**34,016,648,351**	
Capital Work–in–progress									**456,638,681**	539,888,481

* Other than Internally Generated

10.1 Buildings include properties having gross block of ₹ 70,000,000 (Previous Year ₹ 86,259,650) for which deeds of conveyance have yet to be executed in favour of the Company and ₹ 7,000 towards cost of 70 shares of ₹ 100 each in a Co–operative Housing Society.

10.2 Buildings include of ₹ 2,914,711,182 (Previous Year ₹ 2,923,451,666) towards Land related properties and Boundry Wall at Sites.

10.3 Additions to Plant & Equipments includes Net Foreign Exchange Difference of ₹ 62,337,255 (Previous Year ₹ 137,834,536) Capitalised during the year.

10.4 During the year the company has disposed off CWIP of ₹ 68,054,561 for ₹ 63,415,035 (Previous Year ₹ 143,569,940 for ₹ 95,979,547)

10.5 Capital Work–in–Progress includes:

Capital Goods of Inventory amounting to ₹ 456,638,681 (Previous Year ₹ 539,888,481.)

10.6 Impairment of Assets

In accordance with Accounting Standard (AS 28) on "Impairment of Assets" as notified by the Companies (Accounting Standards) Rules 2006 , The Management during the year carried out an exercise of identifying the assets that may have been impaired in respect of each cash generating units in accordance with the said Accounting Standard. On the basis of this review carried out by the management, there was no impairment loss on Fixed Assets during the year ended Mrach 31, 2016.

Notes to the Financial Statements

Note – 11 NON–CURRENT INVESTMENTS

(Long–term, Trade)

(Amount in ₹)

	Number		Face Value (₹)	As at March 31, 2016		As at March 31, 2015	
	As at March 31, 2016	As at March 31, 2015					
Unquoted							
In Equity Shares Others – Fully Paid up	33,250,000	33,250,000	10	**332,500,000**		332,500,000	
Global Rural NETCO Ltd.							
Less: Provision for dimunition in value of Investment (Refer Note No. 11.2)				**332,500,000**	**–**	278,302,500	54,197,500
Investment in Corpus of Tower Trust					**18,157,224,000**		18,157,224,000
(A Beneficiary Trust)							
(Refer Note No. 11.3)							
TOTAL					**18,157,224,000**		18,211,421,500

11.1 Aggregate Amount of Unquoted Investments	**18,157,224,000**	18,211,421,500

11.2 Based on the latest available informations of the Investee companies, the book value per share is considerably less than cost. As a matter of prudence diminution in the value of investments of ₹ 332,500,000 (Previous Year ₹ 278,302,500) has been considered.

11.3 The Company is the sole beneficiary in the Tower Trust and has contributed ₹ 18,157,224,000 towards the Corpus of the said Trust. The Trust has invested the aforesaid amount in an Associate "Chennai Network Infrastructure Ltd." (CNIL) a special purpose vehicle (SPV) and holds 1,815,722,400 Equity Shares of ₹ 10 each (Previous year 1,815,722,400) representing 27.53% (Previous Year 27.53%) of total issued and paid up Equity Share Capital of CNIL as on March 31, 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. 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.

11.4 Refer Note No. 1 (viii) for basis of valuation

Notes to the Financial Statements

Note –12 LONG–TERM LOANS & ADVANCES

(Amount in ₹)

	As At March 31, 2016		As At March 31, 2015	
(Unsecured, Considered good unless otherwise stated)				
Capital advances				
– Considered good	**183,017,228**		1,594,683,574	
– Considered Doubtful	**3,698,764,468**		2,687,466,114	
	3,881,781,696		4,282,149,688	
Less: Provision for doubtful advances (Refer Note – 25)	**3,698,764,468**		2,687,466,114	
		183,017,228		1,594,683,574
Deposit Given *		**378,264,862**		329,772,921
Advance income–tax (net of provision for taxation)		**456,932,154**		327,392,829
Other Advance**		**52,167,641**		49,018,482
Total		**1,070,381,885**		2,300,867,806

* Includes ₹ 21,600,000 (Previous Year ₹ 21,600,000) with a related party (Refer Note No. 34)

** Includes amount paid under protest & refund receivable from Sales Tax Authorities.

Note – 13 CURRENT INVESTMENTS

(Other then Trade)

(Amount in ₹)

	Quantity (In Nos.)		Face Value (₹)	As at March 31, 2016	As at March 31, 2015
	As at March 31, 2016	As at March 31, 2015			
Unquoted					
In Unit of Mutual Funds					
AXIS LIQUID FUND – DIRECT GROWTH	**7,188**	–	1000	**11,225,093**	–
DWS INSTA CASH PLUS FUND – DIRECT PLAN – GROWTH	**–**	78,986	100	**–**	13,818,831
ICICI PRUDENTIAL MONEY MARKET FUND – DIRECT PLAN – GROWTH	**–**	42,938	100	**–**	7,674,896
IDBI LIQUID FUND – DIRECT PLAN – GROWTH	**–**	74,490	1000	**–**	110,407,485
JP MORGAN INDIA LIQUID FUND – DIRECT PLAN – GROWTH	**–**	6,697,407	10	**–**	120,362,935
PEERLESS LIQUID FUND – DIRECT PLAN GROWTH	**–**	71,900	1000	**–**	110,018,595
SBI PREMIER LIQUID FUND – DIRECT PLAN – GROWTH	**19,214**	9,346	1000	**44,969,550**	19,996,222
UNION KBC LIQUID FUND GROWTH – DIRECT PLAN	**27,436**	179,186	1000	**41,269,580**	247,077,693
TOTAL				**97,464,223**	629,356,657

Note:

13.1 Aggregate Amount of Unquoted Investments	**97,464,223**	629,356,657
13.2 Refer Note No. 1 (viii) for basis of valuation		

Notes to the Financial Statements

Note – 14 INVENTORIES

(Amount in ₹)

	As At March 31, 2016	As At March 31, 2015
Stores, Spares and Consumables	4,622,806	6,058,814
Total	4,622,806	6,058,814

Refer Note No. 1(x) for basis of valuation

NOTE – 15 TRADE RECEIVABLES

(Unsecured, subject to confirmation and Considered good unless otherwise stated)

(Amount in ₹)

	As At March 31, 2016		As At March 31, 2015	
Outstanding for a period exceeding six months from the date they are due for payment				
– Considered good	**94,459,373**		242,362,159	
– Considered Doubtful	**579,715,619**		345,033,553	
	674,174,992		587,395,712	
Provision for doubtful receivables	**579,715,619**		345,033,553	
		94,459,373		242,362,159
Others				
– Considered good	**220,842,781**		362,221,770	
– Considered Doubtful	**–**		–	
	220,842,781		362,221,770	
Provision for doubtful receivables	**–**		–	
		220,842,781		362,221,770
Total		**315,302,154**		604,583,929

(Refer Note No. – 30)

Note – 16 CASH AND BANK BALANCES

(Amount in ₹)

	As At March 31, 2016		As At March 31, 2015	
Cash and cash equivalents				
Balances with Banks:				
– in current accounts	**440,900,115**		335,224,688	
– cheques in hand	**20,942,578**		9,601,089	
Cash on hand	**580,050**		1,664,364	
		462,422,743		346,490,141
Other Bank Balances				
Fixed Deposits with Banks*:				
– Pledged as Margin Money	**13,736,897**		12,735,187	
– Others	**9,094,623**		8,348,283	
		22,831,520		21,083,470
Total		**485,254,263**		367,573,611

* Includes ₹ 324,730 (Previous year ₹ 168,614) having maturity period of more than 12 months.

Notes to the Financial Statements

Note – 17 SHORT–TERM LOANS AND ADVANCES

(Unsecured, Considered good unless otherwise stated)

(Amount in ₹)

		As At March 31, 2016		As At March 31, 2015
Loan and advances to related parties (Refer Note – 34)		**389,389,447**		75,531,290
Cenvat / Service Tax input credit entitelments		**39,826,291**		757,557,961
Prepaid expenses		**29,346,004**		23,115,357
Deposits		**27,310,178**		45,691,313
Other Advances *				
– Considered good	**726,755,785**		210,733,647	
– Considered Doubtful	**735,374**		735,374	
	727,491,159		211,469,021	
Less: Provision for doubtful advances	**735,374**		735,374	
		726,755,785		210,733,647
Total		**1,212,627,705**		1,112,629,568

* Mainly relating to advances to suppliers, employees and Interest receivables

Note – 18 OTHER CURRENT ASSETS

(Unsecured, subject to confirmation and Considered good unless otherwise stated)

(Amount in ₹)

		As At March 31, 2016		As At March 31, 2015
Energy Recoverables				
Considered good	**809,954,071**		1,183,218,984	
Considered Doubtful	**748,878,559**		475,478,538	
	1,558,832,630		1,658,697,522	
Provision for doubtful receivables	**748,878,559**		475,478,538	
		809,954,071		1,183,218,984
Unbilled Income		**116,218,480**		99,881,966
Total		**926,172,551**		1,283,100,950

(Refer Note No. – 30)

Notes to the Financial Statements

Note – 19 REVENUE FROM OPERATIONS

(Amount in ₹)

	For the Year ended on March 31, 2016	For the Year ended on March 31, 2015
Revenue from Telecom/Network Infrastructure Facilities	**7,051,676,940**	6,718,830,571
Equipment Provisioning	**5,219,331**	10,046,988
	7,056,896,271	6,728,877,559
Less: Service Tax Recovered	**863,514,944**	732,361,404
Total	**6,193,381,327**	5,996,516,155

Note – 20 OTHER INCOME

(Amount in ₹)

	For the Year ended on March 31, 2016	For the Year ended on March 31, 2015
Profit on Sale of Current Investments (net)	**34,163,440**	55,799,562
Profit on Sale of Fixed Assets (net of Loss on sale/discard of Fixed Assets)	**26,769,415**	–
Interest Income	**55,198,522**	136,383,480
Miscellaneous Income	**4,948,851**	42,338,754
Total	**121,080,228**	234,521,796

Note – 21 INFRASTRUCTURE OPERATION & MAINTENACE COST (Net)

(Amount in ₹)

	For the Year ended on March 31, 2016	For the Year ended on March 31, 2015
Site Rentals	**837,467,236**	809,017,511
Power, Fuel and Maintenance Charges	**3,311,139,538**	3,492,024,805
Repairs and Maintenance to Plant and Equipments	**120,226,830**	125,746,810
Stores & Spares consumption	**5,735,265**	3,976,222
Other Operating Expenditure	**323,771,712**	669,065,560
	4,598,340,581	5,099,830,908
Less: Recovered from Customers (Net of Service Tax)	**2,905,704,319**	2,906,159,822
Total	**1,692,636,262**	2,193,671,086

Notes to the Financial Statements

21.1 Stores & Spares consumption includes:

Particulars	2015–16		2014–15	
	₹	% of Total consumed	₹	% of Total consumed
Imported	**NIL**	**NIL**	NIL	NIL
Indigenous	**5,735,265**	**100%**	3,976,222	100%

Note – 22 EMPLOYEE BENEFITS EXPENSE

(Amount in ₹)

	For the Year ended on March 31, 2016	For the Year ended on March 31, 2015
Salaries and Allowances	**304,895,000**	221,866,229
Contribution to Providend Fund, Gratuity fund and Other Funds	**32,286,840**	31,246,569
Employee Welfare and other amenities	**3,481,322**	3,369,297
Total	**340,663,162**	256,482,095

22.1 Salaries and Allowances include remuneration to Whole Time Director of ₹ 4,970,616 (previous year ₹ 4,970,616) for which is subject to the approval of Central Government. The Company has filed necessary application for the approval of Central Government which is awaited.

22.2 Employee Benefits:

As per Accounting Standard 15 "Employee Benefits" the disclosure of Employee Benefit, as defined in Accounting Standard are given below:

Defined Contribution Plan

Particulars	**For the year ended March 31, 2016**	For the year ended March 31, 2015
Employer's Contribution to Provident fund	**16,475,989**	15,060,116
Employer's Contribution to Pension fund	**5,810,765**	4,370,660
Total	**22,286,754**	19,430,776

Defined Benefit Plan

The employee's Gratuity Fund Scheme, which is a defined benefit plan, is managed by the Trust maintained with Life Insurance Corporation of India [LIC]. The present value of obligation is determined based on actuarial valuation using Projected Unit Credit Method, which recognises each period of service as giving rise to additional unit of employee benefit entitlement and measures each unit separately to build up the final obligation. The obligation for compensated absences is recognised in same manner as gratuity.

Notes to the Financial Statements

a. Reconciliation of opening and closing balances of the present value of the defined benefit obligation

(Amount in ₹)

Particulars	Gratuity Funded		Compensated Absences Unfunded	
	As at March 31, 2016	As at March 31, 2015	**As at March 31, 2016**	As at March 31, 2015
Defined Benefit Obligation at beginning of the Year	**39,084,628**	26,098,100	**12,451,890**	9,359,086
Current Service Cost	**5,716,583**	4,115,377	**1,199,152**	753,256
Current Interest Cost	**3,126,770**	2,429,733	**996,151**	871,331
Actuarial (Gain) / Loss	**3,652,741**	7,119,428	**1,087,762**	2,324,193
Liability Transfer In	**–**	3,126,378	**1,410,199**	881,343
Liability Transfer Out	**–**	(817,196)	**(65,000)**	(213,305)
Benefits paid	**(4,085,364)**	(2,987,192)	**(1,524,075)**	(1,524,014)
Defined Benefit Obligation at the end of the Period / Year	**47,495,358**	39,084,628	**15,556,079**	12,451,890

b. Reconciliation of opening & closing balances of fair value of plan assets

(Amount in ₹)

	Gratuity Funded	
	As at March 31, 2016	As at March 31, 2015
Fair Value of Plan Asset at beginning of the Year	**41,525,335**	36,830,137
Expected Return on Plan Assets	**3,322,027**	3,428,886
Actuarial Gain/ (Loss)	**772,099**	108,540
Contributions	**7,338,736**	6,764,925
Fund Transfer In	**10,005,207**	–
Fund Transfer out	**(197,308)**	(2,619,961)
Benefits paid	**(4,085,364)**	(2,987,192)
Fair Value of Plan Asset at the end of the Period / Year	**58,680,732**	41,525,335

c. Reconciliation of present value of obligations & fair value of plan assets

(Amount in ₹)

Particulars	Gratuity Funded		Compensated Absences Unfunded	
	As at March 31, 2016	As at March 31, 2015	**As at March 31, 2016**	As at March 31, 2015
Fair Value of Plan Asset at the end of the Period / Year	58,680,732	41,525,335	–	–
Present Value of Defined Benefit Obligation at end of the Period / Year	47,495,358	39,084,628	15,556,079	12,451,890
Liability/ (Asset) recognised in the Balance Sheet	(11,185,374)	(2,440,707)	15,556,079	12,451,890

Notes to the Financial Statements

d. Expense Recognised During the year

(Amount in ₹)

Particulars	Gratuity Funded		Compensated Absences Unfunded	
	For the year ended March 31, 2016	For the year ended March 31, 2015	**For the year ended March 31, 2016**	For the year ended March 31, 2015
Current Service Cost	5,716,583	4,115,377	1,199,152	753,256
Net Interest Cost	(195,257)	(999,153)	996,151	871,331
Actuarial (Gain)/ Loss	2,880,642	7,010,888	1,087,762	2,324,193
Net Cost Recognised in Statement of Profit and Loss Account	8,401,968	10,127,112	3,283,065	3,948,780

e. Amounts for current and previous years: Gratuity

Particulars	**2015–16**	2014–15	2013–14	2012–13	2011–12
Defined Benefit Obligation	**47,495,358**	39,084,628	26,098,100	23,361,635	17,519,831
Plan Assets	**58,680,732**	41,525,335	36,830,137	36,581,101	24,910,034
Suplus/(Deficit)	**11,185,374**	2,440,707	10,732,037	13,219,466	7,390,203
Experience Adjustment on Plan Assets– (Gain)/loss	**(772,099)**	108,540	5,985,784	3,953,679	(528,216)
Experience Adjustment on Plan Liabilities– Gain/ (Loss)	**(3,820,556)**	2,947,112	1,320,241	1,726,017	4,428,976

f. Amounts for current and previous years: Compensated Absences

Particulars	**2015–16**	2014–15	2013–14	2012–13	2011–12
Defined Benefit Obligation	**15,556,079**	12,451,890	9,359,086	9,302,824	10,258,583
Plan Assets	**Nil**	Nil	Nil	NIL	NIL
Surplus/(Deficit)	**(15,556,079)**	(12,451,890)	(9,359,086)	(9,302,824)	(10,258,583)
Experience Adjustment on Plan Assets– (Gain)/loss	**Nil**	Nil	Nil	NIL	NIL
Experience Adjustment on Plan Liabilities– Gain/(Loss)	**(1,087,762)**	948,149	369,610	1,854,449	1,696,479

g. Assumptions used to determine the defined benefit obligation

Particulars	Gratuity Funded		Compensated Absences Unfunded	
	For the year ended March 31, 2016	For the year ended March 31, 2015	**For the year ended March 31, 2016**	For the year ended March 31, 2015
Discount Rate(p.a.)	**8.04%**	8.00%	**8.04%**	8.00%
Estimated rate of return on Plan Assets(p.a.)	**8.04%**	8.00%	**NA**	NA
Expected rate of increase in salary(p.a.)	**5.00%**	5.00%	**5.00%**	5.00%

Notes to the Financial Statements

Note – 23 OTHER EXPENSES

(Amount in ₹)

		For the Year ended on March 31, 2016	For the Year ended on March 31, 2015
Rent		**50,840,103**	50,198,033
Rates and Taxes		**19,945,977**	13,966,244
Electricity		**6,537,080**	7,102,898
Repairs and Maintenance			
– Office Building		**121,000**	–
– Office Equipments		**3,150,420**	3,488,421
– Others		**2,032,980**	2,004,025
Insurance Premium		**9,173,202**	7,580,982
Communication Cost		**7,367,795**	7,069,777
Travel and Conveyance		**36,948,943**	33,202,687
Legal and Professional Charges		**82,801,730**	111,363,168
Payment to Auditors		**6,700,000**	6,700,000
Office Expenses		**27,042,576**	25,483,162
Printing and Stationery		**3,702,433**	3,489,942
Directors' Sitting Fees		**3,672,500**	592,500
Exchange differences (net)		**808,797,894**	487,893,237
Advertisment and Business Promotion		**36,060,768**	1,655,176
Balances Written Off (Net)	**515,961,883**		218,363,413
Less: Provision for Doubtful Debts/Advances Written Back	**(495,403,310)**		(218,362,825)
		20,558,573	588
Provision for Trade Receivables and Energy Recoverables		**886,057,706**	727,109,570
Loss on Sale of Fixed Assets (Net)		**–**	50,257,011
Expenses for long term investment written off		**–**	5,053,122
Miscellaneous Expenses		**32,091,693**	32,043,822
Total		**2,043,603,373**	1,576,254,365

23.1 Auditor's Remuneration includes

(Amount in ₹)

Partuculars	For the Year ended on March 31, 2016	For the Year ended on March 31, 2015
	Rupees	Rupees
Audit Fees	**3,000,000**	3,000,000
Tax Audit Fees	**1,200,000**	1,200,000
Certification Fees	**2,500,000**	2,500,000
Total	**6,700,000**	6,700,000

Notes to the Financial Statements

Note – 24 FINANCE COSTS

(Amount in ₹)

	For the Year ended on March 31, 2016	For the Year ended on March 31, 2015
Interest	**4,129,084,059**	3,900,142,423
Other Borrowing Costs	**9,666,175**	25,916,760
Total	**4,138,750,234**	3,926,059,183

Note – 25 EXCEPTIONAL ITEMS:

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 ₹ 1,011,298,354 has been considered during the year ended March 31, 2016. (Previous year ₹ 587,466,114 lacs net after adjusting ₹ 1,500,000,000 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 ₹ 54,197,500 during the year ended March 31, 2016. (Previous year ₹ 278,302,500). Both the abovementioned items have been disclosed as exceptional items in the Statement of Profit and Loss.

Note – 26 CONTINGENT LIABILITIES:

(Amount in ₹)

A]

Sr. No.	Particulars	As at March 31, 2016	As at March 31, 2015
	Contingent Liabilities not provided for (No Cash Outflow is expected)		
i.	Bank Guarantees	**21,675,642**	21,775,642
	(Bank Guarantees are provided under contractual / legal obligation)		
ii.	Corporate Guarantee	**8,310,000,000**	8,310,000,000
	(Given to Banks and Financial Institution for loans taken by the erstwhile subsidiary company)		
iii.	Claims against the Company not acknowledged as debts	**129,439,792**	160,562,890
iv.	Disputed liability in respect of Sales Tax Matters under appeal (Amount deposited ₹ 22,663,548) (Previous Year ₹ 21,186,705)	**150,856,529**	122,586,058

B] Certain Legal issues are outstanding against the company mainly in relation to the alleged non–compliance of policies of municipal corporations, levy of taxes, cases pending for permanent injunctions, objections by the local residents, disputes with site owners, in respect of which the amounts can not be quantified at this stage and therefore the Contingent liability in respect of this could not be determined.

The Company does not expect any material financial effect of the above matters under litigation.

Note – 27

During the year 2008–09 the company had imported OFC (Optical Fiber Cable) on which the Custom department issued Show Cause Notice for the demand of Custom Duty of ₹ 9,294,731.The company deposited the whole amount under protest and subsequently the Commissioner granted the relief to the Company of ₹ 7,794,792. As against the said order of the Commissioner, the Custom department has filed an appeal with the CESTAT, Mumbai on 11th Oct 2010. The Company feels there will not be any further liability on this account.

Notes to the Financial Statements

Note – 28

During earlier years, as legally advised, the Company's CENVAT credit aggregating to ₹ 799,256,619 was utilised for discharging service tax liability of Chennai Network Infrastructure Limited, as Associate, which is in the process of merger with the Company. CNIL has paid the same to the Service Tax Authority under Voluntary Compliance Encouragement Scheme (VCES) in November, 2013. The Company had already filed a writ petition in High Court of judicature at Mumbai for seeking restoration of this cenvat credit. Based on the Mumbai High court direction, CESTAT passed the order in March 2015 for allowing the Company to restore the said amount as Cenvat credit. The Service tax authorities have filed a appeal with the High court challenging the CESTAT order passed in March 2015. The company has been advised that there will not be any outflows in this regard.

Note – 29 CAPITAL COMMITMENTS:

Estimated amount of contracts remaining to be executed on capital account and not provided for (Net of Advances) as at March 31, 2016 is ₹ 205,948,293 (Previous year ₹ 165,048,290) Cash outflow is expected on execution of such contracts on progressive basis.

Note – 30

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 confirmation/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.

Note – 31

The Scheme of arrangement between the Company and Chennai Network Infrastructure Limited (CNIL) under section 391 to 394 of Companies Act, 1956 was approved by the Hon'ble High Court of Judicature of Bombay but is pending for approval before Hon'ble High Court of Judicature of Madras. Consequent upon restructuring due to CDR, the above scheme is being modified, subject to the approval of all competent authorities and stakeholders.

Note – 32

Over the last few years, the Telecom Operators were forced to review their business models. This was either due to regulatory issues like cancellation of 2G License by the Hon'ble Supreme Court of India, failure of spectrum auctions, inflationary input costs and/or consequent realigning of their own business needs by the Telcos. This resulted in slower 3G roll outs and therefore had its impact on the Company's revenues and profitability.

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 each one have lent support from time to time. Since the last year, 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 immediate rollouts made by some of these Telcos (including new entrants). The Company has been able to secure a fair share of business from these incremental tenancies. Similarly, the huge Network Rollout plans of our customers (including that of the new entrants) over the next few years starting now would further continue to assist the Company in securing additional tenancies from these customers. The Company has already put in place plans to improve its overall tenancy ratio and has implemented several other measures to support the evolving needs of its customers.

Further, many customers have already 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. This has helped the Company to improve its overall cash position with better margins. Various other cost rationalization measures continuously undertaken by the Company have also resulted in improvement of operations' efficiency.

The Company, for the reasons stated above, continues to prepare its financial statements on a going concern basis though its net worth is fully eroded and has incurred cash losses

Notes to the Financial Statements

Note – 33 SEGMENT REPORTING:

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.

Note – 34 RELATED PARTY DISCLOSURES:

A. Related Parties

I. Trust

Tower Trust (the company is the sole beneficiary)

II. Associates

Chennai Network Infrastructure Limited(CNIL)

III. Key Managerial Personnel

a. Mr.Manoj G Tirodkar(Chairman)

b. Mr. Milind Naik, Whole Time Director & Co–COO

c. Mr. L.Y. Desai (Chief Financial Officer)

IV. Others

a. GTL Limited(GTL)

b. Global Holding Corporation Pvt Ltd

B. Transactions with Related Parties.

(Amount in ₹)

	Transactions with Related Parties at Arms Length Price	For the Year Ended March 31, 2016	For the Year Ended March 31, 2015
I]	**TRUST**		
	Investment in Corpus	–	–
	Balance at the year end	**31–Mar–16**	31–Mar–15
	Investment in Corpus	**18,157,224,000**	18,157,224,000
II]	**ASSOCIATES**		
	Chennai Network Infrastructure Limited		
	Sale of Fixed Assets	**6,739,951**	3,581,961
	Purchase of Fixed Assets	**1,951,331**	174,110
	Reimbursement of expense from	**834,629,732**	631,155,421
	Interest Income	**47,945,387**	87,386,517
	Return of inventory from	–	879,799,572
	Balance at the year end	**31–Mar–16**	31–Mar–15
	Loans & Advances	**389,389,447**	65,313,541
	Corporate Guarantee#	**8,310,000,000**	8,310,000,000
III]	**KEY MANAGERIAL PERSONNEL**		
	i. Milind Naik– Whole Time Director		
	Salaries & Allowances	**4,970,616**	4,970,616
	ii. L.Y. Desai		
	Salaries & Allowances	**12,779,254**	11,758,052
	iii. Manoj Tirodkar, Chairman		
	Director Sitting Fees Paid	**620,000**	120,000

Notes to the Financial Statements

(Amount in ₹)

	Transactions with Related Parties at Arms Length Price	For the Year Ended March 31, 2016	For the Year Ended March 31, 2015
IV]	**OTHERS**		
	GTL Limited		
	Purchase of Fixed Assets	**164,098,796**	99,149,018
	Reimbursement of expenses from	**7,181,516**	1,503,917,639
	License fees for sharing premises from	**4,271,334**	4,933,244
	Energy Management Services	**2,979,653,987**	3,087,372,847
	Field Level Operations & Maintenance Charges	**516,217,121**	521,104,107
	Legal and Professional Charges	**2,895,826**	1,895,575
	Rent to	**38,750,097**	28,797,961
	Reimbursement of expenses to	**10,239,203**	6,838,944
	Balance at the year end	**31–Mar–16**	31–Mar–15
	Trade Payables	**–**	35,365,713
	Capex Creditors	**187,730,731**	40,687,916
	Loans and Advances	**19,134,309**	10,217,749
	Other Payables	**298,799,324**	306,274,841
	Security Deposit given	**21,600,000**	21,600,000

given to the lenders of CNIL namely Coporation Bank & Central Bank of India for the financial facilities availed by that company

Notes

(i) Salaries and allowances to KMP do not include contribution to the gratuity fund for them since the provision for gratuity has been made for Company as a whole and separate figures for them are not available

(ii) Any material given to CNIL or received from CNIL on returnable basis and such materials, if returned back by the year end, are not considered for the purpose of above disclosure.

Note – 35 EARNINGS PER SHARE(BASIC AND DILUTED)

(Amount in ₹)

Particulars	For the Year ended on March 31, 2016	For the Year ended on March 31, 2015
Net profit /(Loss) after tax attributable to Equity Share holders.	(5,473,392,536)	(5,147,121,674)
Weighted average no. of equity shares outstanding	2,326,773,087	2,319,553,760
Basic & Diluted Earning Per Share of ₹ 10 Each (₹)	(2.35)	(2.22)

The effect of Foreign Currency Convertible Bonds on the Earnings Per Share is anti–dilutive and hence, the same is not considered for the purpose of calculation of dilutive Earning Per Share.

Notes to the Financial Statements

Note – 36 DEFERRED TAX LIABILITY/ (ASSETS)

As required by Accounting Standard 22 on 'Accounting for Taxes on Income' Deferred Tax Comprises of following items:

(Amount in ₹)

		As At March 31, 2016	As At March 31, 2015
Deferred Tax Liabilities			
Related to Fixed Assets		3,858,965,199	3,697,968,635
	Total	3,858,965,199	3,697,968,635
Deferred Tax Assets			
Unabsorbed Depreciation		8,566,369,394	7,540,781,588
Disallowance under Income Tax Act		1,717,479,399	1,424,998,705
	Total	10,283,848,793	8,965,780,292
Net Deferred Tax Liability/(Asset)		(6,424,883,594)	(5,267,811,658)

As at March 31,2016, the Company has Net Deferred Tax Assets of ₹ 6,424,883,594. In The absence of virtual certainty that sufficient future taxable income will be available against which such deferred tax assets can be realised, the same has not been recognised in the books of account in line with Accounting Standard 22 dealing with "Accounting for taxes on Income".

Note – 37

Particulars of foreign currency exposures that are not hedged by derivative instruments as at 31st March 2016

a) Receivables – ₹ 1,011,298,354 (Previous year ₹ 1,011,298,354)

b) Payables – ₹ 17,478,295,511 (Previous year ₹ 16,393,300,001)

Note – 38 PRIOR PERIOD ITEMS

(Amount in ₹)

Partuculars		For the Year ended on March 31, 2016	For the Year ended on March 31, 2015
Legal and Professional Charges		–	273,000
Repairs & Maintenance		–	641,685
	Total	–	914,685

Note – 39 EXPENDITURE IN FOREIGN CURRENCY

(Amount in ₹)

Partuculars		For the Year ended on March 31, 2016	For the Year ended on March 31, 2015
Interest on DEG		**13,378,706**	16,606,656
Interest on FCCB		**554,168,085**	382,874,122
Bank Charges		**585,312**	5,272
Travelling		**2,627,446**	4,117,208
FCCB Listing Fees		**49,025**	13,761
	Total	**570,808,574**	403,617,019

Note: The above does not include FCCB redemption premium provided in the books.

Notes to the Financial Statements

Note – 40 OPERATING LEASE

The Company's significant leasing arrangements are in respect of operating leases for premises and network sites. These lease agreements provide for cancellation by either parties thereto as per the terms and conditions of the agreements.

Note – 41

In the opinion of the Management, Non Current/Current Assets, Loans and Advances are approximately of the value stated, if realised in the ordinary course of business.

Note – 42

In accordance with regulation 34(3) of the Securities and Exchange Board of India (listing obligations and disclosure requirements) regulations, 2015, the details of Loans and Advances are as under:

a. To Chennai Network Infrastructure Limited (CNIL), an Associate, closing balance as on March 31, 2016 is ₹ 389,389,447 (Previous year ₹ 65,313,541). Maximum balance outstanding during the year was ₹ 657,207,189 (Previous year ₹ 2,265,493,079).

b. CNIL has not made investment in the shares of the Company.

c. As per the Company's policy loans to employees are not considered for this clause.

Note – 43

The previous year's figures, wherever necessary, have been regrouped, reclassified and rearranged to make them comparable with those of the current year.

As per our report of even date

For **CHATURVEDI & SHAH**
Chartered Accountants
Firm Reg. No. : 101720W

R. KORIA
Partner
Membership No. : 35629

For **YEOLEKAR & ASSOCIATES**
Chartered Accountants
Firm Reg. No. : 102489W

S. S. YEOLEKAR
Partner
Membership No. : 36398

Mumbai
Date : April 26, 2016

For and on behalf of the board of Directors

MILIND NAIK
Whole–time Director
DIN: 00276884

MANOJ G. TIRODKAR
Chairman
DIN: 00298407

VIJAY VIJ
Director
DIN: 02245470

L. Y. DESAI
Chief Financial Officer

NITESH A. MHATRE
Company Secretary
Membership No. : A18487

NOTICE FOR AGM

NOTICE is hereby given that the Thirteenth (13th) Annual General Meeting of the Members of GTL Infrastructure Limited will be held on Wednesday, September 21, 2016, at 1.30 p.m., at Vishnudas Bhave Natyagruha, Sector 16–A, Vashi, Navi Mumbai – 400 703, Maharashtra, India, to transact the following business:

Ordinary Business

1. To consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2016, together with the Reports of the Board of Directors and Auditors thereon.

2. To appoint a Director in place of Mr. Manoj G. Tirodkar (DIN: 00298407), who retires by rotation and is eligible for re–appointment.

3. To consider and, if thought fit, to pass, with or without modification, the following resolution as an **Ordinary Resolution**:

   "RESOLVED that pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made there under, pursuant to the recommendations of the Audit Committee of the Board of Directors and further to resolution passed by the members in the 11th Annual General Meeting (AGM) held on September 16, 2014, the appointment of M/s. Chaturvedi & Shah, Chartered Accountants, Mumbai (Firm Registration No. 101720W) and M/s. Yeolekar & Associates, Chartered Accountants, Mumbai (Firm Registration No. 102489W) as the Joint Auditors of the Company to hold office from the conclusion of this AGM till the conclusion of the Fifteenth (15th) AGM to be held in the calendar year 2018 be and is hereby ratified and the Board of Directors be and is hereby authorized to fix the remuneration payable to the Joint Auditors for the financial year 2016–17, as may be recommended by the Audit Committee in consultation with the Joint Auditors."

By Order of the Board of Directors

Nitesh A. Mhatre
Company Secretary

Place : Mumbai
Date : April 26, 2016

Registered Office:

GTL Infrastructure Limited
'Global Vision', 3rd Floor, Electronic Sadan No. II,
M.I.D.C., T.T.C. Industrial Area, Mahape,
Navi Mumbai – 400 710
Tel: +91 22 27673500 **Fax:** +91 22 27673666
E–mail: gilshares@gtlinfra.com
Website: www.gtlinfra.com
CIN : L74210MH2004PLC144367

Notes:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.**

   The instrument appointing proxy should, however, be deposited at the Registered Office of the Company not less than 48 (forty–eight) hours before the commencement of the meeting i.e. by 1.30 p.m. on September 19, 2016. Proxies / authorisations submitted on behalf of body corporate, societies etc. must be supported by appropriate resolution / authority, as applicable.

2. A person can act as proxy on behalf of Members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights, provided that a Member holding more than ten percent, of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or member.

3. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names as per the Register of Members of the Company will be entitled to vote.

4. All documents referred in the accompanying Notice are open for inspection at the Registered Office of the Company on all working days (except Saturdays, Sundays and Holidays) between 10.00 a.m. and 12.30 p.m. up to the date of the Annual General Meeting.

5. The Notice of the AGM along with the Annual Report 2015–16 is being sent by electronic mode to those Members whose e–mail addresses are registered with the Company / Depositories, unless any Member has requested for a physical copy. For Members who have not registered their e–mail addresses, physical copies are being sent by the permitted or requested modes. The Notice is being sent to all Members whose names would appear in the Register of Members as on Friday, August 19, 2016 and to the Directors and Auditors of the Company through email / courier / post.

6. Members holding shares in physical form are requested to notify, any change in their name, address, e–mail address, bank account details, nominations, power of attorney, etc., to the Share Transfer Agent at GTL Limited–Investor Service Centre, Unit: GTL Infrastructure Ltd., 'Global Vision', Electronic Sadan No. II, M.I.D.C., T.T.C. Industrial

Area, Mahape, Navi Mumbai – 400 710. Members holding shares in electronic form should update such details with their respective Depository Participants.

7. Members holding shares in physical form are requested to get their shares dematerialized by approaching their respective Depository Participants, if they are already operating a Demat Account. Members who have not yet opened a Demat Account are requested to open an account and dematerialize their shares, as the shares of the Company are compulsorily traded in electronic form. For any assistance or guidance for dematerialization, Members are requested to contact the Share Transfer Agent, GTL Limited or send an email to gilshares@gtlinfra.com.

8. Members are requested to forward their queries pertaining to Financial Statements and other Sections of Annual Report to the Company by e–mail to gilshares@gtlinfra.com at least 10 days in advance, for enabling the management to keep the information ready at the AGM.

9. The Company's Equity shares are listed on BSE Limited (BSE) and National Stock Exchange of India Limited (NSE). Further, the Listing Fees in respect of Equity Shares of the Company have been paid to BSE and NSE for the financial year 2016–17. The Company's Foreign Currency Convertible Bonds are listed on Singapore Exchange Securities Trading Limited (SGX).

10. Members / proxies are requested to bring the attendance slips duly filled in and signed for attending the Annual General Meeting.

11. Members are requested to bring their copy of the Annual Report to the Annual General Meeting.

12. In keeping with provisions of the Companies Act, 2013, Securities Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulation, 2015 (the Listing Regulations), for the purpose of sending Notices and other documents to its Members through electronic mode to the email address furnished to the Company / Depositories, Members who have so far not provided their email addresses to the Company (for holdings in physical form) or the Depositories (for holdings in electronic form) are requested to provide the same to the Company / Depository Participant respectively, in support of this initiative and for savings on paper / printing & postage cost. Members are further requested to note that they shall be entitled to be furnished free of cost with a physical copy of such documents sent by email upon receipt of a requisition from such Members.

13. **Voting through electronic means**

In compliance with the provision of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of Listing Regulations, the Company is pleased to provide e–voting facility as an option to all the Members of the Company to exercise their right to vote at the 13th AGM. The Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating the e–voting.

The instructions for shareholders voting electronically (remote e–voting) are as under:

i. The voting period begins on Sunday, September 18, 2016 at 09:00 AM and ends on Tuesday, September 20, 2016 at 05:00 PM. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut off date of Wednesday, September 14, 2016 may cast their vote electronically. The e–voting module shall be disabled by CDSL for voting thereafter.

ii. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

iii. The shareholders should log on to the e–voting website www.evotingindia.com.

iv. Click on Shareholders.

v. Now Enter your User ID

   a. For CDSL: 16 digits beneficiary ID,

   b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,

   c. Members holding shares in Physical Form should enter Folio Number registered with the Company.

vi. Next enter the Image Verification as displayed and Click on Login.

vii. If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.

viii. If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha–numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) • Members who have not updated their PAN with the Company / Depository Participant are requested to use the first two letters of their name and the 8 digits of the voting serial number in the PAN field. • In case the voting serial number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. E.g. If your name is Ramesh Kumar with voting serial number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details **OR** Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. • If both the details are not recorded with the depository or company please enter the 16 digit member–id or folio number in the Dividend Bank details field as mentioned in instruction (v).

ix. After entering these details appropriately, click on "SUBMIT" tab.

x. Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that other company opts for e–voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

xi. For Members holding shares in physical form, the details can be used only for e–voting on the resolutions contained in this Notice.

xii. Click on the EVSN of "**GTL INFRASTRUCTURE LIMITED**" on which you choose to vote.

xiii. On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

xiv. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

xv. After selecting the resolution(s) you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

xvi. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

xvii. You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.

xviii. If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

xix. Shareholders can also cast their vote using CDSL's **mobile app m–Voting** available for android based mobiles. The m–Voting app can be downloaded from **Google Play Store**. iPhone and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.

xx. **Note for Non – Individual Shareholders and Custodians**

- Non–Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

xxi. In case you have any queries or issues regarding e–voting, you may refer the Frequently Asked Questions ("FAQs") and e–voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

14. The Company has appointed Mr. Chetan A. Joshi, a practicing Company Secretary as the Scrutinizer for conducting the entire remote e–voting process/ ballot process in a fair and transparent manner.

15. The Scrutinizer shall immediately after the conclusion of voting at the General Meeting first count the votes cast at the meeting, thereafter unblock the votes cast through remote e–voting in the presence of at least two witnesses not in the employment of the Company and make not later than three days of conclusion of the meeting, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same.

16. The Results on resolutions shall be declared on or after the AGM of the Company and the resolutions will be deemed to be passed on the AGM date subject to receipt of the requisite numbers of votes in favour of the Resolutions.

17. The results declared along with the Scrutinizer's Report will be hosted on the Company's website at www.gtlinfra.com and on CDSL's website at www.evotingindia.com for information of the Members, besides being communicated to BSE and NSE, where the shares of the Company are listed.

By Order of the Board of Directors

Nitesh A. Mhatre
Company Secretary

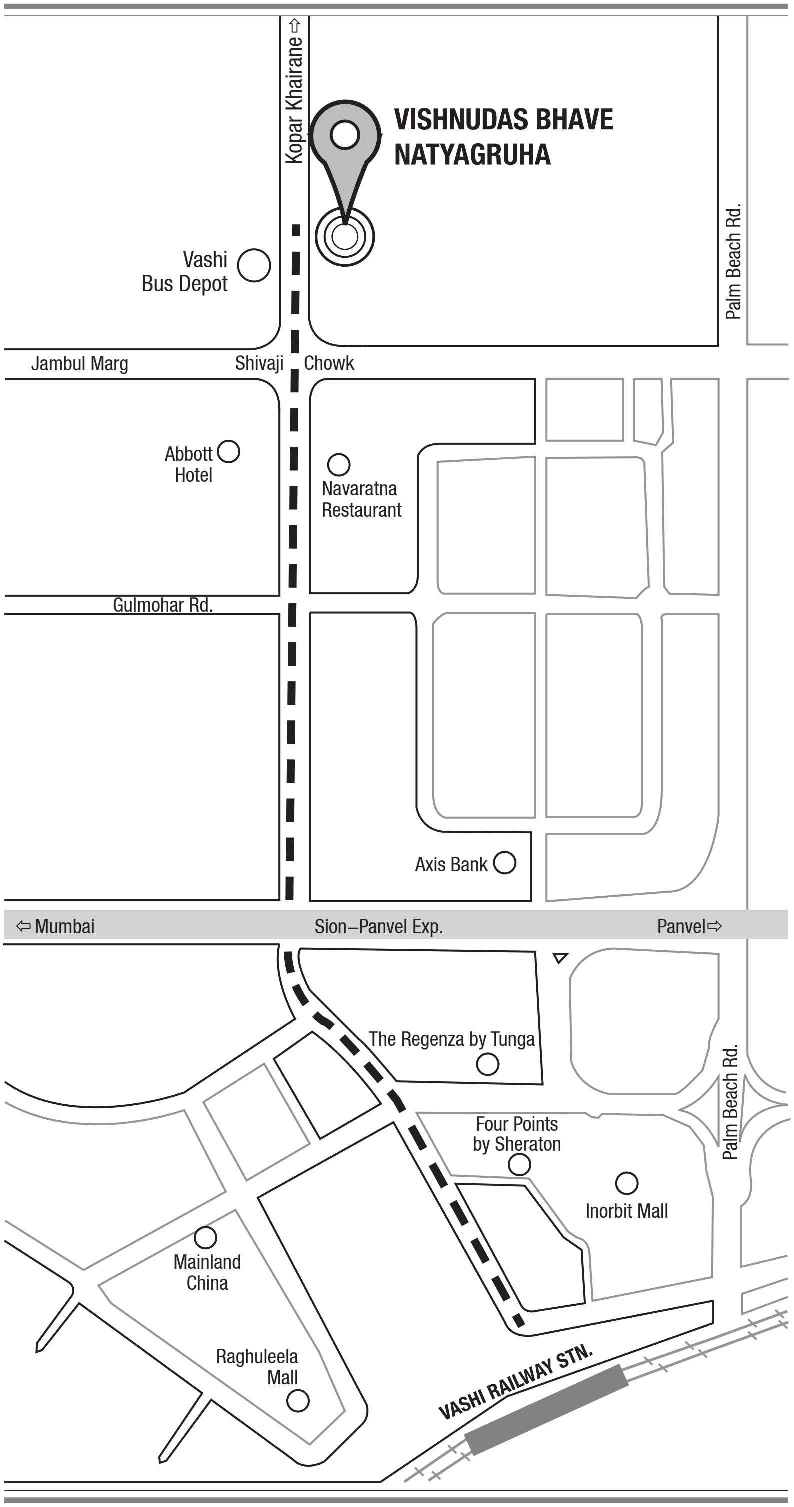
Place : Mumbai
Date : April 26, 2016

Registered Office:

GTL Infrastructure Limited
'Global Vision', 3rd Floor, Electronic Sadan No.II,
M.I.D.C., T.T.C. Industrial Area, Mahape,
Navi Mumbai – 400 710
Tel: +91 22 27673500; **Fax:** +91 22 27673666
E–mail: gilshares@gtlinfra.com
Website: www.gtlinfra.com
CIN: L74210MH2004PLC144367

Notes

Route Map to the venue of 13th AGM



GTL INFRASTRUCTURE LIMITED

Regd. Office: "Global Vision", 3rd Floor, Electronic Sadan–II, MIDC,
TTC Industrial Area, Mahape, Navi Mumbai – 400 710, Maharashtra, India.
Tel: +91 22 2767 3500 **Fax:** +91 22 2767 3666
E–mail: gilshares@gtlinfra.com **Website:** www.gtlinfra.com **CIN:** L74210MH2004PLC144367

ATTENDANCE SLIP

Folio No./ DP ID & Client ID No.: .... No. of Shares: ....

NAME AND ADDRESS OF THE MEMBER/PROXYHOLDER:

....

....

....

PLEASE COMPLETE THIS ATTENDANCE SLIP AND HAND OVER AT THE ENTRANCE OF THE MEETING HALL

I certify that I am a registered member / proxyholder for the registered member of the Company.

I hereby record my presence at the Thirteenth (13th) Annual General Meeting of the Company being held on Wednesday, September 21, 2016, at 1.30 p.m. at Vishnudas Bhave Natyagruha, Sector 16–A, Vashi, Navi Mumbai – 400703, Maharashtra, India.

....

Name of the attending Member/Proxyholder* Member's/Proxyholder's* Signature

GLOBAL Group Enterprise

* Strike out whichever is not applicable

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TTC Industrial Area, Mahape, Navi Mumbai – 400 710, Maharashtra, India
Tel: +91 22 2767 3500 **Fax:** +91 22 2767 3666.
E–mail: gilshares@gtlinfra.com **Website:** www.gtlinfra.com **CIN:** L74210MH2004PLC144367

FORM NO. MGT–11

PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the member(s): ....

Registered address: ....

E–mail Id: ....

Folio No / DP ID & Client ID : ....

I/We, being the member of GTL Infrastructure Limited holding .... shares, hereby appoint,

1. Name: ....

   Address: ....

   E–mail Id: .... Signature: ...., or failing him

2. Name: ....

   Address: ....

   E–mail Id: .... Signature: ...., or failing him

3. Name: ....

   Address: ....

   E–mail Id: .... Signature: ....

P.T.O.

GTL INFRASTRUCTURE LIMITED

as my / our proxy to attend and vote (on a poll) for me / us and on my / our behalf at the Thirteenth (13th) Annual General Meeting of the Company, to be held on Wednesday, September 21, 2016, at 1.30 p.m. at Vishnudas Bhave Natyagruha, Sector 16–A, Vashi, Navi Mumbai – 400 703, Maharashtra, India and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution Nos.

1. Adoption of Audited Financial Statements of the Company for the financial year ended March 31, 2016 together with the Reports of the Board of Directors and Auditors thereon.
2. Appointment of Mr. Manoj G. Tirodkar (DIN: 00298407) as a Director of the Company, who retires by rotation and is eligible for re–appointment.
3. Ratification of appointment of M/s. Chaturvedi & Shah, Chartered Accountants, Mumbai (FR No.101720W) and M/s. Yeolekar & Associates, Chartered Accountants, Mumbai (FR No.102489W) as the Joint Auditors and fixing their remuneration.

Signed this .... day of 2016

Signature of shareholder ....

Affix
Revenue
Stamp

Signature of Proxy holder(s) ....

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

LIST OF BRANCHES IN INDIA

ANDHRA PRADESH
207/208, Navketan Bldg, 62, 2nd Floor,
Sarojini Devi Road, Near Clock Tower,
Secunderabad – 500 003,
Hyderabad, India.

JHARKHAND
Room No. 401, 4th Floor,
Commerce House, Sharda Babu Street,
Near Hotel Leelac, Ranchi – 834 001,
Jharkhand, India.

ORRISA
1st Floor, Plot No. 760,
M. J. Plaza, Cuttack Road,
Bhubaneshwar – 751 009,
Orissa, India.

ASSAM
3rd Floor, Mayur Garden,
Opp. Rajeev Bhavan, ABC Bus Stop,
Bhangagarh, G.S. Road,
Guwahati – 781 005, India.

KARNATAKA
No. 3 & 5, Connaught Road,
Off Queens Road,
Tasker Town,
Bangalore – 560 052, India.

PUNJAB & HARYANA
E–9, Phase 7,
Industrial Area, SAS Nagar,
Mohali – 160 055,
Punjab, India.

BIHAR
Markandey Complex, 3rd Floor,
Gayatri Mandir Road, Near Paneerwala,
Kankerbagh, Patna – 800 020,
Bihar, India.

KERALA
40/9650, Prabhu Tower,
1st Floor, Opp Chennai Silks,
M. G. Road North, Ernakulam,
Kerala – 682 035, India.

RAJASTHAN
312 to 319, 3rd Floor, Geetanjali Tower,
Civil Lines, Near Bombay Walon Ka Bagh,
Ajmer Road, Jaipur – 302 006,
Rajasthan, India.

COIMBATORE
1168, Sam Surya Towers,
2nd Floor, 4/5 Avinashi Road,
P. N. Palayam,
Coimbatore – 641 037, India.

MADHYA PRADESH
30 Manav Niket, Indira Press Complex,
Zone 1, Near Dainik Bhaskar Press,
M. P. Nagar, Bhopal – 462 001,
Madhya Pradesh, India.

TAMILNADU
Old No. 34/1DL, New No. 403L,
7th Floor, Samson Tower's,
Panthcon Road, Egmore,
Chennai – 600 008, India.

GUJARAT
101, 1st Floor, Sanmukh Complex,
9 Kalpana Society, Behind Navrangpura
Post Office, Navrangpura,
Ahmedabad – 380 009, Gujarat, India.

MAHARASHTRA
Plot No. 32/33, Phase 1,
Rajiv Gandhi InfoTech Park,
Hinjewadi, Pune – 411 057,
Maharashtara, India.

UTTAR PRADESH – EAST
6A, 2nd Floor, Jeet Palace,
Sapru Marg, Hazaratganj,
Lucknow – 226 001,
Uttar Pradesh, India.

GURGAON
3rd Floor,
Palm Court Building,
20/4, Sukhrali Chowk,
Gurgaon – 122 001, India.

MUMBAI
412–Janmabhoomi Chambers,
29–Walchand Hirachand Marg,
Ballard Estate, Mumbai – 400 038.
Maharashtra, India.

UTTAR PRADESH – WEST
1st Floor, Regalia Towers,
301/1, Mangal Pandey Nagar,
Near Kotak Mahindra Bank,
University Road, Meerut – 250 004, India.

JAMMU & KASHMIR
1st Floor, Sunny Square, Commercial
Complex, Near J & K Bank Ltd.,
Gangyal, Srinagar Kashmir,
Jammu – 180 010, India.

NAVI MUMBAI
3rd Floor, "Global Vision", ES–II,
MIDC, TTC Industrial Area,
Mahape, Navi Mumbai – 400 710,
Maharashtra, India.

WEST BENGAL
Cimsys Tower, 3rd Floor, Y–13,
Plot – Ep, Opp – South City Pinnacle,
Sector V, Salt Lake,
Kolkata – 700 091, India.

www.gtlinfra.com

INFRASTRUCTURE

GTL Infrastructure Limited

GLOBAL Group Enterprise

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