GTL INFRASTRUCTURE

ENGINEERING SUSTENANCE

16th ANNUAL REPORT 2018 – 19

CONTENTS

ENGINEERING SUSTENANCE

In the year 2018–19 the country saw highest adoption of the 4G services coupled with unprecedented high data consumption from subscribers at lowest costs in the world, enabling the Mobile Operators to own the second largest number of 4G subscribers in the world.

This growth came with its own challenges as most operators had a tough time managing their financial health ever since 2016 when the voice centric Indian Telecom industry witnessed disruption.

Unable to cope up with the market dynamics, two of the erstwhile telecom operators had to close down operations while three others merged with rivals during the years 2017 to 2019. The telecom operators continued to grapple with issues related to profitability and incremental investments demanded by the hungry networks. The operator landscape got redefined by 3 large private players in Bharti Airtel, Reliance Jio and Vodafone–Idea exhibiting appetite to sustain and PSUs BSNL and MTNL, banking on Government support for revival.

As an independent and neutral telecom tower company, it was a challenging year for us. The buoyancy from our turnaround caused in FY 2017, that enabled us to go beyond our best, to clock the highest ever revenue of ₹ 23,333 mn in FY 2018 along with healthy EBITDA of ₹ 10,596 mn, got severely impaired due to sudden loss in tenants from telecom operators' consolidation and exits.

For reasons beyond our control, we had to witness 70% loss in our tenancy that affected our financial performance adversely. The year 2018–19 ended with ₹ 15,002 mn in revenue and ₹ 2,481 mn in EBITDA. Further, while the tenancies ended abruptly, the associated costs did not come to an end.

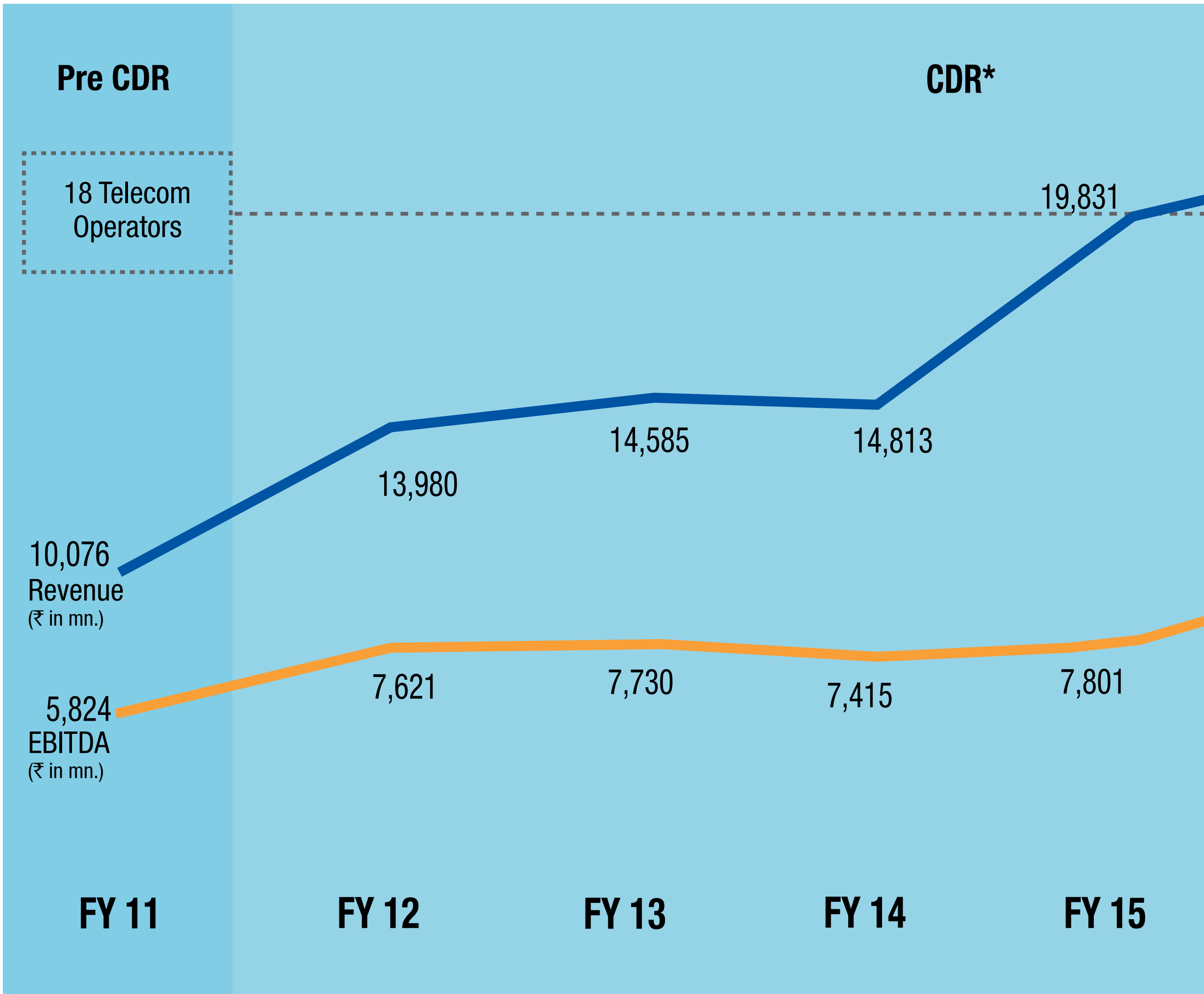
With a firm determination to rebuild our business, we pressed into **"Engineering Sustenance"** for all aspects of our Company. On their part, our lenders, who are also our majority share owners, opted for assignment of their debt to Edelweiss Asset Restructuring Company Limited (EARC). As on July 31, 2019, lenders who were holding 79.34% of Indian rupee debt have already assigned their debt to the EARC. EARC continues to pursue with the remaining lenders through engagements and regulatory/legal means to complete the process. We continue to engage with lenders for implementation of a mutually acceptable resolution plan; to restructure debt to sustainable levels and to create value for all stakeholders, including lenders and minority shareholders.

On the operations front, we have been keeping customer focussed approach. We continued to invest in our human capital and network. We are in the process of optimising the operating costs closest to the number of tenants we support. We are also rigorously pursuing contractual claims to the tune of ₹ 140,000 mn from the customers who have either closed down or merged or exited tenancies ahead of the contract period.

The contours of **"Engineering Sustenance"** are thus intended to effect the **"Turnaround 2.0"** for our Company and, when completed, should benefit all our stakeholders.

We are Engineering Sustenance !

A DECADE OF EXTERNAL DEVELOPMENTS IMPACTED THE BUSINESS



- Successful 3G & BWA auctions
- Growing subscriber base

- Cancellation of 2G licenses

- Aircel defaults to honour ROFR of 20,000 additional tenants
- Major global Telcos S–Tel, Etisalat DB Telecom quit Indian Telecom Industry

TELECOM INDUSTRY DEVELOPMENTS

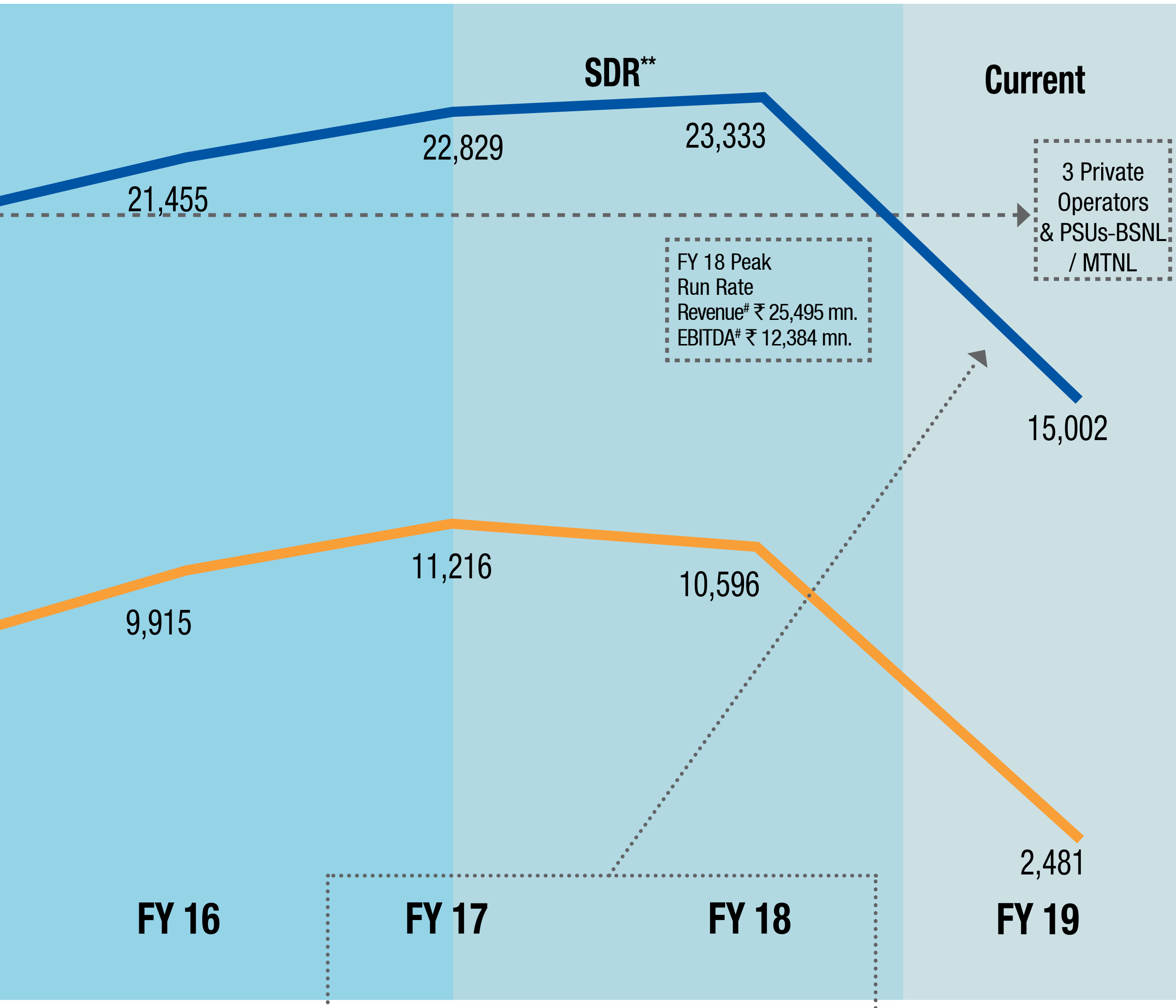
* CDR – Corporate Debt Restructuring

Revenue from operations

Normalized EBITDA

Note :

1. Fall in EBITDA margin in FY19 is on account of accuring cost on unoccupied towers
2. The figure of Revenue and EBITDA for FY 11 to FY 16 are of combined entity i.e. the Company and erswhile Chennai Network Infrastructure Ltd., which got merged into the Company.



- 4G services usher an era of unprecedented data boom in India

- Vodafone–Idea Merger
- Airtel–Telenor Merger

- Tata Tele Exit & merger with Airtel
- RCom Shutdown
- Aircel Bankruptcy
- Telenor & Shyam Sistema ceased to operate post merger

- Majority of the Operators continue to face operating losses

TELECOM INDUSTRY DEVELOPMENTS

** SDR – Strategic Debt Restructuring

The Company was on course to achieve its estimted Annual Revenue and EBITDA for FY 17–18. However, due to tenancy exits in the second half of FY 17–18 as a result of closure of mobile operations of Aircel, Tata Teleservices, RCom, SSTL and mergers of Airtel – Telenor and Vodafone – Idea, the performance for the full year got impacted.

"With a firm determination to rebuild our business, we pressed into "Engineering Sustenance"

CORPORATE INFORMATION

BOARD OF DIRECTORS

Mr. Manoj G. Tirodkar	Chairman
Mr. N. Balasubramanian	Vice Chairman
Mr. Milind K. Naik	Whole–time Director
Dr. Anand P. Patkar	Director
Mr. Charudatta K. Naik	Director
Mrs. Sonali P. Choudhary	Director
Mr. Vinod B. Agarwala	Director
Ms. Dina S. Hatekar	Additional Director (w.e.f. August 14, 2019)
Mr. Vijay M. Vij	Director (upto May 9, 2019)

COMPANY SECRETARY & COMPLIANCE OFFICER

Mr. Nitesh A. Mhatre

CHIEF FINANCIAL OFFICER

Mr. Bhupendra J. Kiny

AUDITORS

M/s. Pathak H. D. & Associates, Chartered Accountants

BANKS / INSTITUTIONS

Canara Bank
Corporation Bank
DEG, Germany
EARC Trust – SC 338
IDBI Bank Ltd.
Indian Bank
Life Insurance Corporation of India

REGISTERED OFFICE

GTL Infrastructure Limited
'Global Vision', 3rd Floor, Electronic Sadan – II,
MIDC, TTC Industrial Area, Mahape,
Navi Mumbai – 400 710, Maharashtra, India.
Tel: +91 22 6829 3500 | Fax: +91 22 6829 3545
Website: www.gtlinfra.com
CIN : L74210MH2004PLC144367

REGISTRAR & SHARE TRANSFER AGENT

Bigshare Service Pvt. Ltd.
1st Floor, Bharat Tin Works Building,
Opp. Vasant Oasis, Makwana Road,
Marol, Andheri East,
Mumbai – 400 059, Maharashtra, India.
Tel : +91 22 6263 8200 / 221 / 222
Fax : +91 22 6263 8299
Email: info@bigshareonline.com
Online form based investor correspondence link:
http://www.bigshareonline.com/contact.aspx

FINANCIAL SNAPSHOT

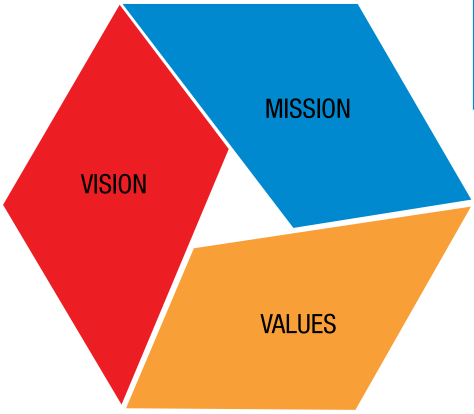
The years 2017 to 2019 were very challenging for the Indian Telecom Industry. Our customers RCom and Aircel shut their business while Telenor and Tata Teleservices merged with Bharti Airtel but by virtually closing respective business operations and Vodafone merged with Idea Cellular. As a consequence, the Company lost 70% of its tenants affecting the financials adversely. The financial year 2019 ended with revenue of ₹ 15,002 mn and normalized EBITDA of ₹ 2,481 mn Further, while the tenancies ended abruptly, the associated costs did not come to an end. The impact of the same is reflected in financial snapshot given below.

Parameter	Units	FY 18–19	FY 17–18	FY 18–19	FY 17–18
Tower Tenancy Parameters		**₹ / Nos**		**US$ / Nos**	
Total tower count	Nos	**27,553**	27,707	**27,553**	27,707
Unoccupied tower count [Refer Note 2]	Nos	**14,632**	13,217	**14,632**	13,217
Occupied tower count	Nos	**12,921**	14,490	**12,921**	14,490
Tenants	Nos	**24,104**	27,626	**24,104**	27,626
Average tenancy per occupied tower	Times	**1.9**	1.9	**1.9**	1.9
Financials					
Normalized EBITDA	Mn	**2,481**	10,596	**36**	153
Major contributors:					
Revenue from operations	Mn	**15,002**	23,333	**216**	336
Cost optimization initiatives:					
Power, fuel & maintenance charges (Net of recovery)	Mn	**1,480**	1,198	**21**	17
Other operating expenses– security cost	Mn	**799**	784	**12**	11
Total	Mn	**2,279**	1,983	**33**	29
Cash flow from operations	Mn	**2,636**	7,045	**38**	101
CAPEX	Mn	**713**	2,889	**10**	42
Key ratios					
Normalized EBITDA margin [Refer Note 8]	%	**17**	45	**17**	45
Network uptime delivered – YE basis	%	**99.90**	99.90	**99.90**	99.90
Tower Revenue Parameters – Occupied Towers					
Parameters		**FY 18–19**	FY 17–18	**FY 18–19**	FY 17–18
		₹		**US$**	
Sharing Revenue per Tower [Refer Note 3]		**48,427**	50,595	**697**	729
Sharing Revenue per Tenant/Month [Refer Note 3]		**27,196**	27,600	**392**	397
EM Revenue per Tower/Month		**30,649**	33,454	**441**	482
EM Revenue per Tenant/Month		**18,314**	20,635	**264**	297

Notes:

1. The above results and subsequent management discussion refer to GTL Infrastructure Limited as 'The Company'.
2. The unoccupied tower count has increased on account of exit of Vodafone–Idea, Tata Teleservices, Telenor and BSNL during the FY 18–19 and exit of Aircel, RCom and Shyam Sistema during the FY 17–18.
3. The Sharing revenue per tower and sharing revenue per tenant are calculated on the basis of revenue from existing tenants on occupied towers as of March 31, 2019.
4. EM : Energy Management
5. Tenants refers to Full Paying equivalent Tenants
6. For the purpose of financial analysis, the figures in rupees for the financial results referred to have been converted at a constant rate of ₹ 69.45 per US$ as on 31 March 2019 and the same rate has been applied to other FYs referred in this statement and the other sections of this Annual Report.
7. Normalized EBITDA is calculated after considering all costs related to operations but excludes foreign exchange difference, Merger related expenses, other one time expenses, non–operational expenses, costs of discontinued operations/sites etc. Figures for the previous financial year have been re–stated / re–grouped wherever necessary to make them comparable with that of FY 18–19
8. Fall in EBITDA margin in FY 18–19 was on account of accruing cost on unoccupied towers and continued committed unabsorbed costs on sites where tenancies have been lost. The Company faces costs in excess of ₹ 2,053 mn as on March 31, 2019 for discontinued towers/demand.
9. The figures mentioned above for power, fuel & maintenance charges are net of recovery from customers.

VISION, MISSION & VALUES



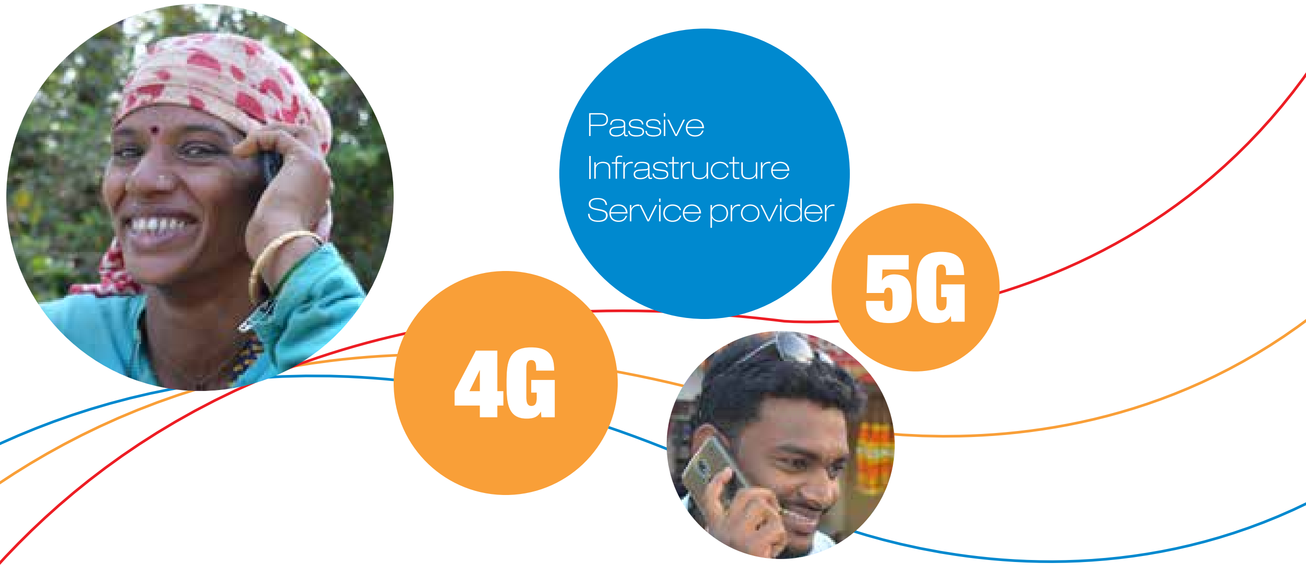
To be India's most efficient and environment friendly telecom tower Company.

Our purpose is to enable people to be in touch with each other and improve the quality of life of the communities we serve. We do this through leadership in sectors like Telecom and associated infrastructure, to which the Company brings a distinct set of capabilities.

We share a set of 6 core values which guide and drive the Company and its people towards growth and success.

- Ethics and Transparency
- Proactively Manage Change
- Delight Customers through Superior Services
- Develop Entrepreneurs through an Achievement Oriented Culture
- Build a Sustainable Global Organisation
- Share Knowledge and Focus on End Results

MANAGEMENT DISCUSSION AND ANALYSIS



BUSINESS SNAPSHOT

GTL Infrastructure Limited (GTL Infra or the Company) is a major independent telecom tower company (TowerCo) in India. The Company provides passive infrastructure on shared basis to telecom operators (Telcos) for hosting their active network components. The Company is IP–1 registered with Department of Telecommunications, India.

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 Telcos. This model enables Telcos to re–assign their resources from capital expenditure to operational expenditure model, thus allowing them to utilise capital for their core operations.

Salient features of the passive infrastructure business model

- Capable of hosting multiple technologies such as 2G / 3G / 4G LTE / 5G / IOT and enterprise data systems etc.
- Growth tied to expansion of wireless networks and technology upgradation
- Annuity driven business model
- Long term (upto 15 years) contracts with Telcos, with a built in annual escalation
- Fixed energy management contracts with Telcos
- Relatively fixed cost structure and low level of maintenance
- Predictable free cash flows
- Additional tenancies (post anchor tenant) lead to higher EBITDA margins and higher percentage of revenue translating to cash flow

Presence across 22 Telecom Circles in India serving all the Telcos

The Company's tower portfolio is spread across several Telecom Circles in India.

INDUSTRY STRUCTURE AND DEVELOPMENT

STRUCTURE AND BUSINESS MODEL OF TELCOS

India is the world's **2nd largest telecommunications market** with **1,183.51 mn** subscribers, as of March 31, 2019.

Internet Subscribers

Total Broadband Subscribers grew to **563.31 mn** in FY 18

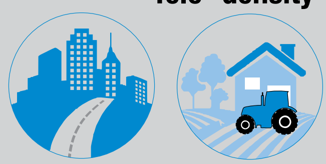
Subscribers

as on March 31, 2019

Wireless
1,161.81 mn

Wireline
21.70 mn

Tele–density



Urban **159.96%** Rural **57.47%**

Tele–density (Wireless and Wireline) as on March 31, 2019

(Source: TRAI Press Release No. 40/2019 dated May 21, 2019)

- **Internet**

  *1. 2nd highest number of internet users in the world are in India.

  *2. Total number of broadband subscribers stood at 563.31 mn at the end of March 31, 2019 (vis–a–vis 432 mn as at March 31, 2018).

  3. Mobile data usage per month in India has increased from 39 Petabytes in June– 2016 to 4,178 Petabytes in September–2018, thereby showing an increase of many folds. With the exponential growth in data usage, India has become one of the countries with highest mobile data usage.

** (1) & (2) (Source: TRAI Report dated May 21, 2019)*

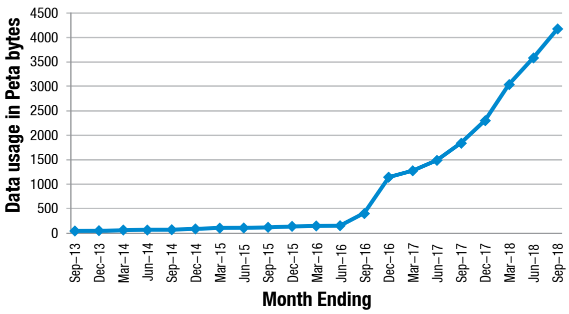
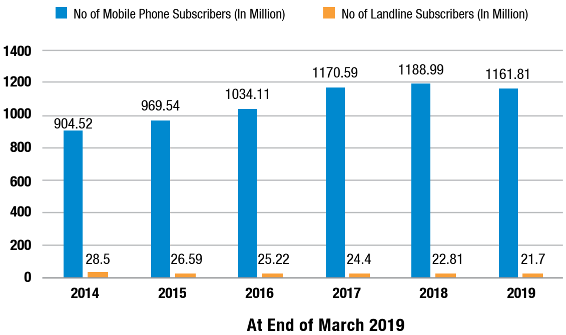


Figure – Data usage trend in last 5 years
(Source: TRAI White Paper on Enabling 5G in India dated February 2019)

In FY19, Telcos continued to face challenges which led to consolidation among major Telcos and discontinuation of wireless business of a few others. The total number of Telcos have reduced to three private players and govt. operator BSNL / MTNL in respective Circles from 18 players in 2011.

The struggle of Telcos is evident from the fact that there is drop in number of subscribers for the first time. The below table depicts that:

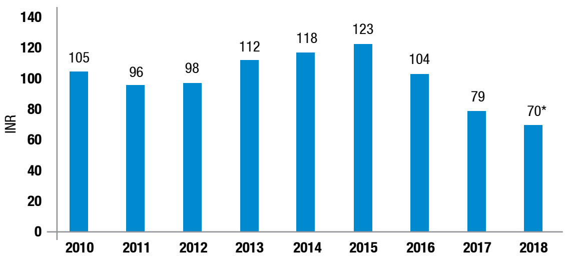


(Sources : Economic Research Unit of DoT – India Telecom Statistics Report 2018, TRAI Press Release No. 40/2019 dated May 21, 2019)

"Our Towers enable connectivity across India"

Further, there is continued drop in ARPU since 2015 as evident from the following table.

Average Revenue Per Users (₹/month)



*** 11% decline in the ARPU in 2018. Third successive decline in ARPU in the last three years.**

(Source : COAI Annual Report 2018–19)

The increase in data usage by subscribers and revision of tariffs adopted by Telcos to comparable levels has resulted into marginal improvement in operating profits / reduced losses for Telcos in Q4 w.r.t. previous quarters.

However, consolidation in the telecom sector industry has changed the dynamics of towercos. The latter reported massive tenancy losses over the past one and half years. For instance, the recent merger of Vodafone and Idea has resulted in over 57,000 tenancy losses. Further reduction of ~ 21,000 tenancies is expected in the first half of fiscal 2020.

(Source: Crisil Report – Tower Signals – June 2019)

In FY 2018-19, the significant events and developments were

- Merger of Vodafone and Idea Cellular into new entity
- Tata Teleservices and Telenor cellular businesses were acquired by Bharti Airtel
- NCLT admitting Aircel bankruptcy petition
- RCom's closure of cellular operations and insolvency petition with NCLT
- Continued financial woes / defaults by Government owned BSNL / MTNL
- TRAI released recommendation report for 5G Spectrum reserve price
- National Digital Communication Policy (NDCP 2018) issued by DoT

As per stock exchange fillings dated May 4, 2019 and May 24, 2019 respectively, Vodafone Idea and Bharti Airtel successfully raised funds through their respective right issues of approx. ₹ 2,50,000 mn each.

INDIAN TELECOM TOWER COMPANIES (TOWERCOS)

Broadly the tower companies can be categorized as :

- Operator owned tower companies (for e.g. – Indus, Bharti Infratel & Reliance Infratel)
- Independent tower companies (for e.g. – Tower Vision, Ascend, GTL Infra & ATC)
- Towers owned by Government Operators (for e.g. – BSNL & MTNL)

Merger of Indus and Bharti Infratel is likely to be completed soon. It is also reported in media that Reliance Jio (RJio) has hived off its tower business into separate entity, which will result into one more operator owned tower company. Accordingly, the passive infrastructure industry will be driven by 4–5 TowerCos.

STRUCTURE AND BUSINESS MODEL OF TOWERCOS

Telecom towers form the backbone of wireless networks and provide last mile connectivity to subscribers. The Company played a pioneering role in shaping this industry and it was the first independent tower company in India to get listed on the stock exchanges.

Tower requirements usually depend on Network Coverage (which, in turn, depends upon geographical area, population density and spectrum bands) and Network Capacity i.e. maturity of wireless industry, cellular and data penetration and data usage per subscriber, quantum of spectrum and wireless data technology (whether it is 2G/3G/4G/5G).

As the number of tenants on a tower increases, tower companies are able to generate incremental revenue and EBITDA. The key driver of tower revenue growth is tenancy. Apart from tenancies, tower company revenues are also influenced by the pricing charged per tenant.

Operating cost components for the tower business are site rentals, repairs and maintenance, security charges, insurance and cost of outsourced resources. As major expense items are fixed in nature, cost for additional tenant is minimal. Hence, the tenancy ramp–up results in a significant percentage of incremental revenues, ROI and cash flow.

In the last one year there has been rapid data growth. This is coupled with decline in tariffs and ARPUs along with expansion of 4G Networks.

To gain market penetration and 4G Network expansion at optimal cost, Telcos continued to rent Towers from TowerCos, thereby considerably reducing costs while allowing them to focus on their core. Renting towers from TowerCos enabled these Telcos to go to market within a short time.

NOTABLE TRENDS IN THE INDIAN TELECOM SECTOR

- Large scale expansion of 4G deployment by all the private Telcos
- BTS form factor change from Indoor cabinet split in to Base Band Unit (BBU) on ground and Remote Radio Unit (RRU) mounted closer to RF antenna on tower
- Single Radio Access Unit (RAN) to combine multiple RRUs of various frequency bands into a common unit
- Massive MIMO trials for improved beam formation for better utilization of RF signals
- Optical Fiber backhaul (Fiberization) of towers for increased throughput

A fisher man trading his catch at a shore near Sindhudurg coast in India

Our Towers enable your communication to reach into every corner of India.

OPPORTUNITIES AND THREATS IN INDIA TELECOM SECTOR :

Major Opportunities:

- Data growth is among the biggest enablers for Telcos' revenue growth and profitability improvement.
- After consolidation Indian telecom sector will have three major private Telcos and BSNL/MTNL. In a competitive scenario the Telcos will focus on revenue and subscriber growth. This will translate into new tenancies in class B and C Circles where tele–density is presently low.
- 5G will be a major opportunity in next 1 or 2 years. With successful 5G trials in other countries, Telcos in India are likely to prepare for 5G launch. Govt. of India is likely to auction 5G spectrum within a year. 5G network deployment due to higher frequencies will require substantially more sites per unit area as compared to 3G/4G technology.
- With increased power requirements at sites due to technology upgradation, energy management at sites and quality of service will become increasingly important.
- In 5G era, for applications with low latency, Edge computing will serve as distributed data centers which will be co–located at some tower sites. This is expected to be a new revenue stream at tower sites.

Threats:

- Consolidation of networks is likely to continue in Vodafone Idea Ltd. This may further impact the existing tenancies as operators are discontinuing 2G/3G and duplicated tenancies.
- The profitability challenges of Telcos will influence cost pressures to the ecosystem.
- BSNL/MTNL cashflow challenges thus defaults may continue to affect the payment cycles to vendors and tower partners.
- Right of Way and local approvals for towers are still challenging as local policies are yet not conducive or uniform and continues to be bureaucratic.
- Towers added by BSNL and Reliance Jio accounts for a considerable share of captive towers, the revenue from these towers does not flow to the industry.
- It is also reported in media that RJio has hived off its tower business into separate entity. This may affect the tenancies coming from RJio to other TowerCos.

OPERATIONS

During the year, the Company added 2,126 tenants, however, with the exits due to merger of Telenor and Tata Teleservices with Bharti Airtel and the merger of Vodafone & Idea, the Company lost 5,648 tenancies. As a result the No. of tenants stood at 24,104 as on March 31, 2019, as against 27,626 as on March 31, 2018.

The Company is of the view that even though the Sector including the Company itself lost sizeable number of tenants due to the consolidation of operators, the Company is expected to be on the path of stability due to various growth factors like increase in data consumption, reduction in smart phones prices, improvement of data networks, capacity enhancements and auctioning of higher frequencies for 5G etc. A focused approach by the Company for rebuilding its business is currently underway. However it can be affected due to the condition of overall telecom sector.

FUTURE OUTLOOK

Last 18–24 months were challenging for the Company considering various extraneous developments in telecom sector. However, while pressing for "Engineering Sustenance", the Company has prioritized action plans for rebuilding its business once again.

Business Growth

Considering the telecom users demand for high speed internet data, telecom industry will demand a 3 times more 4G data cabinet expansions in future. Further, the Government also intends to enable 5G communications in country.

Thus, the Company plans to capitalise on 4G expansion and proposed 5G launch opportunities by providing comprehensive and value enhanced services to the Telcos in a cost–efficient manner. This is expected to increase the tenancy on radiating and non–radiating towers.

Cost Optimization

The Company continues to implement various cost optimization programs to reduce its cost especially on its non–radiating sites.

Further, the Company has accorded priority towards payment of operational expenditures such as diesel cost, EB cost, O&M Cost, security cost, wages, vendor cost, statutory payments such as taxes, which enables the Company to continue to maintain network uptime for its occupied towers.

This initiatives are directed towards improving EBITDA level of the Company.

Realignment of Debt

Due to unprecedented exits of telecom operators, the revenue of the Company ceased immediately, but associated cost did not and as a result, the Company was left with huge operational cost on un–occupied towers.

Thus, there is an urgent need for realignment / restructuring of the Company's overall debt to a sustainable level in lines with revised cash flow and operational expenditure.

Thus, in accordance with the revised guidelines issued by the Reserve Bank of India, the Company has presented a Resolution Plan in July 2019 for consideration of lenders' consortium and continues to engage with lenders for implementing mutually acceptable resolution plan, to restructure debt to sustainable levels and to create value for all stakeholders, including lenders and minority shareholders.

Recoveries from Customers

The Company continues its efforts towards recovering its contractual claims of approximately ₹ 1,40,000 mn from its customers who have either closed down their business or have got merged with other Telecom operators or even exited their tenancies, much ahead of their respective contract terms.

The Company has already initiated the arbitration and recovery proceedings against such defaulting customers or has submitted its claims with respective Resolution Professionals where Corporate Insolvency Resolution Process has been initiated against its customers.

DISCUSSIONS ON FINANCIAL PERFORMANCE WITH RESPECT TO OPERATIONS

The Financial Year ("FY") 18–19 is the twelfth 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 Accounting Standards notified under the relevant provisions of the Indian Companies Act, 2013 as amended from time to time and adopted consistently by the Company and further based on guidelines issued by the Securities and Exchange Board of India (SEBI), to the extent applicable.

Segment wise 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.

Summary of financials

In mn

Particulars	FY 18–19		FY 17–18	
	₹	US$	₹	US$
Revenue from operations	**15,002**	**216**	23,333	336
Less:				
Infrastructure Operation & Maintenance Cost	**10,839**	**156**	11,267	162
Employee benefit expenses	**676**	**10**	641	9
Other expenses	**965**	**14**	801	12
Ind AS and other Adjustments (net)	**40**	**1**	28	0.41
Total Costs	**12,521**	**180**	12,737	183
Normalized EBITDA [Refer Note 1]	**2,481**	**36**	10,596	153
Normalized EBITDA %	**17%**	**17%**	45%	45%

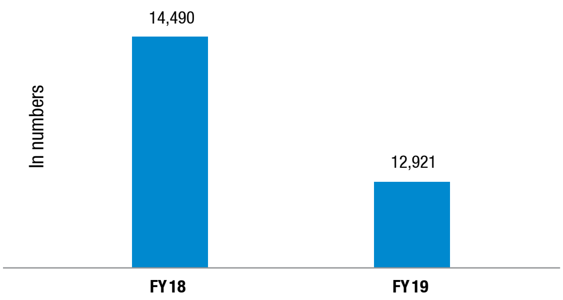
1 Normalized EBITDA is calculated after considering all costs related to operations but excludes foreign exchange difference, Merger related expenses, other one time expenses, non-operational expenses, costs of discontinued operations/sites etc. Figures for the previous financial year have been regrouped/rearranged wherever necessary to make them comparable with that of FY 18-19.

Our Towers bring their world together

Tower Count Vs Financial & Operational Performance

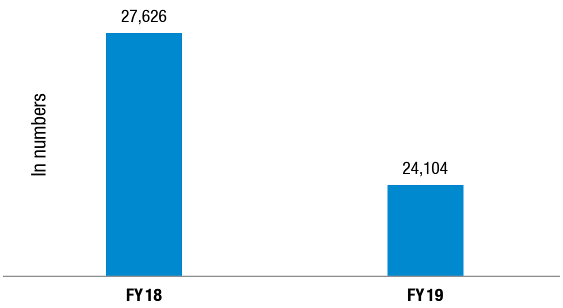
Impact of Industry Consolidation and Exits : Industry consolidation (Vodafone – Idea merger & Airtel – Telenor merger) and exits of Aircel and RCom impacted the yearly performance. The unprecedented exits of telcos led to (i) revenue ceasing almost immediately resulting in loss of 36% of the Revenue, (ii) lower than expected revenue growth and (iii) drop in EBITDA, but the related costs corresponding to these 'ceased' revenue continued due to various contractual obligations.

Occupied tower count



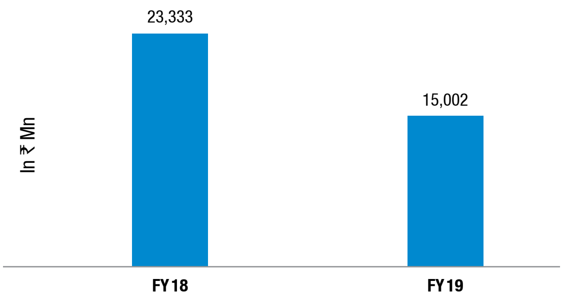
Occupied tower count reduced to 12,921 as of March 31, 2019 from 14,490 as of March 31, 2018 as operators continued to scale down and engage in M & A.

Tenants



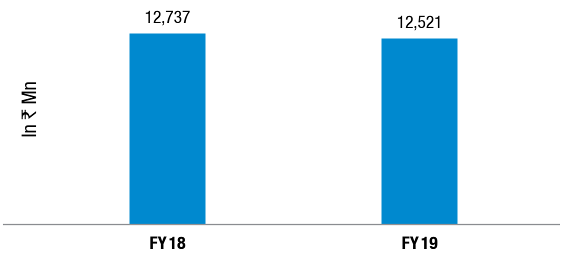
During the year the Company added 2,126 new tenants however, the company lost 5,648 tenants mainly due to consolidation in the industry and exits of various telecos. As a result, there is net reduction in tenancy count during FY 18–19. As on March 31, 2019 the tenancy count stood at 24,104 tenants.

Revenue

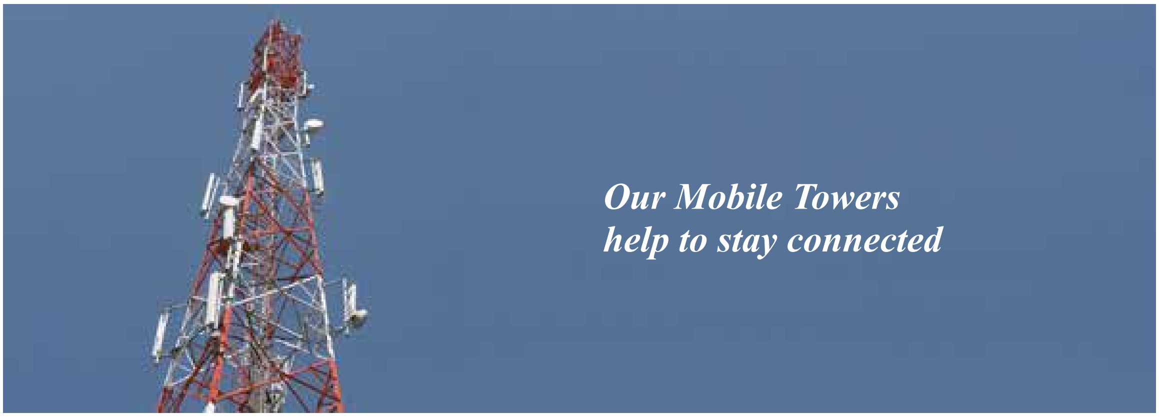


Revenue from operation reduced from ₹ 23,333 mn as of March 31, 2018 to ₹ 15,002 mn as of March 31, 2019.

Operating expenses



Operating Expenses were restricted to ₹ 12,521 mn as of March 31, 2019 due to cost rationalization measures undertaken by the Company.

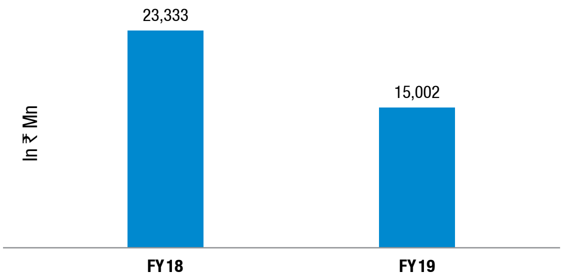


Revenue from Operations

The Company's revenue from operations has decreased from ₹ 23,333 mn (US$ 336 mn) in FY 17–18 to ₹ 15,002 mn (US$ 216 mn) in FY 18–19.

This decrease is mainly on account of voluntary declaration of insolvency and consequent business exit by Aircel in March 2018, closure of RCom, Shyam Sistema, Tata Teleservices and Telco's consolidation (Idea – Vodafone merger & Airtel–Telenor merger) within the industry and site exits.

Revenue



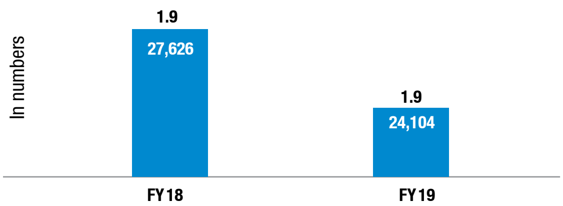
The Company continues to serve all the operational Telcos due to its independent status, superior delivery capabilities and service standards.

Occupied Towers, Tenants and Tenancy Ratio

The Company owns 27,553 towers out of which 12,921 were occupied with 24,104 radiating tenants having a tenancy ratio of 1.9 on occupied towers as of March 31, 2019.

Whereas as on March 31, 2018, 14,490 towers were occupied with 27,626 radiating tenants having a tenancy ratio of 1.9 on occupied towers.

Tenants and Tenancy Ratio



Other Income includes interest income, profit on sale / fair value gain on current investments, miscellaneous income etc.

The other income of the Company stood at ₹ 120 mn (US$ 2 mn) in FY 18–19 as compared to ₹ 1,825 mn (US$ 26 mn) in FY 17–18.

Operating Expenses

Infrastructure Operations & Maintenance Cost (net of recovery) – (Infra O&M cost)

The Infra O&M cost consists of rentals for cell site premises, cell site security costs, power & fuel expenses, cell sites operations & maintenance costs, annual maintenance charges for network assets such as diesel generators, air conditioners, battery banks, towers etc. Out of the above, major costs such as rent, power and fuel are substantially recoverable from customers as per respective contractual terms.

₹ Mn

Infrastructure Operations & Maintenance Cost	FY 18–19	FY 17–18
Site rental (net)	**2,336**	2,298
Power, fuel & maintenance charges (net)	**1,480**	1,198
Repairs & maintenance to plant and equipments	**233**	304
Stores & spares consumption	**1**	1
Other operating expenditure – security	**799**	784
Total	**4,849**	4,586

The figures mentioned above for site rental and power, fuel & maintenance charges are net of recovery from customers

The Infra O&M cost (net of recovery) of the Company stood at ₹ 4,849 mn (US$ 70 mn) as on March 31, 2019.

1. Site Rental: Increase in site rental cost of 1.7% during the year is mainly on account of yearly escalations / renewals as per agreement with landlords.
2. Power, Fuel & Maintenance (net): Increase in Power, Fuel & Maintenance cost is mainly on account of non–accrual of BSNL revenue during the year because of pending BSNL validation and uncertainty of collection from BSNL whereas corresponding costs had already been incurred.
3. Repairs & Maintenance: On account of cost optimization initiatives, Repairs & Maintenance cost was reduced by almost 23% during the year.
4. Other operating expenditure: Other operating expenses mainly consist of site security cost. Under cost optimization initiatives, site security cost was reduced by paying One–Time Settlement (OTS) amount to the caretakers at the time of relieving them. Security cost net of OTS stood reduced to ₹ 663 mn for FY18–19 from ₹ 767 mn for FY17–18. On an annualised basis, the relevant cost reduction would be ₹ 104 mn on year on year basis.

Network Uptime & SLA :

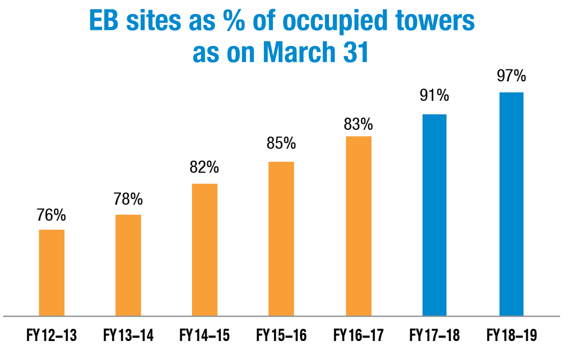
The Company continues to offer superior services to its customers and it has been able to maintain network uptime at around 99.90% as per SLAs under normal conditions in certain circles. The Company undertook several initiatives to further improve the network uptime under difficult terrains and situations.

CAPEX

During the year, the Company continued to judiciously invest capex for the upgradation of its network. This resulted in maintaining network uptime and reduced SLA penalties at substantial sites. Various projects were undertaken by deploying CAPEX not only at chronic SLA defaulting sites but also at business critical customer's sites.

Electrification & Diesel Free Sites

Total EB connected occupied site count stood at 97% as of March 31, 2019.



The number of operational 'Diesel Free Sites' on the entire portfolio are 3,151 as of March 31, 2019.

Employee Benefit Expenses

The 'Employee Benefit Expenses' includes salaries and allowances, contribution to provident fund, gratuity fund and other funds besides employee welfare and related expenses.

Employee Benefit Expenses	FY 18–19	FY 17–18
In ₹ Mn	**676**	641
In US$ Mn	**10**	9
Manpower cost as % of revenue	**5%**	3%

The Company's employee benefits expenses stood at ₹ 676 mn (US$ 10 mn) for FY 18–19 as compared to ₹ 641 mn (US$ 9 mn) for FY 17–18.

Other Expenses

This mainly comprises of admin costs such as rentals of office / warehouse, travel and conveyance, insurance premium, audit fees, legal & professional fees etc.

Other Expenses	FY 18–19	FY 17–18
In ₹ Mn	**965**	801
In US$ Mn	**14**	12
Other expenses as % of revenue	**6%**	3%

Increase in other expenses of the Company is primarily on account of one–time expenses pertaining to Legal / Professional expenses incurred for legal cases and settlement of claims related to unprecedented exits by Telcos in last 2 years. This cost continues to increase to defend the claims related to unoccupied sites.

Earnings before Interest, Taxes, Depreciation and Amortisation (Normalized EBITDA)

Financial Year	FY 18–19	FY 17–18
In ₹ Mn	**2,481**	10,596
In US$ Mn	**36**	153

Normalized EBITDA

The unprecedented exits of the Telcos resulted in revenue ceasing almost immediately, whilst the related cost for these revenue continued due to the contractual obligations. A cost optimization plan was put in place for reducing these contractual obligations expected to be fully executed in FY 19–20.

Consequently normalized EBITDA for FY 18–19 stood at ₹ 2,481 mn.

Depreciation and Amortization expenses

Depreciation and Amortization for FY 2018–19 was ₹ 6,236 mn (US$ 90 mn) as compared to ₹ 7,999 mn (US$ 115 mn) for FY 2017–18.

Exceptional Items

The Company's revenue was severely impacted by the voluntary filing of bankruptcy by Aircel Group of Companies in March 2018, business exits by Tata, RCom and SSTL and other developments during FY 2018–19 including consolidation among Telcos such as Vodafone – Idea, Telenor Bharti etc. The Company, in accordance with the Indian Accounting Standard (Ind AS 36) 'Impairment of Assets', performed an impairment test based on current expectations of the impact of abovementioned developments on projected cash flows in tower business. The carrying cost of these assets exceeds its

value in use and accordingly impairment loss of Building ₹ 99 mn and Plant & Equipments ₹ 5,671 mn has been recognized for the year ended March 31, 2019 and the same has been disclosed as exceptional items (Previous year Building ₹ 192 mn and Plant & Equipments ₹ 8,090 mn) in the Statement of Profit & Loss. The Company continues to pursue contractual claims of approximately ₹ 1,40,000 mn arising out of these developments.

Bad Debts, Provision for Trade Receivables & Energy Recoverables

During year ended March 31, 2019, the Company has considered provision towards receivables of ₹ 56 mn (US$ 0.8 mn) and write off of ₹ 259 mn (US$ 3.7 mn) against opening provision owing to various reasons such as consolidation of Telcos, business exits by Tata, RCom and SSTL.

Exchange Differences (Net)

Exchange difference for the FY 18–19 stood at ₹ 233 mn (US$ 3 mn) vis–a–vis ₹ 310 mn (US$ 4 mn) in FY 17–18 mainly represented by measurement of FCCBs as of reporting date at the prevailing exchange rates.

Finance Costs

Finance costs (net) comprises of interest expenses and bank charges. Finance costs for FY 18–19 stood at ₹ 5,343 mn (US$ 77 mn) vis–a–vis ₹ 5,697 mn (US$ 82 mn) in FY 17–18.

During the previous financial year, the Company had restructured bonds against cashless exchange offer, the full impact of which was disclosed in FY18–19. Exchange difference was considered as an adjustment to borrowing costs to comply with IND AS requirement. The Trust and Retention Agreement which outlines cash flow payment priority stipulates servicing of unsecured debt after payment of dues against secured debt.

BALANCE SHEET ITEMS

Fixed Assets

The carrying amount of these assets comprising of Property, Plant and Equipment, Capital Working Progress, Intangible Assets and Investment Property as on March 31, 2019 stood at ₹ 68,316 mn (US$ 984 mn) The capital work–in–progress comprises mainly of capital goods. The Company's revenue was severely impacted by the voluntary filing of bankruptcy by Aircel in March 2018, business exits by Tata, RCom and SSTL and other developments during FY 2018–19 including consolidation among operators such as Vodafone– Idea, Telenor Bharti etc. The Company, in accordance with the Indian Accounting Standard (Ind AS 36) 'Impairment of Assets', performed an impairment test based on current expectations of the impact of above mentioned developments on projected cash flows in tower business. The Carrying cost of these assets exceeds its value in use and accordingly impairment loss of ₹ 5,770 mn (US$ 83 mn) has been recognized for the year ended March 31, 2019 and the same has been disclosed as exceptional items. The Company continues to pursue contractual claims of approximately ₹ 1,40,000 mn arising out these developments.

Other Non–Current Assets

Other non–current assets of the Company stood at ₹ 943 mn (US$ 14 mn) as on March 31, 2019 as compared to ₹ 1,380 mn (US$ 20 mn) as on March 31, 2018. The non–current assets primarily consist of site related electricity and rent deposits, capex advance, tax assets etc.

Equity

Equity Share Capital

The paid up equity share capital of the Company stood at ₹ 123,191 mn (US$ 1,774 mn) as on March 31, 2019 as compared to ₹ 121,253 mn (US$ 1,746 mn) as of March 31, 2018. Details of increase in equity share capital are as detailed below:

Particulars	₹ Mn	US$ Mn
Equity Share Capital as on March 31, 2018	**121,253**	1,746
Add: Allotments of equity shares to bond holders upon conversion of foreign currency convertible bonds	**1,938**	28
Equity Share Capital as on March 31, 2019	**123,191**	**1,774**

Other Equity

The following table explains movement in other equity of the Company

Particulars	₹ Mn	US$ Mn
Other Equity as on March 31, 2018	(89,148)	(1,283)
Add: Allotments of equity shares to bond holders upon conversion of foreign currency convertible bonds	(1,938)	(28)
Add: Total Comprehensive Income for the year	(15,400)	(222)
Other Equity as on March 31, 2019	**(106,486)**	**(1,533)**

Borrowings :

Particulars	March 31, 2019		March 31, 2018	
	₹ Mn	US$ Mn	₹ Mn	US$ Mn
Secured debt				
Rupee term loans:				
Banks, Financial Institutions & Asset Reconstruction Trust	36,629*	528	40,319	581
Add: Current maturities#	5,856	84	3,007	43
Total rupee term loans	**42,485**	**612**	**43,326**	**624**
Foreign currency loans:				
Financial institutions	584	8	599	9
Total Secured loans	**43,069**	**620**	**43,925**	**633**
Unsecured loans:				
FCCB	**6,057***	**87**	**5,639**	**81**
Interest accrued– due and not due#	**3,523**	**51**	**431**	**6**
Total	**52,649**	**758**	**49,995**	**720**

* Disclosed under Other Current Financial Liabilities pursuant to IND AS 1.

\# Disclosed under current financial liabilities in the balance sheet

The borrowings (including current maturities and interests) of the Company as on March 31, 2019 stood at ₹ 52,649 mn (US$ 758 mn) as against ₹ 49,995 mn (US$ 720 mn) as at March 31, 2018. It comprises of rupee term loans, foreign currency term loans and FCCBs. These borrowings are measured at amortised costs on the reporting date in terms of relevant IND AS requirements. Please refer note no. 20.4 for absolute values of borrowings.

As per the arrangement with the Lenders, the Company is required to comply with certain covenants, and non-compliance with these covenants may give rights to Lenders to demand repayment of loans. Except for one Lender who has demanded for repayment of entire loan, none of the remaining lender have demanded the repayment. Despite the unambiguous honourable Supreme Court order declaring all actions pursuant Revised Framework non-Est and without prejudice to Companies stance before the appropriate Court of Law, the Company has classified non-current borrowings amount to 42,686 mn as other current financial liabilities in the Balance Sheet as per mandatory requirements of IND AS 1.

Other Non-Current Liabilities

The non-current Liabilities of the Company stood at ₹ 2,239 mn (US$ 32 mn) as on March 31, 2019 as compared to ₹ 2,213 mn (US$ 32 mn) as on March 31, 2018. The non-current Liabilities primarily consist of provisions related to assets retirement obligation, deposits received from customers etc.

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Current Assets

The current assets of the Company stood at ₹ 6,399 mn (US$ 92 mn) as on March 31, 2019 as compared to ₹ 6,271 mn (US$ 90 mn) as on March 31, 2018. The current assets primarily consist of trade receivables, cash and cash equivalents, opex advances, deposits, balance without authorities, unbilled income, tax etc.

Current Assets	March 31, 2019		March 31, 2018	
	₹ Mn	US$ Mn	₹ Mn	US$ Mn
Inventories	31	0	37	1
Investments	106	2	1,398	20
Trade receivables	1,076	15	737	11
Cash & cash equivalents	664	10	1,390	20
Other bank balances	1,678	24	38	1
Loans	372	5	186	3
Others	2,472	36	2,485	36
Total	**6,399**	**92**	**6,271**	**90**

Current Liabilities:

The current liabilities of the Company were ₹ 4,064 mn (US$ 59 mn) as on March 31, 2019 as compared to ₹ 3,212 mn (US$ 46 mn) as at March 31, 2018. These Liabilities primarily consist of statutory dues, Assets retirement obligation (ARO) and operational provisions toward site rent, site EB etc.

Current Liabilities	March 31, 2019		March 31, 2018	
	₹ Mn	US$ Mn	₹ Mn	US$ Mn
Trade payable	199	3	198	3
Deposits from customers	419	6	323	5
Advance Revenue	82	1	81	1
ARO	39	1	37	0
Operational provisions, property tax etc.	3,265	47	2,359	34
Others	60	1	214	3
Total	**4,064**	**59**	**3,212**	**46**

- Borrowings, though disclosed under Other Current Financial Liabilities in Balance Sheet for the reasons specified therein, are considered in the analysis of borrowings in this section.

Significant Changes in Key Financial Ratios

Ratio	Unit of Measurement	March 31, 2019	March 31, 2018	Reasons for variation
Debtors Turnover	No. of Times	8.7	11.9	1. Please refer note no. 55 & 3a(vi) in Financial Statements which explains the causes of variation in key financial ratios 2. Calculation of Current Ratio includes borrowings classified as current in terms of Ind AS 1 (refer note no 20.1)
Interest Coverage Ratio	No. of Times	0.3	1.6	
Debt Equity Ratio	No. of Times	3.2	1.6	
Operating Profit Margin	%	16.5	42.5	
Net Profit Margin	%	(97.4)	(123.3)	
Current Ratio	No. of Times	0.1	0.9	
Return on Net Worth/Equity	%	(92.2)	(58.9)	

DEBT RESOLUTION PLAN

As reported, due to slowdown in telecom sector since 2010–11 coupled with constant increase in interest rates affecting profitability of entire telecom sector, the Company had undertaken Corporate Debt Restructuring (CDR) exercise under the aegis of CDR mechanism in July 2011. Post implementation of the CDR package, the telecom sector continued to be under relentless stress, which had material adverse impact on the achievement of the Company's CDR projections. Some of the adverse developments, which were beyond the management control have been enumerated below:

a. Decision of cancellation of 122 2G licenses upheld by the Hon'ble Supreme Court;
b. Cancellation of 'Right of First Refusal' by Aircel Group;
c. Vodafone tax litigation;
d. Slower 3G & BWA growth;
e. Freeze on substantial expansion by Telcos;
f. Lack of deployment of capex by Telcos for modernization and replacement.

As a result, in 2016 the lenders of the Company invoked Scheme of Strategic Debt Restructuring (SDR) as per guidelines issued by the Reserve Bank of India. The Company fully cooperated with the lenders in SDR implementation. The Company also complied with the stipulations under SDR including that of merger of Chennai Network Infrastructure Limited with the Company and steps taken towards induction of new investor. Since SDR, the Company paid ₹ 11,445.78 mn towards debt servicing in terms of SDR.

However, various extraneous developments in telecom sector subsequently such as (i) aggressive pricing by Telcos; (ii) reduction in interconnect usage charges and (iii) increasing unsustainable levels of debts of existing Telcos, impacted the profitability / cash flow of all participants in the sector making it unsustainable to remain viable and / or continue operations as evidenced through series of events / announcements listed below:

(i) Aircel Group's admission to National Company Law Tribunal (NCLT) under Insolvency & Bankruptcy Code (IBC);
(ii) Reliance Communications Limited (RCom) decision to shut down wireless business and subsequent filing of insolvency petition with NCLT under IBC;
(iii) Sale of Sistema Shyam Teleservices Limited (SSTL) to RCom and consequent merger of both;
(iv) Tata Group's decision to exit telecom business and consequent merger Bharti Airtel Limited (Bharti Airtel) and Tata Teleservices Limited (TTSL);
(v) Vodafone India Limited (Vodafone) and Idea Cellular Limited (Idea) merger;
(vi) Bharti Airtel and Telenor (India) Communication Private Limited (Telenor) merger.

All of these factors have had a material adverse effect on the Company and its future business prospects. The table below clearly highlights the impact of tenancy loss the Company faced over the last 8–9 years, despite having long term binding contracts with these Telcos:

Sr. No.	Event	Tenancy Loss	Month / Year	Comments
1.	Cancellation of 2G licenses	6,000	February 2012	Supreme Court Judgement on cancellation of 122 2G telecom licenses
2.	Aircel default of ROFR commitment	15,200	May 2014	Legal and financial issues
3.	Slower 3G/BWA growth	4,750	Since FY 2012	Industry slowdown following the Supreme Court verdict
4.	Operator scale back due to auction	3,500		
5.	Aircel filing of bankruptcy	23,726	February 2018	Unsustainable business due to competition
6.	RCom shutdown of wireless business	1,386	November 2017	
7.	TATA exit from wireless business	2,137	October 2017	
8.	Merger of Vodafone – Idea	3,150	March 2017	Forced industry consolidation due to competition
9.	Consolidation: Airtel – Telenor	942	March 2017	
	Aggregate tenancy loss between 2012 and 2018	**60,791**		

Thus, these extraneous developments in telecom sector especially during the last 18–24 months, once again unavoidably pushed the Company to a position from where it will require to again rebuild itself and also to realign its overall debt (including unsecured foreign currency bonds) to sustainable level with revised cash flows.

By its circular dated February 12, 2018, the Reserve Bank of India withdrew and repealed the CDR and SDR guidelines. Although the Company was regular and current in its interest and principal payments to lenders as per SDR terms, purely on technical grounds as per RBI's circular dated February 12, 2018, certain lenders downgraded the account.

Post these various adverse developments in telecom sector, the Company had proactively presented a resolution plan on April 27, 2018 (with an intent to maximize recovery of dues) to the lenders who constituted a significant majority of the outstanding debt of the Company.

However, the lenders had elected to pursue sale of their debt to an Asset Reconstruction Company (ARC). Edelweiss Asset Reconstruction Company Limited, acting as a trustee on behalf of EARC – Trust SC 338 ("EARC"), emerged as the highest bidder in July, 2018 on a Swiss auction basis conducted by the lenders. As on July 31, 2019 only 79.34% of the Indian Rupee Lenders have assigned their respective rights, title and interest in the financial assistance granted to the Company in favour of EARC. The remaining lenders, for reasons best known to them, chose not to comply with the applicable IRAC Guidelines (Prudential Norms on Income Recognition, Asset Classification and Provisioning pertaining to Advances) dated July 1, 2015, which clearly states that once 75% or more of the lenders by value have accepted the offer from an ARC, the remaining lenders in the consortium are obligated to assign the respective debts to such ARC.

In the meantime, one of the lenders attempted to initiate Corporate Insolvency Resolution Process (CIRP) against the Company allegedly claiming a default.

In view thereof, the Company was constrained to file a Writ Petition before the Hon'ble Supreme Court *inter alia* seeking to quash the RBI's Revised Framework Circular dated February 12, 2018 and to enforce aforementioned guidelines for assignment of debts.

By its order dated September 20, 2018, the Hon'ble Supreme Court granted status quo in the Writ Petition. Further, the Hon'ble Supreme Court vide its Final Judgment dated April 2, 2019 held that the Revised Framework Circular dated February 12, 2018 was ultra vires as a whole and had declared it to have 'no effect' in law. The Hon'ble Supreme Court also held that all cases in which debtors have been proceeded against by Financial Creditors under Section 7 of the Insolvency and Bankruptcy Code, only because of the operation of the RBI's Circular dated February 12, 2018 to be "non–est". Accordingly, the CIRP process initiated by a lender allegedly and wrongly claiming a default of ₹ 5,810.2 mn in aggregate as against their own balance confirmation as of March 31, 2018 of ₹ 2,754.8 mn, in our opinion, becomes non–est.

Meanwhile, the RBI issued the Prudential Framework for Resolution of Stressed Assets on June 7, 2019 ("Prudential Framework"). The Prudential Framework does not repeal the provisions of IRAC Guidelines, which dealt with the procedure for sale of banks / FI's financial assets to asset reconstruction companies. Accordingly, the Company believes that the relevant provisions of IRAC Guidelines were (at the time of acceptance of offer from EARC) and continue to apply as on the date hereof to any sale of assets to ARCs. In view of the Prudential Framework, the Company has once again requested the remaining lenders to comply with their obligations under the IRAC Guidelines and complete the assignment / sale of their financial interest in the Company to EARC without any further delay. Further in accordance with the revised guidelines, the Company has also presented a Resolution Plan in July 2019 for consideration of lenders' consortium.

While the Company is currently engaged with the lenders for the proposed restructuring of its Indian rupee debt to sustainable level, the same may not be completed pending resolution of inter–creditor dispute regarding the transfer of debts to ARC by the remaining lenders.

The status of Company's debts and amounts claimed as overdue as on June 30, 2019 is as follows:

Particulars	Secured Rupee Debt category	Secured Foreign Currency Debt category	Unsecured Debt (Series B2 Bonds) category
Principal Amount outstanding	₹ 40,663 mn	€ 7.50 mn	US$ 86.417 mn
Amounts claimed as overdue as on date	₹ 12,626 mn	€ 5.48 mn	US$ 8.73 mn

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RISK MANAGEMENT

This report, prepared in accordance with Regulation 34(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, provides an overview of key strategic risks, the Company's risk control framework and its approach to risk management.

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 affect us.

I. Introduction – Objectives & Approach

The Company conducts risk management activities covering all of its operations with the aim of taking pre–emptive actions to mitigate sources of risk, that is, any factors that could potentially impede the accomplishment of business objectives.

At the Company, risk management is at the core of the operating structure of the group and functions in parallel with the development and execution of management strategies. The Company's senior management and core functional officers, being the Chairman, Whole Time Director, Chief Financial Officer and the Legal and Secretarial teams, as a matter of routine, assess potential, operating and strategic risks informally in order to ensure that the Company at all times has a mitigation plan. The Company believes that by combining these two functions, it is better positioned to accomplish its business objectives and to increase its value.

The Company seeks to achieve an appropriate balance between risk and reward, and continue to build and enhance the risk management capabilities that assist in delivering the growth plans in a controlled environment. Thereby, the Company seeks to limit adverse variations in earnings and capital by managing risk exposures within agreed levels of risk appetite.

II. Market Risks

Revenue from existing business lines are dependent on the sustainability of the telecom sector, which in turn is dependent on several macro–economic factors, such as the growth of the Indian economy, favourable interest rates, increased transparency and certainty in the regulatory environment, the cost of spectrum and the overall stability of the Indian telecom sector.

Based upon the spectrum auctions, the license charges paid by the Telcos will continue to impact their net margins. Hence, the increased capital charges (the interest outgo on account of debt raised for 3G and 4G network rollout, and the amortization of spectrum charges) would place additional pressure on their bottom lines.

III. Industry Risks

Medium–term Credit Risk

During the last few years, the Telecom Sector has been adversely affected by the general economic slowdown and various other factors, such as slower growth of 3G/4G technology, delayed spectrum auctions and inflationary power and fuel costs, resulting in a cash flow crunch. All Telcos are facing increased pressure on earnings and debt servicing. During last 18–24 months free voice with cheap data services and aggressive tariff structures have placed additional burden on the top–line of the Telcos. This may impact their payment obligations in the short to medium term. As a vendor to these Telcos, the Company is currently facing a credit risk in the medium term. However, the Company believes that the entry of RJio will eventually result in sectoral growth (as was previously envisaged) in the long–term, which is expected to generate incremental cash flows for the Company.

Operator Consolidation

The average revenue per user in India is amongst the lowest in the world. Further, in recent years, the industry has been through a phase of hyper–competition, resulting in consolidation amongst Telcos, phasing out many of the incumbent players leading to loss of tenants. The consolidation wave has reduced the number of players to about five as of 2019 from ~18 players in 2011. The consolidation of Telcos has resulted in co–location churn for tower companies due to consolidation and rationalization of network. The Company has been a clear victim of the recent consolidation. This consolidation has resulted in significant loss of tenancies for the Company.

The Company proposes to leverage existing lock–in arrangements in its contracts with operators to procure commitments for fresh towers or sites in lieu of towers or sites rendered redundant as a result of consolidation onslaught in the telecom sector.

Liquidity Risk

The Supreme Court ordered in December 2016 that mobile towers are exigible to property tax. The said ruling means significant additional costs for Towercos, resulting in strain on their liquidity. This issue affects all telecom infrastructure providers. The Company has agreements with some of its customers for reimbursing of the property tax liability and is currently negotiating similar rights with all its customers, so the Company may be in a position to recover against this additional costs. In addition, under the

TRA waterfall mechanism, the priority is given to statutory levies from the available cash flow.

At this moment, it is not possible to ascertain exact amounts involved. However, the Company has challenged the various components and retrospective levy of property tax demands raised by the respective Municipal Corporations.

IV. Strategic Risks

Concentration Risk

There is a high concentration risk for the Company for the following reasons:

- The Company operates primarily in one sector namely, the Telecom Sector.
- The telecom sector moving towards an oligopolistic structure, with three players accounting for more than 90% of market share, will pose challenges for Towercos. This will put pressure on rent revenue per tower as the number of tenants per tower would go down.
- Further, the stressed financial condition of debt–laden telecom incumbents will restrain any material hike in rentals, at least over the medium term.

Risk on account of Customers Overdue Recovery

1. Insolvency of Customers

- Aircel was the Company's single largest customer, contributing around 45% of revenue. On March 1, 2018, Aircel Group voluntarily filed for insolvency proceedings before National Company Law Tribunal, Mumbai ("NCLT"). The Company has filed its claims against Aircel Group before Resolution Professional (RP) amounting to ₹ 133,938.4 mn as financial creditor and other claims relating to CIRP cost amounting to ₹ 2,481.9 mn. The RP has filed an application under Section 31 before the NCLT for approval of the Resolution Plan and the same is pending for approval. Miscellaneous Applications filed by the Company challenging reclassification of Company from Financial Creditor to Operational Creditor and subsequent Verification of the Company's Claim as Financial Creditor is pending for consideration before NCLT. The Company's another Miscellaneous Application claiming CIRP Cost has been heard by NCLT and has reserved for judgement.

- The Company's Claim against Reliance Communications Limited and Reliance Telecom Infratel Limited to the tune of ₹ 1,501.7 mn as Operational Creditor has been filed before IRP on May 21, 2019 and moratorium period is effective. No invitation has been given to the Company for Committee of Creditors meeting as our claim does not meet the criteria of 10% claim.

- In April, 2018, State Bank of India had filed Insolvency Petition against Videocon Telecommunications Limited and the Petition was admitted by the NCLT Mumbai and IRP has been appointed. The Company has filed its claim to the tune of ₹ 654.1 mn as an Operational Creditor and moratorium period is effective. No invitation has been given to the Company for Committee of Creditors meeting as our claim does not meet the criteria of 10% claim.

  However, since the above referred Telcos are undergoing the Corporate Insolvency Resolution Process (CIRP), it remains to be seen what residual value would be left for distribution after appropriation by the secured banks / lenders, especially post recent proposed amendments in Insolvency & Bankruptcy Code thereby bringing clarity on preference to financial creditors over operational creditors / unsecured financial creditors. There is a significant risk that there may not be any monies left after distributing proceeds to the secured banks / lenders of these telecom operators. Such unprecedented shutdown of network operators has led to frustration of various network improvisation measures that the Company had undertaken and also led to shrinking of its cash flows.

2. Recovery Proceedings

- Tata Teleservices Limited (TTSL) had announced their intention to close down their wireless operations in India in or around October 2017. Subsequently thereto, TTSL announced a merger with Bharti Airtel Limited (Bharti Airtel) whereby its customers and the spectrum was taken over by Bharti Airtel. Unfortunately, the contracted tenancy obligations which were to be transferred to Bharti Airtel, did not actually get transferred as part of the transaction with Bharti Airtel. Consequently, exit notices were issued by TTSL for its tenancies with the Company. TTSL also owes several amounts to the Company under multiple binding agreements and the Company believes it would be essential to proceed for recovery.

- Telenor India (Communication) Pvt Ltd (Telenor), now merged with Bharti Airtel, also owes dues to the Company under multiple agreements. By letter dated May 15, 2018 addressed to the Company, Bharti Airtel assumes all responsibilities, obligations under the contracts to themselves and promises to honour the obligations of Telenor towards the Company. The Company is taking all legal steps possible to recover the said legitimate Dues of the Company.

- Since 2010, the Company had been providing infrastructure provisioning and energy services to Bharat Sanchar Nigam Limited (BSNL) on more than 2700+ sites across the country. However, the Company had, off and on, experienced delays and multiple defaults in recoveries of its dues for such services rendered by it. There were huge overdues of BSNL for over six months or at times, in respect of some sites, even upto a year. As on June 30, 2019, the total amount claimed and outstanding is more than ₹ 900 mn. Considering recent news articles about financial crisis at BSNL, there is significant financial risk associated with BSNL. The Company has already initiated several actions for recovery of its outstanding dues.

Risk of Sustainability of Debt

- The various extraneous developments in telecom sector as reported from time to time especially during the last 18–24 months, once again unavoidably pushed the Company to realign its overall debt (including unsecured foreign currency bonds) to sustainable level with revised cash flows. In April 2018, the Company had proactively presented a resolution plan (with an intent to maximize recovery of dues) to the lenders who constituted a significant majority of the outstanding debt of the Company. Instead the lenders had elected to pursue sale of their debt to an Asset Reconstruction Company (ARC). As on July 31, 2019, 79.34% of the Indian Rupee Lenders have assigned their respective rights, title and interest in the financial assistance granted to the Company in favour of Edelweiss Asset Reconstruction Company Limited, acting as a trustee on behalf of EARC – Trust SC 338 ("EARC"). The remaining lenders, for reasons best known to them, chose not to assign / transfer their respective debt.Therefore, the Company filed Writ Petition No. 1893 of 2019 before Hon'ble Bombay High Court seeking direction against the residuary lenders to assign their debt to EARC as per the binding Prudential Norms on Income Recognition, Asset Classification and Provisioning Pertaining to Advances dated July 1, 2015. Thus, the present litigation may get prolonged and may delay the debt resolution of the Company.

- In the meantime, in September 2018, one of the lenders filed an application for initiation of Corporate Insolvency Resolution Process against the Company allegedly claiming a default, before NCLT under IBC read with Reserve Bank of India's Circular dated February 12, 2018. In view of recent judgement of by the Hon'ble Supreme Court quashing the Revised Circular dated February 12, 2018 issued by the Reserve Bank of India and declaring all matters filed pursuant to the said Revised Circular non–est, the Company has submitted necessary application before the Hon'ble NCLT for dismissal of the said application for initiation of CIRP. However, non–dismissal or non–withdrawal of the said application by the said lender will lead to initiation of CIRP proceedings against the Company under IBC.

- Further, the said lender has also filed an application against the Company for recovery of its debts before the Debt Recovery Tribunal, Chennai. Since, the said lender is bound under IRAC Guidelines to assign its debt to EARC, the Company is contesting the same. However, this may delay debt resolution of the Company.

- Post striking down of February 12, 2018 circular by the Hon'ble Supreme Court, on June 7, 2019 the RBI issued the Prudential Framework for Resolution of Stressed Assets ("Prudential Framework") governing resolution of stressed assets. In accordance with the new framework, the Company has presented a Resolution Plan for consideration of lender consortium. While lenders want to pursue a resolution plan, the Inter Creditor Agreement is still not executed. Any delay in implementation of the Resolution Plan may impact negatively to the sustainability of the Company. Though, the Company is actively engaged with its lenders to implement the same, the same cannot be completed pending resolution of inter–creditor dispute regarding the transfer of debts to ARC by the remaining lenders. Further, any attempt to pursue a resolution plan under IBC will lead to erosion of debt and equity value.

Foreign Currency Convertible Bonds Risk

- The terms and conditions of the Series A FCCBs, which are otherwise compulsorily convertible into equity upon maturity, provide that principal will become immediately due and payable upon certain events of default under such Series A FCCBs, which include certain cross–defaults triggered by defaults under other debt instruments. The Company received a notice of acceleration from Citicorp International Ltd., the Trustee of the Series A FCCBs, at the direction of a holder of 25% or more of the Series A FCCBs, calling upon the Company to repay principal amount claiming the same as outstanding under Series A Bonds. The said acceleration notice is based on an alleged cross–default triggered by a delinquent interest payment on the Series B FCCBs. It is the Company's stand that the acceleration notice is erroneously issued and not sustainable because no default subsists under the Series B FCCBs and hence the Company has refused to pay the amounts demanded under the acceleration notice. The Series A FCCB Trustee has filed

Commercial Suit No.861 of 2017 before the Hon'ble Bombay High Court in November 2017 for recovery of US$ 27.21 mn [equivalent to ₹ 1,755.39 mn (as per US Dollar rate of 64.5136 as on December 4, 2017)] and also seeking to injunct mandatory conversion of the bonds into equity. However, the Bombay High Court refused to grant any interim relief in the matter and accordingly, the Company has converted US$ 19.022 mn. worth of Series A Bonds into equity. In the suit, the Trustee has also demanded interest at the rate of 7.5335% per annum on the Redemption Amount from the date of filing of the above suit till the realization of the amounts owed by the Company to the Trustee. The said suit is presently pending before the High Court for adjudication.

- However, for the bondholders on behalf of whom the Trustee has filed the said suit, the Company has been unable to convert the bonds, on account of the non–availability of a statement of holdings from the Trustee. Thus there is a risk that in case the Commercial Suit is allowed, then, as claimed by the Trustee the Company would be liable to pay to the trustee the outstanding amounts in terms of Acceleration Notice and the Company would be liable to pay to the Trustee the aforesaid sum of US$ 27.21 mn with further default interest on the Redemption amount.

Competitive Risks

The competition is intense among the incumbent tower companies. The Company is one of the largest independent tower companies in the country and should ideally be able to leverage this to gain more tenancies. The ongoing 4G network rollouts and the awaited 5G rollouts would provide opportunities for getting tenant on unoccupied sites. However, recently, as per news reports BSNL and RJio are building captive towers, which will result availability of lesser tenancies for towers owned independent tower companies. Further, with RJio hiving off its tower assets into separate entity and the ongoing merger of Indus Towers and Bharti Infratel, the Company faces stiff competition, since these Towercos may get preference from their parent.

V. Operational Risks

Supply Chain Risk

- The Company requires materials and services for tower upgradation and preventive maintenance of passive infrastructure. Delay in supplies of such materials and services, may impact smooth functioning of business operations resulting into penalties and claims for damages 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.
- The Company faces high operational level challenges for the energy management like payment settlement issues, invoicing and addressing of concerns. In order to streamline the energy management operations, the Company is focusing on arranging fixed energy contracts with the customers.

Manpower Risks

Post exit of tenants due to shut downs or consolidation in telecom sector, the Company has implemented various cost optimization measures. The Company may face increased levels of attrition due to inter–creditor disputes and NCLT proceeding threat, resulting in challenges in project execution and service delivery.

Network Equipment Risks

Network equipment such as diesel generators, battery bank, power supply equipment (SMPS) and air conditioner are ageing towards end of life. Improper functioning of these equipment may impact smooth functioning of business operations resulting into penalties and claims for damages by customers.

VI. Legal, Contractual and Compliance Risk

Legal, Contractual and Compliance risk may arise from occasional and inadvertent non–adherence to timely deliverables and Service Level Agreements (SLA), for the reasons mentioned above and in some cases beyond the Company and management control, especially where certain Telcos default on their contractual obligation to pay in a timely manner and the Company is saddled with costs related to discontinued tenants.

The Company 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.

Considering pending application before NCLT, in the event of admission of the Company under IBC the Customer may exit from sites, which may in turn result in loss of business for the Company. The Company may also misplace with its right to claim lock in compensation. The Company has made lenders aware of the same.

The Company has a talented and committed legal and compliance team however several external risks related to legal, contractual and compliance keep surfacing given ever changing rules, regulations and laws.

The Company is not regulated by any regulatory agency and faces the general regulatory environment that is prevalent in the country. However, the customers in the telecom sector are regulated by Telecom Regulatory Authority of India and the Company is IP–1 registered with Department of Telecommunications, India.

VII. Environmental Risk

The Company's assets 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, disruption to the Company's network from natural calamities, though temporary in nature, is always a possibility. There are some environmental concerns from citizens groups as well. EMF radiations are the invisible electric and magnetic forces arising from the active infrastructure installed at telecom towers. In the recent past some citizens groups have raised concerns around the radiations and its ill effects. Although the risk related to EMF radiation is completely attributed to the Company's customers, any litigation concerning this and resultant adverse orders, could affect tower business as well. It may be noted that EMF radiation norms in India are more stringent than in Europe and non–adherence can invite hefty fines from regulator. Also, there has been no conclusive evidence as such of the ill effect of radiations on human health. The Department of Telecommunications (DoT) has recognized campaigns and media articles. Also, DoT has set up 'TERM Cells' to monitor the radiations and certify the locations.

Risk Mitigation Plan

Sr. No.	Type of Risk	Mitigation Plan
	Liquidity and Leverage Risk	• The Company is ensuring that monthly Infrastructure Provisioning Fees and other Revenue streams such as Energy, Rent etc. are realised fully. • Timely revision in Fixed Energy Billing contracts with Telcos is ensured to improve liquidity flow and mitigation of Energy losses. • Reduction in various operating costs as per Cost Optimisation Plan has ensured cost optimisation compared to tenancy exit and revenue losses. • Agreement with Telcos for up–gradation of sites by way of CAPEX funding to be adjusted against IPF. This has resulted in increasing network uptime and increased tenancies. • The Company has been successful in finalising agreements with some of its customers for reimbursing on its property tax liability. It is also negotiating similar rights with all its customers, so the Company may be in a position to recover this additional cost completely.
	Risk on account of Customer Overdue Recovery	The Company has already initiated the arbitration and recovery proceedings against the defaulting customers. The Company has also submitted its claims with respective Resolution Professionals where CIRP process has been initiated against our customers.
	Operational Risk	• End of life equipment needs to be upgraded or replaced. The Company has accordingly invested in various projects and ensured its network is upgraded as with latest technology/equipment. • SLA penalties have been reduced by resolving infra and non–Infra issues in time and additional CAPEX infusion. This has resulted in maintaininig network uptime at 99.90% under normal conditions.
	Sustainability of Debt Risk	In accordance with the revised Prudential Guidelines issued by the Reserve Bank of India, the Company has presented a Resolution Plan for consideration of lender consortium.

INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

The Company is committed to ensure that its operations are carried out within a well–defined internal control framework. Good governance, robust systems and processes, a vigilant finance function and an independent internal audit function are the foundations of the internal control systems. The Company believes that a strong internal controls framework is an essential pre–requisite of growing its business.

The Company has an internal control system in place, commensurate to its size and spread 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 and operational controls and statutory compliances.

There are suitable controls with reference to policies and procedures, risk assessment, ethics that are clearly established, communicated and monitored. Also there is a periodic review and assessment of the relevant controls to improve effectiveness, reduce cost and improve business performance.

The authority matrix, responsibility and accountability i.e., delegation of authority and segregation of duties are clearly defined such that decisions are made and actions taken at an appropriate level.

The control environment ensures commitment towards integrity and ethical values and independence of the board of directors from the management. The control activities incorporate, among others, continuous monitoring, routine reporting, checks and balances, purchase policies, authorisation and delegation procedures.

The internal audit function performs audit to monitor and evaluate the effectiveness of the Company's internal control systems and adherence to management policies and statutory requirements. It maintains a regular surveillance over the entire operations.

The audit coverage in the internal audit function 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 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.
- 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 function is monitored by the audit committee of the Board which 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

The Company believes that employees are its assets and are key to its success. The Company has been always striving to create a growth oriented platform for its employees through its core values which are:

- Ethics & Transparency
- Proactively manage change
- Delight customers through superior services
- Develop entrepreneurs through an achievement–oriented culture
- Build a sustainable global organization
- Share knowledge and focus on end–result

People Strength:

At the end of the financial year 2019, the Company had 682 associates on payroll and as outsourced. The Company has complied with the provisions relating to the constitution of Internal Complaints Committee under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 [14 of 2013]. During the year under review, no such complaint / case has been received in terms of the said Act.

The year 2018–19 was a year of headwinds in the Telecom sector. The Company with its goal towards **"Engineering Sustenance"** implemented manpower reskilling and optimization to achieve a lean organization structure while maintaining the desired quality and service levels.

The Company manages its Health, Safety & Environment (HSE) responsibility by integrating the HSE objectives as a part of overall corporate strategy. The Company conducts training on HSE awareness and implements adequate safety measures.

The Company continues to strive and build the employee morale and confidence by initiating several programs like:

- Employee Engagement
- Mediclaim and Term Life Insurance packages
- Rewards and Recognition programs
- Safe, Hygienic, Humane Work place with a good work life balance

Employee engagement
@ GTL Infra

QUALITY

The Company is following ISO 9001:2015 standard. Based on the customer feedback and learnings, the Company updates its processes and quality plans, whilst reviewing the said process for suitability and sustainability. These processes are documented and maintained by the concerned process owners, and audited as and when required by an independent QMS team. Modifications are made to the processes where required.

The Company educates its employees for identified needs related to HSW like electrical safety requirement, height safety training, first–aid, road safety, 4–wheeler defensive driving, absolute safety rules (ASR) and other specific trainings as may be required for delivering the job.

HSE Responsibility

The Company believes that it is an “Operationally Excellent Service Organisation” with excellence in process, quality mindset and the highest standards in health and safety.

CORPORATE SOCIAL RESPONSIBILITY

The Company discharges its social responsibilities by supporting the causes adopted by Global Foundation, a public charitable trust, through employee volunteerism and non–financial means. Our employee serving the social causes is known as 'Positron' i.e. 'one that radiates positive energy'.

Corporate Social Responsibility at Global Foundation aims to take a balanced approach by addressing social, economic and environmental issues through diverse programs.

The social causes supported by the Foundation are in the areas of:

A. Education

B. Health, Hygiene and Sanitation

C. Disability

D. Community Development

During FY 2018–19 Global Foundation supported the beneficiaries in the following ways:

Global Foundation awarded 'Gyanjyot Scholarships' to over 1,250 students from Pre–School to Post Graduation, helping them to continue their education.

'Netra' initiative of Global Foundation empowered the visually challenged by enabling them to learn to use computers and personal grooming through the soft skills program. Over the years 122 of Foundation's visually impaired students have positively altered their lives forever by successfully getting employed in PSUs and Corporate.

Global Foundation's 'Gyan IT' initiative in the rural areas provided computer education to 310 school students, while the static Computer Labs set up by the Foundation over the years continued to offer computer education to students across 52 schools.

Global Foundation organized medical camps for early detection and prevention of diabetes, ophthalmic, hemoglobin and heart checkups for the communities. 80 health camps were held benefitting over 10,000 people. Global Foundation also supported 60 families seeking financial aid to deal with the medical exigencies.

Timely financial support was provided to build back the homes of 15 families affected by floods in Kerala, cyclone Gaja in Tamil Nadu and cyclone Fani in Odisha by Global Foundation.

We remain indebted to our soldiers who safeguard us. Global Foundation expressed its gratitude by contributing to the DIGP (Welfare) CRPF Risk Fund and Indian Army Welfare Fund Battle Casualties.

'Gyanjyot Scholarships' were awarded to over

1,250

students helping them to continue their education

'Gyan IT' initiative in the rural areas provided computer education to

310

students

'Financial Support' to

15

families affected by floods in Kerala, cyclone Gaja and cyclone Fani

'Netra' initiative

122

visually impaired students have positively altered their lives by getting employment

'80 Health Camps' were held benefitting over

10,000

people. Global Foundation supported 60 families seeking financial aid to deal with medical exigencies

Global Foundation making a better world

Global Foundation's Ophthalmic Van facilitating eye checkup at a remote village in Kudal, Maharashtra

DIRECTORS' REPORT

To
The Members,

Your Directors are pleased to present their Sixteenth Annual Report together with the Audited Financial Statements for the year ended March 31, 2019.

1. STATE OF COMPANY'S AFFAIRS

Financial Highlights:

₹ in Lakhs

Particulars	FY 2018–19	FY 2017–18
Revenue from Operations	**150,021**	233,333
Other Income	**1,197**	18,251
Total Revenue	**151,218**	251,584
Profit / (Loss) before Depreciation & Amortization Expenses, Finance Costs, Exceptional Item & Tax	**19,549**	89,687
Less: Depreciation & Amortization Expenses	**62,355**	79,992
Profit / (Loss) before Finance Costs, Exceptional Item & Tax	**(42,806)**	9,695
Less: Finance Costs	**53,433**	56,974
Profit / (Loss) before Exceptional Items & Tax	**(96,239)**	(47,279)
Less: Exceptional Items [Impairment of Assets]	**57,701**	142,016
Profit / (Loss) before Tax	**(153,940)**	(189,295)
Less: Tax Expenses	**–**	–
Profit / (Loss)	**(153,940)**	(189,295)
Other Comprehensive Income	**(60)**	69
Total Comprehensive Income	**(154,000)**	(189,226)

Figures regrouped / reclassified wherever necessary to make them comparable.

Results of Operations

Key Highlights of the Company for the financial year ended March 31, 2019 are as under:

- Total Revenue from Operations for current financial year stands at ₹ 150,021 Lakhs as against ₹ 233,333 Lakhs for the previous financial year.
- Normalized EBITDA for current financial year stands at ₹ 24,811 as against ₹ 105,963 Lakhs for the previous financial year.

Telecom Sector Developments and its impact

The Company has from time to time informed all concerned stakeholders about various developments in the Indian Telecom Sector, from 2010–11, which were beyond the control of the Company and its management. As stated in our earlier communications, anxiety and negative sentiments in the telecom sector during this decade due to financial stress, contentious recoveries from telecom operators, aggressive pricing strategy of new operator, investigations related to previous spectrum allocations etc. led to the unprecedented shutting down of some of the major wireless operators such as Tata Teleservices, Reliance Communications, Aircel, Shyam Sistema, Telenor, S–Tel, Etisalat DB Telecom and Loop / BPL. The past 18–24 months also witnessed forced consolidation amongst some of the existing telecom operators, the most relevant of which was the merger of Vodafone and Idea Cellular. Sustained pressures on the ARPU also forced the remaining telecom operators to undertake major cost rationalization exercises.

All of these factors have had a material adverse effect on the Company and its future business prospects. The table below clearly highlights the impact of tenancy loss the Company faced over the last 8–9 years, despite having long term binding contracts with the telecom operators:

Sr. No.	Event	Tenancy Loss	Month / Year	Comments
1.	Cancellation of 2G licenses	6,000	February 2012	Supreme Court Judgement on cancellation of 122 2G telecom licenses
2.	Aircel default of ROFR commitment	15,200	May 2014	Legal and financial issues
3.	Slower 3G/BWA growth	4,750	Since FY 2012	Industry slowdown following the Supreme Court verdict
4.	Operator scale back due to auction	3,500		
5.	Aircel filing of bankruptcy	23,726	February 2018	Unsustainable business due to competition
6.	RCom shutdown of wireless business	1,386	November 2017	
7.	TATA exit from wireless business	2,137	October 2017	
8.	Merger of Vodafone – Idea	3,150	March 2017	Forced industry consolidation due to competition
9.	Consolidation: Airtel–Telenor	942	March 2017	
	Aggregate tenancy loss between 2012 and 2018	**60,791**		

Thus, the total customer base of the Company, which stood at 18 telecom operators, got reduced to only 5 resulting in over 80% fall in the EBITDA of the Company. The Aircel Group alone contributed over 45% of the total revenue of the Company. The aforesaid developments which were entirely beyond the control of the Company were akin to “force majeure” events.

Since the start of Strategic Debt Restructuring (SDR) Process, the Company lost around 31,000+ tenancies purely due to the aforementioned external circumstances. Thus, from high of 51,587 tenancies in FY 2018, it fell down to 24,104 in FY 2019. Resultantly, normalized EBITDA of the Company also fell from an annualized run–rate of ₹ 123,840 Lakhs during SDR to a low of ₹ 24,811 Lakhs in FY 2019. Additionally, BSNL, where the Company supports around 2,700 + tenants, is currently facing steep financial challenges. As on June 30, 2019, the amount claimed and outstanding is more than ₹ 9,000 Lakhs.

Despite above, the Company continues its efforts towards recovering its contractual claims of approx. ₹ 14,00,000 Lakhs from its customers who have either closed down their business or have got merged with other Telecom operators or even exited their tenancies, much ahead of their respective contract terms.

Incidentally, the Company has been left with significant costs related to the maintaining operations of around 14,000 non–occupied towers, which have been created due to unfortunate abandonment by the said telecom operators. Despite these, the Company had continued to service its Rupee Term Loan obligation in accordance with the Strategic Debt Restructuring (SDR) terms till August 2018. However, considering the reduced cash flows, the Company has to prudently accord priority towards payment of critical operational expenditures such as diesel, EB, O&M, security, wages, vendors, statutory payments including taxes to enable the Company to continue to maintain its contracted network uptime on its occupied towers, thereby reducing the potential penalties from its customers and also site exits.

Whilst, the Company is engaged with its lenders for right sizing its debts to sustainable level, the Company is also working rigorously towards optimizing its operations cost and retaining / adding to its tenants with a customer–focused approach.

Thus, the Company believes that once the telecom sector moves towards stabilization, financially strong operators constituting more than 90% of the Company’s tenants / revenue, expected recovery against claim from operators, expected realignment of debt by lenders in accordance with cash flows will lead to stabilization and revival of the Company in future.

Going Concern

In view of recent judgment of the Hon’ble Supreme Court dated April 2, 2019 declaring the Revised Framework circular dated February 12, 2018 issued by the Reserve Bank of India as ultra vires and consequently all actions taken under Revised Framework Circular including actions by which proceeding were filed under Insolvency and Bankruptcy Code been held to be ‘non–est’ and the aforementioned factors, the Company continues to prepare the financial statements on a going concern basis.

Invocation of pledge of Promoter shareholding in the Company

The Promoter, GTL Limited’s (GTL) shareholding in the Company was 204,65,05,865 equity shares of ₹ 10 each constituting 16.61% holding in total paid up share capital of the Company. While honoring its obligations under Corporate Debt Restructuring Scheme (CDR) of GTL, GTL was required to and had accordingly pledged its entire shareholding in the Company in 2012 in favour of its secured lenders, acting through security trustee IDBI Trusteeship Services Ltd (ITSL).

Since 2014, recognizing the issues at hand, GTL presented one–time negotiated settlement proposal (which was updated from time to time) to its lenders which essentially involved the sale of substantially all of its assets, businesses and investments to repay GTL's lenders. However, while GTL has been engaged with the lenders on its OTS proposal, on March 28, 2019, the secured lenders invoked the pledge through ITSL and transferred entire shareholding of GTL into their dematerialized account.

Accordingly, GTL in its disclosure dated April 2, 2019 to stock exchange, stated that it was surprising that the lenders had belatedly chosen to exercise their rights as secured creditor to undertake the same action which GTL had voluntarily offered. Such action taken now, rather at that time when GTL had proposed, is likely to result in lesser realization. GTL further believes that there has been significant loss of value and opportunities owing to certain acts of lenders and is currently seeking legal advice to pursue appropriate action in this regard.

2. RECENT DEVELOPMENTS AT MACRO AND MICRO ECONOMIC LEVEL

The details in respect of recent developments at macro and micro economic level are covered under Management Discussion and Analysis (MD&A) Report, which forms part of the Annual Report.

3. MANAGEMENT DISCUSSION AND ANALYSIS

The Management Discussion and Analysis Report for the year under review, as stipulated under Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations") is presented in a separate section forming part of the Annual Report.

4. DEBT RESOLUTION PLAN

The details in respect of debt resolution plan are provided in separate section under the heading "Debt Resolution Plan" under MD&A Report, which forms part of the Annual Report.

5. TRANSFER TO RESERVES

The Company has not transferred any amount to the General Reserve for the financial year ended March 31, 2019.

6. DIVIDEND

Since your Company has posted losses for the current financial year, 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, 2019.

7. 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, 2018	12,125,270,616
Add: Allotments of Equity Shares to Bond Holders upon conversion of Bonds	193,826,415
Equity Shares as on March 31, 2019 / August 14, 2019	12,319,097,031

The Company has only one class of equity shares and it has not issued equity shares with differential rights or sweat equity shares.

Further to information furnished in the Directors' Report for financial year 2017–18, during the current financial year, out of 95,364,166 equity shares allotted to Trust, the Company credited and listed 520,818 equity shares to bondholder/s, from whom the Company received requisite demat account details. Accordingly, balance 94,843,348 equity shares allotted to Trust are yet to be listed due to pending receipt of requisite details from Bondholders.

b. Foreign Currency Convertible Bonds (FCCBs)

The details of outstanding Foreign Currency Convertible Bonds are as follows:

Particulars	No. of Series B1 Bonds (of US$ 1,000 each)	No. of Series B2 Bonds (of US$ 1,000 each)	No. of Series B3 Bonds (of US$ 1,000 each)	Total No. of Bonds (of US$ 1000 each)	No. of Equity Shares upon conversion
FCCBs allotted	80,745	86,417	30,078	197,240	–
Converted till date	29,397	–	17,267	46,664	303,962,756
Balance as August 14, 2019	51,348	86,417	12,811	150,576	–

If compulsorily convertible bonds (i.e. Series B1 Bonds and Series B3 Bonds) are converted into equity shares of the Company, the number of equity shares would go up by 417,922,743. The Company has excluded such number of convertible securities which are likely to be redeemed in terms of Series B2 Bonds.

8. FIXED DEPOSITS

During the year under review, the Company has not accepted any public deposits under chapter V of the Companies Act, 2013 (the "Act") from public or from its members.

9. 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.

10. PROMOTER GROUP

The Company was promoted by GTL Limited ("GTL"). The members may note that the Promoter Group comprises of Global Holding Corporation Private Limited and such other persons as defined under the Listing Regulations. Post invocation of pledge of GTL's holding in the Company by secured lenders of GTL, the Promoter Group shareholding in the Company stands at 3.41% as on August 14, 2019.

11. 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, 2019 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.

12. DIRECTORS & KEY MANAGERIAL PERSONNEL

Mr. Milind K. Naik (DIN: 00276884), Director of the Company, retires by rotation at the ensuing Annual General Meeting ("AGM") and being eligible, offers himself for re–appointment.

Pursuant to provisions of Section 149 of the Act, Listing Regulations and subject to approval of the members, Ms. Dina S. Hatekar (DIN: 08535438) was appointed as an Additional and Independent Director with effect from August 14, 2019. She will hold office up to the date of the ensuing AGM.

In terms of requirements of the Act, Mr. N. Balasubramanian (DIN: 00288918), Dr. Anand P. Patkar (DIN: 00634761) and Mr. Vinod B. Agarwala (DIN: 01725158) were appointed as an independent directors at the eleventh AGM held on September 16, 2014 for a period of five years up to September 15, 2019. Based on the recommendation of Nomination and Remuneration Committee, the Board of Directors at its meeting held on August 14, 2019 has approved the re–appointment of Mr. N. Balasubramanian, Dr. Anand P. Patkar and Mr. Vinod B. Agarwala for further term of five years from September 16, 2019 to September 15, 2024 subject to the approval of shareholders through special resolutions. Resolutions proposing appointment of Ms. Dina S. Hatekar as an Independent Director and re–appointment of Mr. N. Balasubramanian, Dr. Anand P. Patkar & Mr. Vinod B. Agarwala as Independent Directors of the Company pursuant to Section 149(6) of the Act, forms part of the Notice of AGM.

Mr. N. Balasubramanian shall attain age of 75 years during his proposed second term. A resolution proposing his continuation of term on attaining age of 75 years during his second term pursuant to section 149(6) of the Act forms part of the Notice of AGM.

During the year, Mr. Vijay Vij (DIN:02245470), who was associated with the Company as Independent Director of the Company, had tendered his resignation with effect from May 9, 2019 stating that he had been independent Director of the Company for 10 years now and as per Corporate Governance guidelines, no independent Director shall hold office for more than two consecutive terms of five years. Mr. Vij further confirmed that there were no other material reasons other than stated. The Board places on record its deep appreciation and respect for the valuable advice and guidance received from Mr. Vij during his tenure as a Director of the Company.

The background of the Directors proposed for re–appointment/ appointment is given under the Corporate Governance Report, which forms part of this Report.

Pursuant to the provisions of Section 203 of the Act, currently, Mr. Milind K. Naik – Whole–time Director, Mr. Bhupendra J. Kiny – Chief Financial Officer and Mr. Nitesh A. Mhatre – Company Secretary are the Key Managerial Personnel of the Company.

13. DECLARATION BY INDEPENDENT DIRECTORS

All 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 Act.

14. 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.

15. 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 Act 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 also 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 were evaluated taking into account the views of executive directors and non–executive directors.

16. 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 required by Section 178(3) of the Act, 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.

17. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

The information required under Section 197(12) of the Act read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended, 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 and the percentage increase in remuneration of each director, chief financial officer, company secretary or manager, if any, in the financial year:**

Name	Ratio to median remuneration	% increase in remuneration in the financial year
Executive Directors		
Mr. Milind K. Naik	24.47	Nil

Name	Ratio to median remuneration	% increase in remuneration in the financial year
Non–executive Directors* (sitting fees only)		
Mr. Manoj G. Tirodkar	N.A.	N.A.
Mr. N. Balasubramanian	N.A.	N.A.
Dr. Anand P. Patkar	N.A.	N.A.
Mr. Charudatta K. Naik	N.A.	N.A.
Mr. Vinod B. Agarwala	N.A.	N.A.
Mr. Vijay M. Vij **	N.A.	N.A.
Mrs. Sonali P. Choudhary	N.A.	N.A.
Chief Financial Officer		
Mr. Bhupendra J. Kiny	–	Nil
Company Secretary		
Mr. Nitesh A. Mhatre	–	Nil

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

** Relinquished the post of Independent Director w.e.f. May 9, 2019

ii. **The percentage increase / (decrease) in the median remuneration of employees in the financial year:** (29.78%)

iii. **The number of permanent employees on the rolls of the Company :** 535

iv. **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 in salaries of employees is nil. During the year, upon receipt of requisite clarification from Ministry of Corporate Affairs, approval from lenders and subsequent ratification by shareholders, the Company has paid remuneration to Mr. Naik as per his appointment terms.

v. **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.

18. INTERNAL FINANCIAL CONTROL SYSTEMS

The details in respect of adequacy of internal financial controls with reference to the Financial Statements are included in the MD&A Report, which forms part of the Annual Report.

19. AUDIT COMMITTEE

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

20. AUDITORS AND AUDITORS' REPORT

M/s Pathak H.D. & Associates (FRN: 107783W), Chartered Accountants, Mumbai were appointed as an Auditor of the Company at the fifteenth (15th) AGM to hold office from conclusion of the fifteenth (15th) AGM till conclusion of twentieth (20th) AGM to be held in calendar year 2023.

For the FY 2018–19, the Auditor of the Company have issued modified opinion w.r.t. the Company's inability to quantify the amount of property tax on its telecom towers to be ultimately borne by it due to petition pending before the appropriate Courts, non–receipt of property tax demands in respect of majority of telecom towers and Company's contractual rights to recover such property tax from its customers. In this regard, the Company has given appropriate explanation in its Note No. 41 of Notes to the Financial Statements. Further, as regards the Auditors opinion regarding material uncertainty related to Going Concern and emphasis of matters, the Company has furnished required details / explanations in Note nos. 55 and 20.1 of Notes to the Financial Statements.

21. COST AUDIT

In terms of Section 148 (1) of the Act read with the Companies (Cost Records and Audit) Rules, 2014, as amended, since the Company's business (Infrastructure Provider Category – I) is not included in the list of industries to which these rules are applicable, the Company is not required to maintain cost records.

22. SECRETARIAL AUDITORS' REPORT

The Secretarial Auditor Report is given in **Annexure A** (Form No. MR–3) forming part of this Report.

As regards the observation on non–filing of e–form MGT 14 for filing of Board Resolution with Registrar of Companies, it is to be noted that it is on account of inadvertent omission. Necessary action is being taken for filing the same.

Further, in terms of Regulation 24A of the Listing Regulations, a Secretarial Compliance Audit Report given by Mr. Chetan A. Joshi, Practicing Company Secretary, is annexed as **Annexure B** to this Report.

23. COMPLIANCE WITH SECRETARIAL STANDARD

The Company has complied with applicable secretarial standards as prescribed by the Institute of Company Secretary of India.

24. RISKS

A separate section on risks and their management is provided in the MD&A Report forming part of this Report. 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. The Company strongly urges Shareowners/ Investors to read and analyze these risks before investing in the Company.

25. PARTICULARS OF LOANS, GUARANTEES AND INVESTMENTS

During the year under review, the Company has not provided any corporate guarantees. The particulars of loans and investments have been disclosed in the Note nos. 6 & 14 and 4 & 10 of Notes to the Financial Statements respectively.

26. 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 Act.

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 Act are furnished in **Annexure C** (Form No. AOC – 2) to this Report.

27. SUBSIDIARIES, JOINT VENTURES AND ASSOCIATE COMPANIES

The Company does not have Subsidiary or Joint Venture Company. Accordingly, a statement pursuant to provisions of Section 129(3) of the Act in Form No. AOC–1 is not required to be furnished.

28. 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.

29. ANNUAL RETURN AS ON MARCH 31, 2019

As per requirements of Section 92(3) of the Act and the Companies (Management and Administration) Rules, 2014, the extracts of Annual Return as on March 31, 2019 is annexed as **Annexure 'E'** (Form MGT–9) to this report. The Company has placed a copy of the same on its website at www.gtlinfra.com.

30. CORPORATE GOVERNANCE AND VIGIL MECHANISM

The Company has complied 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 Auditor, M/s Pathak H.D. & 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 permanent employees for reporting genuine concerns, if any.

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

a. Conservation of Energy:

During the year, the Company continued its efforts towards conservation of energy by way of reduction of diesel consumption at telecom tower sites through several initiatives of energy efficiency and fuel savings as under:

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

a. Transformed air–conditioned sites through 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 duration at lower input voltages

c. Up–gradation 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. Deployment of Integrated Power Management Units for AC power line conditioning and AC to DC conversion

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

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

j. Site electrification for non–EB sites and rectification of faulty EB connections

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

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

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:

During the year under review, the inflow and outgo of foreign exchange in actual terms were ₹ Nil and ₹ 31 Lakhs respectively.

32. HUMAN RESOURCE

The associate base of the Company as on March 31, 2019 stood at 682. For full details / disclosures refer to the Human Resources section in the MD&A Report, which forms part of the Annual Report.

33. PARTICULARS OF EMPLOYEES

In terms of the provisions of Section 197(12) of the Act read with sub–rules 2 &3 of Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended, names and other particulars of the top ten employees in terms of remuneration drawn and the name of every employee who is in receipt of such remuneration as stipulated in said Rules are required to be set out in a statement to this Report. This Report is being sent to the Members excluding the aforesaid statement. In terms of Section 136 of the Act, the said statement 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 at the Registered Office of the Company. None of the employees listed in the said statement is related to any Director of the Company.

34. SPECIAL BUSINESS

As regards the items of the Notice of the Annual General Meeting relating to Special Businesses, the Resolutions incorporated in the Notice and the Explanatory Statement regarding thereto fully indicate the reason for seeking the approval of members to those proposals. Members' attention is drawn to these items and Explanatory Statement annexed to the Notice.

35. 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.

On behalf of the Board of Directors,

Mumbai
August 14, 2019

Manoj G. Tirodkar
Chairman

ANNEXURE A TO DIRECTORS' REPORT

Form No. MR–3

SECRETARIAL AUDIT REPORT

For the Financial Year Ended 31st March, 2019

[Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9 of the Companies (Appointment and Remuneration of Managerial 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– 400710

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, 2019 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, 2019 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. The 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, 2015;

   c) 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;

   During the period under review, provisions of the following regulations were not applicable to the Company for the financial year ended 31st March, 2019:–

   a) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;

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

   c) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and

   d) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998.

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

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 with regard to Meeting of Board of Directors (SS–1) and General Meetings (SS–2) issued by The Institute of Company Secretaries of India;

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 and Woman Director. There is no change in the Composition of the Board of Directors during the period under review. 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 resolutions in the Annual General meeting held on September 27, 2018 ratifying remuneration paid / to be payable to Mr. Milind K. Naik as a Whole–time Director of the Company for a period of three years each with effect from July 21, 2014 and July 21, 2017 respectively.

I further report that the Company has not filed e–Form MGT–14 in respect of Board resolution passed on 9th August, 2018 for approval of Director's Report for the financial year ended on 31st March, 2018.

Date : 14/08/2019 **Chetan Anant Joshi**
Place : Thane (FCS: 7052, 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 : 14/08/2019 **Chetan Anant Joshi**
Place : Thane (FCS: 7052, CP: 7744)

ANNEXURE B TO DIRECTORS' REPORT

SECRETARIAL COMPLIANCE REPORT

OF

GTL INFRASTRUCTURE LIMITED

(CIN: L74210MH2004PLC144367)

For the Year Ended 31st March, 2019

I, Chetan Anant Joshi – Practicing Company Secretary have examined:

(a) all the documents and records made available to me and explanation provided by GTL INFRASTRUCTURE LIMITED CIN – L74210MH2004PLC144367 ("the listed entity"),

(b) the filings/ submissions made by the listed entity to the stock exchanges,

(c) website of the listed entity,

(d) any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the year ended 31st March, 2019 in respect of compliance with the provisions of:

(a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and

(b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:–

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

(b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; ***(not attracted during year under review)***

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

(d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; ***(not attracted during year under review)***

(e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; ***(not attracted during year under review)***

(f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; ***(not applicable)***

(g) Securities and Exchange Board of India (Issue and Listing of Non–Convertible and Redeemable Preference Shares) Regulations, 2013; ***(not applicable)***

(h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

and circulars/ guidelines issued thereunder; and based on the above examination, I hereby report that, during the Review Period:

(a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder.

(b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from my examination of those records.

(c) The following are the details of actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:

Sr. No.	Action taken by	Details of violation	Details of action taken E.g. fines, warning letter, debarment, etc .	Observations/ remarks of the Practicing Company Secretary, if any.
		NIL		

(d) The listed entity has taken the following actions to comply with the observations made in previous reports ***(Not applicable since this report is being issued for the first time and accordingly no action was required to be taken by the Company)***

Chetan Anant Joshi
(FCS: 7052, COP: 7744)
Date : 09/05/2019
Place : THANE

ANNEXURE C 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	Contracts Arrangement/ transaction value	Date(s) of approval by the Board, if any.	Amount paid as advance, if any (₹ Lakhs)
GTL Limited	Third Party*	Energy Management Agreement	Ten Years	Provision for power (electricity) & fuel under Fixed Energy Management Service Contract	₹ 6,622 Lakhs	March 8, 2018	Nil

* With effect from March 28, 2019, GTL Limited ceased to be a Party having significant influence over the Company.

For and on behalf of the Board of Directors

Mumbai
August 14, 2019

Manoj G. Tirodkar
Chairman

ANNEXURE D TO DIRECTORS' REPORT

ANNUAL REPORT ON CORPORATE SOCIAL RESPONSIBILITY (CSR) ACTIVITIES FOR THE FINANCIAL YEAR 2018–19
[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/investors/corporate–governance/

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, Dr. Anand P. Patkar (w.e.f. May 10, 2019), Mr. Milind K. Naik and Mrs. Sonali P. Choudhary.

3. **Average net profit / (loss) of the Company for last three financial years:** (₹ 105,243 Lakhs)

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.

Mumbai	**Milind K. Naik**	**Manoj G. Tirodkar**
May 9, 2019	Whole–time Director	Chairman – Corporate Social Responsibility Committee

ANNEXURE E TO DIRECTORS' REPORT

FORM NO. MGT – 9

EXTRACT OF ANNUAL RETURN

as on financial year ended on March 31, 2019

[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 MIDC, TTC Industrial Area, Mahape, Navi Mumbai – 400 710 Telephone No: +91 22 68293500 Fax: +91 22 68293545 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**	Bigshare Services Private Limited (w.e.f. January 1, 2019) 1st Floor, Bharat Tin Works Building, Opp. Vasant Oasis, Makwana Road, Marol, Andheri (East), Mumbai 400059, Maharashtra, India. Telephone No: +91 22 62638200 Extn. 221–222 Fax No.: +91 22 62638299 Email: info@bigshareonline.com Dedicated Link for shareholders queries / grievances: http://www.bigshareonline.com/Contact.aspx Website: www.bigshareonline.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
Not Applicable					

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 April 1, 2018				No. of Shares held at the end of the year March 31, 2019				% Change during the year
	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.	2,366,649,881	–	2,366,649,881	19.52	420,144,016	–	420,144,016	3.41	–16.11
(e) Banks / FI									
(f) Any Other (Specify)									
Sub–Total (A)(1)	**2,366,649,881**	**–**	**2,366,649,881**	**19.52**	**420,144,016**	**–**	**420,144,016**	**3.41**	**–16.11**
(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)	**2,366,649,881**	**–**	**2,366,649,881**	**19.52**	**420,144,016**	**–**	**420,144,016**	**3.41**	**–16.11**
B Public Shareholding									
(1) Institutions									
(a) Mutual Funds	150	64	214	0.00	150	64	214	0.00	0.00
(b) Banks / FI	7,877,319,849	500	7,877,320,349	64.97	7,753,680,649	100	7,753,680,749	62.94	–2.03
(c) Central Govt									
(d) State Govt(s)									
(e) Venture Capital Funds									
(f) Insurance Companies	426,353,586	–	426,353,586	3.52	426,353,586	–	426,353,586	3.46	–0.06
(g) FIIs	–	–	–	–	–	–	–	–	–
– Foreign Venture Capital Funds									
(i) Any Other (Specify)									
Sub–Total (B)(1)	**8,303,673,585**	**564**	**8,303,674,149**	**68.48**	**8,180,034,385**	**164**	**8,180,034,549**	**66.40**	**–2.08**
(2) Non–Institutions									
(a) Bodies Corp.									
i) Indian	409,355,327	9,853	409,365,180	3.38	2,444,592,463	9,853	2,444,602,316	19.84	16.47
ii) Overseas									
(b) Individuals									
i) Individual shareholders holding nominal share capital upto to ₹ 1 lakh	167,111,884	383,895	167,495,779	1.38	186,788,432	365,896	187,154,328	1.61	0.14
ii) Individual shareholders holding nominal share capital in excess of ₹ 1 lakh	397,081,590	20,000	397,101,590	3.27	580,388,203	–	580,388,203	4.71	1.44

Category of Shareholders	No. of Shares held at the beginning of the year April 1, 2018				No. of Shares held at the end of the year March 31, 2019				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
(c) Any Other (Specify)									
i) Corp.Body OCBs	197,416	100	197,516	0.00	197,166	100	197,266	0.00	0.00
ii) Other Foreign Bodies	81,573,282	95,364,266	176,937,548	1.46	98,777,684	94,843,448	193,621,132	1.57	0.11
iii) NRIs	19,917,064	210	19,917,274	0.16	29,535,584	10	29,535,594	0.24	0.08
iv) Trusts	10,000	–	10,000	0.00	55,100	–	55,100	0.00	–0.00
v) Foreign National									
vi) RFPI–Corporate	283,921,699	–	283,921,699	2.34	283,364,527	–	283,364,527	2.30	–0.04
Sub–Total (B)(2)	**1,359,168,262**	**95,778,324**	**1,454,946,586**	**12.00**	**3,623,699,159**	**95,219,307**	**3,718,918,466**	**30.19**	**18.19**
B Total Public Shareholding (B) = (B)(1) + (B)(2)	**9,662,841,847**	**95,778,888**	**9,758,620,735**	**80.48**	**11,803,733,544**	**95,219,471**	**11,898,953,015**	**96.59**	**16.11**
TOTAL (A) + (B)	**12,029,491,728**	**95,778,888**	**12,125,270,616**	**100.00**	**12,223,877,560**	**95,219,471**	**12,319,097,031**	**100.00**	
C Shares held by Custodians for GDRs & ADRs	**NA**	**NA**	**NA**	**NA**	**NA**	**NA**	**NA**	**NA**	
GRAND TOTAL (A) + (B) + (C)	**12,029,491,728**	**95,778,888**	**12,125,270,616**	**100.00**	**12,223,877,560**	**95,219,471**	**12,319,097,031**	**100.00**	

(ii) Shareholding of Promoters

Sr. No.	Shareholder's Name	Shareholding at the beginning of the year 1–Apr–18			Shareholding at the end of the year 31–Mar–19			% 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 (GTL) @	2,046,505,865	16.88	100.00	–	–	–	–16.88
2.	Global Holding Corporation Private Limited (GHC) $	320,144,016	2.64	100.00	420,144,016	3.41	100.00	0.77
	TOTAL (A) + (B)	**2,366,649,881**	**19.52**	**100.00**	**420,144,016**	**3.41**	**100.00**	**–16.11**

Note: @ The reduction in the shareholding of GTL is on account of invocation of 2,046,505,865 pledged equity shares by CDR lenders of GTL through security trustee IDBI Trusteeship Services Limited. As stated in GTL's letter dated April 2, 2019 to stock exchanges, GTL is currently seeking legal advice to pursue appropriate action in this regard.

$ Wrongful invocation 100,000,000 pledged shares by Lender of GHC (which was challenged by GHC) reversed on 19–May–2018 pursuant to order of Hon'ble Debt Recovery Tribunal to restore pledged shares of erstwhile Chennai Network Infrastructure Limited, which got merged into GTL Infrastructure Limited.

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

Sr. No.	Name	Shareholding at the beginning of the year 01–Apr–18		Date	Increase / Decrease in shareholding	Reason	Cumulative Shareholding during / at the end of the year 31–Mar–19	
		No. of Shares	% of total Shares of the company				No. of Shares	% of total Shares of the company
1.	GTL Limited (GTL)	2,046,505,865	16.88	28–Mar–19	(2,046,505,865)	Invocation of Pledge@	–	–
2.	Global Holding Corporation Private Limited (GHC)	320,144,016	2.64	11–May–18	100,000,000	Reversal of Invocation@	420,144,016	3.41
	Total	**2,366,649,881**	**19.52**				**420,144,016**	**3.41**

@ Refer note appearing under table (ii) Shareholding of Promoters, above

(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 01–Apr–18		Date	Increase / (Decrease) in shareholding	Reason	Cumulative Shareholding during / at the end of the year 31–Mar–19	
		No. of Shares	% of total Shares of the company				No. of Shares	% of total Shares of the company
1.	Central Bank of India	942,154,365	7.77	–	–	–	942,154,365	7.65
2.	Union Bank of India	874,769,676	7.21	–	–	–	874,769,676	7.10
3.	Indian Overseas Bank	670,032,490	5.53	–	–	–	670,032,490	5.44
4.	Bank of Baroda	662,087,739	5.46	–	–	–	662,087,739	5.37
5.	ICICI Bank Ltd	548,575,037	4.52	27–Apr–2018	(3,000,000)	Secondary Market	545,575,037	4.44
				11–May–2018	(1,000,000)	Secondary Market	544,575,037	4.43
				22–Jun–2018	(500,000)	Secondary Market	544,075,037	4.43
				30–Jun–2018	(1,000,000)	Secondary Market	543,075,037	4.42
				06–Jul–2018	(2,000,000)	Secondary Market	541,075,037	4.40
				27–Jul–2018	(2,500,000)	Secondary Market	538,575,037	4.38
				03–Aug–2018	2,000	Secondary Market	538,577,037	4.38
				10–Aug–2018	(2,000)	Secondary Market	538,575,037	4.38
				21–Sep–2018	(2,000,000)	Secondary Market	536,575,037	4.36
				19–Oct–2018	(2,000,000)	Secondary Market	534,575,037	4.35
				26–Oct–2018	(5,742,533)	Secondary Market	528,832,504	4.30
				02–Nov–2018	(1,000,000)	Secondary Market	527,832,504	4.28
6.	Canara Bank	519,127,403	4.28	20–Apr–2018	11,825	Secondary Market	519,139,228	4.22
				15–Jun–2018	(11,825)	Secondary Market	519,127,403	4.21
7.	IFCI Limited	504,990,245	4.16	–	–	–	504,990,245	4.10
8.	Bank of India	455,176,703	3.75	–	–	–	455,176,703	3.69
9.	Punjab National Bank	437,564,781	3.61	–	–	–	437,564,781	3.55
10.	Life Insurance Corporation of India	426,302,058	3.52	–	–	–	426,302,058	3.46

(v) Shareholding of Directors and Key Managerial Personnel:

Sr. No.	Director/ KMP	For each of the Directors and KMP	Shareholding at the beginning of the year		Date	Increase / (Decrease)	Reason	Cumulative Shareholding during the year	
			No. of Shares	% of total Shares of the company				No. of Shares	% of total Shares of the company
1.	Director	Mr. Manoj G. Tirodkar	5,897,783	0.05	–	–	–	5,897,783	0.05
2.	Director	Mr. N. Balasubramanian	500,000	0.00	31–Aug–2018	30,046	Secondary Market	530,046	0.00
3.	Director	Mr. Vinod B. Agarwala	459,000	0.00	–	–	–	459,000	0.00
4.	Director	Dr. Anand P. Patkar	100,000	0.00	–	–	–	100,000	0.00
5.	Director	Mr. Charudatta K. Naik	1,325,900	0.01	–	–	–	1,325,900	0.01
6.	Director	Mr. Milind K. Naik	19,000	0.00	–	–	–	19,000	0.00
7.	Director	Mr. Vijay M. Vij *	63,500	0.00	–	–	–	63,500	0.00
8.	Director	Mrs. Sonali P. Choudhary	67,500	0.00	–	–	–	67,500	0.00
9.	KMP	Mr. Bhupendra Kiny	90,041	0.00	–	–	–	90,041	0.00
10.	KMP	Mr. Nitesh A. Mhatre	–	–	–	–	–	–	–

* Relinquished the post of Independent Director w.e.f. May 9, 2019

V. INDEBTEDNESS

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

₹ in Lakhs

Particulars	Secured Loans (excluding deposits)	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year 2018–19				
Principal Amount	439,255	56,387	–	495,642
Interest due but not paid	263	–	–	263
Interest accrued but not due	2,684	1,366	–	4,050
Total	**442,202**	**57,753**	**–**	**499,955**
Change in Indebtedness during the financial year				
Addition				
– Interest	29,017	4,226	–	33,243
– Foreign Exchange Difference	–	4,184	–	4,184
– Measurement of Financial Liabilities at Amortized Cost	–	–	–	–
Reduction				
– Interest	(3,043)	–	–	(3,043)
– Conversion to Equity Shares / Other Equity	–	–	–	–
– Extinguishment	–	–	–	–
– Foreign Exchange Difference	(172)	–	–	(172)
– Repayments	(7,517)	–	–	(7,517)
– Measurement of Financial Liabilities at Amortized Cost	(155)	–	–	(155)
Net Change	**18,130**	**8,410**	**–**	**26,540**
Indebtedness at the end of the financial year 2018–19				
Principal Amount	430,697	60,572	–	491,269
Interest due but not paid	29,626	3,808	–	33,434
Interest accrued but not due	9	1,783	–	1,792
Total	**460,332**	**66,163**	**–**	**526,495**

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 Milind K. Naik, WTD ₹ in Lakhs	Total Amount ₹ in Lakhs
1.	Gross salary		
	(a) Salary as per provisions contained in section 17(1) of the Income–tax Act, 1961	77.98	77.98
	(b) Value of perquisites u/s 17(2) Income–tax Act, 1961	Nil	Nil
	(c) Profits in lieu of salary under section 17(3) 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)	3.86	3.86
1	**Total (A)**	**81.84**	**81.84**
	Ceiling as per the Act		**184.30**

B. Remuneration to other directors:

Sr. no.	Particulars of Remuneration	Name of Directors				Total Amount ₹ in Lakhs
1.	**Independent Directors**	**N. Balasubramanian**	**Anand P. Patkar**	**Vinod B. Agarwala**	**Vijay M. Vij**	
	– Fees for attending board and committee meetings	13.00	7.40	10.00	10.00	40.40
	– Commission	Nil	Nil	Nil	Nil	Nil
	– Others, please specify	Nil	Nil	Nil	Nil	Nil
	Total (1)	**13.00**	**7.40**	**10.00**	**10.00**	**40.40**
2	**Other Non–Executive Directors**	**Charudatta K. Naik**	**Manoj G. Tirodkar**	**Sonali P. Choudhary**		
	– Fees for attending board and committee meetings	10.00	10.20	12.80		33.00
	– Commission	Nil	Nil	Nil		Nil
	– Others, please specify	Nil	Nil	Nil		Nil
	Total (2)	**10.00**	**10.20**	**12.80**		**33.00**
	Total (B)=(1+2)					**73.40**
	Total Managerial Remuneration*					81.84
	Overall Ceiling as per the Act					184.30

* 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.

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

Sr. no.	Particulars of Remuneration	CEO	Key Managerial Personnel ₹ in Lakhs		
			Chief Financial Officer Bhupendra J. Kiny	Company Secretary Nitesh A. Mhatre	Total
1.	Gross salary	Not Applicable			
	(a) Salary as per provisions contained in section 17(1) of the Income–tax Act, 1961		115.91	39.30	155.21
	(b) Value of perquisites u/s 17(2) 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)		3.19	1.83	5.02
	Total		**119.10**	**41.13**	**160.23**

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, 2019.

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"), the report on compliance of Corporate Governance at GTL Infrastructure Limited 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, 2019, 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 (the "Act").

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 /chairmanship/ committee positions in other public limited companies as on March 31, 2019 are as follows:

Name of Director	Category*	Attendance in Board Meetings		Attendance at the last AGM	Number of Directorships in other Indian public limited companies **	Other Companies				Directorship in other Listed entity (Category of Directorship)
						Board Directorship **	Board Chairmanship **	Committee Chairmanship/ Membership ***		
		Held	Attended					Chairman	Members	
Mr. Manoj G. Tirodkar @ (Chairman) DIN 00298407	NID/ NED	4	3	Yes	0	0	0	0	0	–
Mr N. Balasubramanian (Vice–Chairman) DIN 00288918	ID	4	4	Yes	0	0	0	0	0	–
Mr. Milind K. Naik (Whole–time Director) DIN 00276884	NID/ED	4	3	Yes	0	0	0	0	0	–
Dr. Anand P. Patkar DIN 00634761	ID	4	4	Yes	0	0	0	0	0	–

Name of Director	Category*	Attendance in Board Meetings		Attendance at the last AGM	Number of Directorships in other Indian public limited companies **	Other Companies				Directorship in other Listed entity (Category of Directorship)
						Board Directorship **	Board Chairmanship **	Committee Chairmanship/ Membership ***		
		Held	Attended					Chairman	Members	
Mr. Charudatta K. Naik DIN 00225472	NID/NED	4	4	Yes	0	0	0	0	0	–
Mr. Vinod B. Agarwala DIN 01725158	ID	4	4	No	3	3	0	2	3	1. Supreme Infrastructure India Ltd. (ID) 2. Technocraft Industries (India) Ltd. (ID) 3. IRIS Business Services Ltd. (ID)
Mr. Vijay M. Vij $ DIN 02245470	ID	4	4	Yes	0	0	0	0	0	–
Mrs. Sonali P. Choudhary # DIN 07139326	NID/NED	4	4	Yes	0	0	0	0	0	–

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

** In Indian Public Limited Companies

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

@ Mr. Manoj 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.

$ Mr. Vijay Vij, independent Director of the Company had tendered his resignation with effect from May 9, 2019 stating that he had been independent Director of the Company for 10 years now and as per Corporate Governance guidelines, no independent Director shall hold office for more than two consecutive terms of five years. Mr. Vij further confirmed that there were no other material reasons other than stated.

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

iii) **Skills/ expertise / competencies of the Board of Directors**

In the context of its business and sector for its effective functioning, the Company requires skills / expertise / competencies in the areas of Industry Experience, Strategic Management, Business Leadership, Finance, Legal, Regulatory, Risk & Governance.

The Board is satisfied that the current composition reflects an appropriate mix of knowledge, skills, experience, diversity and independence required for it to function effectively.

iv) 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 Act. All the Independent Directors have confirmed that they meet the criteria as mentioned under Section 149 of the Act and Regulation 16(1)(b) of the Listing Regulations.

The Board of Directors confirms that in the opinion of the Board of Directors, the independent directors fulfill the conditions specified in the Regulation 16(1)(b) of the Listing Regulations and are independent of the management.

The details of familiarization programmes imparted to independent directors, are available on website of the Company at http://www.gtlinfra.com/investors/corporate–governance/

During the year under review, a separate meeting of the Independent Directors was held on January 10, 2019 and all the Independent Directors were present for this meeting.

v) **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 8, 2018	08	08
August 09, 2018	08	06
November 13, 2018	08	08
January 31, 2019	08	08

vi) **Details of equity shares of the Company held by the Directors as on March 31, 2019 are as under:**

Name of Director	Number of Shares
Mr. Manoj G. Tirodkar	58,97,783
Mr. N. Balasubramanian	5,30,046
Mr. Milind K. Naik	19,000
Dr. Anand P. Patkar	1,00,000
Mr. Charudatta K. Naik	13,25,900
Mr. Vinod B. Agarwala	4,59,000
Mr. Vijay M. Vij *	63,500
Mrs. Sonali P. Choudhary	67,500

* Relinquished the position of Independent Director w.e.f. May 9, 2019

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 Act, 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 27, 2018 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 8, 2018, August 9, 2018, November 13, 2018 and January 31, 2019. 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 year 2018–2019	
		Held	Attended
Mr. N. Balasubramanian (Chairman)	Independent, Non–Executive	4	4
Mr. Vinod B. Agarwala	Independent, Non–Executive	4	4
Mr. Vijay M. Vij *	Independent, Non–Executive	4	4
Mr. Charudatta K. Naik	Non–Independent, Non–Executive	4	4

* Relinquished the position of Independent Director w.e.f. May 9, 2019 and consequently ceased to be a member of this committee w.e.f. May 9, 2019.

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 three (3) times during the year under review on May 8, 2018, January 31, 2019 and March 22, 2019. 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 year 2018–2019	
		Held	Attended
Mr. Vijay M. Vij * (Chairman)	Independent, Non–Executive	3	3
Mr. N. Balasubramanian	Independent, Non–Executive	3	3
Mr. Charudatta K. Naik	Non–Independent, Non–Executive	3	3
Mr. Vinod B. Agarwala # (Chairman)	Independent, Non–Executive	N.A.	N.A

* Relinquished the position of Independent Director w.e.f. May 9, 2019 and consequently ceased to be a Chairman / member of this committee w.e.f. May 9, 2019.

\# Appointed as a Chairman of the Committee w.e.f. May 10, 2019.

iv) **Performance evaluation criteria for Independent Directors:** The Nomination and Remuneration Committee specified down the evaluation criteria for performance evaluation of Independent Directors, Board and its Committees. 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://www.gtlinfra.com/investors/corporate–governance / *inter–alia*, provides for the following:

– **Executive Directors:**

o Salary and commission not to exceed limits prescribed under the Act.

o Remunerate from time to time depending upon the performance of the Company, individual Director's performance and prevailing Industry norms.

o No sitting fees.

o No Employee Stock Option Scheme for Promoter Directors.

– **Non–Executive Directors:**

o Eligible for commission based on time, efforts and output given by them.

o Sitting fees and commission not to exceed limits prescribed under the Act.

o 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, 2019 is as under:

Name of the Director and period of appointment	Salary ₹ in Lakhs	Benefits Perquisites and Allowances ₹ in Lakhs	Leave Encashment & Company's Contribution to PF ₹ in Lakhs	Performance Linked Incentive ₹ in Lakhs	Stock Options Held
Milind Naik	32.14	45.84	3.86*	–	–

* Amount mentioned in Leave Encashment & Company's Contribution to PF & Gratuity column is towards Company's contribution to Provident Fund only. Since the provision of 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* ₹ in Lakhs
Mr. Manoj G. Tirodkar	10.20
Mr. N. Balasubramanian #	13.00
Dr. Anand P. Patkar #	7.40
Mr. Charudatta K. Naik	10.00
Mr. Vinod B. Agarwala #	10.00
Mr. Vijay M. Vij # $	10.00
Mrs. Sonali P. Choudhary	12.80

* 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.

$ Ceased to be a director w.e.f. May 9, 2019

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 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 five (5) times during the year under review on May 3, 2018, August 9, 2018, November 13, 2018, November 29, 2018 and January 31, 2019. 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 year are as under:

Name	Category	Number of meetings during the year 2018–19	
		Held	Attended
Dr. Anand P. Patkar (Chairman)	Independent, Non–Executive	5	5
Mr. Vinod B. Agarwala	Independent, Non–Executive	5	5
Mr. Manoj G. Tirodkar	Non–Independent, Non–Executive	5	4
Mrs. Sonali P. Choudhary	Non–Independent, Non–Executive	5	5

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 year ended March 31, 2019, 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
1	1	0	0

4) GENERAL BODY MEETINGS

A. General Meetings:

i) **Annual General Meeting:**

Financial Year	Date	Time	Venue
2015–16	September 21, 2016	1.30 p.m.	Vishnudas Bhave Natyagruha, Sector 16–A, Vashi, Navi Mumbai 400703
2016–17	September 21, 2017	1.00 p.m.	Vishnudas Bhave Natyagruha, Sector 16–A, Vashi, Navi Mumbai 400703
2017–18	September 27, 2018	12.30 p.m.	Vishnudas Bhave Natyagruha, Sector 16–A, Vashi, Navi Mumbai 400703

ii) **Special Resolutions:**

a) At the Annual General Meeting of the Company held on September 21, 2016, no Special Resolutions were passed.

b) At the Annual General Meeting of the Company held on September 21, 2017, the following Special Resolution was passed:

- Re–appointment of Mr. Milind Naik as a Whole–time Director of the Company for a period of 3 years.

c) At the Annual General Meeting of the Company held on September 27, 2018, the following Special Resolution was passed:

- Ratification of payment of remuneration made / to be made to Mr. Milind Naik, Whole–time Director for a period of three years with effect from July 21, 2017
- Ratification of payment of remuneration made / to be made to Mr. Milind Naik, Whole–time Director for a period of three years with effect from July 21, 2014

iii) **Tribunal Convened Meeting**

Date	Time	Venue
November 1, 2017	11:00 a.m.	Marathi Sahitya, Sanskriti & Kala Mandal, Sahitya Mandir Hall, Near Navi Mumbai Sports Association, Sector 6, Vashi, Navi Mumbai 400 703

Special Resolution – Approval of Scheme of Arrangement between Chennai Network Infrastructure Limited and GTL Infrastructure Limited and their respective Shareholders and Creditors pursuant to Section 230 to 232 and other applicable provisions of the Act.

iv) **Details of Special Resolutions passed last year through postal ballot and details of voting pattern:** During the 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 arise, postal ballot shall be conducted as per the provisions of the Act and Rules made there under.

5) MEANS OF COMMUNICATION:

i) **Quarterly Results:** The Company's quarterly financial statements are generally published in the Free Press Journal (English language) and in Navshakti Mumbai (Local language). The financial statements 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 25, 2019
Time	:	12.30 p.m.
Venue	:	Marathi Sahitya, Sanskriti & Kala Mandal, Sahitya Mandir Hall, Near Navi Mumbai Sports Association, Sector 6, Vashi, Navi Mumbai 400 703, Maharashtra, India

ii) **Financial Year** : April 1 to March 31

iii) **Dividend Payment** : No Dividend has been recommended.

iv) **Listing on Stock Exchanges** : **Equity shares listed at**

i) BSE Limited (BSE) –
P. J. Tower, Dalal Street, Mumbai 400 023
and

ii) 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) are listed at

Singapore Exchange Securities Trading Limited – 2, Shenton Way, #02–02 SGX Centre 1, Singapore 068804.

v) **Listing Fees for 2019–20** : BSE/NSE listing fees for the financial year 2019–2020 was paid by the Company within the prescribed time.

vi) **Stock Exchange Codes:**

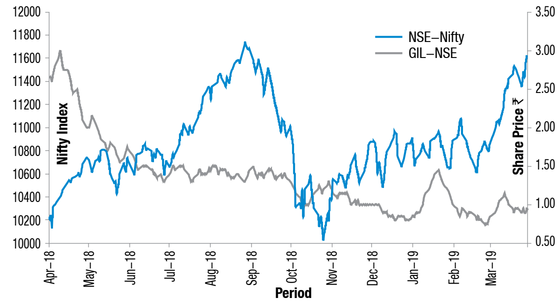
BSE – Equity Shares	:	532775
NSE– Equity Shares	:	GTLINFRA
Reuters Code	:	GTLI.BO & GTLI.NS
Bloomberg ticker	:	GTLI:IN
Equity ISIN	:	INE221H01019
Singapore Exchange Securities Trading Limited	:	FCCB Series 'B1' – XS1684777912 FCCB Series 'B2' – XS1684779454 FCCB Series 'B3' – XS1698001465

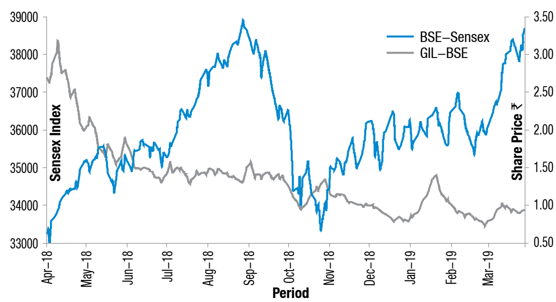
vii) **Market price data:**

High, low (based on daily closing prices) and number of equity shares traded during each month in the year 2018–19 on NSE and BSE:

Month	NSE			BSE		
	High (₹)	Low (₹)	Volume (nos.)	High (₹)	Low (₹)	Volume (nos.)
April 2018	3.00	2.00	63,131,796	3.17	1.99	17,739,602
May 2018	2.15	1.55	22,980,219	2.16	1.54	16,300,105
June 2018	1.70	1.30	21,910,385	1.81	1.31	11,122,664
July 2018	1.50	1.30	25,255,551	1.57	1.28	12,909,856
August 2018	1.50	1.30	17,741,125	1.50	1.31	10,165,046
September 2018	1.50	1.35	24,817,563	1.57	1.33	10,674,299
October 2018	1.30	0.95	34,793,314	1.34	0.94	22,158,286
November 2018	1.20	1.00	55,336,315	1.20	0.98	15,348,143
December 2018	1.00	0.80	72,398,510	1.00	0.78	13,575,668
January 2019	1.45	0.85	146,900,327	1.40	0.82	14,724,043
February 2019	1.00	0.75	127,708,600	1.02	0.73	14,397,550
March 2019	1.15	0.85	102,904,473	1.02	0.79	14,982,346

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 : Bigshare Services Private Limited
Unit: GTL Infrastructure Limited
1st Floor, Bharat Tin Works Building, Opp. Vasant Oasis, Makwana Road,
Marol, Andheri (East), Mumbai – 400059
Telephone No: +91 22 62638200 Extn. 221–222 Fax No.: +91 22 62638299

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(9) of the Listing Regulations and files a copy of the certificate with the Stock Exchanges. Pursuant to the Listing Regulations, with effect from April 1, 2019, except in case of transmission or transposition of securities, requests transfer of securities shall not be processed unless the securities are held in dematerialized form with a depository.

The total number of physical shares transferred during the year under review was 1,338 (Previous year 597).

xi.) **Distribution of Shareholding as on March 31, 2019:**

a. **Distribution of equity shareholding as on March 31, 2019:**

No. of Shares	No. of Shareholders	% of Shareholders	Share amount (₹)	% to Total
Upto 500	118,631	61.21	206,172,130	0.17
501 – 1000	24,333	12.56	213,568,700	0.17
1001 – 2000	16,102	8.31	262,499,210	0.21
2001 – 3000	7,310	3.77	194,026,300	0.16
3001 – 4000	3,467	1.79	127,674,580	0.10
4001 – 5000	5,361	2.77	260,986,630	0.21
5001 – 10000	8,102	4.18	647,462,070	0.53
10001 & ABOVE	10,504	5.42	121,278,580,690	98.45
TOTAL	**193,810**	**100.00**	**123,190,970,310**	**100.00**

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

Category	No. of Shares Held	Percentage Holding
Promoter & Promoter Group	420,144,016	3.41
Bodies Corporate (Domestic) / Trust / Clearing Members	2,443,744,525	19.84
Banks and Financial Institutions	7,753,680,749	62.94
Insurance Company and Mutual Funds	426,353,800	3.46
Non–Resident Individuals / Foreign Corporate Bodies / Overseas Corporate Bodies / Foreign National / Registered Foreign Portfolio Investors etc.	506,718,519	4.11
Resident Individuals, Trust and Others	768,455,422	6.24
TOTAL:	**12,319,097,031**	**100.00**

c. **Top 10 equity shareholders of the Company as on March 31, 2019:**

Name(s) of Shareholders	Category	Shares	% holding
IDBI Trusteeship Services Limited #	Domestic Company	2,046,505,865	16.61
Global Holding Corporation Private Limited (Promoter Group) *	Domestic Company	420,144,016	3.41
Central Bank of India	Banks	942,154,365	7.65
Union Bank of India	Banks	874,769,676	7.10
Indian Overseas Bank	Banks	670,032,490	5.44
Bank of Baroda	Banks	662,087,739	5.37
ICICI Bank Limited	Banks	527,832,504	4.28
Canara Bank	Banks	519,127,403	4.21
IFCI Limited	Financial Institution	504,990,245	4.10
Punjab National Bank	Banks	437,564,781	3.55

The CDR Lenders of GTL Limited ("GTL") through Security Trustee, IDBI Trusteeship Services Limited ("ITSL") invoked pledged equity shares holding of GTL on March 28, 2019. ITSL is holding these shares on behalf of CDR Lenders of GTL.

* Wrongful invocation 100,000,000 pledged shares by Lender of Global Holding Corporation Private Limited (GHC), (which was challenged by GHC) reversed on 19–May–2018 pursuant to order of Hon'ble Debt Tribunal to restore pledged shares of GTL Infrastructure Limited (erstwhile Chennai Network Infrastructure Limited).

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 SEBI. The Shares of the Company are available for trading under the depository systems in India – National Securities Depositories Limited and Central Depository Services Limited. 99.23% of the Company's shares are held in dematerialized form as on March 31, 2019. 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 as on March 31, 2019 are as follows:

Particulars	No. of Series B1 FCCBs (of US$ 1,000 each)	No. of Series B2 FCCBs (of US$ 1,000 each)	No. of Series B3 FCCBs (of US$ 1,000 each)	Total No. of FCCBs (of US$ 1,000 each)	No. of Equity Shares upon conversion
FCCBs allotted	80,745	86,417	30,078	197,240	–
Converted till March 31, 2019	29,397	–	17,267	46,664	303,962,756
Balance as on March 31, 2019	51,348	86,417	12,811	150,576	–

* Series B1 Bonds are compulsorily convertible into equity shares due 2022.

** Series B2 Bonds carry an option to convert these bonds into equity shares at any time up to the close of business on October 27, 2022.

*** Series B3 Bonds are compulsorily convertible into equity shares due 2022

If compulsorily convertible bonds are converted into equity shares of the Company, the total capital would go up by 417,922,743. The Company has excluded such number of convertible securities which are likely to be redeemed in terms of Series B2 FCCBs.

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 Regulation 34 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 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, 2019.

Particulars	No. of Shareholders	No. of Shares
Aggregate number of shareholders and the outstanding shares lying in the suspense account as on April 1, 2018	490	49,857
Number of shareholders who approached the Company for transfer of shares from suspense account during the year	0	0
Number of shareholders to whom shares were transferred from suspense account during the year	0	0
Aggregate number of shareholders and the outstanding shares remaining unclaimed as on March 31, 2019	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, 2019, the Company owns Telecom Towers across 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,
MIDC, TTC Industrial Area, Mahape, Navi Mumbai – 400710,
Maharashtra, India
Tel: +91 22 68293500, **Fax:** +91 22 68293545
Website: www.gtlinfra.com
Email for Investor Grievances: gilshares@gtlinfra.com

xvii.) The Company has not obtained any credit ratings for any of its debt instruments.

7) DISCLOSURES:

a. All the transactions entered into with the Related Parties as defined under the Act and Regulation 23 of the Listing Regulations, during the year under review, were in ordinary course of business and at arms' length basis. The necessary disclosures in respect to transactions with Related Parties are given in the notes to the Accounts. 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 at following link :

http://www.gtlinfra.com/investors/corporate–governance/

b. 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. 2016–17, 2017–18 and 2018–19 respectively: NIL

c. 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/investors/corporate–governance/

d. The Company has complied with Part C of Schedule V of the Listing Regulations.

e. The Company does not have any subsidiary in terms of Section 2(87) of the Act and Regulation 2(1)(zm) of Listing Regulations.

The Company has adopted policy for determining 'material' subsidiary, which is uploaded on web link –

http://www.gtlinfra.com/investors/corporate–governance/

f. The Company has Foreign Currency Loan and Foreign Currency Convertible Bonds (FCCB). These posses a Foreign Currency Risk as this is un–hedged. The Commodity Price Risk, by and large, is managed contractually through price variation clauses.

g. A certificate has been received from a Practising Company Secretary that none of the Directors on the Board of the Company has been debarred or disqualified from being appointed or continuing as directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such statutory authority.

h. Total fees for all services paid by the Company to statutory auditors of the Company and other firms in the network entity of which the statutory auditors are a part, during the year ended March 31, 2019, is as follows:

Auditors	Audits	₹
M/s. Pathak H. D. & Associates	Statutory Audit FY 18–19	3,500,000
M/s. Pathak H. D. & Associates	Limited Review for quarter ended September 2018, December 2018 and March 2019	600,000
M/s. Yeolekar & Associates*	Limited Review for quarter ended June 2018	250,000
M/s. Chaturvedi & Shah*	Limited Review for quarter ended June 2018	250,000
Total		**4,600,000**

* M/s. Chaturvedi & Shah Chartered Accountants, Mumbai and M/s. Yeolekar & Associates, Chartered Accountants, Mumbai were statutory auditors of the Company till conclusion of AGM held on September 27, 2018.

i. The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013:

The Company has in place a policy on prevention of sexual harassment in line with the requirements of the sexual harassment of women at the workplace (Prevention, Prohibition & Redressal) Act, 2013. Internal Complaint Committee has been setup to address complaints received regarding sexual harassment.

Details of number of complaints received, disposed of and pending during financial year 2018–19 pertaining to the sexual harassment of women at workplace are as under.

Number of Complaints filed during the financial year 2018–19	0
Number of Complaints disposed of during the financial year 2018–19	0
Number of Complaints pending as on March 31, 2019	0

j. Non– Mandatory / Discretionary Requirements

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

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

ii. Shareholders Rights –

Financial Results for the half year / quarter ended September 30, 2018 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.

iii. Modified opinion(s) in Audit Report –

For the F.Y. 2018–19, the Auditor of the Company has issued modified opinions w.r.t. the Company's inability to quantify the amount of property tax on its telecom towers to be ultimately borne by it due to petition pending before the appropriate courts, non–receipt of property tax demands in respect of majority of telecom towers and Company's contractual rights to recover such property tax from its customers.

iv. Separate post of Chairman and CEO –

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

v. Reporting of Internal Auditor –

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

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

l. 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.

m. **Code of Conduct for Directors and Senior Management:** In compliance with Regulation 26(3) of the Listing Regulations and the Act, 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 following link

http://www.gtlinfra.com/investors/corporate–governance/

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, 2019.

Place: Mumbai
Dated: August 14, 2019

Milind K. Naik
Whole–time Director

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

1. **Mr. N. Balasubramanian, Vice Chairman, Independent Director**

Mr. N. Balasubramanian, aged 72 years, has been a Member of Board since October 8, 2007. Mr. N. Balasubramanian is a Post Graduate in Science and a Post Graduate from IIM, Ahmedabad.

He served Bank of Baroda in rural and semi–urban branches. His service as Banker includes 5 years term in Bank of Baroda at Brussels. He was associated with Planning Commission in preparing 5 years plan documents, focused on SME Financing as Chairman of the Sub–Committee. He was Instrumental in starting rating agency for SME. He joined SIDBI as deputy managing director and was subsequently promoted as its Chairman and Managing Director. He has also served IFCI as Chairman for a short stint. He was a director in India Infrastructure Finance Company Limited, JP Morgan Mutual Fund Company Private Limited.

Presently, he holds Directorship in Brickwork Ratings India Private Limited, Bees' Capital Advisory Private Limited, Varam Capital Private Limited, Poorti Agri Services Private Limited and Marvel Advisory Services Private Limited.

He is a Chairman of the Audit Committee, member of Nomination & Remuneration Committee and Allotment & Transfer Committee of the Company.

Mr. Balasubramanian's shareholding in the Company is 5,30,046 equity shares.

2. **Mr. Vinod B. Agarwala, Independent Director**

Mr. Vinod B. Agarwala, aged 69 years, has been a Member of the Board since July 20, 2009. Mr. Agarwala is Advocate & Solicitor, Mumbai. He is also Solicitor,Supreme Court of England & Wales and Advocate of Supreme Court of India. He practices in Mumbai for the last 40 years. He specializes in corporate laws, Securities laws, Project Finance, Property Law, FDI and Commercial Laws.

He holds Directorships in Supreme Infrastructure India Limited, Technocraft Industries (India) Limited, IRIS Business Services Limited, Suditul Trading and Investment Company Private Limited, SBM Chemicals and Instruments Private Limited, V–Magnum Opus Strategic Solutions Private Limited, Poorti Agri Services Private Limited.

He is a Chairman of Nomination & Remuneration Committee, member of Audit Committee and Stakeholders Relationship Committee of the Company. He is a Chairman of Stakeholders Relationship Committee, Nomination & Remuneration Committee and member of Audit Committee and Corporate Social Responsibility Committee of Supreme Infrastructure Limited. He is a Chairman of Audit Committee of Technocraft Industries India Limited. He is also a Member of Audit Committee and Nomination & Remuneration Committee of IRIS Business Services Limited.

Mr. Agarwala's shareholding in the Company is 4,59,000 equity shares.

3. **Dr. Anand P. Patkar, Independent Director**

Dr. Anand P. Patkar, aged 66 years, has been a Member of the Board since October 8, 2007. Dr. Patkar is a rank holder in Management Studies and has done Ph.D in Management. He has handled variety of assignments across all areas of Finance, Corporate Planning, Strategic Management, Mergers and Acquisitions, Collaboration and Joint Ventures, Feasibility Studies, Budgetary Control, HRD, Treasury and Systems in diverse industries. His senior level assignments includes as Group Treasurer and Systems Head of Greaves Limited. He is a Proprietor of a firm, Dr. A. Patkar Associates. He is also the author of the book "Master the Mind Monkey: Experience Your Excellence".

He is a Chairman of Stakeholders Relationship Committee and member of Corporate Social Responsibility Committee of the Company.

Dr. Patkar's shareholding in the Company is 100,000 equity shares.

4. **Mr. Milind K. Naik, Whole–time Director**

Mr. Milind K. Naik, aged 57 years, has been appointed as Whole–time Director since July 21, 2011. He is also a Chief Operating Officer of the Company. He is a Bachelor of Commerce (B.Com) and completed Diploma in Export Management & Business Administration.

Mr. Naik in the past worked with Syndicate Bank, Bank of India and Saraswat Co–op. Bank Ltd before joining Global Group in 1984. He has over 34 years of enormous experience within the country as well as abroad in the field of Accounts and Finance, Treasury Operations, Foreign Exchange, Banking and Financial Institutions,Short Term and Long Term Borrowings, Telecom Turnkey Project Implementation, Manufacturing of Steel Structures for Telecom,Transmission, Wind Energy and Infrastructure Industries, R & D and Manufacturing of Energy Management Solutions (EMS) for Telecom Operator's, EPC in EMS & Renewable Energy, Procurement & Logistics, Taxation and Administration.

He is a member of Allotment and Transfer Committee of the Company.

Mr. Naik's shareholding in the Company is 19,000 equity shares.

5. **Ms. Dina S. Hatekar, Additional Director**

Ms. Dina Sanjay Hatekar, aged 48 years, has been appointed as Additional Director with effect from August 14, 2019.

Ms. Hatekar is a commerce and Law graduate. She is a senior legal professional having extensive experience in financial sector. She has worked with NBFCs and advised many clients on financial matters. She is also a recognized mentor.

Ms. Hatekar's shareholding in the Company is 9,425 equity shares.

INDEPENDENT AUDITORS' CERTIFICATE ON COMPLIANCE WITH THE CONDITIONS OF CORPORATE GOVERNANCE AS PER THE PROVISION OF CHAPTER IV OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATION AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

To,
The Members,
GTL Infrastructure Limited

1. The Corporate Governance Report prepared by **GTL Infrastructure Limited** ("the Company"), contains details as stipulated in Regulations 17 to 27 and clauses (b) to (i) of regulation 46(2) and para C and D of Schedule V of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("the Listing Regulations") with respect to Corporate Governance for the year ended March 31, 2019. This certificate is required by the Company for annual submission to the Stock exchange and to be sent to the shareholders of the Company.

MANAGEMENT'S RESPONSIBILITY

2. The preparation of the Corporate Governance Report is the responsibility of the Management of the Company including the preparation and maintenance of all relevant supporting records and documents. This responsibility also includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the Corporate Governance Report.
3. The Management along with the Board of Directors are also responsible for ensuring that the Company complies with the conditions of Corporate Governance as stipulated in the Listing Regulations, issued by the Securities and Exchange Board of India.

AUDITORS' RESPONSIBILITY

4. Our responsibility is to provide a reasonable assurance in the form of an opinion whether the Company has complied with the conditions of Corporate Governance, as stipulated in the Listing Regulations.
5. We conducted our examination of the Corporate Governance Report in accordance with the Guidance Note on Reports or Certificates for Special Purposes and the Guidance Note on Certification of Corporate Governance, both issued by the Institute of Chartered Accountants of India ("ICAI"). The Guidance Note on Reports or Certificates for Special Purposes requires that we comply with the ethical requirements of the Code of Ethics issued by ICAI.
6. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.
7. The procedures selected depend on the auditors' judgement, including the assessment of the risks associated in compliance of the Corporate Governance Report with the applicable criteria. The procedure includes, but not limited to, verification of secretarial records and financial information of the Company and obtained necessary representations and declarations from directors including independent directors of the Company.
8. The procedures also include examining evidence supporting the particulars in the Corporate Governance Report on a test basis. Further, our scope of work under this report did not involve us performing audit tests for the purposes of expressing an opinion on the fairness or accuracy of any of the financial information or the financial statements of the Company taken as a whole.

OPINION

9. Based on the procedures performed by us as referred in paragraph 7 and 8 above and according to the information and explanations given to us, we are of the opinion that the Company has complied with the conditions of Corporate Governance as stipulated in the Listing Regulations, as applicable for the year ended March 31, 2019, referred to in paragraph 1 above.

OTHER MATTERS AND RESTRICTION ON USE

10. This Certificate 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.
11. This Certificate is addressed to and provided to the members of the Company solely for the purpose of enabling it to comply with its obligations under the Listing Regulations and should not be used by any other person or for any other purpose. Accordingly, we do not accept or assume any liability or any duty of care or for any other purpose or to any other party to whom it is shown or into whose hands it may come without our prior consent in writing. We have no responsibility to update this Certificate for events and circumstances occurring after the date of this Certificate.

For Pathak H.D. & Associates
Chartered Accountants
Firm Registration No. 107783W

Gopal Chaturvedi
Partner
Membership No: 090903
UDIN No. 19090903AAAACA1972

Place : Mumbai
Dated : August 14, 2019

INDEPENDENT AUDITOR'S REPORT

TO
THE MEMBERS OF
GTL INFRASTRUCTURE LIMITED

Report on the Audit of the Financial Statements

Qualified Opinion

We have audited the accompanying Financial Statements of **GTL INFRASTRUCTURE LIMITED** ("the Company"), which comprise the Balance Sheet as at March 31, 2019, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Changes in Equity and Statement of Cash Flows for the year then ended and notes to the financial statements, including a summary of significant accounting policies and other explanatory information (hereinafter referred to as "the Financial Statements").

In our opinion and to the best of our information and according to the explanations given to us, *except for the possible effects of the matters described in the 'Basis for Qualified Opinion' para below,* the aforesaid Financial Statements give the information required by the Companies Act, 2013 ("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 March 31, 2019 and its loss including other comprehensive income, changes in equity and its cash flows for the year ended on that date.

Basis for Qualified Opinion

Attention is drawn to Note No. 41 to the financial statements which inter alia states that, the Hon'ble Supreme Court of India held that "Mobile Telecommunication Tower" is a building and State can levy property tax on the same. Pending petitions of the Company before the appropriate Courts, non–receipt of demand notices for property tax in respect of majority of the Telecommunication Towers and also due to Company's right to recover such property tax amount from certain customers, the company is unable to quantify the amount of property tax to be borne by it and accordingly has not made any provision for the same. We are unable to quantify the amount of the property tax, if any, to be accounted for and its consequential effects on the financial statements.

We conducted our audit in accordance with Standards on Auditing (SAs) specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our qualified opinion.

Material Uncertainty Related to Going Concern

We draw attention to the Note nos. 55 and 3(a)(vi) to the financial statements, regarding preparation of financial statements on going concern basis, notwithstanding the fact that the company continue to incurred the cash losses, defaulted to repayment of principal and interest to its lenders, one of the secured lenders has applied before the National Company Law Tribunal (NCLT) under Insolvency and Bankruptcy Code, 2016, Aircel, one of the major customers of the Company has filed Insolvency petition before NCLT resulting into substantial reduction in the tenancy, provisions for impairment for Non–current assets and substantial erosion of its net–worth, since the Hon'ble Supreme Court has struck down the RBI circular dated 12.02.2018 and 78.93% (by value) of the Company's borrowing has been assigned to Edelweiss Asset Reconstruction Company Limited (EARC) and expected to have realignment of debt by the EARC in accordance with the Company's cash flow. These conditions along with other matters set forth in notes to the financial statements indicate that a material uncertainty exists that may cast significant doubt on the Company's ability to continue as a going concern. The appropriate of the assumptions of the going concern is critically depended upon the Company's ability to raise finance and generate cash flows in future to meet its obligation and to restructure its borrowing with the lenders.

Our opinion is not modified in respect of this matter.

Emphasis of Matter

As at March 31, 2019 balance confirmations from two of the lenders with respect to borrowings including interest accrued thereon aggregating to ₹ 52,112 Lakhs have not been received.

Our opinion is not modified in respect of this matter.

Key Audit Matters (KAM)

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the Company's financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

<table>
<tr><th>Key Audit Matter</th><th>How our audit addressed the key audit matter</th></tr>
<tr><td colspan="2">1. Impairment of Property, Plant and Equipment (PPE):</td></tr>
<tr><td>Annually Management reviews whether there are any indicators of impairment on the PPE of the Company (Refer Note 3(a)(vi) and 3(d)(i) to the Financial Statements) by reference to the requirements under Indian Accounting Standards (Ind AS) 36 – “Impairment of Assets”. Accordingly, Management has identified impairment indicators (operating losses, significant erosion of net–worth) in the Company. As a result, an impairment assessment was required to be performed by the Company by comparing the carrying value of the PPE to their recoverable amount to determine whether impairment was required to be recognised.

For the purpose of the above impairment testing, value in use has been determined by forecasting and discounting future cash flows.

These conclusions are dependent upon significant management judgments, including in respect of:

– Estimated utilization, incremental tenancy (growth rate), frequency of assets replacement expenditure to be incurred, disposal values and discount rates applied to future cash flows.

During the year ended March 31, 2019 the management assessed carrying values of PPE and an impairment provision of ₹ 57,701 Lakhs has been recognised to reduce the aggregate carrying value of PPE to ₹ 676,172 Lakhs, to their estimated recoverable values, which is the value in use. Refer Note no. 3 to the financial statements.

We considered this matter as key audit matter due to the significance of the carrying value of the assets being assessed and due to the level of management judgments required in the assumptions impacting the impairment assessment and the sensitivity of the impairment model.</td><td>Our audit procedures included, among others:

– Updating our understanding of management’s annual impairment testing process.

– Assessing internal controls designed for identification of impairment indicators.

– Ensuring that the methodology of the impairment exercise continues to comply with the requirements of Ind AS as adopted, including evaluating management’s assessment of indicators of impairment against indicators of impairment specified within Ind AS 36.

– Assessing the assumptions around the key drivers of the cash flow forecasts including incremental tenancy growth, discount rates, estimated one time settlement with disputed operators, etc.

– Discussing/Evaluating potential changes in key drivers as compared to previous year / actual performance with management in order to evaluate whether the inputs and assumptions used in the cash flow forecasts were suitable.

– Testing the arithmetical accuracy of the impairment model prepared by the management.

– Verifying the completeness of disclosure in the financial statements as per Ind AS 36.</td></tr>
<tr><td colspan="2">2. Revenue Recognition</td></tr>
<tr><td>The Company’s revenue primarily consists of revenue for use of infrastructure facilities and energy revenue for the provision of energy for operations of sites.

Revenue for use of Telecom / Network Infrastructure Facilities is governed by Ind AS 17– “leases” and revenue for provision of energy for operation of sites is governed by Ind AS 115 – “Revenue from Contracts with Customers”

Management judgment is required to determine the transaction price for the contract. The transaction price could be either a fixed amount of customer consideration or variable consideration with the elements such as</td><td>Our audit procedure included, among others:

– Assessing the Company’s processes and controls for recognizing revenue as part of our audit. Our audit approach included testing of the controls and substantive audit procedures, including:

    – Verifying, on test check basis, revenue is recognised as per the site rental agreements with the cellular operators including Master and Service Level Agreements.</td></tr>
</table>

Key Audit Matter	How our audit addressed the key audit matter
volume discounts, service level credits, etc. The estimated amount of variable consideration is adjusted in the transaction price only to the extent that it is highly probable that a significant reversal in the amount of cumulative revenue recognised will not occur and is reassessed at the end of each reporting period. The Company provides sharing benefits to its customers based on slab defined in the revenue contracts. Contract also contains clause on Service Level Agreements (SLAs) benefits / penalty in case uptime level mentioned in the agreement is maintained / not maintained by the Company. These SLAs benefits / penalty are called variable consideration. Refer Note no. 2.9 to the financial statements for the Revenue Recognition policy. In addition, the application of the new accounting standards Ind AS 115 will have impact from the financial year 2018–19 onwards. We considered this matter as key audit matter as there is a significant judgment required for recognizing variable considerations. Refer Note no. 28 to the Financial Statements.	– Rolling out, on sample basis, direct balance confirmation from the trade receivables. – Verifying, on test check basis, the revenue reversals due to SLA's penalty based on historical data analysis by the Company. – Verifying the completeness of disclosure in the financial statements as per Ind AS 17 and Ind AS 115, as applicable.
3. Provision of Site Rental Expenditure:	
For the reason detailed in Note no. 55 to the Financial Statements, the Company's has lost its tenancies from Aircel and various other operators. The numbers of unoccupied sites have been increased substantially. Accordingly, under the cost reduction program the Company entered into arrangements / agreements with various site owners of the unoccupied sites for waiver of rental for a period upto 24 months. We considered this matter as key audit matter because of the significant reduction of the expenditure towards site rentals and complexities involve in executing the waiver arrangements / agreeements.	Our audit procedures included, among others: – Assessing internal control and procedure design by the Company for the waiver of the rent. – Verifying on test check basis, the site rental agreements along with its terms and conditions between the Company and the site owners., – Verifying on test check basis the updation made in IT system for rent waiver arrangement. – Discussing with the internal auditors' of the Company about the Control checks performed by them. – Obtaining representation letter from the management on the assessment of these matters as per SA 580 (revised) – Written representations.
4. Litigation Matters and Contingent Liabilities	
The Company is subject to number of significant litigations. Major risks identified by the Company in that area related to Service Tax, Property Tax, Legal cases initiated by various rental site owners and by a FCCB holder, Application filed by a lender to NCLT under IBC for the recovery of loan, arbitration with the vendors / service providers, etc. The amount of litigation may be significant and estimates of the amounts of provisions or contingent liabilities are subject to significant Management judgment. (Refer Note No. 38 to the Financial Statements)	Our audit procedure included, among others: – Assessing the procedures implemented by the Company to identify and gather the risks it is exposed to. – Obtaining an understanding of the risk analyses performed by the Company, with relating supporting documentation, and studying written statements from internal and external legal experts, where applicable.

Key Audit Matter	How our audit addressed the key audit matter
Due to complexity involved in these litigation matters, management's judgment regarding recognition and measurement of provisions for these legal proceedings is inherently uncertain and might change over time as the outcomes of the legal cases are determined. Accordingly, it has been considered as a key matter.	– Discussion with the management on the development in these litigations during the year ended March 31, 2019. – Enquiring from the company's legal counsel (internal/ external) and study the responses as received from them. – Verification that the accounting and / or disclosure as the case may be in the financial statements made by the Company is in accordance with the assessment of legal counsel / management. – Obtaining representation letter from the management on the assessment of these matters as per SA 580 (revised) – Written representations.

Other Information

The Company's Board of Directors is responsible for the other information. The other information comprises the management discussion & analysis and director's report included in the annual report but does not include the Financial Statements and our auditor's report thereon. The above information is expected to be made available to us after the date of this auditor's report.

Our opinion on the Financial Statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the Financial Statements, our responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the Financial Statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

When we read the above other information, if we conclude that there is material misstatement therein, we are required to communicate the matter to those charged with governance.

Management's Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Act with respect to the preparation of these Financial Statements that give a true and fair view of the state of affairs (financial position), loss (financial performance including other comprehensive income), cash flows and the statement of changes in equity of the Company in accordance with the accounting principles generally accepted in India, including Ind AS prescribed under Section 133 of the Act read with relevant rules issued thereunder.

This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of 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.

In preparing the Financial Statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so. Those Board of Directors are also responsible for overseeing the Company's financial reporting process

Auditors' Responsibility for the audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the Financial Statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these Financial Statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the Financial Statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3) (i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of the Company to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the Financial Statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the Financial Statements, including the disclosures, and whether the Financial Statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the Financial Statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Other Matter

The comparative financial information for the year ended March 31, 2018 have been audited by the predecessor auditor who had audited the Financial Statements for the year ended March 31, 2018 and has expressed a modified opinion.

Our opinion is not modified in respect of this matter.

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 (Including other comprehensive income), the Cash Flow Statement and Statement of Changes in Equity dealt with by this Report are in agreement with the books of account.
   d. In our opinion, the aforesaid financial statements comply with the Ind AS prescribed under Section 133 of the Act.
   e. The matter described in the 'Basis for Qualified Opinion' paragraph above and the matter described under Material Uncertainty Related to Going Concern 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 March 31, 2019 and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2019 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 Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended:

      In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act.
   i. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014 as amended, 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 its financial statements in Note No. 38, 39 and 40 to the financial statements except in respect of property tax as detailed in Note No. 41 to the financial statements where the amount is not quantifiable and which is also a matter of qualified opinion in this report;
      (ii) The Company has made provisions, as required under the applicable law or Ind AS, for material foreseeable losses, if any, on long term contracts including derivative contracts;
      (iii) There were no amounts which were 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 **Pathak H.D. & Associates**
Chartered Accountants
Firm Registration No. 107783W

Gopal Chaturvedi
Partner
Membership No. 090903

Place: Mumbai
Dated: May 9, 2019

"ANNEXURE A" TO THE INDEPENDENT AUDITOR'S 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 financial statements for the year ended March 31, 2019)

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, 2019 in conjunction with our audit of the 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.

Auditor's 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 issued by the ICAI and the Standards of Auditing 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 auditor's judgement, including the assessment of the risks of material misstatement of the Ind AS 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, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2019, 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 **Pathak H.D. & Associates**
Chartered Accountants
Firm Registration No. 107783W

Gopal Chaturvedi
Partner
Membership No. 090903

Place: Mumbai
Dated: May 9, 2019

"ANNEXURE B" TO INDEPENDENT AUDITOR'S 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 financial statements for the year ended March 31, 2019)

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 held in the name of the Company except in respect of following immovable properties as detailed below:

(₹ in Lakhs)

Sr. No.	Particulars of the Building	Leasehold/ Freehold	Net Book Value	Remarks
1	Land at Sudhagad, Raigad (Pledged with the Bank)	Freehold	38	The title deed is in the name of Chennai Network Infrastructure Limited (CNIL) which got merged with the Company pursuant to the scheme of arrangement.
2	Building at Wanawadi, Pune (Pledged with the Bank)	Freehold	549	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 8 immovable properties having Net Book Value of ₹ 3,619 Lakhs 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. The Company has not grant any loan, secured or unsecured, to companies, firms, limited liability partnerships or other parties covered in the register maintained under section 189 of the Act. Therefore, clause (iii) of paragraph 3 of the CARO 2016 is not applicable to the Company.

iv. In our opinion and according to the information and explanations given to us, the Company has not granted any loan or made any investment or provided any guarantees or security to the parties covered under section 185 and 186. Therefore, clause (v) of paragraph 3 of the CARO 2016 is not applicable to the Company.

v. According to the information and explanations given to us, the Company has not accepted any deposits from the public within the provisions of section 73 to 76 of the Act and the Rule framed there–under. Therefore, clause (v) of paragraph 3 of the CARO 2016 is 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, clause (vi) of paragraph 3 of the CARO 2016 is 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, 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 information and explanation given to us, no undisputed amounts payable in respect of such statutory dues were outstanding as at March 31, 2019 for a period of more than six months from the date they become payable.

b. The disputed statutory dues of income tax, sales tax, entry tax and value added tax and service tax aggregating to ₹ 26,663 Lakhs that have not been deposited on account of disputed matters pending before appropriate authorities as under:

Name of the Statutes	Nature of the Dues	Period to which it relates	₹ in Lakhs (*)	Forum where the dispute is pending
The Central Sales Tax Act, 1956 and Sales Tax Acts of various States	Sales Tax / VAT / Entry Tax	2007–08 to 2013–14	12,516	High Court
		2009–10	1	Additional Commissioner (Appeal)
		2010–11	8	Additional Commissioner
		2009–10 To 2014 –2015 & 2016–17	30	Joint Commissioner (Appeal)
		2011–12 & 2015–16	5	Sr. Joint Commissioner

Name of the Statutes	Nature of the Dues	Period to which it relates	₹ in Lakhs (*)	Forum where the dispute is pending
		2007–08 To 2010–2011	106	Deputy Commissioner (Appeals)
		2007–08 To 2013–2014	210	Deputy Commissioner
		2011–12	201	Assistant Commissioner
		2010–11 to 17–18 (30.06.17) (8 years)	138	Assessing Authority
		2006–07 & 2010–11 & 2011–12	12	Appellate Authority
		2010–11	26	Presiding Member
The Finance Act, 1994	Service Tax/GST	2016–2017 to 2018–2019	13,409	Commissioner (Appeal)
The Income Tax Act, 1961	Income Tax	2011–12	1	CIT(A)
		Total	**26,663**	

(*) Net of amount deposited under protest

Property Tax:

As detailed in Note No. 41 to the Financial Statements the Company has disputed various matters related to Property tax payable on its telecommunication towers in respect of which it is not possible to quantify the amount in dispute.

viii. Based on our audit procedures and information and explanations given by the management, and considering the Corporate Debt Restructuring (CDR) scheme with banks, financial institution; we are of the opinion that as on March 31, 2019 the Company has defaulted in repayment of loans to banks, financial institution, EARC, foreign lenders and FCCB holders aggregating to ₹ 59,517 Lakhs. Lender wise details of such default are as under:

Sr. No.	Bank / Financial Institution /Assets Reconstruction Co.	Amount of default as at the balance sheet date	
		Above 3 months	Below 3 months
1	Corporation Bank	1,577	829
2	Canara Bank	2,632	1,295
3	IDBI Bank	1,118	734
4	Vijaya Bank	191	115
5	Indian Bank	389	809
6	LIC of India	1,616	1,046
7	Edelweiss Asset Reconstruction Company Limited (EARC)*	24,025	15,397
8	FCCB Holders	3,791	18
9	Deutsche Investitions– und Entwicklungsgesellschaft mbH (DEG)	3,502	433
	Total	**38,841**	**20,676**

* During the year certain banks has assigned all their rights, title and interests in financial assistances granted by them to the Company in favor of EARC.

ix. According to the information and explanations given to us, 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, clause (ix) of paragraph 3 of the CARO 2016 is 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. In our opinion and according to the information and explanations given to us, the Company has paid / provided for managerial remuneration in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Act.

xii. In our opinion and according to the information and explanations given to us, the Company is not a nidhi company. Therefore, clause (xii) of paragraph 3 of the CARO 2016 is 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, transactions 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 given 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. The Company has allotted equity shares on conversion of FCCB's. Therefore, clause (xiv) of paragraph 3 of the CARO 2016 is 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, clause (xv) of paragraph 3 of the CARO 2016 is not applicable to the Company.

xvi. In our opinion and according to the 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 **Pathak H.D. & Associates**
Chartered Accountants
Firm Registration No. 107783W

Gopal Chaturvedi
Partner
Membership No. 090903

Place: Mumbai
Dated: May 9, 2019

BALANCE SHEET AS AT MARCH 31, 2019

₹ In Lakhs

Particulars	Notes	As At March 31, 2019	As At March 31, 2018
ASSETS			
(1) Non–Current Assets			
(a) Property , Plant and Equipment	3 (a)	**676,172**	794,497
(b) Capital work–in–progress	3 (b)	**3,617**	4,192
(c) Investment Property	3 (c)	**3,306**	–
(d) Intangible Assets	3 (d)	**62**	48
(e) Financial Assets			
(i) Investments	4	**–**	–
(ii) Other Bank Balances	5	**3**	3
(iii) Loans	6	**6,848**	9,458
(f) Other Non–current Taxes (Net)	7	**760**	603
(g) Other Non–current Assets	8	**1,820**	3,732
		692,588	812,533
(2) Current Assets			
(a) Inventories	9	**311**	370
(b) Financial Assets			
(i) Investments	10	**1,062**	13,981
(ii) Trade Receivables	11	**10,757**	7,374
(iii) Cash and Cash Equivalents	12	**6,642**	13,903
(iv) Bank Balances other than (iii) above	13	**16,776**	379
(v) Loans	14	**3,718**	1,862
(vi) Others	15	**8,986**	8,136
(c) Current Tax Assets (Net)	16	**2,975**	2,643
(d) Other Current Assets	17	**12,762**	14,067
		63,989	62,715
Total Assets		**756,577**	875,248
EQUITY AND LIABILITIES			
EQUITY			
(a) Equity Share Capital	18	**1,231,910**	1,212,527
(b) Other Equity	19	**(1,064,860)**	(891,477)
		167,050	321,050
LIABILITIES			
(1) Non–Current Liabilities			
(a) Financial Liabilities			
(i) Borrowings	20	**–**	459,581
(ii) Other Financial Liabilities	21	**6,586**	6,667
(b) Provisions	22	**13,245**	12,511
(c) Other non–current Liabilities	23	**2,557**	2,947
		22,388	481,706
(2) Current Liabilities			
(a) Financial Liabilities			
(i) Trade Payables	24		
– total outstanding dues of micro enterprises and small enterprises		**46**	56
– total outstanding dues of creditors other than micro enterprises and small enterprises		**1,946**	1,927
(ii) Others Financial Liablities	25	**560,240**	64,222
(b) Other Current Liabilities	26	**4,511**	5,915
(c) Provisions	27	**396**	372
		567,139	72,492
Total Equity and Liabilities		**756,577**	875,248
Significant Accounting Policies	2		
Notes to the Financial Statements	3 to 56		

As per our report of even date
For **PATHAK HD & ASSOCIATES**
Chartered Accountants
Firm Regd. No. 107783W

GOPAL CHATURVEDI
Partner
Membership No: 090903

Mumbai
Date: May 9, 2019

For and on behalf of the Board of Directors

MILIND NAIK
Whole Time Director
DIN–00276884

MANOJ TIRODKAR
Chairman
DIN–00298407

BHUPENDRA KINY
Chief Financial Officer

NITESH MHATRE
Company Secretary
Membership No:A18487

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED MARCH 31, 2019

₹ In Lakhs

Particulars	Notes	For the year ended on March 31, 2019	For the Year ended on March 31, 2018
INCOME :			
Revenue from Operations	28	**150,021**	233,333
Other Income	29	**1,197**	18,251
Total Income		**151,218**	251,584
EXPENSES :			
Infrastructure Operation & Maintenance Cost	30	**108,389**	112,668
Employee Benefits Expense	31	**6,705**	6,483
Finance Costs	32	**53,433**	56,974
Depreciation and Amortization Expenses	3	**62,355**	79,992
Bad Debts and Provision for Trade Receivables and Advances	33	**4,070**	24,544
Exchange Differences (Net)	34	**2,328**	3,102
Other Expenses	35	**10,177**	15,100
Total Expenses		**247,457**	298,863
PROFIT/(LOSS) BEFORE EXCEPTIONAL ITEMS AND TAX		**(96,239)**	(47,279)
Exceptional Items	36	**57,701**	142,016
PROFIT/(LOSS) BEFORE TAX		**(153,940)**	(189,295)
Tax Expenses		**–**	–
PROFIT/(LOSS) FOR THE YEAR		**(153,940)**	(189,295)
Other Comprehensive Income			
(A) (I) Items that will not be reclassified to Profit or Loss			
(i) Remeasurement of the defined benefit plans		**60**	(69)
(B) Items that will be reclassified to Profit or Loss		**–**	–
Total Other Comprehensive Income		**(60)**	69
TOTAL COMPREHENSIVE INCOME FOR THE YEAR		**(154,000)**	(189,226)
Earnings Per Equity Share of ₹ 10 each	44		
Basic and Diluted		**(1.21)**	(1.58)
Significant Accounting Policies	2		
Notes to the Financial Statements	3 to 56		

As per our report of even date
For **PATHAK HD & ASSOCIATES**
Chartered Accountants
Firm Regd. No. 107783W

GOPAL CHATURVEDI
Partner
Membership No: 090903

Mumbai
Date: May 9, 2019

For and on behalf of the Board of Directors

MILIND NAIK
Whole Time Director
DIN–00276884

MANOJ TIRODKAR
Chairman
DIN–00298407

BHUPENDRA KINY
Chief Financial Officer

NITESH MHATRE
Company Secretary
Membership No:A18487

CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31, 2019

₹ in Lakhs

Particulars	For the year ended March 31, 2019	For the year ended March 31, 2018
CASH FLOW FROM OPERATING ACTIVITIES		
Net Profit/(Loss) before tax as per Statement of Profit and Loss	**(153,940)**	(189,295)
ADJUSTED FOR		
Depreciation and amortization expenses	**62,355**	79,992
Loss on sale of Property, Plant, Equipment (PPE)	**469**	2,027
Interest Income	**(734)**	(1,338)
Finance Costs	**53,433**	56,974
Foreign Exchange (Gain)/Loss (Net)	**2,328**	3,102
Difference on measurement of financial instruments at fair value through Profit & Loss	**148**	(143)
Profit on sale of Investments	**(485)**	(1,067)
Extinguishment of liabilities	**–**	(15,343)
Creditors written back	**–**	(329)
Exceptional Items	**57,701**	142,016
Provision for Trade Receivables and Energy Recoverables	**4,069**	19,454
Miscellaneous Income on Asset Retirement Obligation (ARO)	**(54)**	–
Prepaid Rent amortization	**251**	253
Advance revenue on deposits	**(884)**	(1,006)
OPERATING PROFIT BEFORE WORKING CAPITAL CHANGE	**24,660**	95,297
ADJUSTMENTS FOR		
Trade and Other Receivables	**(6,642)**	(10,911)
Inventories	**59**	(320)
Trade and Other Payables	**8,774**	(18,048)
CASH GENERATED FROM OPERATIONS	**26,851**	66,018
Taxes paid/refund received (Net)	**(490)**	4,436
NET CASH FLOW GENERATED FROM OPERATING ACTIVITIES	**26,361**	70,454
CASH FLOW FROM INVESTING ACTIVITIES		
Purchase of PPE and Capital Work–in –Progress (CWIP)	**(5,129)**	(19,792)
Proceeds from disposal of PPE & CWIP	**1,750**	2,727
Purchase of Investments	**(92,165)**	(197,184)
Sale of Current Investments	**105,421**	190,376
Interest Received	**331**	1,052
NET CASH FLOW GENERATED FROM/(USED IN) INVESTING ACTIVITIES	**10,209**	(22,821)

₹ in Lakhs

Particulars	For the year ended March 31, 2019	For the year ended March 31, 2018
CASH FLOW FROM FINANCING ACTIVITIES		
Repayment of Long–Term–Borrowings	**(7,504)**	(408)
Interest and Finance charges Paid	**(19,930)**	(45,224)
Other Bank Balances towards statutory demands under dispute and other commitments etc.	**(16,532)**	–
Fixed Deposits with Banks pledged as Margin Money, Debt Service Reserve Account and others	**135**	4,849
NET CASH USED IN FINANCING ACTIVITIES	**(43,831)**	(40,783)
NET INCREASE/(DECREASE) IN CASH AND CASH EQUIVALENTS	**(7,261)**	6,849
Effect of exchange differences on cash and cash equivalent held in foreign currency	**0***	–
(* ₹ 7,199)		
Cash and Cash Equivalents (Opening Balance)#	**13,903**	7,053
Cash and Cash Equivalents (Closing Balance)#	**6,642**	13,903

#Refer Note No.12 to the financial statements

(i) The cash flow statement has been prepared under the ''Indirect Method'' as set out in Ind AS – 7 ''Cash Flow Statements''.

(ii) Figures in bracket indicate outflows.

(iii) Changes in liabilities arising from financing activities on account of non current and current borrowings (including current maturities of non current borrowings)

Particulars	March 31, 2019	March 31, 2018
Opening Balance	**495,642**	1,010,213
Change from financing cash flows received/(paid) (net)	**(7,504)**	(408)
Changes on account of extinguishment of liabilities	**–**	(14,590)
Changes on account of conversion of borrowings into equity/other equity	**–**	(536,596)
Changes on account of changes in foreign exchange rates	**4,025**	738
Changes on account of measurement of financial liabilities at amortised cost	**(894)**	36,285
Closing Balance	**491,269**	495,642

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

As per our report of even date
For **PATHAK HD & ASSOCIATES**
Chartered Accountants
Firm Regd. No. 107783W

GOPAL CHATURVEDI
Partner
Membership No: 090903

Mumbai
Date: May 9, 2019

For and on behalf of the Board of Directors

MILIND NAIK
Whole Time Director
DIN–00276884

MANOJ TIRODKAR
Chairman
DIN–00298407

BHUPENDRA KINY
Chief Financial Officer

NITESH MHATRE
Company Secretary
Membership No:A18487

STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED MARCH 31, 2019

(A) EQUITY SHARE CAPITAL

Particulars	Number	₹ In Lakhs
Equity Shares of INR 10 each issued, subscribed and fully paid		
Balance as at April 1, 2017	**2,460,083,350**	**246,008**
Issued during the Year		
– On conversion of Foreign Currency Convertible Bonds		
– On Series A	131,116,233	13,112
– On Series B	142,899,768	14,290
– On Series B3	110,136,341	11,014
– On conversion of Debt into Equity under SDR Scheme	1,692,215,807	169,222
– Pursuant to the scheme of arrangement	7,588,819,117	758,882
Balance as at April 1, 2018	**12,125,270,616**	**1,212,527**
Issued during the Year		
– On conversion of Foreign Currency Convertible Bonds		
– On Series B1	191,487,940	19,149
– On Series B3	2,338,475	234
Balance as at March 31, 2019	**12,319,097,031**	**1,231,910**

(B) OTHER EQUITY

₹ in Lakhs

Particulars	Equity Component of Compound Financial Instruments	Share Suspense Account	Reserves & Surplus					Other Compre-hensive Income	Other equity
			Reconstruction Reserve	Capital Reserve	Securities premium	Foreign Currency Monetary Item Translation Diff. Account	Retained earnings		
Balance as at April 1, 2017	**13,112**	**477,986**	**1,993**	**1,846**	**60,667**	**(2,696)**	**(827,850)**	**(82)**	**(275,024)**
– On conversion of Foreign Currency Convertible Bonds to Equity			–	–	–	–	–	–	
(Transfer to Share Capital)	(24,126)	–	–	–	–	–	–	–	(24,126)
– Pursuant to the scheme of arrangement	–	280,896	–	–	–	–	–	–	280,896
– Series B1 & Series B3 Compulsorily Convertible Bonds (Refer Note No. 20.5)	72,189	–	–	–	–	–	–	–	72,189
Total Comprehensive Income for the year	–	–	–	–	–	–	(189,295)	69	(189,226)
Equity Shares Allotted pursuant to the scheme of arrangement	–	(758,882)	–	–	–	–	–	–	(758,882)
Re–instatement/Amortisation of exchange difference to Statement of Profit & Loss	–	–	–	–	–	2,696	–	–	2,696
Balance as at March 31, 2018	**61,175**	**–**	**1,993**	**1,846**	**60,667**	**–**	**(1,017,145)**	**(13)**	**(891,477)**
– On conversion of Foreign Currency Convertible Bonds to Equity									
– Series B1 & Series B3 Compulsorily Convertible Bonds (Refer Note No. 20.5)	(19,383)	–	–	–	–	–	–	–	(19,383)
Total Comprehensive Income for the year	–	–	–	–	–	–	(153,940)	(60)	(154,000)
Balance as at March 31, 2019	**41,792**	**–**	**1,993**	**1,846**	**60,667**	**–**	**(1,171,085)**	**(73)**	**(1,064,860)**

As per our report of even date
For **PATHAK HD & ASSOCIATES**
Chartered Accountants
Firm Regd. No. 107783W

GOPAL CHATURVEDI
Partner
Membership No: 090903

Mumbai
Date: May 9, 2019

For and on behalf of the Board of Directors

MILIND NAIK
Whole Time Director
DIN–00276884

MANOJ TIRODKAR
Chairman
DIN–00298407

BHUPENDRA KINY
Chief Financial Officer

NITESH MHATRE
Company Secretary
Membership No:A18487

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2019

1. CORPORATE INFORMATION

GTL Infrastructure Limited (GIL, the Company, erstwhile standalone company) is domiciled and incorporated in India under the provision of the Companies Act, 1956. Its shares are listed on Bombay Stock Exchange and National Stock Exchange in India. The registered office of the Company is located at Global Vision, 3rd Floor, Electronic Sadan II, MIDC TTC Industrial Area, Mahape, Navi Mumbai– 400 710, India.

The Company is in the business of passive infrastructure sharing which 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 as well providing energy management solutions.

The figures in the financial statements are rounded off to the nearest Rupees in Lakhs unless otherwise stated.

These Financial Statements were approved for issue by the Board of Directors on May 09, 2019.

2. BASIS OF PREPARATION AND PRESENTATION

The financial statements of the Company have been prepared on a going concern basis in accordance with Indian Accounting Standards (Ind AS) notified under the Companies (Indian Accounting Standards) Rules, 2015.

The financial statements have been prepared on a historical cost basis, except for the following assets and liabilities which have been measured at fair value:

- Certain financial assets and liabilities measured at fair value
- Defined Benefit Plans– measured at Fair Value

The preparation of the financial statements requires management to make estimates and underlying assumptions. Actual results could vary from these estimates. The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimates are revised if the revision affects only that period or in the period of the revision and future periods if the revision affects both current and future years.

The Company's financial statements are presented in Indian Rupees (INR) which is its functional and presentation currency. All values are rounded off to the nearest lakhs (100,000), except when otherwise indicated.

2 (A) Significant Accounting Policies

2.1. Property, Plant & Equipment

(a) Property, plant and equipment are stated at cost, net of recoverable taxes, trade discount and rebates less accumulated depreciation and impairment losses, if any. Such cost includes purchase price, borrowing cost, any cost directly attributable to bringing the assets to its working condition for its intended use, net changes on foreign exchange contracts and arrangements arising from exchange rate variations attributable to the assets and the initial estimate of the costs of dismantling and removing the item and restoring the site on which it is located. On transition to IND AS, the Company had elected to continue with the previous GAAP carrying values as deemed cost for all items of property, plant and equipment.

(b) The tangible assets at cellular sites, which are ready for use during the particular month are capitalised on the last day of the month.

(c) Advances paid towards acquisition of property, plant & equipment are disclosed as Capital Advances under Loans and Advances and cost of assets not ready for use before the year–end, are disclosed as capital work in progress.

(d) Depreciation on following 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 that prescribed in Schedule II.

Asset	Years
Network Operation Assets	9
Air Conditioners	9
Battery Bank	3
Other Electrical and Power Supply Equipment	9
Office Equipment	3
Furniture and fittings	5
Vehicles	5

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

(e) 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.

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

(g) The leasehold improvements have been depreciated over the lease period.

(h) The revised carrying amount of the assets identified as impaired have been depreciated over residual useful life of the respective assets

(i) The residual values, useful lives and methods of depreciation of property, plant and equipment are reviewed at each financial year end and adjusted prospectively, if appropriate.

(j) Gains or losses arising from disposal of tangible assets are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognised in the statement of profit and loss when the asset is disposed.

2.2. Investment Properties

Property that is held for long–term rental yields or for capital appreciation or both, and that is not occupied by the Company, is classified as investment property. Investment properties are measured initially at cost, including transaction costs. Subsequent to initial recognition, investment properties are stated at cost less accumulated depreciation and accumulated impairment loss, if any.

Depreciation on investment properties are provided using straight line method over the estimated useful lives as specified in Schedule II to the Companies Act, 2013. Residual values, useful lives and method of depreciation of investment properties are reviewed at each financial year end and are adjusted prospectively, if appropriate. The effects of any revision are included in the statement of profit and loss when the changes arises.

Though the Company measures investment properties using cost based measurement, the fair value of investment property is disclosed in the notes.

Investment properties are derecognised either when they have been disposed off or when they are permanently withdrawn from use and no future economic benefit is expected from their disposal. The difference between the net disposal proceeds and the carrying amount of the asset is recognised in statement of profit and loss in the period of de–recognition.

2.3. Intangible Assets

Intangible Assets are stated at cost of acquisition net of recoverable taxes less accumulated amortisation and impairment loss, if any. The cost comprises purchase price, borrowing cost, and any cost directly attributable to bringing the asset to its working condition for the intended use. On transition to Ind AS, the Company has elected to continue with the previous GAAP carrying values as deemed cost.

Gains or losses arising from derecognition of an intangible asset are measured as the difference between the net disposable proceeds and the carrying amount of the asset and are recognised in the Statement of Profit and loss when the asset is derecognised.

The Company amortises intangible assets using the straight line method based on useful lives estimated by the management as mentioned below:

Computer Software	3 years

2.4. Impairment of Non–Financial Assets including Investment property

At each balance sheet date, the Company assesses whether there is any indication that any property, plant & equipment and intangible asset may be impaired, if any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any).

For the purpose of impairment testing, the recoverable amount is determined on an individual asset basis unless the asset does not generate cash flows that are largely independent of those from other assets. In such cases, the recoverable amount is determined for the CGUs to which the asset belongs.

Recoverable amount is the higher of fair value less costs of disposal and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre–tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted.

If the recoverable amount of an asset (or cash generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or cash generating unit) is reduced to its recoverable amount. An impairment loss is recognised immediately in the Statement of profit and loss. The impairment loss recognised in prior accounting period is reversed if there has been a change in the estimate of recoverable amount.

2.5. Inventories

Inventories are valued at cost or net realisable value, whichever is lower. Cost is determined on weighted average basis and includes cost of purchase and other costs incurred in bringing inventories to their present location and condition. Net realisable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and the estimated costs necessary to make the sale.

2.6. Cash and cash equivalent

Cash and cash equivalent in the balance sheet comprise cash at banks, on hand, cheques in hand, funds in transit and short–term deposits with an original maturity of three months or less, which are subject to an insignificant risk of changes in value.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2019

2.7. Financial instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

I) Financial assets

A. Initial recognition and measurement

All financial assets are initially recognised at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets, which are not at fair value through profit or loss are adjusted to the fair value on initial recognition. Purchase and sale of financial asset are recognised using trade date accounting i.e. the date that the Company commits to purchase or sell the asset.

B. Subsequent measurement

i) Financial Assets carried at amortised cost (AC)

A financial asset is subsequently measured at amortised cost if it is held within a business model whose objective is to hold the asset in order to collect the contractual cash flows and the contractual terms of the financial asset give rise on the specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

After initial measurement, such financial assets are subsequently measured at amortised cost using the effective interest rate (EIR) method. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included in finance income in the profit or loss. The losses arising from impairment are recognised in the profit or loss. This category applies to Trade and other receivables, Security deposits, Other advance, Loan and advances to related parties, Unbilled Income, Interest Receivable etc.

ii) Financial Assets at Fair Value through Other Comprehensive Income (FVTOCI)

A financial asset is subsequently measured at Fair Value through other Comprehensive Income if it is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets and the contractual terms of the financial assets give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

iii) Financial Assets at Fair Value through profit or loss (FVTPL)

A financial asset which is not classified in any of the above categories is subsequently fair valued through profit or loss

C. Equity investments]

All equity investments other than investment in Subsidiary and Associate are measured at fair value, with value changes recognised in Statement of Profit and loss except for those equity investments for which the Company has elected to present the value changes in 'other comprehensive income'

The Company makes such election on an instrument–by–instrument basis. The classification is made on initial recognition and is irrevocable.

D. Investment in subsidiaries and associates

The Company accounts for its investments in subsidiaries and associates at cost in financial statements.

E. Derecognition

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is primarily derecognised (i.e. removed from the Company's balance sheet) when:

- The rights to receive cash flows from the asset have expired, or
- The Company has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass–through' arrangement and either (a) the Company has transferred substantially all the risks and rewards of the asset, or (b) the Company has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

F. Impairment of financial assets

In accordance with Ind AS 109, the Company uses 'Expected Credit Loss' (ECL) model, for evaluating impairment of financial assets other than those measured at fair value through profit and loss (FVTPL).

Expected credit losses are measured through a loss allowance at an amount equal to:

a) The 12–months expected credit losses (expected credit losses that result from those default events on the financial instrument that are possible within 12 months after the reporting date); or b) Full lifetime expected credit losses (expected credit losses that result from all possible default events over the life of the financial instrument)

For trade receivables Company applies 'simplified approach' which requires expected lifetime losses to be recognised from initial recognition of the receivables. The Company uses historical default rates to determine impairment loss on the portfolio of trade receivables. At every reporting date these historical default rates are reviewed and changes in the forward looking estimates are analysed.

For other assets, the Company uses 12 month ECL to provide for impairment loss where there is no significant increase in credit risk. If there is significant increase in credit risk full lifetime ECL is used to recognising impairment loss allowance based on 12–month ECL.

II. Financial liabilities

A. Initial recognition and measurement

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss, loans and borrowings, payables, or as derivatives designated as hedging instruments in an effective hedge, as appropriate.

All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

The Company's financial liabilities include trade and other payables, loans and borrowings including bank overdrafts, financial guarantee contracts and derivative financial instruments.

B. Subsequent measurement

The measurement of financial liabilities depends on their classification, as described below:

a) Financial liabilities at fair value through profit or loss

Financial liabilities at fair value through profit or loss include financial liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through profit or loss. Financial liabilities are classified as held for trading if they are incurred for the purpose of repurchasing in the near term. This category also includes derivative financial instruments entered into by the Company that are not designated as hedging instruments in hedge relationships as defined by Ind AS 109. Separated embedded derivatives are also classified as held for trading unless they are designated as effective hedging instruments.

Gains or losses on liabilities held for trading are recognised in the profit or loss.

Financial liabilities designated upon initial recognition at fair value through profit or loss are designated as such at the initial date of recognition, and only if the criteria in Ind AS 109 are satisfied. For liabilities designated as FVTPL, fair value gains/ losses attributable to changes in own credit risk is recognized in OCI. These gains/ losses are not subsequently transferred to P&L. However, the Company may transfer the cumulative gain or loss within equity. All other changes in fair value of such liabilities are recognised in the statement of profit and loss. The Company has not designated any financial liability at fair value through profit or loss.

b) Loans and borrowings

After initial recognition, interest–bearing loans and borrowings are subsequently measured at amortised cost using the EIR method. Gains and losses are recognised in profit or loss when the liabilities are derecognised or through the EIR amortisation process.

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included as finance costs in the statement of profit and loss.

This category generally applies to borrowings.

c) Financial guarantee contracts

Financial guarantee contracts issued by the Company are those contracts that require a payment to be made to reimburse the holder for a loss it incurs because the specified debtor fails to make a payment when due in accordance with the terms of a debt instrument. Financial guarantee contracts are recognised initially as a liability at fair value, adjusted for transaction costs that are directly attributable to the issuance of the guarantee. Subsequently, the liability is measured at the higher of the amount of loss allowance determined as per impairment requirements of Ind AS 109 and the amount recognised less cumulative amortisation.

d) Derecognition

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another, from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the statement of profit and loss.

III. Embedded derivatives

An embedded derivative is a component of a hybrid (combined) contract that also includes a non–derivative host contract – with the effect that some of the cash flows of the combined instrument vary in a way similar to a stand–alone derivative. An embedded derivative causes some or all of the cash flows that otherwise would be required by the contract to be modified according to a specified interest rate, financial instrument price, commodity price, foreign exchange rate, index of prices or rates, credit rating or credit index, or other variable, provided in the case of a non–financial variable that the variable is not specific to a party to the contract. Reassessment only occurs if there is either a change in the terms of the contract that significantly modifies the cash flows that would otherwise be required or a reclassification of a financial asset out of the fair value through profit or loss.

If the hybrid contract contains a host that is a financial asset within the scope of Ind AS 109, the Company does not separate embedded derivatives. Rather, it applies the classification requirements contained in Ind AS 109 to the entire hybrid contract. Derivatives embedded in all other host contracts are accounted for as separate derivatives and recorded at fair value if their economic characteristics and risks are not closely related to those of the host contracts and the host contracts are not held for trading or designated at fair value though profit or loss. These embedded derivatives are measured at fair value with changes in fair value recognised in profit or loss, unless designated as effective hedging instruments.

IV. Reclassification of financial assets

The Company determines classification of financial assets and liabilities on initial recognition. After initial recognition, no reclassification is made for financial assets which are equity instruments and financial liabilities. For financial assets which are debt instruments, a reclassification is made only if there is a change in the business model for managing those assets. Changes to the business model are expected to be infrequent. The Company's senior management determines change in the business model as a result of external or internal changes which are significant to the Company's operations. Such changes are evident to external parties. A change in the business model occurs when the Company either begins or ceases to perform an activity that is significant to its operations. If the Company reclassifies financial assets, it applies the reclassification prospectively from the reclassification date which is the first day of the immediately next reporting period following the change in business model. The Company does not restate any previously recognised gains, losses (including impairment gains or losses) or interest.

V. Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the balance sheet if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously.

2.8. Provisions, Contingent Liabilities, Contingent Assets and Commitments

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event. It is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. If the effect of the time value of money is material, provisions are discounted using equivalent period government securities interest rate. Unwinding of the discount is recognised in the statement of profit and loss as a finance cost. Provisions are reviewed at each balance sheet date and are adjusted to reflect the current best estimate.

Contingent liabilities are disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non–occurrence of one or more uncertain future events not wholly within the control of the Company or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle or a reliable estimate of the amount cannot be made. Information on contingent liability is disclosed in the Notes to the Financial Statements. Contingent assets are not recognised. However, when the realisation of income is virtually certain, then the related asset is no longer a contingent asset, but it is recognised as an asset.

2.9. Fair value measurement

"The Company measures financial instruments at fair value at each balance sheet date".

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

a) In the principal market for the asset or liability, or

b) In the absence of a principal market, in the most advantageous market for the asset or liability."

A fair value measurement of a non–financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy.

2.10. Revenue recognition

The Company's revenue primarily consists of revenue for use of infrastructure facilities on individual / sharing basis and energy revenue for the provision of energy for operations of sites.

Revenue for use of infrastructure (which is termed as "Revenue from Telecom / Network Infrastructure Facilities") is governed by Ind AS 17– leases. The same is recognized as and when services are rendered, on a monthly basis as per the contractual terms under agreements entered with customers. The Company has ascertained that the revenue for use of infrastructure facilities is structured to increase in line with expected inflationary increase in cost of the Company and hence, not straight–lined.

Effective April 1, 2018, the Company has applied Ind AS 115 "Revenue from Contracts with Customers" which establishes a comprehensive framework to depict timing and amount of revenue to be recognised. The Company has adopted Ind AS 115 using cumulative effect method, where any effect arising upon application of this standard is recognised as at the date of initial application i.e. April 1, 2018. Company's revenue for provision of energy for operation of sites is governed by Ind AS 115; however, there was no impact of adoption of Ind AS 115 to its financial statements. Company's revenue from use of infrastructure facilities, which is covered in leases is specifically excluded from the Scope of Ind AS 115.

Energy revenue is recognized over the period on a monthly basis upon satisfaction of performance obligation as per contracts with the customers. The transaction price is the consideration received from customers based on prices agreed as per the contract with the customers. The determination of standalone selling prices is not required as the transaction prices are stated in the contract based on the identified performance obligation. The Company provides sharing benefits to its customers based on slab defined in the revenue contracts. Contract also contains clause on Service Level Agreements (SLAs) penalty, in case the Company is not able to maintain uptime level mentioned in the agreement. The Company estimates SLA penalty at each month end and reduces the same from revenue.

Revenues in excess of invoicing are classified as contract assets (which we refer as unbilled revenue) while invoicing in excess of revenues are classified as contract liabilities (which we refer to as unearned revenue).

Interest income

Interest Income from financial assets is recognised when it is probable that the economic benefit will flow to the Company and the amount of income can be measured reliably. Interest income is accrued on time basis, by reference to the principal outstanding and at the effective interest rate applicable, which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to that asset's net carrying amount on initial recognition.

Dividends

Income from dividends is recognised when the Company's right to receive the dividend has been established.

2.11. Leases

Leases are classified as finance lease whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee. All other leases are classified as operating leases.

i. Company as a lessee

Operating lease:

Operating lease payments are recognised as an expense in the statement of profit and loss on a straight line basis unless payments to the lessor are structured to increase in line with expected general inflation to compensate for the lessor's expected inflationary cost increase; such increases are recognised in the year in which such benefits accrue.

In the event that lease incentives are received to enter into operating leases, such incentives are recognised as a liability. The aggregate benefit of incentives is recognised as a reduction of rental expense on a straight–line basis, except where another systematic basis is more representative of the time pattern in which economic benefits from the leased asset are consumed.

ii. Company as a lessor

Operating lease:

Rental income from operating lease is recognised on a straight line basis over the lease term unless payments to the Company are structured to increase in line with expected general inflation to compensate for the Company's expected increase in inflationary cost; such increases are recognised in the year in which such benefits accrue. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset and recognised on a straight line basis over the lease term. Contingent rents are recognised as revenue in the period in which they are earned.

2.12. Employee benefits

Short Term Employee Benefits

The undiscounted amount of short term employee benefits expected to be paid in exchange for the services rendered by the employees are recognised as an expense during the year when the employees render the services.

Post–Employment Benefits

Defined Contribution Plan

A defined contribution plan is a post–employment benefit plan under which the Company pays specified contributions to a separate entity. The Company makes specified monthly contributions towards Provident Fund, Pension Scheme. The Company's contribution is recognised as an expense in the Profit and Loss Statement during the period in which the employee renders the related service.

Defined Benefit Plan

The liability in respect of defined benefit plans and other post–employment benefits is calculated using the Projected Unit Credit Method and spread over the period during which the benefit is expected to be derived from employees services.

Re–measurement of defined benefit plans in respect of post–employment benefits are charged to the other Comprehensive Income.

2.13. Foreign currency transactions

Transactions in foreign currencies are recorded at the exchange rate prevailing on the date of transaction. Monetary assets and liabilities denominated in foreign currencies are translated at the functional currency closing rates of exchange at the reporting date.

Exchange differences arising on settlement or translation of monetary items are recognised in profit or loss with the exception of the following:

Foreign exchange differences arising on translation of liabilities assumed before April 01, 2016 which are considered as long–term foreign currency monetary items are capitalised, if related to acquisition of fixed assets, or transferred to Foreign Currency Monetary Item Translation Difference Account and amortized over the balance period of such long term Foreign Currency Monetary items but not beyond March 31, 2020.

Non–monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates at the dates of the transactions.

2.14. Borrowing Costs

Borrowing Costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalised as part of the cost of the asset. All other borrowing costs are expensed in the period in which they occur. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds. Interest income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalisation. Borrowing cost also includes exchange differences to the extent regarded as an adjustment to the borrowing costs.

2.15. Taxes

Tax expense represents the sum of current tax (including income tax for earlier years) and deferred tax. Tax is recognised in the statement of profit and loss, except to the extent that it relates to items recognised directly in equity or other comprehensive income, in such cases the tax is also recognised directly in equity or in other comprehensive income. Any subsequent change in direct tax on items initially recognised in equity or other comprehensive income is also recognised in equity or other comprehensive income.

Current tax provision is computed for income calculated after considering allowances and exemptions under the provisions of the applicable Income Tax Laws. Current tax assets and current tax liabilities are off set, and presented as net.

Deferred tax is recognised on differences between the carrying amounts of assets and liabilities in the balance sheet and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognised for all taxable temporary differences, and deferred tax assets are generally recognised for all deductible temporary differences, carry forward tax losses and allowances to the extent that it is probable that future taxable profits will be available against which those deductible temporary differences, carry forward tax losses and allowances can be utilised. Deferred tax assets and liabilities are measured at the applicable tax rates. The carrying amount of deferred tax assets is reviewed at each balance sheet date and reduced to the extent that it is no longer probable that sufficient taxable profits will be available against which the temporary differences can be utilised.

2.16. Earnings per share

The earnings considered in ascertaining the Company's Earnings Per Share (EPS) is the net profit/ (loss) after tax. The number of shares used in computing basic EPS is the weighted average number of shares outstanding during the period/year. The diluted EPS is calculated on the same basis as basic EPS, after adjusting for the effects of potential dilutive equity shares unless the effect of the potential dilutive equity shares is anti–dilutive.

2.17. Current and Non–Current Classification

"The Company presents assets and liabilities in statement of financial position based on current/non–current classification.

The Company has presented non–current assets and current assets before equity, non–current liabilities and current liabilities in accordance with Schedule III, Division II of Companies Act, 2013 notified by Ministry of Corporate Affairs (MCA)."

"An asset is classified as current when it is:

a) Expected to be realised or intended to be sold or consumed in normal operating cycle,

b) Held primarily for the purpose of trading,

c) Expected to be realised within twelve months after the reporting period, or

d) Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

All other assets are classified as non–current."

"A liability is classified as current when it is:

a) Expected to be settled in normal operating cycle,

b) Held primarily for the purpose of trading,

c) Due to be settled within twelve months after the reporting period, or

d) There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.

All other liabilities are classified as non–current."

The operating cycle is the time between the acquisition of assets for processing and their realisation in cash or cash equivalents. Deferred tax assets and liabilities are classified as non–current assets and liabilities. The Company has identified twelve months as its operating cycle.

2(B) Significant accounting judgements, estimates and assumptions

The preparation of the Company's financial statements requires management to make judgement, estimates and assumptions that affect the reported amount of revenue, expenses, assets and liabilities and the accompanying disclosures. Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of assets or liabilities affected in future periods.

a) Operating Lease Commitments– As Lessor

The Company has assessed that its master service agreement ("MSA") with operators contains lease of its tower sites and plant and equipment and has determined, based on evaluation of the terms and conditions of the arrangements such as various lessees sharing the same tower sites with specific area, the fair value of the asset and all the significant risks and rewards of ownership of these properties retained by the Group, that such contracts are in the nature of operating lease and has accounted for as such.

The Company has ascertained that the annual escalations in the lease payment received under the MSA are structured to compensate the expected inflationary increase in cost and therefore has not been straight–lined.

b) Revenue Recognition

The Company's revenue primarily consists of revenue for use of infrastructure facilities (Rentals) and energy revenue for the provision of energy for operations of sites. Rentals are not covered within the scope of Ind AS 115, hence identification of distinct performance obligation within Ind AS 115 do not involve significant judgement.

Judgement is required to determine the transaction price for the contract. The transaction price could be either a fixed amount of customer consideration or variable consideration with elements such as volume discounts, service level credits, etc. The estimated amount of variable consideration is adjusted in the transaction price only to the extent that it is highly probable that a significant reversal in the amount of cumulative revenue recognised will not occur and is reassessed at the end of each reporting period. The Company provides sharing benefits to its customers based on slab defined in the revenue contracts. Contract also contains clause on Service

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2019

Level Agreements (SLAs) benefits/penalties in case the Company is not able to maintain uptime level mentioned in the agreement.

These benefits/SLA penalties are called variable consideration. There is no additional impact of variable consideration as per Ind AS 115 since maximum benefit is already being given to customer and the same is deducted from revenue. There is no additional impact of SLA as the Company already estimates SLA penalty amount and the same is provided for at each month end. This SLA is presented as net off with revenue in the Statement of profit and loss.

c) Depreciation and useful lives of property plant and equipment

Property, plant and equipment are depreciated over the estimated useful lives of the assets, after taking into account their estimated residual value. Management reviews the estimated useful lives and residual values of the assets annually in order to determine the amount of depreciation to be recorded during any reporting period. The useful lives and residual values are based on the Company's historical experience with similar assets and take into account anticipated technological changes. The depreciation for future periods is adjusted if there are significant changes from previous estimates.

d) Recoverability of trade receivable:

Judgements are required in assessing the recoverability of trade receivables and determining whether a provision against those receivables is required. Factors considered in assessing the recoverability of trade receivables include the credit rating of the counterparty, the amount and timing of anticipated future payments and any possible actions that can be taken to mitigate the risk of non–payment.

e) Provisions:

Provisions and liabilities are recognized in the period when it becomes probable that there will be a future outflow of funds resulting from past operations or events and the amount of cash outflow can be reliably estimated. The timing of recognition and quantification of the liability require the application of judgement to existing facts and circumstances, which can be subject to change. Since the cash outflows can take in the future years, the carrying amounts of provisions and liabilities are reviewed regularly and adjusted to take account of changing facts and circumstances.

f) Impairment of non–financial assets including investment property:

The Company assesses at each reporting date whether there is an indication that an asset may be impaired. If any indication exists, or when annual impairment testing for an asset is required, the Company estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's or CGU's fair value less costs of disposal and its value in use. It is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or a groups of assets. Where the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount.

In assessing value in use, the estimated future cash flows are discounted to their present value using pre–tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining fair value less costs of disposal, recent market transaction are taken into account, if no such transactions can be identified, an appropriate valuation model is used.

g) Impairment of financial assets

The impairment provisions for financial assets are based on assumptions about risk of default and expected cash loss. The Company uses judgement in making these assumptions and selecting the inputs to the impairment calculation, based on Company's past history, existing market conditions as well as forward looking estimates at the end of each reporting period.

h) Defined benefit plans (gratuity benefits)

The cost of the defined benefit gratuity plan and other post–employment benefits and the present value of the gratuity obligation are determined using actuarial valuations. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate, future salary increases and mortality rates. Due to the complexities involved in the valuation and its long–term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date.

i) Fair value measurement of financial instruments

When the fair value of financial assets and financial liabilities recorded in the balance sheet cannot be measured based on quoted prices in active markets, their fair value is measured using valuation techniques including the Discounted Cash Flow (DCF) model. The inputs to these models are taken from observable markets where possible, but where this is not feasible, a degree of judgement is required in establishing fair values. Judgements include considerations of inputs such as liquidity risk, credit risk and volatility. Changes in assumptions about these factors could affect the reported fair value of financial instruments.

j) Taxes

Significant management judgement is required to determine the amount of deferred tax assets that can be recognised, based on the likely timing and the level of future taxable income together with future tax planning strategies. The Company does not expect availability of future taxable income sufficient to utilise its deferred tax assets. Further details on taxes are disclosed in note 46.

k) Asset retirement obligations

The Company has recognised a provision for asset retirement obligations associated with telecommunication towers. Such Provision is recognised in respect of the costs for dismantling of infrastructure equipment and restoration of sites under operating leases, which are expected to be incurred at the end of the lease term, based on the estimate provided by the internal technical experts. In determining the fair value of such provision, assumptions and estimates are made in relation to discount rates, the expected cost to dismantle and remove the plant from the site and the expected timing of those costs.

The Company estimates that the costs would be incurred at the end of the lease term and calculates the provision using the DCF method based on the discount rate that approximates interest rate of risk free borrowings and current estimate of asset retirement obligation duly adjusted for expected inflationary increase in related costs.

2(C) Standards issued but not yet effective

On March 30, 2019, the Ministry of Corporate Affairs (MCA) has notified Ind AS 116 – Leases and certain amendment to existing Ind AS. These amendments shall be applicable to the Company from April 01, 2019.

a) Issue of Ind AS 116 –Leases

The Standard sets out the principles for the recognition, measurement, presentation and disclosure of leases for both parties to a contract i.e., the lessee and the lessor. Ind AS 116 introduces a single lessee accounting model and requires a lessee to recognize assets and liabilities for all leases with a term of more than twelve months, unless the underlying asset is of low value.

Currently, operating lease expenses are charged to the statement of Profit & Loss. The Standard also contains enhanced disclosure requirements for lessees. Ind AS 116 substantially carries forward the lessor accounting requirements in Ind AS 17.

The effective date for adoption of Ind AS methods of transition is annual periods beginning on or after April 1, 2019. The Standard permits two possible methods of transition–

Full Retrospective – Retrospectively to each prior period presented applying Ind AS 8 Accounting Policies, Changes in Accounting Estimates and Errors.

Modified Retrospective – Retrospectively, with the cumulative effect of initially applying the standard recognized at the date of initial application.

The Company is proposing to go with Modified Retrospective Approach on the basis of its preliminary assessment of the standard. Therefore, comparatives for the year ending March 31, 2019 will not be restated.

The effect of adoption would result majorly in recognition of Right to Use Assets and corresponding lease liabilities on the date of transition.

Currently, rental revenue is not straight lined in terms of applicable provisions in Ind AS 17. However, Ind AS 116 has done away with such provision and hence the revenues will be straight lined w.e.f. April 1, 2019.

b) Amendment to Existing issued Ind AS

The MCA has also notified certain amendments to the following Accounting Standards:

i. Ind AS 19 – Employee Benefits

ii. Ind AS 12 – Income Taxes

Applications of the above amendments to the Standards are not expected to have any significant impact on the Company's financial statements.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2019

3. (a) Property , Plant and Equipment (PPE)

₹ in Lakhs

Particulars	Tangible Assets						Total
	Land	Buildings	Plant and Equipments	Office Equipments	Furniture & Fixtures	Vehicles	
COST							
As at April 1,2017	644	42,314	1,022,375	46	29	45	1,065,453
Additions	–	3	28,787	29	–	25	28,844
Less: Disposals/ Adjustments	–	73	16,643	13	–	–	16,729
As at March 31, 2018	**644**	**42,244**	**1,034,519**	**62**	**29**	**70**	**1,077,568**
Additions	–	22	7,081	18	10	–	7,131
Less: Disposals/ Adjustments	–	280	18,589	30	–	–	18,899
Less: Transferred to Investment Property	–	4,105	–	–	–	–	4,105
As at March 31, 2019	**644**	**37,881**	**1,023,011**	**50**	**39**	**70**	**1,061,695**
DEPRECIATION AND AMORTISATION UP TO APRIL 1, 2017	–	**12,039**	**123,089**	**30**	**2**	**20**	**135,180**
IMPAIRMENT UP TO APRIL 1, 2017	–	**–**	**1,883**	**–**	**–**	**–**	**1,883**
Depreciation for the Year	–	6,085	69,042	13	10	13	75,163
Less: Disposals/ Adjustments	–	46	11,916	13	–	–	11,975
Add : Impairment (Refer Note No. 3 (a) (vi)	–	1,923	80,897	–	–	–	82,821
DEPRECIATION AND AMORTISATION UP TO MARCH 31, 2018	**–**	**18,078**	**180,215**	**30**	**12**	**33**	**198,368**
IMPAIRMENT UP TO MARCH 31, 2018	**–**	**1,923**	**82,780**	**–**	**–**	**–**	**84,703**
Depreciation for the Year	–	5,062	57,120	17	10	15	62,223
Less: Disposals/ Adjustments	–	182	16,529	29	–	–	16,741
Less: Transferred to Investment Property	–	732	–	–	–	–	732
Add : Impairment (Refer Note No. 3 (a) (vi)	–	994	56,707	–	–	–	57,701
DEPRECIATION AND AMORTISATION UP TO MARCH 31, 2019	**–**	**22,226**	**220,806**	**18**	**22**	**48**	**243,119**
IMPAIRMENT UP TO MARCH 31, 2019	**–**	**2,917**	**139,487**	**–**	**–**	**–**	**142,404**
CARRYING COST							
As at March 31, 2018	**644**	**22,243**	**771,524**	**32**	**17**	**37**	**794,497**
As at March 31, 2019	**644**	**12,738**	**662,719**	**32**	**17**	**22**	**676,172**

3(a) (i) Land includes ₹ 38 Lakhs (Previous year ₹ 38 Lakhs) of erstwhile CNIL acquired pursunat to the scheme of arrangement, which are in the process of being transferred in the name of the Company.

3(a) (ii) Buildings include properties having carrying value of ₹ 549 Lakhs (Previous year ₹ 563 Lakhs) for which deeds of conveyance have yet to be executed in favour of the Company and ₹ 0.07 Lakhs (March 31, 2017 0.07 Lakhs) towards cost of 70 shares of ₹100 each in a Co–operative Housing Society

3(a) (iii) Buildings includes Land related properties and Boundary Wall at Sites having carring value of ₹ 12,315 Lakhs (Previous year ₹ 19,914 Lakhs).

3(a) (iv) Additions to Plant & Equipments includes Net Foreign Exchange Difference of ₹ (137) Lakhs (Previous year ₹ 683 Lakhs) Capitalised during the year.

3(a) (v) Property, Plant and Equipment (PPE) includes assets mortgaged as security (Refer Note No. 20.3)

3(a) (vi) The Company's revenue was severely impacted by the voluntary filing of bankruptcy by Aircel in March 2018, business exits by Tata, RCom and SSTL and other developments during FY 2018–19 including consolidation among operators such as Vodafone– Idea, Telenor Bharti etc. The Company, in accordance with the Indian Accounting Standard (Ind AS 36) 'Impairment of Assets', performed an impairment test based on current expectations of the impact of abovementioned developments on projected cash flows in tower business. The Carrying cost of these assets exceeds its value in use and accordingly impairment loss of Building ₹ 994 Lakhs and Plant & Equipments ₹ 56,707 Lakhs has been recognized for the year ended March 31, 2019 and the same has been disclosed as exceptional items (Previous year Building ₹ 1,923 Lakhs and Plant & Equipments ₹ 80,897 Lakhs) in the Statement of Profit & Loss. The Company continues to pursue contractual claims of approximately ₹ 14,00,000 Lakhs arising out these developments.

3.(b) Capital work–in–progress

₹ in Lakhs

Particulars	As at March 31, 2019	As at March 31, 2018
Capital Work–in–progress	3,617	4,192

3(b) (i) Capital work–in–progress includes:
Inventory of Capital goods amounting to ₹ 3,617 Lakhs (Previous Year ₹ 4,192 Lakhs)

3.(c) Investment Property

₹ in Lakhs

Particulars	Buildings
COST	
As at April 1,2017	–
Additions	–
Less: Disposals/ Adjustments	–
As at March 31, 2018	**–**
Additions	–
Add: Transferred from Property, Plant & Equipments	4,105
Less: Disposals/ Adjustments	–
As at March 31, 2019	**4,105**
DEPRECIATION / AMORTISATION / IMPAIRMENT	
Up to April 1,2017	–
Depreciation Charged For The Year	–
Less: Disposals/ Adjustments	–
Up to March 31, 2018	**–**
Transferred from Property, Plant & Equipments	731
Depreciation Charged For The Year	68
Less: Disposals/ Adjustments	–
Up to March 31, 2019	**799**
CARRYING COST	
As at March 31, 2018	–
As at March 31, 2019	**3,306**

3(c) (i) **Information regarding Income and Expenditure of Investment Property :**

₹ in Lakhs

Particulars	As at March 31, 2019	As at March 31, 2018
Rental Income derived from investment property	**62**	–
Re–imbursement of Expenses	**3**	–
Less : Direct Operating Expenses (Including repairs & maintenance) generating rental income	**(7)**	–
Income arising from investment property before depreciation	**59**	–
Less : Depreciation for the year	**(68)**	–
Income from Investment Property (Net)	**(10)**	–

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2019

3(c) (ii) The Company's Investment Property as at March 31, 2019 consists of Building as mentioned above

3(c) (iii) During the year the Company has transferred Certain office premises from buildings to Investment Property as the same have been rented out. The Fair Value of the Property as at March 31,2019 are ₹ 3,540 Lakhs (Previous year – NIL).

These valuations are based on ready reckoner rate as on date

The fair value measurement is categorised in Level 3 fair value hierarchy.

3(c) (iv) Specific Charge – Banks, Financial Institutions and Asset Reconstruction Trust of the erstwhile standalone Company continue to have specfic charge.

3(d) Intangible Assets*

₹ in Lakhs

Particulars	Software Licenses	Customers Contract	Total
COST			
As at April 1,2017	121	73,622	73,743
Additions	50	–	50
Less: Disposals/ Adjustments	–	–	–
As at March 31, 2018	**171**	**73,622**	**73,793**
Additions	78	–	78
Less: Disposals/ Adjustments	–	–	–
As at March 31, 2019	**249**	**73,622**	**73,870**
DEPRECIATION AND AMORTISATION UP TO APRIL 1, 2017	**94**	**9,626**	**9,720**
IMPAIRMENT UP TO APRIL 1, 2017	–	–	–
Depreciation Charged For The Year	29	4,801	4,830
Less: Disposals/ Adjustments	–	–	–
Add : Impairment (Refer Note No. 3 (d) (i)	–	59,195	59,195
DEPRECIATION AND AMORTISATION UP TO MARCH 31, 2018	**123**	**14,427**	**14,550**
IMPAIRMENT UP TO MARCH 31, 2018	**–**	**59,195**	**59,195**
Depreciation Charged For The Year	64	–	64
Less: Disposals/ Adjustments	–	–	–
Add : Impairment (Refer Note No. 3 (d) (i)	–	–	–
DEPRECIATION AND AMORTISATION UP TO MARCH 31, 2019	**187**	**14,427**	**14,613**
IMPAIRMENT UP TO MARCH 31, 2019	**–**	**59,195**	**59,195**
CARRYING COST			
As at March 31, 2018	**48**	**–**	**48**
As at March 31, 2019	**62**	**–**	**62**

* Other than Internally generated

3(d) (i) As of March 31, 2019, in terms of Ind AS 36– Impairment of Assets, the Company assessed that there is no indication of intangible assets being impaired. Accordingly, the Company recognized impairment of ₹ NIL during the year (Previous year ₹ 59,195 Lakhs)

4 NON–CURRENT FINANCIAL ASSETS – INVESTMENTS

(Long–term, Trade)

₹ In Lakhs

Particulars	Number		Face Value (Rupees)	**As at March 31, 2019**	As at March 31, 2018
	As at March 31, 2019	As at March 31, 2018			
Carried at Fair Value through Profit & Loss					
Unquoted, Fully Paid–up					
Others					
(i) 0.01% Non–Participating Optionally Convertible Cumulative Preference Shares (OCPS) in GTL Limited.	**650,000,000**	650,000,000	10.00	**–**	–
(ii) Equity Shares –					
Global Rural NETCO Ltd.	**33,250,000**	33,250,000	10.00	**–**	–
TOTAL				**–**	–
4.1 Aggregate Amount of Unquoted Investments				**–**	–
4.2 Total Financial Assets Carried at Fair Value Through Profit & Loss				**–**	–
4.3 Refer Note No. 2.7 for basis of valuation					

5. Other Bank Balances

₹ In Lakhs

Particulars	**As At March 31, 2019**	As At March 31, 2018
Fixed Deposits with Banks held as Security for Sales Tax	**3**	3
Total	**3**	3

6. Loans

₹ In Lakhs

Particulars	**As At March 31, 2019**		As At March 31, 2018	
Securilty Deposit –				
To Related Party (Refer Note No. 43 (b))				
– Considered good		**–**		216
– Which have significant increase in credit risk		**–**		–
– Credit impaired		**–**		–
Others				
– Considered good	**6,669**		9,167	
– Which have significant increase in credit risk	**239**		75	
– Credit impaired	**–**		–	
	6,908		9,242	
Less : Provision for expected credit loss	**60**		–	
		6,848		9,242
Total		**6,848**		9,458

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2019

7. Other Non–current Taxes

₹ In Lakhs

Particulars	As At March 31, 2019	As At March 31, 2018
Advance income–tax (net of provision for taxation)	**760**	603
Total	**760**	603

8. Other Non–Current Assets
(Unsecured, Considered good unless otherwise stated)

₹ In Lakhs

Particulars	As At March 31, 2019		As At March 31, 2018	
Capital advances –				
To Related party (Refer Note No. 43 (b))		**–**		1,480
Others				
– Considered good	**281**		584	
– Considered Doubtful	**243**		–	
	524		584	
Less: Provision for doubtful advances	**243**		–	
		281		584
Prepaid Expenses		**684**		1,033
Other Advance*		**855**		635
Total		**1,820**		3,732

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

9. Inventories

₹ In Lakhs

Particulars	As At March 31, 2019	As At March 31, 2018
Stores, Spares and Consumables	**311**	370
Total	**311**	370

Refer Note No. 2.5 for basis of valuation

10. CURRENT FINANCIAL ASSETS – INVESTMENTS (Other than Trade)

₹ In Lakhs

Particulars	Number		Face Value (₹)		
	As at March 31, 2019	As at March 31, 2018		**As at March 31, 2019**	As at March 31, 2018
Investment (Carried at Fair Value through Profit & Loss)					
Unquoted					
In Unit of Mutual Funds					
Axis Liquid Fund – Direct Growth	**–**	89,699	1,000	**–**	1,729
Aditya Birla Sun Life Cash Plus – Growth – Direct Plan	**–**	340,375	100	**–**	951
Aditya Birla Sunlife Floating Rate Fund Short Term Plan – Growth Direct Plan	**–**	741,800	100	**–**	1,721
BNP Paribas Overnight Fund Direct Plan – Growth	**–**	9,301	1,000	**–**	248
DSP Blackrock Liquidity Fund – Direct Plan – Growth	**13,356**	18,594	1,000	**357**	462
DSP Ultra Short Fund – Regular Plan – Growth	**28,916**	–	1,000	**705**	–
HDFC Liquid Fund – Direct Plan – Growth Option	**–**	58,227	1,000	**–**	1,994
IDBI Liquid Fund – Direct Plan – Growth	**–**	120,747	1,000	**–**	2,246
SBI Premier Liquid Fund – Direct Plan – Growth	**–**	25,241	1,000	**–**	688
Tata Liquid Fund Direct Plan – Growth	**–**	82,248	1,000	**–**	2,635
Tata Money Market Fund Direct Plan – Growth	**–**	5,835	1,000	**–**	160
UTI Liquid Cash Plan – Institutional Direct Plan – Growth	**–**	40,345	1,000	**–**	1,148
TOTAL				**1,062**	13,981

Note:

10.1 Aggregate Amount of Unquoted Investments	**1,062**	13,981
10.2 Total Financial Assets Carried at Fair Value Through Profit & Loss	**1,062**	13,981
10.3 Refer Note No. 2.7 for basis of valuation		

11. Trade Receivables (Unsecured and subject to confirmation)

₹ In Lakhs

Particulars	As At March 31, 2019		As At March 31, 2018	
Trade Receivables				
– Considered good	**10,757**		7,374	
– Which have significant increase in credit risk	**–**		–	
– Credit impaired	**21,624**		23,655	
	32,381		31,029	
Less : Provision for expected credit loss – Credit Impaired	**21,624**		23,655	
		10,757		7,374
Total		**10,757**		7,374

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2019

12. Cash and Cash Equivalents

₹ In Lakhs

Particulars		As At March 31, 2019		As At March 31, 2018
Cash and cash equivalents				
Balances with Banks:				
– in current accounts	**6,637**		13,899	
Cash on hand	**5**		4	
		6,642		13,903
Total		**6,642**		13,903
12.1 Cash and Cash Equivalents (As per Cash Flow Statement)		**6,642**		13,903

13. Other Bank Balances

₹ In Lakhs

Particulars		As At March 31, 2019		As At March 31, 2018
Margin Money	**239**		312	
Fixed Deposits with Banks*	**5**		67	
		244		379
Demand Drafts in hand		**16,532**		–
(Towards statutory demands under dispute and other commitments etc. (Refer Note No. 38 (c))				
Total		**16,776**		379

* Includes ₹ 1 Lakh (Previous year ₹ 39 Lakhs) having maturity period of more than 12 months.

14. Loans

₹ In Lakhs

Particulars		As At March 31, 2019		As At March 31, 2018
Deposits				
– Considered good	**3,363**		1,761	
– Which have significant increase in credit risk	**473**		101	
– Credit impaired	**–**		–	
	3,836		1,862	
Less : Provision for expected credit loss	**118**		–	
		3,718		1,862
Total		**3,718**		1,862

15. Others Current Financial Assets

₹ In Lakhs

Particulars		As At March 31, 2019		As At March 31, 2018
Unbilled Income		**8,544**		7,812
Other Receivables (Unsecured, Considered good unless otherwise stated)*				
– Considered good	**–**		–	
– Considered Doubtful	**2,458**		2,458	
	2,458		2,458	
Less: Provision for doubtful advances	**2,458**		2,458	
		–		–
Interest Receivable		**442**		324
Total		**8,986**		8,136

* It include receivables on settlement with one of the customers.

16. Current Tax Assets (Net)

₹ In Lakhs

Particulars	As At March 31, 2019	As At March 31, 2018
Advance income–tax (net of provision for taxation)	**2,975**	2,643
Total	**2,975**	2,643

17. Other Current Assets

(Unsecured, Considered good unless otherwise stated)

₹ In Lakhs

Particulars	As At March 31, 2019		As At March 31, 2018	
Balance with Government Authorities		**1,769**		2,417
Prepaid expenses		**375**		600
Other Deposits		**1,433**		938
Other Advances*				
– Considered good	**9,185**		10,112	
– Considered Doubtful	**3,274**		7	
	12,459		10,119	
Less: Provision for doubtful advances	**3,274**		7	
		9,185		10,112
Total		**12,762**		14,067

* Mainly relating to advances to suppliers, employees, etc.

18. Equity Share Capital

₹ In Lakhs

Particulars	As At March 31, 2019	As At March 31, 2018
Authorised		
16,000,000,000; (16,000,000,000); Equity Shares of ₹ 10 each	**1,600,000**	1,600,000
200,000,000; (200,000,000); Preference Shares of ₹100 each	**200,000**	200,000
	1,800,000	1,800,000
Issued, subscribed and fully paid–up		
12,319,097,031; (12,125,270,616); Equity Shares of ₹ 10 each fully paid–up	**1,231,910**	1,212,527
Total	**1,231,910**	1,212,527

18.1 **Reconciliation of the shares outstanding at the beginning and at the end of the year**

Particulars	As At March 31, 2019		As At March 31, 2018	
	Number	**₹ In Lakhs**	Number	₹ In Lakhs
Equity Shares at the beginning of the Year	**12,125,270,616**	**1,212,527**	2,460,083,350	246,008
Issued during the Year				
– On conversion of Foreign Currency Convertible Bonds (Refer Note – 20.5)	**193,826,415**	**19,383**	384,152,342	38,415
– On conversion of Debt into Equity under SDR Scheme	**–**	**–**	1,692,215,807	169,222
– Pursuant to scheme of arrangement	**–**	**–**	7,588,819,117	758,882
Equity Shares at the end of the Year	**12,319,097,031**	**1,231,910**	12,125,270,616	1,212,527

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2019

18.2 **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.

18.3 **Shares reserved for issue under options :**

The Foreign Currency Convertible Bonds (FCCB) holders have the option to convert FCCB into 417,922,743 Equity Shares (Previous year 611,749,161). The Company has excluded such number of convertible securities which are likely to be redeemed in terms of Series B2 Bonds. (Refer Note No. 20.5)

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

Name of share holders	**As At March 31, 2019**		As At March 31, 2018	
	Number of Shares held	**% holding in Share Capital**	Number of Shares held	% holding in Share Capital
GTL Limited	**0***	**0%***	2,046,505,865	16.88%
IDBI Trusteeship Services Limited	**2,046,505,865***	**16.61%***	–	0.00%
Central Bank of India	**942,154,365**	**7.65%**	942,154,365	7.77%
Union Bank of India	**874,769,676**	**7.10%**	874,769,676	7.21%
Indian Overseas Bank	**670,032,490**	**5.44%**	670,032,490	5.53%
Bank of Baroda	**662,087,739**	**5.37%**	662,087,739	5.46%

* During the year ended March 31, 2019, shares pledged by GTL Ltd (the Promoter Company) in favour of CDR lenders of GTL Ltd through security trustee IDBI Trusteeship Services Ltd were invoked.

18.5 Out of total paid up capital, 94,843,348 equity shares allotted pursuant to compulsory conversion of Series A Bonds on maturity are not yet listed, since information regarding the Series A Bondholders are not available with the Company. In the absence of requisite information, the Company has allotted the said equity shares to a Trust, created for the benefit of Series A Bondholders.

19. Other Equity

₹ In Lakhs

Particulars	**As At March 31, 2019**		As At March 31, 2018	
Equity Component of Compound Financial Instruments				
Opening Balance	**61,175**		13,112	
Add: Series B1 & Series B3 Foreign Currency Convertible Bonds	**–**		61,175	
	61,175		74,287	
Less: Transferred to Share Capital on conversion of FCCB into Equity Shares	**19,383**		13,112	
		41,792		61,175
Share Suspense Account				
Opening Balance	**–**		477,986	
Pursuant to the scheme of arrangement	**–**		280,896	
	–		758,882	
Less: Transferred to Share Capital	**–**		758,882	
		–		–
Reconstruction Reserve		**1,993**		1,993
Balance as per last Balance Sheet				
Capital Reserve		**1,846**		1,846
Balance as per last Balance Sheet				

₹ In Lakhs

Particulars		As At March 31, 2019		As At March 31, 2018
Securities premium account		**60,667**		60,667
Balance as per last Balance Sheet				
Foreign Currency Monetary Item Translation Difference Account				
Opening Balance	**–**		(2,697)	
Less: Amortisation of exchange difference to Statement of Profit & Loss	**–**		(2,697)	
		–		–
Retained Earnings in the Statement of Profit & Loss				
Opening Balance	**(1,017,145)**		(827,850)	
Add: Loss for the Year	**(153,940)**		(189,295)	
		(1,171,085)		(1,017,145)
Other Comprehensive Income in the Statement of Profit & Loss				
Opening Balance	**(13)**		(82)	
Add: Profit/(Loss) for the Year	**(60)**		69	
		(73)		(13)
Total		**(1,064,860)**		(891,477)

Nature and purpose of Reserves

19.1 **Equity Component of Compound Financial Instruments**

Equity Component represents FCCB Series B1 & B3 Bonds compulsorily convertible into equity shares. (Refer Note No. 20.5)

19.2 **Share Suspense Account**

Share Suspense represents number of equity shares to be issued pursuant to the Scheme of Arrangement between CNIL and the Company and their respective shareholders and creditors (the "Scheme") and got converted into Equity Shares as per the Scheme.

19.3 **Reconstruction Reserve**

Created pursuant to scheme of arrangement approved by Hon'ble High Court in earlier years. It shall be utilised as per provisions of Companies Act 2013.

19.4 **Capital Reserve**

Created On Forfeiture of Preferential Convertible Warrants. It shall be utilised as per provisions of Companies Act 2013.

19.5 **Securities premium**

Created on conversion of Employee Stock Options Scheme, Preferential Warrants and Foreign currency convertible Bonds. It shall be utilised as per provisions of Companies Act 2013.

20. Borrowings

₹ In Lakhs

Particulars		As At March 31, 2019		As At March 31, 2018
Secured Loans				
Rupee Term Loans from				
– Banks	**70,862**		381,854	
– Financial Institution	**21,258**		21,340	
– Asset Reconstruction Trust	**274,170**		–	
		366,290		403,194

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2019

₹ In Lakhs

Particulars	As At March 31, 2019	As At March 31, 2018
Unsecured Loans		
– Foreign Currency Convertible Bonds (Refer Note – 20.5)	**60,572**	56,387
Less:		
Transferred to Other Current Financial Liabilities (Reclassified pursuant to IND (AS) –1) (Refer Note No. 20.1 & 25)	**(426,862)**	–
Total	**–**	459,581

20.1 As per the arrangements with the Lenders, the Company is required to comply with certain covenants and non–compliance with these covenants may give rights to the lenders to demand Repayment of the loans. To comply with the requirement of IND AS –1 "Presentation of Financial Statement" and as an abundant precaution the Company has classified Non–Current borrowings as Current Financial liability in the Balance Sheet as at March 31, 2019. It is the contention of the Company that moment 75% of lenders assigned their financial debt to ARC, the rest of the lenders are obligated to transfer their financial debt to Edelweiss Assets Reconstruction Company Limited (EARC) pursuant to paragraph 6.4 of the Master Circular dated July 1, 2015 issued by the Reserve Bank of India on Prudential Norms on Income Recognition Assets Classification and provisioning pertaining to Advances (IRAC) Guidelines. All the rights & liabilities including right to claim & demand any interest or principal related to their debt have deemed to be assigned and vested unto and in favour of EARC. The Company was up to date with its debt servicing to all lenders till August 2018. Subsequently, more than 75 % of lenders have sold & assigned their debt under IRAC Guidelines unto and in favour of EARC. It is the contention of the Company that the total financial debt of ₹ 320,964 Lakhs have been deemed to be assigned to EARC. EARC neither recalled its loan nor sent any default notice to the Company nor exercised any right under Agreements. The Company is in active discussion with EARC to restructure its debt to bring it down to sustainable level. The Company has filed Writ Petition before Hon'ble Mumbai High Court seeking to issue a Writ of Mandamus or any other appropriate writ, order or direction, directing dissenting lenders to forthwith comply with paragraph 6.4 of IRAC and execute agreements assigning their respective debts in favour EARC. As far as the Company's Writ Petition No.1156 of 2018 before Hon'ble Supreme Court is concerned the same has disposed of favourably by Apex Court by its order dated April 2, 2019 and held Revised Framework issued by RBI on February 12, 2018 (Revised Framework) ultra–virus to constitution and also all actions initiated pursuant to the said Revised Framework to be non–est. Therefore the proceeding initiated by one lender allegedly claiming a default of ₹ 58,102 lakhs in aggregated against the liability of ₹ 29,131 lakhs in the books of the Company, becomes not–est and the Company will take necessary steps before Hon'ble NCLT. The Company is yet to receive balance confirmation from this lender. The reclassification of non–current borrowing to borrowings as current financial liability is required to be done at the behest of mandatory requirement under IND AS–1 and during the pendency of dispute before Hon'ble Mumbai High Court between the dissenting lenders and the Company as stated above. While, the Company only recognises EARC as its financial creditor, pending admission of Writ Petition No.(L) 1436 of 2019 before Hon'ble Mumbai High Court, the Company has stated dissenting lenders as its financial creditor along with EARC.

20.2 During the Year, Banks holding 78.93% (by value) of the Indian Rupee debt, equivalent to ₹ 3,20,964 Lakhs, assigned all their rights, title and interests in financial assistances granted by them to the Company in favour of Edelweiss Asset Reconstruction Company Limited ("EARC"), acting in its capacity as Trustee of EARC Trust–SC 338 vide Assignment Agreement executed in favor of EARC.

20.3 (A) Rupee Term Loans from Banks, Financial Institutions and Asset Reconstruction Trust are secured as follows (excluding IND AS Impact) :

(i) Specific Charge – Banks, Financial Institutions and Asset Reconstruction Trust of the erstwhile standalone Company ₹ 172,248 Lakhs (Previous year ₹ 175,342 Lakhs) and erstwhile CNIL ₹ 234,377 Lakhs (Previous year ₹ 238,509 Lakhs) continue to have specfic charge on the assets or properties of respective companies as existed on the effective date of merger i.e December 22, 2017. Modification of charge in favour of Asset Reconstruction Trust is pending to be filed with the Registrar of Companies.

(ii) Personal guarantee of Mr. Manoj Tirodkar (Promoter) and sponsor support from Global Holding Corporation Private Limited (GHC) towards any shortfall in debt servicing to Banks and Financial Instituition.

(B) Foreign Currency Term Loan from Financial Institutions is secured as follows (excluding IND AS Impact) :

Specific Charge – Secured Foreign Currency Lender of erstwhile standalone Company of ₹ 5,854 Lakhs (Previous year ₹ 6,012 Lakhs) will continue to have specific charge on the assets or properties of erstwhile standalone Company as existed on the effective date of merger i.e December 22, 2017.

(C) All Secured Lenders have parri passu charge on all the present and future current assets including Cash flow and assets or properties acquired and erected after the effective date of merger i.e December 22, 2017

20.4 Terms of Repayment (excluding IND AS Impact) :

(i) Rupee Term Loans from Banks, Financial Institutions and Asset Reconstruction Trust (including Current Maturities of Long–term borrowings) having an effective yield of 10.75% over the tenure of the facility amounting to ₹ 365,527 Lakhs are repayable in 33 structured quarterly instalments ending on June 30, 2026 as per the SDR termsheet.The Maturity Profile of these loans is as set below:

2019–20	2020–21	2021–22	2022–23
₹ 53,483 Lakhs	₹ 39,157 Lakhs	₹ 45,103 Lakhs	₹ 50,126 Lakhs
2023–24	**2024–25**	**2025–26**	**2026–27**
₹ 53,508 Lakhs	₹ 53,508 Lakhs	₹ 54,431 Lakhs	₹ 16,209 Lakhs

(ii) Part of Rupee Term Loan from Asset Reconstruction Trust (assigned by ICICI Bank Limited) (including current maturities of Long–term borrowings) having an effective yield of 8 % over the tenure of the facility amounting to ₹ 30,605 Lakhs is repayable in 33 structured quarterly instalments ending on June 30, 2026 as per the SDR terms. The Maturity Profile of these loans is as set below:

2019–20	2020–21	2021–22	2022–23
₹ 5,080 Lakhs	₹ 3,359 Lakhs	₹ 3,694 Lakhs	₹ 4,030 Lakhs
2023–24	**2024–25**	**2025–26**	**2026–27**
₹ 4,198 Lakhs	₹ 4,366 Lakhs	₹ 4,366 Lakhs	₹ 1,511 Lakhs

(iii) Rupee Term Loan from Asset Reconstruction Trust having an Interest rate of 8% p.a aggregating to ₹ 10,493 Lakhs are repayable only after the Final Settlement date of all the other restructured Loans i.e., June 30, 2026 as per SDR terms,.

(iv) The Foreign Currency Term Loan (included Current Maturities of Long term borrowings) is repayable in 24 equated quarterly instalments of Euro 4 Lakhs starting from June 15 , 2013 and ending on March15 , 2021. The loan carries Interest rate of 3 months Euribor+200 bps.

20.5 Foreign Currency Convertible Bonds (FCCBs) :

(i) During the previous financial year, the Company had issued 80,745 Zero Coupon Foreign Currency Compulsorily Convertible Bonds due on 2022 of US$ 1000 each ("Series B1 Bonds), 86,417 Interest Bearing Convertible Bonds due on 2022 of US$ 1000 each ("Series B2 Bonds") and 30,078 Zero Coupon Compulsorily Convertible due 2022 of US$ 1000 each ("Series B3 Bonds") in exchange of the then Existing outstanding Interest Bearing Convertible Bonds due 2017 ("Series B Bonds") of US$ 167,193,000 along with redemption premium and outstanding interest on Series B Bonds, pursuant to Offering Memorandum dated October 26, 2017. Since these bonds were issued against the cashless exchange offer, the Company did not receive any proceeds from the offering of the Series B1 Bonds, Series B2 Bonds and Series B3 Bonds.

(ii) Terms and Conditions of the Series B1 Bonds:

a. The Series B1 Bonds are compulsorily convertible into fully paid equity shares of ₹ 10 each on October 27, 2022 at a fixed rate of exchange of ₹ 65.1386 to US$.1.00 subject to certain adjustments as described in Terms and Conditions of Series B1 Bonds;

b. The Series B1 Bonds are also convertible at the option of the holders of the Series B1 Bonds, (i) at any time from the date of issue of the Series B1 Bonds up to March 20, 2018, into equity shares at a conversion price equal to ₹ 20 per share, provided however, that on occurrence of a proposed Change of Control on and from the date issue of the Series B1 Bonds till March 20, 2018, the conversion price will be reset to ₹ 10 per Share; or (ii) at any time after March 20, 2018, into Shares at a conversion price being the higher of (a) ₹ 10 per Share, or (b) Regulatory

Floor Price in each case at a fixed rate of exchange on conversion of ₹ 65.1386 to U.S.$1.00 subject to certain adjustments as described in Terms and Conditions of Series B1 Bonds.

c. The Series B1 Bonds do not bear any interest.

(iii) Terms and Conditions of the Series B2 Bonds:

a. The Series B2 Bonds bear interest at a fixed rate of 6.7310% p.a. payable semi–annually in arrears on April 26 and October 26, beginning on the 12 months anniversary of the issuance of the Series B2 Bonds i.e. on October 26, 2018.

b. The Series B2 Bonds are redeemable at 100% of its principal amount on October 27, 2022 unless previously redeemed, converted or purchased and cancelled.

c. The Series B2 Bonds are convertible at the option of the holders of the Series B2 Bonds at any time from the date of the issue of the Series B2 Bonds up to the close of business on October 27, 2022 into Equity Shares at a conversion price equal to ₹ 10 per Share with a fixed rate of exchange on conversion of ₹ 65.1386 to U.S.$1.00 subject to certain adjustments as described in Terms and Conditions of Series B2 Bonds.

d. Following the occurrence of a Change of Control, the holder of each Series B2 Bond will have the right at such holder's option to require the Company to redeem in whole but not in part such holder's Series B2 Bonds at 100.0% of their principal amount ("Change of Control Put Price"), together with accrued and unpaid interest and default interest (if any) up to and including the date of payment of the Change of Control Put Price.

(iv) Terms and Conditions of the Series B3 Bonds:

a. The Series B3 Bonds are compulsorily convertible into fully paid equity shares of ₹ 10 each on October 27, 2022 at a fixed rate of exchange of ₹ 65.1386 to US$.1.00 subject to certain adjustments as described in Terms and Conditions of Series B3 Bonds;

b. The Series B3 Bonds are convertible at the option of the holders of the Series B3 Bonds at any time from the date of issue of the Series B3 Bonds up to the close of business on October 27, 2022 into Equity Shares at a conversion price equal to ₹ 10 per Share with a fixed rate of exchange on conversion of ₹ 65.1386 to U.S.$1.00, subject to certain adjustments as described in Terms and Conditions of Series B3 Bonds.

c. The Series B3 Bonds do not bear any interest.

(v) As on March 31, 2019, 51,348 Series B1 Bonds, 86,417 Series B2 Bonds and 12,811 Series B3 Bonds were outstanding.

20.6 The details of overdue Principal and interest payable as at March 31, 2019 is as follows:

₹ In Lakhs

Particulars	Total Overdue	Aging			
		1 month	3 Months	1 Year	More than 1 year
Principal Payable on Rupee Term Loan from Banks & Financial Institution*	4,741	1,580	–	3,161	–
Principal Payable on Rupee Term Loan from Asset Reconstruction Trust*	17,830	5,943	–	11,887	–
Principal Payable on Foreign Currency Term Loan from Financial Institution*	3,512	293	–	878	2,341
Interest Payable on Rupee Term Loan from Banks & Financial Institution**	7,612	1,656	1,592	4,363	–
Interest Payable on Rupee Term Loan from Asset Reconstruction Trust**	21,592	3,646	5,808	12,138	–
Interest Payable on Foreign Currency Term Loan from Financial Institution**	422	140	–	76	206
Interest Payable on Foreign Currency Convertible Bonds**	3,808	18	–	2,425	1,366
TOTAL	**59,517**	**13,276**	**7,400**	**34,928**	**3,913**

* Included in Current Maturities of Long–Term Borrowings (Refer Note – 25)

** Shown as Interest accrued and due on Borrowings (Refer Note – 25)

21. Other non–current Financial Liabilities

₹ In Lakhs

Particulars	**As At March 31, 2019**	As At March 31, 2018
Deposits from customers	**6,586**	6,667
Total	**6,586**	6,667

22. Provisions

₹ In Lakhs

Particulars	**As At March 31, 2019**	As At March 31, 2018
Provision for compensated absences	**66**	78
Asset Retirement Obligation	**13,179**	12,433
Total	**13,245**	12,511

23. Other non–current Liabilities

₹ In Lakhs

Particulars	**As At March 31, 2019**	As At March 31, 2018
Advance Revenue	**2,557**	2,947
Total	**2,557**	2,947

24. Trade Payables

₹ In Lakhs

Particulars	**As At March 31, 2019**	As At March 31, 2018
Suppliers for goods and services		
– Micro,Small & Medium Enterprises	**46**	56
– Others	**1,946**	1,927
Total	**1,992**	1,983

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

₹ In Lakhs

Particulars	**As at March 31, 2019**	As at March 31, 2018
(i) The principal amount and the interest due thereon remaining unpaid to any supplier at the end of each accounting year:		
(a) Principal amount Outstanding	**46**	56
(b) Interest thereon	**6**	1
(ii) The amount of interest paid by the buyer in terms of section 16 of the Micro, Small and Medium Enterprises Development Act, 2006, along with the amount of the payment made to the supplier beyond the appointed day during each accounting period:		
(a) Interest paid in terms of Section 16	**NIL**	NIL
(b) Delayed principal payments	**43**	NIL
(iii) The amount of interest due and payable for the period of delay in making payment (which has been paid but beyond the appointed day during the year) but without adding the interest specified under the Micro, Small and Medium Enterprises Development Act, 2006	**NIL**	NIL

₹ In Lakhs

Particulars	As at March 31, 2019	As at March 31, 2018
(iv) The amount of interest accrued and remaining unpaid at the end of each accounting year	**6**	1
(v) The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues above are actually paid to the small enterprise, for the purpose of disallowance of a deductible expenditure under section 23 of the Micro, Small and Medium Enterprises Development Act, 2006.	**NIL**	NIL

The Company has compiled this information based on intimations received from suppliers of their status as Micro or Small enterprises and / or its registration with the appropriate authority under Micro, Small and Medium Enterprises Development Act, 2006.

25. Other Current Financial Liabilities

₹ In Lakhs

Particulars	As At March 31, 2019		As At March 31, 2018	
Borrowings Reclassified from Non–current Borrowings pursuant to IND (AS) –1 (Refer Note No. 20 & 20.1)				
Secured Loans				
Rupee Term Loans from				
– Banks	**70,862**		–	
– Financial Institution	**21,258**		–	
– Asset Reconstruction Trust	**274,170**		–	
		366,290		–
Unsecured Loans				
– Foreign Currency Convertible Bonds (Refer Note – 20.5)		**60,572**		–
Current maturities of long–term borrowings#				
– Rupee Term Loans from Banks and Financial Institutions	**12,379**		30,069	
– Foreign Currency Term Loans from Financial Institutions	**5,844**		5,992	
– Rupee Term Loans from Asset Reconstruction Trust	**46,184**		–	
		64,407		36,061
Interest accrued but not due on borrowings		**1,792**		4,050
Interest accrued and due on borrowings (Refer Note – 20.6)		**33,434**		263
Deposits from customers		**4,191**		3,226
Creditors for Capital goods (Refer Note No. 25.1)				
– Micro,Small & Medium Enterprises	**34**		–	
– Others	**315**		489	
		349		489
Other Payable*		**29,205**		20,133
Total		**560,240**		64,222

Included overdue of principle of ₹ 26,083 Lakhs (Refer Note No. 20.6)

* Mainly includes Provision towards Rent, Electricity, Salary and Other expenses payable.

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

₹ In Lakhs

Particulars	As at March 31, 2019	As at March 31, 2018
(i) The principal amount and the interest due thereon remaining unpaid to any supplier at the end of each accounting year:		
(a) Principal amount Outstanding	**34**	NIL
(b) Interest thereon	**6**	NIL
(ii) The amount of interest paid by the buyer in terms of section 16 of the Micro, Small and Medium Enterprises Development Act, 2006, along with the amount of the payment made to the supplier beyond the appointed day during each accounting period:		
(a) Interest paid in terms of Section 16	**NIL**	NIL
(b) Delayed principal payments	**NIL**	NIL
(iii) The amount of interest due and payable for the period of delay in making payment (which has been paid but beyond the appointed day during the year) but without adding the interest specified under the Micro, Small and Medium Enterprises Development Act, 2006	**NIL**	NIL
(iv) The amount of interest accrued and remaining unpaid at the end of each accounting year	**6**	NIL
(v) the amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues above are actually paid to the small enterprise, for the purpose of disallowance of a deductible expenditure under section 23 of the Micro, Small and Medium Enterprises Development Act, 2006.	**NIL**	NIL

The Company has compiled this information based on intimations received from suppliers of their status as Micro or Small enterprises and / or its registration with the appropriate authority under Micro, Small and Medium Enterprises Development Act, 2006.

26. Other Current Liabilities

₹ In Lakhs

Particulars	As at March 31, 2019	As at March 31, 2018
Unearned revenue	**–**	141
Advance Revenue	**816**	813
Advance received from customer	**103**	43
Other Payable	**3,446**	3,454
Statutory dues	**146**	1,465
Total	**4,511**	5,915

27. Provisions

₹ In Lakhs

Particulars	As at March 31, 2019	As at March 31, 2018
Provision for compensated absences	8	6
Asset Retirement Obligation	388	366
Total	396	372

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2019

28. Revenue from Operations

₹ In Lakhs

Particulars	For the Year ended March 31, 2019	For the Year ended March 31, 2018
Revenue from Telecom/Network Infrastructure Facilities	**90,377**	166,776
Energy and Other Re–imbursements	**59,644**	66,557
Total	**150,021**	233,333

Refer Note No. 2.10 and 47

29. Other Income

₹ In Lakhs

Particulars	For the Year ended March 31, 2019	For the Year ended March 31, 2018
Interest Income	**734**	1,338
Difference on measurement of financial instruments at fair value through Profit & Loss	**(148)**	143
Profit on Sale of Investments	**485**	1,067
Extinguishment of Liabilities*	**–**	15,343*
Miscellaneous Income	**126**	360
Total	**1,197**	18,251

* Mainly related to restructuring/conversion of borrowings

30. Infrastructure Operation & Maintenance Cost (Net)

₹ In Lakhs

Particulars	For the Year ended March 31, 2019	For the Year ended March 31, 2018
Site Rentals	**25,506**	32,806
Power, Fuel and Maintenance Charges	**74,159**	69,195
Repairs and Maintenance to Plant and Equipments	**459**	2,416
Stores & Spares consumption	**11**	11
Other Operating Expenditure	**8,254**	8,240
Total	**108,389**	112,668

31. Employee Benefits Expense

₹ In Lakhs

Particulars	For the Year ended March 31, 2019	For the Year ended March 31, 2018
Salaries and Allowances	**6,403**	6,035
Contribution to Providend Fund, Gratuity fund and Other Funds	**255**	391
Employee Welfare and other amenities	**47**	57
Total	**6,705**	6,483

31.1 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

₹ In Lakhs

Particulars	For the Year ended March 31, 2019	For the Year ended March 31, 2018
Employer's Contribution to Provident fund	**152**	193
Employer's Contribution to Pension fund	**47**	57
Total	**199**	250

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.

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

₹ In Lakhs

Particulars	Gratuity Funded	
	As at March 31, 2019	As at March 31, 2018
Defined Benefit Obligation at beginning of the Year	546	555
Current Service Cost	59	62
Current Interest Cost	43	40
Past Service Cost	–	76
Liability Transfer In	6	–
Acturial (Gains)/Losses on Obligation – Due to change in Demographic Assumptions	25	–
Acturial (Gains)/Losses on Obligation – Due to change in Financial Assumptions	10	(52)
Acturial (Gains)/Losses on Obligation – Due to Experience	10	–
Benefits paid	(209)	(135)
Defined Benefit Obligation at the end of the Year	490	546

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

₹ In Lakhs

Particulars	Gratuity Funded	
	As at March 31, 2019	As at March 31, 2018
Fair Value of Plan Asset at beginning of the Year	718	686
Interest Income	56	50
Expected Return on Plan Assets	(14)	17
Actuarial Gain/ (Loss)		
Contributions	64	81
Fund Transfer In	6	24
Fund Transfer out	–	(5)
Benefits paid	(209)	(135)
Fair Value of Plan Asset at the end of the Year	621	718

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2019

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

₹ In Lakhs

Particulars	Gratuity Funded	
	As at March 31, 2019	As at March 31, 2018
Fair Value of Plan Asset at the end of the Year	621	718
Present Value of Defined Benefit Obligation at end of the Year	490	546
Liability/ (Asset) recognised in the Balance Sheet	(131)	(172)

d. Expense Recognised During the year

₹ In Lakhs

Particulars	Gratuity Funded	
	For the year ended March 31, 2019	For the year ended March 31, 2018
Current Service Cost	**59**	62
Net Interest Cost	**(13)**	(10)
Past Service Cost	**–**	76
Net Cost Recognised in Statement of Profit and Loss Account	**46**	128
In Other Comprehensive Income (OCI)		
Acturial (Gain)/Loss	**46**	(52)
Return on Plan assets	**14**	(17)
Net (Income)/Expenses for the year recognised in OCI	**60**	(69)

e. Assumptions used to determine the defined benefit obligation

Particulars	Gratuity Funded	
	For the year ended March 31, 2019	For the year ended March 31, 2018
Mortality Table	**Indian Assured Lives mortality (2006–08) Ultimate**	Indian Assured Lives mortality (2006–08) Ultimate
Discount Rate (p.a.)	**7.47%**	7.78%
Estimated rate of return on Plan Assets (p.a.)	**7.47%**	7.78%
Expected rate of increase in salary (p.a.)	**5.00%**	5.00%

The estimates of rate of increase in salary considered in actuarial valuation, take into account inflation, seniority, promotion and other relevant factors including supply and demand in the employment market. The above information is certified by the actuary.

The Expected Rate of Return of Plan Assets is determined considering several applicable factors. Mainly the composition of Plan Assets held, assessed risks, historical results of return on Plan Assets and the Company's policy for Plan Assets Management.

f. The major categories of plan assets of the fair value of the total plan assets are as follows:

₹ In Lakhs

Particulars	Gratuity Funded	
	For the year ended March 31, 2019	For the year ended March 31, 2018
Insurance Fund	621	718

g. Sensitivity Analysis

Significant Actuarial Assumptions for the determination of the defined benefit obligation are discount trade, expected salary increase and employee turnover. The sensitivity analysis below, have been determined based on reasonably possible changes of the assumptions occurring at the end of the reporting period, while holding all other assumptions constant. The result of Sensitivity analysis is given below:

Sensitivity Analysis

₹ In Lakhs

Particulars	Gratuity Fund			
	For the year ended March 31, 2019	**For the year ended March 31, 2019**	For the year ended March 31, 2018	For the year ended March 31, 2018
Sensitivity level	**1% Increase**	**1% Decrease**	1% Increase	1% Decrease
Assumptions				
Impact of Rate of discounting	**(31)**	**35**	(46)	52
Impact of Rate of salary increase	**31**	**(29)**	48	(43)
Impact of Rate of Employee Turnover	**6**	**(7)**	12	(13)

h. Expected Contribution towards defined benefit plan in future years:

Maturity Analysis of Projected benefit Obligation :From the Fund

₹ In Lakhs

Particulars	Gratuity Funded	
	For the year ended March 31, 2019	For the year ended March 31, 2018
Within 1 year	**50**	24
1–2 year	**30**	17
2–3 year	**61**	34
3–4 year	**30**	71
4–5 year	**44**	19
5–10 years	**236**	230

Maturity Analysis of Projected Defined Benefit Obligation is done considering future salary, attrition & death in respective year for members as mentioned above.

32. Finance Costs

₹ In Lakhs

Particulars	**For the year ended March 31, 2019**	For the year ended March 31, 2018
Interest	**51,508**	56,820
Other Borrowing Costs	**90**	154
Exchange difference to the extent considered as an adjustment to borrowing costs	**1,835**	–
Total	**53,433**	56,974

33. Bad Debts and Provision for Trade Receivables and Advances

₹ In Lakhs

Particulars	**For the year ended March 31, 2019**	For the year ended March 31, 2018
Balances Written Off (Net)	**2,594**	5,090
Less: Provision for Doubtful Debts/Advances Written Back	**(2,594)**	(5,090)
	–	–
Provision for Expected Credit Loss, Trade Receivables & Energy Recoverables	**564**	24,544
Provision for Doubtful Advances	**3,506**	–
Total	**4,070**	24,544

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2019

34. Exchange Differences (Net)

₹ In Lakhs

Particulars	**For the year ended March 31, 2019**	For the year ended March 31, 2018
Exchange differences (net)	**2,328**	3,102
Total	**2,328**	3,102

35. Other Expenses

₹ In Lakhs

Particulars	**For the year ended March 31, 2019**	For the year ended March 31, 2018
Rent	**794**	1,190
Property Tax Including Rates and Taxes – Others	**1,256**	957
Electricity	**113**	219
Repairs and Maintenance		
– Office Building	**–**	5
– Office Equipments	**25**	27
– Others	**6**	13
Insurance Premium	**431**	473
Communication Cost	**56**	102
Travel and Conveyance	**626**	845
Legal and Professional Charges	**5,241**	3,267
SDR, Merger and Other related Expenses	**–**	4,118
Payment to Auditors	**46**	138
Office Expenses	**397**	566
Printing and Stationery	**48**	66
Directors' Sitting Fees*	**73**	191
Advertisement and Business Promotion	**57**	323
Loss on Sale of Fixed Assets (Net)	**469**	2,027
Miscellaneous Expenses	**539**	573
Total	**10,177**	15,100

* Directors' Sitting Fees includes ₹ NIL (Previous year ₹ 58 lakhs) paid to Directors of erstwhile CNIL

35.1 Auditor's Remuneration includes

₹ In Lakhs

Particulars	**For the year ended March 31, 2019**	For the year ended March 31, 2018
Audit Fees	**35**	40
Tax Audit Fees	**–**	20
Certification Fees	**11**	55
Taxation Matters	**–**	22
Out of Pocket Expenses (* ₹ 42,299)	**–**	0*
Total	**46**	138

36. Exceptional Items

₹ in Lakhs

Particulars	For the year ended March 31, 2019	For the year ended March 31, 2018
Impairment loss (Refer note no. 3(a)(vi) and 3(d)(i))	**57,701**	142,016
Total	**57,701**	142,016

37. Operating Lease commitments

Company as a lessor

The Company has entered into operating lease arrangement with its customers for Infrastructure provisioning. Future Minimum lease payments receivable under non–cancellable operating lease are as follows:

₹ in Lakhs

Particulars	March 31, 2019	March 31, 2018
Period		
Within one year	**69,564**	69,538
After one year but not later than five years	**243,452**	236,549
Later than five years	**177,442**	196,668

Company as a lessee

The Company has entered into operating lease arrangement with Landlords for its Site Locations. Future Minimum lease payments under these operating lease arrangements are as follows:

₹ in Lakhs

Particulars	March 31, 2019	March 31, 2018
Period		
Within one year	**21,832**	26,445
After one year but not later than five years	**48,232**	56,231
Later than five years	**35,679**	38,382

38. (A) Contingent Liabilities and Commitments

i) Contingent liabilities not provided for:

₹ in Lakhs

Particulars	March 31, 2019	March 31, 2018
Bank guarantees (provided under contractual and legal obligations)	**29**	53
Claims against the Company not acknowledged as debts	**59,440**	32,150
Disputed liability in respect of indirect tax matters under appeal	**26,662**	16,978
Disputed liability in respect of direct taxes matters under appeal	**1**	370
Employee related expected claims	**2,500**	–

(ii) Certain Legal issues are outstanding against the Company mainly in relation to the alleged non–compliance of policies of municipal corporations, cases pending for permanent injunctions, objections by the local residents, disputes with site owners, in respect of which the amounts cannot 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.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2019

(B) Estimated amount of contracts remaining to be executed on capital account and not provided for (Net of Advances)

₹ in Lakhs

Particulars	March 31, 2019	March 31, 2018
Capital Commitments	**575**	2,721

Cash outflow is expected on execution of such contracts on progressive basis.

(C) As a matter of abundant precaution and on the basis of legal advice, the Company has set aside amounts towards certain statutory dues/other commitments/contingent liabilities such as Service Tax, Property Tax, Operational Dues, etc. considering the possibilities of payments under protest. However, the Company does not expect any eventual material financial effect of the above matters under litigation.

39. 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 ₹ 93 Lakhs. The Company deposited the whole amount under protest and subsequently the Commissioner granted the relief to the Company of ₹ 78 lakhs. 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.

40. During earlier years, as legally advised, the Company's CENVAT credit aggregating to ₹ 7,993 Lakhs was utilized for discharging service tax liability of CNIL, an erstwhile Associate, which subsequently got merged with the Company. CNIL also paid the same amount to the Service Tax Authority under Voluntary Compliance Encouragement Scheme (VCES) in November, 2013. Subsequently, the Company filed a writ petition in High Court of judicature at Mumbai for seeking restoration of this cenvat credit and 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 an 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.

41. The Hon'ble Supreme Court vide its order dated December 16, 2016 upheld that "Mobile Telecommunication Tower" is exigible to Property Tax and the State can levy property tax on Mobile Towers. While deciding the Special Leave Petition (SLP) for Maharashtra matters, the Hon'ble Supreme Court had given liberty to agitate the issue with regard to the retrospective operation of assessment/demand of tax and the quantum thereof before the appropriate forum.

Post the Judgment of Hon'ble Supreme Court on January 2017, the Company had challenged the quantum of property tax and other issues before the Bombay High Court. By an order dated April 18, 2017, Bombay High Court dismissed the appeal.

Against the said order, the Company preferred a SLP with regards to the manner, quantum, component of property tax and other issues. The said SLP was finally disposed of by an order dated January 02, 2019 and Hon'ble Supreme Court has set aside the Bombay High Court order dated April 18, 2017 and has directed the Bombay High Court to decide the Writ Petition on merits. The Company has filed an amendment application before the Bombay High Court in view of the Supreme Court order and developments happened during the pendency of the SLP before Supreme Court.

Another IP Company by name ATC Telecom Pvt. Ltd has preferred an appeal before Hon'ble Supreme Court against the Order of the Gujarat High Court on the rates and taxes to be fixed for mobile towers in lieu of the Amendment made in the Gujarat Provincial Municipal Corporation Act, 1949 in the year 2011. Supreme Court after hearing the ATC Company in September, 2018 has granted leave and the matter is pending for final hearing.

Also with respect to the few sites where demand notices for property tax have been received, the Company has contested the demands by filing writ petitions in appropriate Courts for the assessment of property tax demand / retrospective levy of property tax, procedure and quantum that have been demanded. Various Hon'ble High Courts have passed orders not to take any coercive action till the admission of matter.

The matter being still sub–judice, non–receipt of demand notes for majority of the towers of the Company and the Company's right to recover property tax from certain customers, the Company is unable to quantify actual property tax amount payable excluding the components which are under challenge. The total impact of provision will be considered as and when the matter is resolved.

42. The management and authorities have the power to amend financial statements in accordance with section 130 and 131 of Companies Act, 2013.

43. As per Ind AS 24, the disclosure of transactions with the related parties are given below:

(a) List of Related Parties and relationships:

(I) Key Management Personnel

Mr. Milind K. Naik, Whole Time Director

Mr. Bhupendra J. Kiny, Chief Financial Officer (w.e.f. January 1, 2018)

Mr. Laxmikant Y. Desai, Chief Financial Officer (upto December 31, 2017)

Mr. Nitesh A. Mhatre, Company Secretary

(II) Others#

GTL Limited (GTL) (upto March 28, 2019)

Global Holding Corporation Pvt Ltd (upto March 28, 2019)

(b) Transactions during the year with related parties:

₹ in Lakhs

	Particulars	**For the Year Ended March 31, 2019**	For the Year Ended Mar 31, 2018
I]	**KEY MANAGERIAL PERSONNEL**		
i)	**Milind Naik– Whole Time Director***		
	Salaries & Allowances	**78**	47
	Post Employment Benefits	**4**	2
	Director Sitting Fees	**–**	9
	Total	**82**	**58**
ii)	**L.Y. Desai, CFO***		
	Salaries & Allowances	**–**	89
	Post Employment Benefits	**–**	3
	Total	**–**	**92**
iii)	**Bhupendra Kiny, CFO***		
	Salaries & Allowances	**116**	21
	Post Employment Benefits	**3**	1
	Total	**119**	**22**
iv)	**Nitesh Mhatre, Company Secretary***		
	Salaries & Allowances	**39**	94
	Post Employment Benefits	**2**	2
	Total	**41**	**96**
II]	**OTHER**		
	GTL Limited		
	Purchase/Upgradation of Fixed Assets	**2,164**	5,707
	Reimbursement of expenses from	**9**	610
	License fees for sharing premises from	**44**	40
	Energy Management Services/Interim Service Fees	**6,622**	44,366
	Field Level Operations & Maintenance Charges	**16,656**	14,595
	Legal and Professional Charges	**24**	23
	Reimbursement of expenses to	**44**	813
	Rent to	**282**	452
	Capital Advance given	**–**	1,480
	Capital Advance Returned	**–**	–

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2019

₹ in Lakhs

Particulars	**As at March 31, 2019**	As at Mar 31, 2018
Balance at the year end		
Trade Payables	–	–
Capex Creditors	–	–
Capital Advances	–	1,480
Opex Advances	–	–
Other Payable	–	763
Deposit given	–	216
Non–Current Investment ##	–	–

Note:

* As the Liability for gratuity and leave encashment are provided for the company as a whole amounts accrued pertaining to Key managerial personnel are not included above.

Details of Investment made are given in note no. 4

During the year ended March 31, 2019, equity shares pledged by GTL Ltd (the Promoter Company) in favour of CDR lenders of GTL Ltd through security trustee IDBI Trusteeship Services Ltd (ITSL) were invoked and transferred to account of ITSL. Thereby shareholding of GTL ltd in the Company as on March 31, 2019 falls to nil, which is below the minimum prescribed limit of being related to the Company. Accordingly, GTL Ltd. Ceases to be a related party of the Company as on March 31, 2019.

– Transaction Figures are inclusive of GST wherever applicable

Terms & conditions:

The transactions with related parties are at arm's length price and in the ordinary course of business. All outstanding balances are unsecured and are repayable in cash unless otherwise settled.

44. Earnings Per Share

Particulars	**For the year ended March 31, 2019**	For the year ended March 31, 2018
Net Loss after tax attributable to Equity Shareholders for Basic/Diluted EPS	**(153,940)**	(189,295)
Weighted average number of equity shares* outstanding for Basic/Diluted# EPS	**12,737,019,781**	11,994,620,239
Basic & Diluted Earnings Per Share of ₹ 10 Each	**(1.21)**	(1.58)

* Includes shares to be issued to the holders of Foreign Currency Compulsorily Convertible Bonds (FCCB Series–B1 & B3).

The effect of Foreign Currency Optionally Convertible Bonds (FCCB Series–B2) 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.

45. Details of loans given, investment made and Guarantees given, covered U/s 186(4) of the Companies Act, 2013

The Company has not given any Loan or Guarantee to any party for their borrowings.

Details of Investments are given in note no. 4 to the financial statement

46. Deferred tax

46.1 Reconciliation of tax expenses and the accounting profit multiplied by domestic tax rate

Since the Company has incurred loss during the year 2018–19, previous year 2017–18 and no tax is payable for these years as per provisions of Income Tax Act, 1961 and no deferred tax assets recognised. The effective tax rate applicable for Financial Year 2018–19 is 34.94% at Maximum Marginal rate.

46.2 Deferred tax liabilities / (Assets) relates to the following:

₹ in Lakhs

Particulars	March 31, 2019	March 31, 2018
Property, Plant & Equipment and Investment Property	**81,319**	98,481
Intangible Assets	**(2,315)**	(3,083)
Investments	**(21,880)**	(21,004)
Disallowance Under Section 43B of the Income Tax Act, 1961	**(11,328)**	(1,359)
Provision for doubtful debts	**(6,747)**	(7,453)
Tax Losses :		
Business Losses	**–**	–
Unabsorbed Depreciation	**(152,688)**	(119,398)
Deferred Tax (Assets)/Liability	**(113,639)**	(53,816)

Note: Figures in bracket indicates Deferred Tax Assets

The Company has net Deferred Tax Assets (DTA) as at March 31, 2019 which is not recognised in the Financial Statements in the absence of probable taxable profits against which the same can be utilised.

46.3 Amount and expiry date of unused tax losses for which no deferred tax asset is recognised:

₹ in Lakhs

Assessment Year (AY)	Unused tax Loss	Carried Forward Till AY
2013–14	30,265	2021–22
2014–15	25,840	2022–23
2015–16	1,652	2023–24
2016–17	17,569	2024–25
2017–18	7,420	2025–26
2018–19	–	2026–27
2019–20	–	2027–28
Total	**82,746**	

From last many years the Company is incurring losses and does not expect sufficient future taxable income in the near future against which the unused tax losses can be utilised, so the Company has not recognised the DTA for the same.

47. Ind AS 115 Disclosure

(a) The following table discloses the movement in unbilled revenue on fixed price contracts during the Year ended March 31, 2019

₹ in Lakhs

Particulars	March 31, 2019
Balance at the beginning	**5,995**
Add : Revenue recognized during the year	**6,453**
Less : Invoiced during the year	**5,995**
Less : Impairment / (reversal) during the year	**–**
Add : Translation gain/(Loss)	**–**
Balance at the end	**6,453**

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2019

(b) The following table discloses the movement in unearned revenue balances during the year ended March 31, 2019

₹ in Lakhs

Particulars	March 31, 2019
Balance at the beginning	**1,197**
Add : Reclassified from assets held for sale	**–**
Less: Revenue recognized during the year	**1,197**
Add: Changes due to Business Combinations	**–**
Add: Invoiced during the year but not recognized as revenues	**–**
Add: Translation loss / (gain)	**–**
Balance at the end	**–**

The impact on account of applying the erstwhile Ind AS 18 Revenue standard instead of Ind AS 115 Revenue from contract with customers on the financials results of the Company for the year ended March 31, 2019 is not significant.

(c) Disaggregated Revenue information:– Refer note no. 28

(d) Due to uncertainty of revenue recovery from BSNL, owing to its recent defaults in revenue collections, the Company has not recognised the revenue amounting to ₹ 2,269 Lakhs for the financial Year 2018–19.

48. Movement in provisions: –

Disclosures as required by Ind AS 37 – Provisions, Contingent Liabilities and Contingent Assets: –

₹ in Lakhs

Nature of provision	Provision for Compensated Absences	Asset Retirement Obligation	Total
As at April 1, 2018	**83**	**12,800**	**12,883**
Unwinding of finance cost	–	839	839
Addition	–	–	–
Payment	(9)	–	(9)
Reversal of liability	(0.16)	(74)	(74)
As at March 31, 2019	**74**	**13,565**	**13,639**

49. 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 the business

50. 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.

Revenues from operation includes ₹ 140,440 Lakhs (previous year ₹ 166,054 Lakhs) aggregate amount of revenue from five customers (previous year five customers), contributing each one of them to more than 10% of total revenue of the company.

These revenues are attributed to the Revenue from Telecom / Network Infrastructure Facilities & energy reimbursements.

51. Fair Values

Set out below, is the carrying amounts and fair value of the Company's financial assets and liabilities that are recognised in the financial statements

a) **Financial Assets measured at fair value through profit or loss:**

₹ in Lakhs

Particulars	March 31, 2019	March 31, 2018
Financial Assets :		
– Investment in Preference Shares	–	– –
– Investment in Equity Shares	–	
– Investment in units of Mutual Funds	**1,062**	13,981
Total	**1,062**	13,981

b) **The carrying amounts of the following financial assets and financial liabilities are a reasonable approximation of their fair values.**

Accordingly, the fair values of such financial assets and financial liabilities have not been disclosed separately

i) Financial Assets:

– Trade Receivables

– Cash and Cash equivalents

– Bank balances other than cash and cash equivalents

– Loans & advances

– Security Deposits

ii) Financial Liabilities:

– Trade Payables

– Other current liabilities

– Borrowings

– Customer Deposits

Fair Valuation techniques used to determine fair value

The Company maintains procedures to value financial assets or financial liabilities using the best and most relevant data available. The fair values of the financial assets and liabilities are included at the amount that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.

The following methods and assumptions were used to estimate the fair values:

i. The fair value of investments in unlisted equity and Preference shares is determined using Net Asset Value (NAV) method.

ii. Fair Value of mutual fund are reported as per Net Asset Value

iii. The fair values of non–current loans/Borrowings and security deposits are calculated based on Discounted Cash Flows technique (DCF) using a current lending rate relevant to the instrument

iv. Fair value of trade receivable, cash & cash equivalents, other bank balances, trade payables, loans and other financial assets and liabilities are approximate to their carrying amounts largely due to the short–term maturities of these instruments.

v. Fair Value of financial instruments measured at amortised cost such as Deposits, Borrowings, etc are approximate to their Carrying values.

vi. The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

52. Fair Value Hierarchy

The Company uses the following hierarchy for determining and disclosing the fair value of financial instruments by valuation techniques: –

Level 1:– Quoted prices / published NAV (unadjusted) in active markets for identical assets or liabilities. It includes fair value of financial instruments traded in active markets and are based on quoted market prices at the balance sheet date and financial instruments like mutual funds for which net assets value (NAV) is published by mutual fund operators at the balance sheet date.

Level 2:– Inputs, other than quoted prices included within level 1, that are observable for the asset or liability, either directly (that is, as prices) or indirectly (that is, derived from prices). It includes fair value of the financial instruments that are not traded in an active market is determined by using valuation techniques. These valuation techniques maximise the use of observable market data where it is available and rely as little as possible on the Group specific estimates. If all significant inputs required to fair value an instrument are observable then instrument is included in level 2.

Level 3:– Inputs for the asset or liability that are not based on observable market data (that is, unobservable inputs). If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3.

The following table provides the fair value measurement hierarchy of the Company's Assets and Liabilities

₹ in Lakhs

Particulars	**March 31, 2019**			March 31, 2018		
	Level 1	**Level 2**	**Level 3**	Level 1	Level 2	Level 3
Financial Assets measured at fair value through Profit or loss (Investments) :						
–Investment in Preference shares	**–**	**–**	**–**	–	–	–
–Investment in Equity Shares (Unquoted) (refer note no. 4)*	**–**	**–**	**–**	–	–	–
–Investment in Mutual Funds	**1,062**	**–**	**–**	13,981	–	–
Total	**1,062**	**–**	**–**	13,981	–	–

* Description of the inputs used in the fair value measurement:

Following table describes the valuation techniques used and key inputs to valuation for level 3 of the fair value hierarchy as at March 31, 2019 and March 31, 2018 respectively:

Particulars	**Level 3**	**As at March 31, 2019**	As at March 31, 2018
Financial Assets measured at fair value through profit or loss (Investments):			
	Valuation Technique	**Book Value**	Book Value
Investment in Equity Shares (Unquoted)	Inputs used	**Financial statements**	Financial statements
	Sensitivity	**No material impact on fair valuation**	No material impact on fair valuation

53. Financial Risk Management Objective and Policies:

The Company's principal financial liabilities comprise loans and borrowings including Interest thereon, Trade payables, Capex Creditors, deposits from Customers and others Financial Liabilities. The main purpose of these financial liabilities is to finance the Company's operations, including Tower upgradation projects under implementation. The Company's principal financial assets include Investments, Deposits, loans and advances, receivables and cash and bank balances that are derived directly from its operations.

The Company is exposed to market risk, credit risk and liquidity risk. The Audit Committee of the Board of Directors of the Company oversees the management of these risks. The focus of Risk Management is to assess risks, monitor, evaluate and deploy mitigation measures to manage these risks within risk appetite.

The Board of Directors reviews and agrees policies for managing each of these risks, which are summarized below:

1) Market Risk

Market risk is the risk that the fair value of future cash flows of financial instruments will fluctuate because of changes in market prices. Market risk comprises three types of risk: interest rate risk, currency risk and other price risk, such as equity price risk and commodity risk. Financial Instrument affected by market risk includes loans and borrowings, deposits and derivative financial instruments.

As the revenues from company's tower business are dependent on the sustainability of Telecom sector, Company believes that macro–economic factors, including the growth of Indian economy, interest rates as well as political & economic environment, have a significant direct impact on company's business, results of operations & financial positions.

a) Interest Rate Exposure profile appended in the table below:

₹ in Lakhs

Borrowings	**March 31, 2019**	March 31, 2018
Floating Rate Loans with interest thereon	**6,284**	5,282
Fixed rate Loans with interest thereon	**497,711**	493,597
Total	**503,995**	499,879

b) Foreign Currency Exposure that are not hedged by derivative instruments is as follows:

Unhedged Foreign currency exposure as at March 31, 2019	**Currency**	**Amount in Foreign Currency**	**₹ In Lakhs**
Borrowings and interest thereon	USD ($)	94,454,198	61,882
Borrowings and interest thereon	Euro (€)	8,051,398	6,284
Trade Payable	USD ($)	38,233	27
Total		**102,543,829**	**68,193**

Unhedged Foreign currency exposure as at March 31, 2018	**Currency**	**Amount in Foreign Currency**	**₹ In Lakhs**
Borrowings and interest thereon	USD ($)	88,514,223	57,657
Borrowings and interest thereon	Euro (€)	7,837,966	6,282
Trade Payable	USD ($)	38,233	25
Total		**96,390,422**	**63,964**

Notes:

(i) Above exposure does not include exposure towards Foreign Currency Compulsory Convertible bonds

(ii) Amounts in INR are at the closing exchange rates at the year end.

(iii) Amounts reported above are at actuals while same are measured at amortised cost in the financial statements

c) Interest Rate Risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. Company's fixed rate long term borrowings carry step up interest rate with a predetermined yield rate which is fixed throughout the tenor of the borrowings, whereas floating rate long Term Borrowing is exposed to market rate fluctuations.

In order to manage this risk exposure, management keeps a portfolio mix of fixed & floating interest rate Debts in the total portfolio of financial instruments.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2019

Interest rate sensitivity:

With all other variable held constant the following table reflects the impact of borrowing cost on floating rate portion of total Debt:

₹ in Lakhs

Financial Year ended	Floating Rate Borrowings particular	Risk Exposure on Interest Rate (Increase/ Decrease in basis points)	Consequent effect on profit/ loss before tax
March 31, 2019	Foreign Currency Term Loan	100	63
March 31, 2018	Foreign Currency Term Loan	100	63

d) Foreign Currency Risk

Foreign currency risk is the risk that the fair value or future cash flows of an exposure will fluctuate because of changes in foreign exchange rates. The Company's exposure to the risk of changes in foreign exchange rates relates primarily to the Company's borrowings related to its foreign currency convertible bonds & foreign currency loan.

Foreign currency risk is managed by effective foreign risk management policy based on risk perception of the management

Foreign Risk Sensitivity:

The following table demonstrates the sensitivity in the USD & Euro to Indian Rupees with all other Variable held constant. The effect on loss before tax due to foreign exchange rate fluctuation:

₹ in Lakhs

Particulars	Foreign Currency	Risk Exposure on Forex Rate (Increase/ Decrease in basis points)	Consequent effect on profit/ loss before tax	
			March 31, 2019	March 31, 2018
Foreign Currency Convertible Bonds	USD ($)	100	**619**	577
Foreign Currency Term Loan	Euro (€)	100	**63**	63
Trade Payable	USD ($)	100	**0.27**	0.25
Total			**682**	**640**

e) Commodity Price Risk

The Company invests on upgradation of its tower assets which includes purchases of A class items like Battery banks, Diesel Generators, SMPS and other electrical items. The prices of these items fluctuate based on the prices of its raw material which in case of battery bank is Lead prices. Further, Company consumes Diesel and Electricity for running its tower sites. These rates for Diesel and Electricity fluctuate based on central and state policies. Company has entered into contracts with the Customers for recovery of Diesel and Electricity Expenses. These contracts are linked with actual Diesel and Electricity Rates thus resulting in natural hedging.

Commodity price risk is managed by effective risk management policy with help of company's Supply Chain Management Team and Central Purchasing Committee based on risk perception.

2) Credit Risk

Credit risk refers to the risk of default of obligations by the counterparty resulting in a financial loss. The Company is exposed to credit risk from its operating activities (primarily trade receivables) and from its financing activities, including deposits with banks and investments in mutual funds.

Trade Receivables

The Company periodically assesses the financial reliability of its customers, taking into account the current economic trend, business challenges, historic trend of payments, bad debts & ageing of accounts receivables. The Company provides Passive Telecom Infrastructure to Telecom Operators in India. During previous few years, all telecom companies faced increased pressure on earnings and financing fronts. The Supreme Court of India verdict for cancellation of 122 telecom licenses caused troubles for tower companies, adversely impacting their financing and fund raising plans.

The Company's revenue was severely impacted by the voluntary filing of bankruptcy by Aircel in March 2018, Business Exits by Tata, RCom and SSTL and other developments during FY 2018–19 including consolidation among operators such as Vodafone– Idea, Telenor Bharti etc. The Company believes that it has binding long term contractual lock in arrangements with Aircel/other operators and accordingly, continues to pursue its claim of approx. ₹ 14,00,000 lakhs arising out these developments.

In case of BSNL/MTNL, due to long overdues and uncertainty in collection, the Company has taken necessary action to mitigate the funding risk by terminating certain non–paying sites.

The Company, as a part of its risk management plan, has proactively taken various measures to ensure smooth operations and contracted network time for remaining customers which would enable the Company to keep the credit risk at moderate level. The Company has also obtained rolling advances & security deposits from its customers which in turn mitigate the credit risk to that extent.

The Company uses a provision matrix to compute the expected credit loss allowance for trade receivables and unbilled revenues. The provision matrix takes into account available external and internal credit risk factors and the Company's historical experience with customers.

Financial instruments and Bank deposits

The Company considers factors such as track record, size of the institution, market reputation and service standards to select the banks with which its balances and deposits are maintained. The Company does not maintain significant cash and deposit balances other than those required for its day to day operations

3) Liquidity Risk

Liquidity risk is that the company will not be able to settle or meet its obligation on time or at reasonable price. Company's principal sources of liquidity are cash flows generated from its operations including deposits and advances received from customers as a part of its MSA signed. In view of recent telecom sector developments affecting the Company, various steps have been initiated by the Company to ensure that liquidity risk remains at low level.

The Company's revenue was severely impacted by the voluntary filing of bankruptcy by Aircel in March 2018, Business Exits by Tata, RCom and SSTL and other developments during FY 2018–19 including consolidation among operators such as Vodafone– Idea, Telenor Bharti etc. The Company believes that it has binding long term contractual lock in arrangements with Aircel/other operators and accordingly, continues to pursue its claim of approx. ₹ 14,00,000 lakhs arising out these developments.

In case of BSNL/MTNL, due to long overdues and uncertainty in collection, the Company has taken necessary action to mitigate the funding risk by terminating certain non–paying sites.

The Company, in these circumstances, has proactively taken various steps to ensure smooth operations and contracted network uptime for remaining customers, namely Vodafone Idea Ltd, Jio, Bharti Airtel, BSNL etc. These steps include realignment of debt with revised cash flows, reduction in fixed/semi variable costs including wages, electricity and diesel charges, operations and maintenance charges, ground rent etc. Towards this end, the Company is in the process of re–negotiating its arrangements with existing vendors. These steps are expected to enable the Company to remain EBITDA positive during the turnaround phase.

The Hon'ble Supreme Court vide its Final Judgment dated April 2, 2019 has held the RBI's Revised Circular dated February 12, 2018 as ultra vires as a whole and has declared it to be of no effect in law. The Hon'ble Supreme Court has also held and declared all the cases in which debtors have been proceeded against by Financial Creditors under Section 7 of the Insolvency and Bankruptcy Code, only because of the operation of the RBI's Circular dated February 12, 2018 to be non–est. Accordingly, the CIRP process initiated by a Lender allegedly and wrongly claiming a default of ₹ 58,102 lakhs in aggregate as per statement provided by them of March 31, 2019 as against the liability of ₹ 29,131 lakhs in the books of the Company as of March 31, 2019, becomes not–est and the Company will take necessary steps before Hon'ble NCLT.

Further, the Telecom sector moving towards stabilization, financially strong operators constituting more than 90% of the Company's tenants /revenues, expected recovery against claim from operators, expected to have realignment of debt by EARC in accordance with cash flows can lead to stabilization and revival of the Company.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2019

The below table summarizes the maturity profile of the company's financial liability based on contractual undiscounted cash flows:

₹ in Lakhs

As at March 31, 2019	Less than 1 year	More than 1 year	Carrying Value
Interest bearing Loans & Borrowing* (Including current maturities)	526,495	–	526,495
Other financial liabilities	33,745	6,586	40,331
Trade Payables	1,992	–	1,992

As at March 31, 2018	Less than 1 year	More than 1 year	Carrying Value
Interest bearing Loans & Borrowing (Including current maturities)	40,375	459,581	499,956
Other financial liabilities	23,847	6,667	30,514
Trade Payables	1,983	–	1,983

* Refer note no. 20.1

54. Capital Management

For the purpose of the company's capital management, capital includes issued equity capital, mandatorily convertible foreign currency bonds, securities premium, all other equity reserves attributable to the equity holders of the Company. The primary objective of the Company's capital management is to ensure continuity of the operating activities of the Company.

The Company manages its capital structure and makes adjustments in light of changes in economic conditions and the requirements of the financial covenants. The funding requirement is met through mixture of existing equity, internal accruals and existing long term borrowings etc.

In order to achieve this overall objective, the Company's capital management, amongst other things, aims to ensure that it meets financial covenants attached to the interest–bearing loans and borrowings that define capital structure requirements.

No changes were made in the objectives, policies or processes for managing capital during the years ended March 31, 2019, March 31, 2018.

Capital Gearing Ratio:

₹ in lakhs

Particulars	March 31,2019	March 31,2018
Equity	1,231,910	1,212,527
Other Equity	(1,064,860)	(891,477)
Total (A)	167,050	321,050
Borrowings		
Non Current	–	459,581
Current	526,495	40,375
Total (B)	526,495	499,956
Capital Gearing Ratio (B/A)	3.15	1.56

55. The Company had undertaken a Corporate Debt Restructuring (CDR) exercise in 2011 as per applicable CDR guidelines and regulations. For reasons beyond the management control, post implementation of CDR package, the adverse conditions relating to the telecom sector had a material adverse impact in the achievement of the CDR projections. The Company had met its repayment obligations till June 30, 2016 out of its cash accruals and realization from current assets. However in view of the substantial developments which have had a significant impact on the financial performance of the Company, the repayment obligations were not likely to be met going forward. In view thereof, in the Joint Lender Forum (JLF) meeting held on September 20, 2016, the Rupee Lenders reviewed the account and after deliberations, invoked the scheme for SDR. Thus with secured debt reduced to a sustainable level , there was significant investor interest for buying out lenders equity stake as part of the Strategic Debt Restructuring (SDR) process.

However, the investor process was jeopardized due to the shutdown / exit of major telecom operators such as Aircel Group, Reliance Communications and Tata Tele who constituted more than 60% of revenue and around 80% annualized EBITDA of the company. Table below highlights the tenancies lost by the company due to telecom sector events over the past 8–9 years

Sr no	Event	Tenancy Loss	Year / Month	Comments
1	Cancellation of 2G licenses	6,000	February 2012	Supreme Court Judgement on cancellation of 122 2G telecom licenses.
2	Aircel default of ROFR commitment	15,200	May 2014	Legal and financial issues
3	Slower 3G/BWA growth	4,750	Since FY 2012	Industry slowdown following the Supreme Court verdict
4	Operator scale back due to auction	3,500		
5	Aircel filing of bankruptcy	23,726	February 2018	Unsustainable business due to competition
6	RCom shutdown of wireless business	1,386	November 2017	
7	TATA exit from wireless business	2,137	October 2017	
8	Merger of Vodafone – Idea	3,150	March 2017	Forced industry consolidation due to competition
9	Consolidation: Airtel–Telenor	942	March 2017	
	Aggregate tenancy loss from 2012–2018	**60,791**		

With the telecom sector moving towards stabilization, management believes that below events are positive developments which will lead to stabilization and revival of company.

1. Three financially strong operators constituting more than 90% of company tenants / revenues continue to grow
2. Non–cancellable contract revenue from these 3 operators
3. Constructive progress on negotiations with leading operator for bulk tenancy on unoccupied and single tenant towers
4. Expected recovery against claims from Operators
5. Bank of America Merrill Lynch and Oaktree Capital through Edelweiss ARC (EARC) buying secured debt of company with a bid of ₹ 240,000 Lakhs of which ₹ 186,000 Lakhs have already paid to Lenders
6. The Company is expected to have realignment of debt by EARC in accordance with cash flows can lead to stabilization and revival of the Company.
7. The Hon'ble Supreme Court vide its Final Judgment dated April 2, 2019 has held the RBI's Revised Circular dated February 12, 2018 as ultra vires as a whole and has declared it to be of no effect in law. The Hon'ble Supreme Court has also held and declared all the cases in which debtors have been proceeded against by Financial Creditors under Section 7 of the Insolvency and Bankruptcy Code, only because of the operation of the RBI's Circular dated February 12, 2018 to be non–est. Accordingly, the CIRP process initiated by a Lender

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2019

allegedly and wrongly claiming a default of ₹ 58,102 lakhs in aggregate as per statement provided by them of March 31, 2019 as against the liability of ₹ 29,131 lakhs in the books of the Company as of March 31, 2019, becomes not–est and the Company will take necessary steps before Hon'ble NCLT.

In view of the above, the Company continues to prepare the financial statements on a going concern basis.

56. The figures for the corresponding previous year have been regrouped/rearranged wherever necessary, to make them comparable.

As per our report of even date
For **PATHAK HD & ASSOCIATES**
Chartered Accountants
Firm Regd. No. 107783W

GOPAL CHATURVEDI
Partner
Membership No: 090903

Mumbai
Date: May 9, 2019

For and on behalf of the Board of Directors

MILIND NAIK
Whole Time Director
DIN–00276884

MANOJ TIRODKAR
Chairman
DIN–00298407

BHUPENDRA KINY
Chief Financial Officer

NITESH MHATRE
Company Secretary
Membership No:A18487

NOTICE FOR AGM

NOTICE is hereby given that the Sixteenth (16^{th}) Annual General Meeting of the Members of GTL Infrastructure Limited will be held on Wednesday, September 25, 2019, at 12.30 p.m., at Marathi Sahitya, Sanskriti & Kala Mandal, Sahitya Mandir Hall, Near Navi Mumbai Sports Association, Sector 6, Vashi, Navi Mumbai–400703, 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, 2019, together with the Reports of the Board of Directors and Auditors thereon.

2. To appoint a Director in place of Mr. Milind K. Naik (DIN: 00276884) who retires by rotation and, being eligible, offers himself 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 Ms. Dina S. Hatekar (DIN: 08535438), who was appointed by the Board of Directors as an Additional Director of the Company with effect from August 14, 2019 and who holds office up to the date of this Annual General Meeting of the Company in terms of Section 161(1) of the Companies Act, 2013 ("Act") and Article 130 of the Articles of Association of the Company but who is eligible for appointment and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act proposing her candidature for the office of Director of the Company, be and is hereby appointed as Director of the Company."

   "RESOLVED FURTHER that pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Act, the Companies (Appointment and Qualifications of Directors) Rules, 2014, read with Schedule IV to the Act and Regulation 17 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), as amended from time to time, the appointment of Ms. Dina S. Hatekar, who meets the criteria for independence as provided in Section 149(6) of the Act along with the rules framed thereunder, and Regulation 16(1)(b) of Listing Regulations and who has submitted a declaration to that effect, and who is eligible for appointment as an Independent Director of the Company, not liable to retire by rotation, for a term of five years commencing August 14, 2019 to August 13, 2024, be and is hereby approved."

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

   "RESOLVED that pursuant to the provisions of Section 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act"), the Companies (Appointment and Qualification of Directors) Rules, 2014 read with Schedule IV to the Act and Regulation 17 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") as amended from time to time and based on approval of Board of Directors, Mr. N. Balasubramanian (DIN: 00288918), who was appointed as an Independent Director of the Company at the eleventh Annual General Meeting of the Company for a term up to September 15, 2019 by members and who meets the criteria for independence as provided in Section 149(6) of the Act along with the rules framed thereunder and Regulation 16(1)(b) of Listing Regulations and who has submitted a declaration to that effect and in respect of whom the Company has received a Notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of the Director, be and is hereby re–appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of five years with effect from September 16, 2019 to September 15, 2024 including the period from September 3, 2021 when he attains 75 years of age."

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

   "RESOLVED That pursuant to the provisions of Regulation 17(1A) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions, if any, consent of members of the Company be and is hereby accorded to the continuation of Mr. N. Balasubramanian (DIN: 00288918), as an Independent Director of the Company, who shall attain the age of 75 years on September 3, 2021, during his second term as an Independent Director of the Company."

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

   "RESOLVED that pursuant to the provisions of Section 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act"), the Companies (Appointment and Qualification of Directors) Rules, 2014 read with Schedule IV to the Act and Regulation 17 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") as amended from time to time and based on approval of Board of Directors, Mr. Vinod B. Agarwala (DIN: 01725158), who was appointed as an Independent Director of the Company at the eleventh Annual General Meeting of the Company for a term up to September 15, 2019 by members and who meets the criteria for independence as provided in Section 149(6) of the Act along with the rules framed thereunder and Regulation 16(1)(b) of Listing Regulations and who has submitted a declaration to that effect and in respect of whom the Company has received a Notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of the Director, be and is hereby re–appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of five years with effect from September 16, 2019 to September 15, 2024."

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

   "RESOLVED that pursuant to the provisions of Section 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act"), the Companies (Appointment and Qualification of Directors) Rules, 2014 read with Schedule IV to the Act and Regulation 17 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") as amended from time to time and based on approval of Board of Directors, Dr Anand P. Patkar (DIN: 00634761), who was appointed as an Independent Director of the Company at the eleventh Annual General Meeting of the Company for a term up to September 15, 2019 by members and who meets the criteria for independence as provided in Section 149(6) of the Act along with the rules framed thereunder and Regulation 16(1)(b) of Listing Regulations and who has submitted a declaration to that effect and in respect of whom the Company has received a Notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of the Director, be and is hereby re–appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of five years with effect from September 16, 2019 to September 15, 2024."

8. To consider and, if thought fit, to pass with or without modification(s), the following Resolution as a **Special Resolution:**

   "RESOLVED that pursuant to the provisions of Section 94 and other applicable provisions, if any, of the Companies Act, 2013 ('Act') and Rules made thereunder, as amended from time to time, consent of the members of the Company be and is hereby accorded to keep the Register of Members and other registers/records of the Company maintained under Section 88 of the Act and copies of the Annual returns filed under Section 92 of the Act at the office of the Company's Registrar and Share Transfer Agent (RTA), Bigshare Services Private Limited, 1st Floor, Bharat Tin Works Building, Opp. Vasant Oasis, Makwana Road, Marol, Andheri (East), Mumbai 400059, Maharashtra, India or at such other place within Mumbai, Maharashtra where RTA may shift its office from time to time, instead of being kept at the Registered Office of the Company.

   RESOLVED FURTHER that the Board of Directors and the Company Secretary be and are hereby severally authorized to intimate to the Registrar of Companies and/ or any other concerned authorities and to do all such acts, deeds and things which are necessary for the purpose of giving effect to this Resolution."

By Order of the Board of Directors,

Nitesh A. Mhatre
Company Secretary

Place : Mumbai
Date : August 14, 2019

Registered Office:
'Global Vision', 3rd Floor,
Electronic Sadan No. II, MIDC,
TTC Industrial Area, Mahape,
Navi Mumbai 400 710
Tel: +91 22 68293500 **Fax:** +91 22 68293545
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 12.30 p.m. on September 23, 2019. Proxies / authorisations submitted on behalf of body corporate, societies etc. must be supported by appropriate resolution / authority, as applicable.

   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.

2. 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.

3. The information required to be provided under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and the Secretarial Standards on General Meetings, regarding the Directors who are proposed to be appointed / reappointed and the relative Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("the Act") in respect of the Business under item nos. 3 to 8 to be transacted at the Annual General Meeting ("AGM") is annexed hereto.

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 AGM.

5. The Notice of the AGM along with the Annual Report 2018–19 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 23, 2019 and Directors and Auditors of the Company through email / courier / post.

6. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their Depository Participants in case the shares are held in electronic form and to the Registrar and Share Transfer Agent ("RTA") at Bigshare Services Private Limited, 1st Floor, Bharat Tin Works Building, Opp. Vasant Oasis, Makawana Road, Marol, Andheri (East), Mumbai – 400 059, in case shares are held in physical form.

   As per Regulation 40 of Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from April 1, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to considered converting their holdings to dematerialized form. Members can contact the Company or Company's RTA, Bigshare Services Private Limited for assistance in this regard.

7. Members are requested to forward their queries on Financial Statements or other Sections of the Annual Report to the Company Secretary at least 10 days in advance. In order to minimize paper cost / work, members / investors are requested to forward their queries pertaining to Financial Statements and other Sections of Annual Report by e–mail to gilshares@gtlinfra.com.

8. 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 2018–19. The Company's FCCBs are listed on Singapore Exchange Securities Trading Limited (SGX).

9. Members / proxies are requested to bring the attendance slips duly filled in and signed for attending the AGM.

10. Members are requested to bring their copy of the Annual Report to the AGM.

11. In keeping with provisions of the Act and 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.

12. **Voting through electronic means**

    Pursuant to Section 108 of the Act, Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time and Regulation 44 of the Listing Regulations, the Company is pleased to provide its members the facility to exercise their right to vote for the 16th AGM by electronic means (remote e–voting) and the business may be transacted through such voting. The Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating the e–voting. The process for remote e–voting is appended hereto.

13. The Members who have already cast their vote by remote e–voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.

14. The facility for voting, either through electronic voting system or ballot paper shall also be made available at the AGM and the Members attending the meeting who have not already cast their vote by remote e–voting shall be able to exercise their right to vote at the AGM.

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

    i. The voting period begins on Sunday, September 22, 2019 at 9.00 a.m. to Tuesday, September 24, 2019 at 5.00 p.m. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut off date (record date) of Thursday, September 19, 2019 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/Members

    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 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 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.

16. The Company has appointed Mr. Chetan A. Joshi, a Practicing Company Secretary (Membership No. FCS 7052, CP 7744) as the Scrutinizer for conducting the entire remote e–voting process/ ballot process in a fair and transparent manner.

17. 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 48 (forty eight) hours of conclusion of the meeting, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman / Whole–time Director or a person authorized by him in writing, who shall countersign the same.

18. The Results on resolutions shall be declared on or after the AGM of the Company, but within 48 (forty eight) hours after conclusion of the Meeting 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.

19. 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.

20. The Route map showing direction to reach the venue is annexed.

By Order of the Board of Directors,

Nitesh A. Mhatre
Company Secretary

Place : Mumbai
Date : August 14, 2019

Registered Office:
'Global Vision', 3rd Floor,
Electronic Sadan No. II, MIDC,
TTC Industrial Area, Mahape,
Navi Mumbai 400 710
Tel: +91 22 68293500 **Fax:** +91 22 68293545
E–mail: gilshares@gtlinfra.com; **Website:** www.gtlinfra.com
CIN: L74210MH2004PLC144367

ANNEXURE TO THE NOTICE
Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (the "Act")
Item No. 3

Based on recommendation of Nomination and Remuneration Committee, the Board of Directors appointed Ms. Dina Sanjay Hatekar (DIN: 08535438) as an Additional Director of the Company also as an Independent Director, not liable to retire by rotation, for a term of 5 years i.e. from August 14, 2019 to August 13, 2024, subject to approval of the Members.

Pursuant to the provisions of Section 161(1) of the Act and Article 130 of the Articles of Association of the Company, Ms. Hatekar shall hold office up to the date of this Annual General Meeting ("AGM") and is eligible to be appointed as Director. The Company has, in terms of Section 160(1) of the Act, received in writing a notice from Member, proposing her candidature for the office of Director.

The Company has received from Ms. Dina S. Hatekar, (i) consent in writing to act as director in Form DIR – 2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014, (ii) intimation in Form DIR – 8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that she is not disqualified under sub–section (2) of Section 164 of the Act, (iii) a declaration to the effect that she meet the criteria of independence as provided in sub–section (6) of Section 149 of the Act, and (iv) confirmation that she is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact her ability to discharge her duties. In the opinion of the Board, Ms. Dina S. Hatekar fulfils the conditions specified in the Act, the Rules thereunder and the Listing Regulations for appointment as Independent Director and she is independent of the management of the Company.

A copy of draft Letter of Appointment for Independent Directors is available for inspection without any fee by the Members 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.

Brief resumes/profile of Ms. Dina S. Hatekar, nature of her expertise in specific functional areas and names of companies in which she hold directorships and memberships / chairmanships of Board Committees, shareholding and relationships between directors *inter–se* as stipulated under Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), is provided in the Corporate Governance Report forming part of the Annual Report.

In compliance with the provisions of Section 149, read with Schedule IV to the Act and Regulation 17 of Listing Regulations and other applicable Regulations, the appointment of Ms. Dina S. Hatekar as an Independent Director is now being placed before the Members for their approval.

The Board recommends passing of the Ordinary Resolution set out in Item No. 3 of the accompanying Notice.

Ms. Hatekar and her relatives are concerned or interested in the resolution set out at Item No. 3 of the Notice, which pertains to her appointment as an Independent Director. Save and except the above, none of the Directors, Key Managerial Personnel of the Company and their relatives is, in any way, concerned or interested, financially or otherwise, in passing of the resolution set out at Item No. 3.

Item No: 4, 5, 6 & 7

As per Section 149(10) of the Act, an Independent Director shall hold office for a term of upto 5 (five) consecutive years on the Board of a Company but shall be eligible for re–appointment on passing a special resolution by the Company for another term of upto 5 (five) consecutive years on the Board of a Company.

The Members of the Company had at the eleventh (11^{th}) AGM of the Company held on 16^{th} September, 2014 approved the appointment of Mr. N. Balasubramanian (DIN: 00288918), Mr. Vinod B. Agarwala (DIN: 01725158) and Dr. Anand P. Patkar (DIN: 00634761) as Independent Directors of the Company for a period of five years (first term) commencing from September 16, 2014 to September 15, 2019. Mr. Balasubramanian, Mr. Agarwala and Dr. Patkar will complete their respective terms on September 15, 2019.

Based on their performance evaluation and recommendation of Nomination and Remuneration Committee, the Board of

Directors at its meeting held on August 14, 2019 approved the re–appointment of Mr. N. Balasubramanian, Mr. Vinod B. Agarwala and Dr. Anand P. Patkar as Independent Directors of the Company for a second term of five years w.e.f. September 16, 2019 to September 15, 2024, not liable to retire by rotation. Their respective re–appointment are subject to approval of the members at the ensuing AGM by way of special resolutions. The Company has, in terms of Section 160(1) of the Act, received in writing a notice from a Members, proposing their candidature for the office of Independent Director.

The Company has received from Mr. N. Balasubramanian, Mr. Vinod B. Agarwala and Dr. Anand P. Patkar (i) consents in writing to act as director in Form DIR – 2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014, (ii) intimations in Form DIR – 8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that they are not disqualified under sub–section (2) of Section 164 of the Act, (iii) a declaration to the effect that they meet the criteria of independence as provided in sub–section (6) of Section 149 of the Act, and (iv) confirmation that they are not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact their ability to discharge their duties.

In the opinion of the Board, Mr. N. Balasubramanian, Mr. Vinod B. Agarwala and Dr. Anand P. Patkar fulfil the conditions specified in the Act, the Rules thereunder and the Listing Regulations for appointment as Independent Directors and they are independent of the management of the Company. Further, the Board, based on performance evaluation, considers that given their background, experience and contributions, their continued association would be of immense benefit to the Company and it is desirable to continue to avail their services as Independent Directors.

A copy of draft Letter of Appointment for Independent Directors is available for inspection without any fee by the Members 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 AGM.

Additionally, as per the Regulation 17(1A) of the Listing Regulations, appointment or continuation of a Non– Executive Director after attaining age of 75 years requires approval of Members of the Company by way of Special Resolution. Mr. N. Balasubramanian will complete the age of 75 (seventy five) years on September 3, 2021, during the proposed second term and in view of the same, Board of Directors, recommends passing of Special Resolution set out in Item No. 5 for his continuation as Independent Director.

Brief resumes/ profile of Mr. N. Balasubramanian, Mr. Vinod B. Agarwala and Dr. Anand P. Patkar, nature of their expertise in specific functional areas and names of companies in which they hold directorships and memberships / chairmanships of Board Committees, shareholding and relationships between directors inter–se as stipulated under the Listing Regulations, are provided in the Corporate Governance Report forming part of the Annual Report.

In compliance with the provisions of Section 149, read with Schedule IV to the Act and Regulation 17 of Listing Regulations and other applicable Regulations, the appointment of Mr. N. Balasubramanian, Mr. Vinod B. Agarwala and Dr. Anand P. Patkar as Independent Directors is now being placed before the Members for their approval.

The Board recommends passing of the Special Resolutions set out in Item Nos. 4 to 7 of the accompanying Notice.

Mr. N. Balasubramanian, Mr. Vinod B. Agarwala and Dr. Anand P. Patkar and their relatives are concerned or interested in their respective resolutions set out at Item No. 4 to 7 of the Notice, which pertains to their re–appointment as an Independent Directors. Save and except the above, none of the Directors, Key Managerial Personnel of the Company and their relatives is, in any way, concerned or interested, financially or otherwise, in passing of the resolutions set out at Item Nos. 4 to 7.

Item No: 8

In compliance with Regulation 7(1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), the Company has appointed Bigshare Services Pvt. Ltd. (SEBI Registration No. INR000001385) as the Registrar & Share Transfer Agent (RTA) of the Company for rendering share related services to the shareholders of the Company with effect from January 1, 2019 in place of GTL Limited.

Pursuant to the provisions of Section 94(1) and other applicable provisions of the Act and Rules made thereunder, approval of the Members by a Special Resolution is necessary to keep the Register of Members and other registers/records maintained under Section 88 of the Act and copies of the Annual Returns filed under Section 92 of the Act at a place other than the Registered Office of the Company.

Accordingly, vide resolution passed by the Board of Directors in their meeting held on April 17, 2006 and special resolution passed by the members at Extra–ordinary general meeting held on May 11, 2006, the Company kept the aforementioned registers, returns with GTL Limited, being earlier RTA of the Company. Thus considering the shifting of RTA from GTL Limited to Bigshare Services Private Limited, approval of the Members by a Special Resolution is being sought to keep the aforesaid documents at current RTA office i.e. at the office of Bigshare Services Private Limited at 1st Floor, Bharat Tin Works Building, Opp. Vasant Oasis, Makwana Road, Marol, Andheri (East), Mumbai – 400 059 or such other place within Mumbai, Maharashtra, where RTA may shift its office from time to time.

None of the Directors/Key Managerial Personnel or their relatives are interested in or concerned with the said Resolution.

The Board recommends passing of the said Special Resolution.

By Order of the Board of Directors

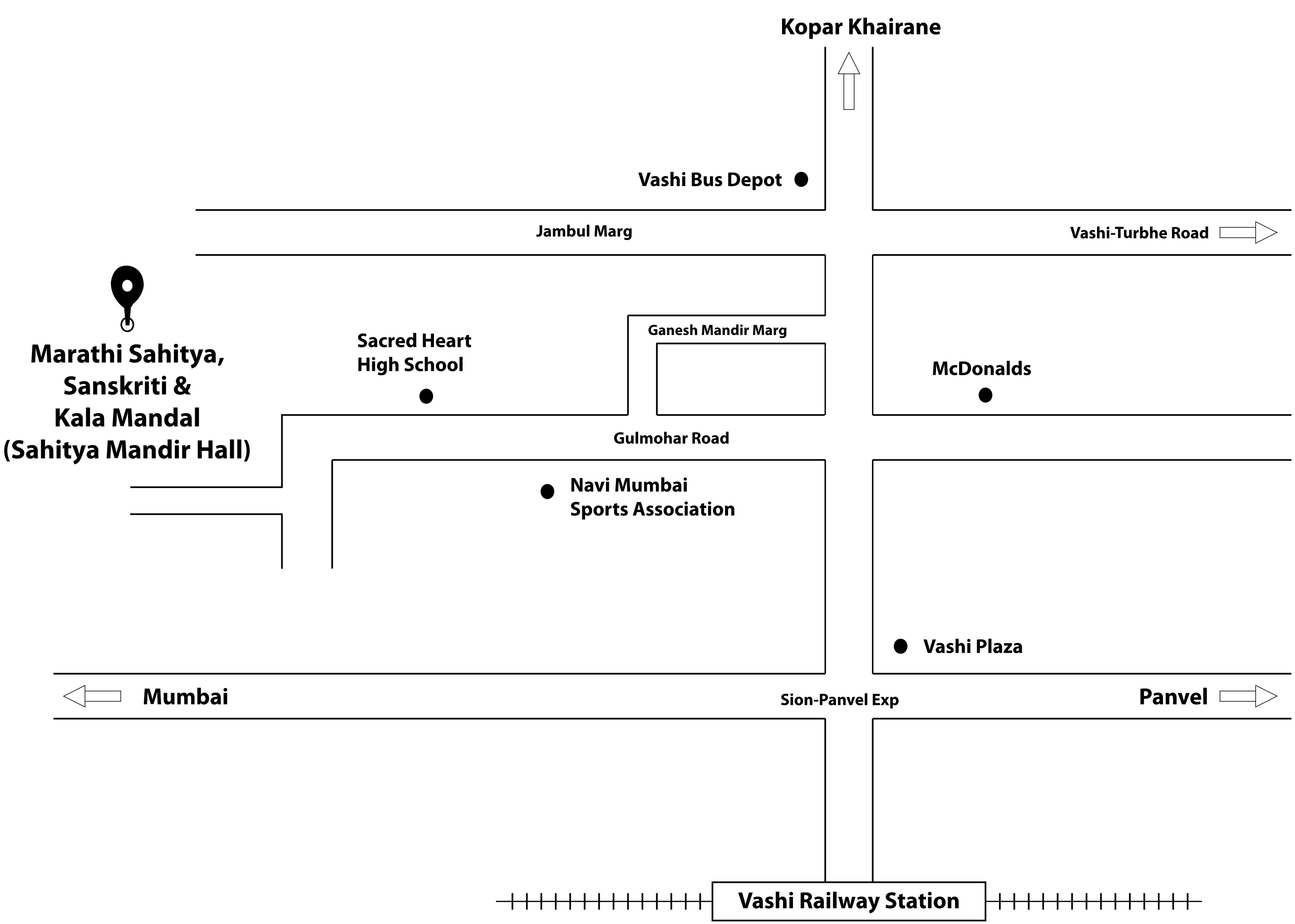
Nitesh Mhatre
Company Secretary

Place: Mumbai
Date: August 14, 2019

Registered Office:

'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 6829 3500
Fax: +91 22 6829 3545
E–mail: gilshares@gtlinfra.com
Website: www.gtlinfra.com
CIN: L74210MH2004PLC144367

Route Map to the venue of 16st AGM



GTL INFRASTRUCTURE LIMITED

Regd. Office: "Global Vision", 3rd Floor, Electronic Sadan No.–II, MIDC,
TTC Industrial Area, Mahape, Navi Mumbai – 400 710, Maharashtra, India.
Tel: +91 22 6829 3500 **Fax:** +91 22 6829 3545
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 Sixteenth (16th) Annual General Meeting of the Company being held on Wednesday, September 25, 2019, at 12.30 p.m. at Marathi Sahitya, Sanskriti& Kala Mandal,Sahitya Mandir Hall, Near Navi Mumbai Sports Association, Sector 6, Vashi, Navi Mumbai 400 703, Maharashtra, India.

....	....
Name of the attending Member / Proxyholder*	Member's / Proxyholder's* Signature

* Strike out whichever is not applicable

GTL INFRASTRUCTURE LIMITED

Regd. Office: "Global Vision", 3rd Floor, Electronic Sadan No.–II, MIDC,
TTC Industrial Area, Mahape, Navi Mumbai – 400 710, Maharashtra, India.
Tel: +91 22 6829 3500 **Fax:** +91 22 6829 3545.
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 No. : ....

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 Sixteenth (16th) Annual General Meeting of the members of the Company, to be held on Wednesday, September 25, 2019, at 12.30 p.m. at Marathi Sahitya, Sanskriti & Kala Mandal, Sahitya Mandir Hall, Near Navi Mumbai Sports Association, Sector 6, 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 for the year ended March 31, 2019 together with the Reports of the Board of Directors and Auditors thereon.
2. Appointment of Mr. Milind K. Naik (DIN:00276884) as a Director of the Company, who retires by rotation and is eligible for re–appointment.
3. Appointment of Ms. Dina S. Hatekar (DIN: 08535438) as an Independent Director of the Company for a term of five years with effect from August 14, 2019 to August 13, 2024.
4. Re–appointment of Mr. N. Balasubramanian (DIN:00288918) as an Independent Director of the Company to hold office for a second term of 5 (five) years with effect from September 16, 2019 to September 15, 2024.
5. Continuation of Mr. N.Balasubramanian (DIN: 00288918), as an Independent Director of the Company, who shall attain the age of 75 years on September 3, 2021, during his second term as an Independent Director of the Company.
6. Re–appointment of Mr.Vinod B. Agarwala (DIN: 01725158) as an Independent Director of the Company to hold office for a second term of 5 (five) years with effect from September 16, 2019 to September 15, 2024.
7. Re–appointment of Dr. Anand P. Patkar (DIN: 00634761) as an Independent Director of the Company to hold office for a second term of 5 (five) years with effect from September 16, 2019 to September 15, 2024.
8. Keeping the Register of Members and other registers/records of the Company maintained under Section 88 of the Companies Act, 2013 and copies of the Annual returns filed under Section 92 of the Companies Act, 2013 at the office of Registrar and Share Transfer Agent instead of Registered office of the Company.

Signed this .... day of 2019

Affix Revenue Stamp

Signature of shareholder ....

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 OFFICES IN INDIA

ANDHRA PRADESH

207/208, Navketan Bldg. 62,
2nd Floor, Sarojini Devi Road,
Near Clock Tower,
Secunderabad–500 003

ASSAM

3rd Floor Mayur Garden Building,
Opp. Rajeev Bhavan,
ABC Bus Stop, Bhangagarh GS Road,
Guwahati–781 005

BIHAR

Markandey Complex, 3rd Floor,
Gayatri Mandir Road,
Near Paneerwalla Kankerbagh,
Patna–800 020

GUJRAT

101, 1st Floor, Sanmukh Complex,
9 Kalpana Society, Behind Navrangpura
Post Office, Navrangpura, Ahmedabad,
Gujrat–380 009

HARYANA

3rd Floor,
Palm Court Building,
20/4, Sukhrali Chowk,
Gurgaon–122 001

JAMMU & KASHMIR

1st Floor, Sunny Square
Commercial Complex,
Near J & K Bank Ltd, Gangyal,
Srinagar Kashmir, Jammu–180 010

JHARKHAND

3rd Floor, Raymond Building,
Kutchery Road,
Beside Gopal Complex,
Ranchi, Jharkhand–834 001

KARNATAKA

No. 3, Connaught Road,
Off Queens Road,
Tasker Town,
Bangalore–560 052

KERALA

66/4514, Prabhu Tower, 2nd Floor,
Opp. Chennai Silks, Veekshnam Road,
M.G.Road, North End, Ernakulam,
Kerala–682 035

MADHYA PRADESH

C–204 , 2nd Floor, Block–C,
Kartar Arcade,
Near Capital Petrol Pump,
Raisen Road, Bhopal–462 023

MAHARASHTRA

Global Vision, 3rd Floor,
Electronic Sadan No 2, MIDC,
TTC Industrial Area,
Mahape, Navi Mumbai–400 710

MAHARASHTRA

412, Janmabhoomi Chambers,
29 Walchand Hirachand Marg,
Near Arya Honda Showroom,
Ballard Estate, Mumbai–400 001

MAHARASHTRA

Survey No. 61, 2/7, Plot No. 01,
Off. Salunkhe Vihar Road,
Opp. Oxford Village,
Wanowarie, Pune–411 040

ORISSA

Ground Floor, A–102,
Nayapalli,
Janaki Bhawan,
Bhubaneswar–751 012

PUNJAB

E–9, Phase VII, SAS Nagar,
Industrial Area, Mohali,
Punjab–160 055

RAJASTHAN

312 TO 319, 3rd Floor,
Geetanjali Tower,
Civil Lines, Bombay Walon Ka Bagh,
Ajmer Road, Jaipur–302 006

TAMILNADU

City Centre, 3rd Floor, No. 187/188,
Purasawalkam High Road,
Purasawalkam,
Chennai–600 010

UP (East)

Dayal Chamber,
27/6–K–1, Ground Floor,
Ram Mohan Rai Marg, Hazratganj,
Lucknow–226 001

UP (West)

3rd Floor, Park Plaza, Unit No 185/1,
Mangal Pandey Nagar,
University Road, Meerut,
Uttar Pradesh–250 004

WEST BENGAL

Shaila Tower, 7th Floor,
Unit 701, Plot J1/16,
Block EP&GP, Salt Lake, Sec V,
Kolkata–700 091

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"The future depends on what you do today"

Mahatma Gandhi

INFRASTRUCTURE

GTL Infrastructure Limited

"Global Vision", 3rd Floor, Electronic Sadan–II, MIDC, TTC Industrial Area,
Mahape, Navi Mumbai – 400 710, Maharashtra, India.
Tel: +91 22 6829 3500 | Fax: +91 22 6829 3545
CIN : L74210MH2004PLC144367

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