



REF: GTL/CS-SE/2023-24/28

September 04, 2023

Department of Corporate Services BSE Limited Phiroze Jeejeebhoy Towers, 25 th Floor, Dalal Street, Fort, Mumbai 400 001.	Corporate Communication Department National Stock Exchange of India Ltd. Exchange Plaza, 5 th Floor, Plot No. C/1, G Block, Bandra Kurla Complex, Bandra (East), Mumbai 400 051.
(BSE Code: 500160 NSE Symbol: GTL ISIN: INE043A01012)	

Dear Sir/s,

Sub: Annual Report for year ended March 31, 2023 along with Notice of 35th Annual General Meeting

Pursuant to Regulation 34 (1) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are enclosing herewith the 35th Annual Report for the year ended March 31, 2023 along with the Notice of the 35th Annual General Meeting.

We request you to take the above on your records.

Thanking you,

Yours faithfully
For **GTL Limited**

Deepak A. Keluskar
Company Secretary

Milind Bapat
Chief Financial Officer

Encl. as above

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

GTL LIMITED

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**35th
ANNUAL
REPORT
2022-23**



GTL LIMITED

CORPORATE INFORMATION

BOARD OF DIRECTORS

Mr. D. S. Gunasingh	Independent Director – Chairman
Mr. Sunil S. Valavalkar	Whole-time Director
Mr. Navin J. Kripalani	Independent Director
Dr. Mahesh M. Borase	Independent Director
Ms. Sanjana S. Pawar	Independent Director (w.e.f. November 24, 2022)
Mrs. Siddhi M. Thakur	Director
Mr. Venkata Apparao Maradani	Director – Nominee of IDBI Bank (upto May 4, 2022)

COMPANY SECRETARY & COMPLIANCE OFFICER

Mr. Deepak A. Keluskar

CHIEF FINANCIAL OFFICER

Mr. Milind V. Bapat

AUDITORS

M/s. GDA & Associates, Chartered Accountants

MONITORING INSTITUTION

IDBI Bank Limited

NCD / ECB

Lead / Managed by Standard Chartered Bank

REGISTERED OFFICE

GTL Limited

“Global Vision”, Electronic Sadan-II,
MIDC, TTC Industrial Area, Mahape,
Navi Mumbai – 400 710, Maharashtra, India.
Tel: +91 22 2761 2929
Fax: +91 22 2768 9990
Email: gtlshares@gtllimited.com
Website: www.gtllimited.com
CIN: L40300MH1987PLC045657

REGISTRAR & SHARE TRANSFER AGENT

Bigshare Services Pvt. Ltd.

Office No. S6–2, 6th Floor,
Pinnacle Business Park, Next to Ahura Centre,
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Andheri (East), Mumbai–400093, Maharashtra, India.
Tel: +91 22 6263 8200 Extn: 221–222
Fax: +91 22 6263 8299
Email: investor@bigshareonline.com
Online form based investor correspondence link:
<https://www.bigshareonline.com/InvestorLogin.aspx>

FINANCIAL SNAPSHOTS

Particulars	FY 2022–23	FY 2021–22
	₹ Crores	₹ Crores
Total Income	192.01	198.36
Net Sales and Services	186.41	193.51
Depreciation	4.30	4.44
Profit / (Loss) before Exceptional Items and Tax	(43.22)	(17.78)
Exceptional Items	100.43	449.65
Profit / (Loss) after Exceptional Items but before Tax	57.21	431.87
Profit / (Loss) After Tax	57.21	431.87
Other Comprehensive Income for the year	(0.12)	(0.38)
Profit / (Loss) after Other Comprehensive Income	57.09	431.49
Equity Capital	157.30	157.30
Other Equity	(6,389.28)	(6,446.37)
Net Worth	(6,231.98)	(6,289.07)
Net Fixed Assets	51.01	74.21
Total Assets	257.86	218.70

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



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MANAGEMENT DISCUSSION & ANALYSIS

At the outset Shareholders are requested to read the Management Discussion and Analysis along with other sections of the Annual Report for having a full understanding.

BUSINESS SNAPSHOT

GTL Limited (“GTL”/“the Company”), is a Network Services Company, offering services and solutions to address the Network Life Cycle requirements of Telecom Operators and Tower Companies. Currently it has GTL Infrastructure Limited (“GIL”), an IP 1 License Category Tower Company as its Customer. Its network services portfolio includes Network Operations and Maintenance and Energy Management as under:

Network Operations and Maintenance

GTL provides Network Operations and Maintenance services that deliver assured Network uptime and availability to its customer. These services include:

- Corrective and preventive maintenance of the network
- Capex sizing and planning services
- Remote monitoring and trouble ticketing
- Technical support and process management

Energy Management

Telecom Networks require uninterrupted access to power for seamless operation. Management of Energy (Power and Fuel) plays an important role to ensure reliable network operations at optimum costs.

GTL’s Energy Management Solutions provide high availability of power to telecom sites efficiently. They are delivered through –

- Technical audit for optimum power consumption
- Monitoring utilization of sources of energy and plugging leakage thereof
- Driving modernization with energy efficient equipment
- Integrating non-traditional or alternate sources of energy with reduced CO2 footprint

For further details on the various steps taken by the Company in implementing and operating various energy conservation measures, members are advised to refer the write up under the head ‘Conservation of Energy’ in the Directors’ Report.

INDUSTRY STRUCTURE AND DEVELOPMENTS

i) Telecom Industry comprise of:

- Telecom Equipment Suppliers.
- Telecom Service Providers.
- Telecom Infrastructure Providers.

ii) Telecom Service Providers comprise of:

- Telecom Operators / Mobile Service providers.
- Broadband Service providers.
- Internet Service Providers.
- Mobile Virtual Network Operators.

Business Model of Telecom Service Providers

Telecom companies generate revenue via. subscription mobile services, fixed landline and wireless broadband services. These companies offer a high-speed broadband facility, wireless network and mobile security-related services to businesses.

Mobile telecom services revenue includes income earned via. mobile data usages such as SMS, mobile data access, and mobile phone calls. Mobility segment i.e., wireless and mobile subscription services also contribute to the revenue of telecom companies. These companies charge from big multinationals for premium services such as video-conferencing and high-security private networks. Telecom companies also source revenue from other telecom companies by providing them with network connectivity.

Note:

Recently, a new sector in telecom services has emerged, that of Satellite Communication based Service Providers. There is a great interest generated in this space with Bharti backed One Web and Reliance Jio along with Luxembourg’s SES having obtained a Global Mobile Personal Communication by Satellite (“GMPCS”) License for LEO, MEO and GEO satellite services, respectively, for services in India. Inmarsat and BSNL have Inflight and Maritime Communications (“IFMC”) License (Source: ET Telecom February 27, 2023).

iii) Telecom Infrastructure Providers

The Telecom Infrastructure providers can be classified as under:

- Operator owned tower companies.
- Towers owned by Government operators.
- Independent tower companies.

Telecom towers form the backbone of wireless networks and provide last mile connectivity to subscribers. 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).

Business Model of Telecom Infrastructure Providers

As the number of tenants on a tower increase, tower companies (“TowerCos”) are able to generate incremental revenue and EBITDA. The key driver of tower revenue growth is tenancy. Apart from tenancies, TowerCos 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. To gain market penetration and 4G + 5G 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.

Note:

GTL Limited currently provides Network Services mainly to telecom infrastructure providers i.e. Telecom Tower companies. Presently GTL Limited has only one customer i.e. GTL Infrastructure Limited.

iv) **Telecom Industry Scenario & Key Development****Telecom Industry Scenario**

- **Telecom Revenues**

India's telecom industry revenue inched up 1.3 per cent quarter-on-quarter (QoQ) to ₹ 569 billion in Q4FY23 but slowed to 9 per cent year-on-year (YoY) from 15 per cent YoY in December 2022, driven mainly by a modest uptick in average revenue per unit (ARPU), amid muted industry net adds. Overall, implied ARPU, at ₹ 166 (10 per cent YoY), finally inched up above the pre-RJio launch (June 2016) levels. However, telcos spending at 0.8 per cent of nominal GDP, remains significantly below pre-RJio launch levels (1.4 per cent) and provides a large runway for growth. Industry revenue inched up 14 per cent YoY to ₹ 2.2 trillion in FY 2023, driven primarily by 16 per cent YoY growth in implied ARPU on the benefits of the December 2021 tariff hikes and subscriber mix improvements. (Source: BW Online Bureau – June 14, 2023)

- **Telecom Reforms**

- Indian Telegraph Right of Way (Amendment) Rules, 2022 will facilitate faster and easier deployment of telecom infrastructure for enabling speedy 5G roll-out. These amended rules, *inter-alia*, incorporate provisions for usage of street furniture for installation of small cells and telegraph line. Fees and charges for seeking RoW permissions by the Telecom Service Providers (“TSPs”) and Infrastructure Providers (“IP”) have also been rationalized to bring uniformity across the country. The Government has also released National Frequency Allocation Plan 2022 which will give guidance to the users of the spectrum to plan their networks in accordance with relevant frequency and parameters provided therein. Self-certification has been introduced in order to save time in operationalizing the networks.
- Launch of “Gati Shakti Sanchar” Portal to Streamline the process of Right of Way (“ROW”) Applications and permissions Across the Country Universal and equitable access to Broadband Services across the country, especially in the rural area is one of the most important visions of Hon’ble Prime Minister of India. To fulfil this vision, it is imperative that backbone of infrastructure is created by facilitating smooth and efficient deployment of Digital Communications Infrastructure across the country. The timely disposal of RoW applications of various services and Infrastructure providers shall enable speedy infrastructure creation especially for timely rollout of 5G Network.
- About 20 lakh Telecom Towers of all Telecom Service Providers (“TSPs”) have been mapped with details such as ‘fiberized’ and ‘non fiberized’. The tool developed by Bhaskaracharya National Institute for Space Applications and Geo-Informatics (“BISAG-N”) on PM GatiShakti National Master Plan (“NMP”) calculates the required length and route of the nearest OFC to a particular unfiberized tower. This helps in: a) Fiberization of unfiberized towers b) PSUs having saleable OFC can easily showcase and sell their

OFC. c) Companies can buy available OFC to connect their unfiberized towers without much effort.

(Source: Telecom at a Glance as on January 18, 2023 – dot.gov.in)

- **Budget 2023 Allocation for Telecom Sector by Government**

Total allocation includes ₹ 97,579.05 Crores for the Department of Telecom and ₹ 25,814 Crores for Postal projects, as per the Budget document presented by Finance Minister Nirmala Sitharaman. State-run BSNL, which is expected to roll out 4G and 5G services this year, will get ₹ 52,937 Crores capital infusion from the government in 2023–24. The government has allocated ₹ 2,158 Crores for Optical Fibre Cable based network for Defence Services and ₹ 715.8 Crores for telecom projects in the North Eastern states.

(Source: NDTV – February 1, 2023)

Key Developments in the Indian telecom sector

- **Satellite Communication**

Satellite internet or satellite broadband, is a wireless internet connection provided through communication satellites orbiting the Earth. It, being independent of location, can be accessed from anywhere within the range of satellites providing global coverage to its users. Satellite internet is gradually gaining popularity in the world and big internet companies are entering this space to offer faster internet network.

- **Starlink services in India**

One of the primary advantages of Starlink is its ability to provide high-speed internet access with low latency. Starlink's LEO satellites orbits are much closer to earth, resulting in significantly reduced signal travel time. This low latency makes Starlink suitable for applications requiring real-time interactions, such as online gaming, video conferencing and remote work.

Moreover, Starlink is particularly beneficial in areas with limited or no access to traditional internet infrastructure. Remote regions, rural communities, and developing countries often face challenges in establishing reliable internet connections. It is certainly an area where Starlink could be beneficial as it could take internet to villages and other remote areas in India.

Starlink aims to bridge this digital divide by providing global coverage, reaching areas where laying fibre optic cables or building traditional infrastructure is cost-prohibitive or impractical. Another advantage of Starlink is its potential to enhance resilience and redundancy in internet connectivity., Starlink can serve as an alternative or backup option, ensuring connectivity remains available even during disruptions to traditional systems. (Source: Times of India June 21, 2023)

- **One Web**

Backed by the Bharti Airtel Group, One Web is the second largest player after Starlink, in the satellite internet space. Unlike Starlink, it does not offer broadband connections to individual users,

but primarily caters to telecom firms that offer internet service. The company has signed a six-year contract with Hughes Network Systems. One Web anticipates having all necessary regulatory permits, including the essential landing rights and market access clearances, by July 2023, to launch its high-speed satellite internet services in India. It has received a letter of intent for offering NLD services and a license for GMPCS services from India's DoT. In March this year, it completed its 18th launch, bringing the total satellite launches to 620 (618 in orbit, after 2 satellites failed or were retired). One Web has now launched ~95% of its planned 648 LEO satellites, enough for providing global coverage. However, it plans to launch additional satellites for resiliency and redundancy. (Source: EY Analysis June–23)

– **Reliance Jio's partnership with SES**

In February 2022, Jio Platforms Ltd. and SES, a Luxembourg-based satellite solutions provider, announced a joint venture with a 51% and 49% stake respectively, under the name of Jio Space Technology Limited. It has received DoT approvals for a 20-year license to set up a mobile satellite network for voice and internet services, becoming the second company in India to receive the DoT nod after One Web.

Using SES's satellite capacity and Jio's market coverage in India, this partnership aims to tap a potentially large opportunity. Along with rural areas, it would have the capacity to power retail customers and enterprises across India. (Source: EY Analysis June–23)

• **New advances in Energy Management**

- India's telecom industry has started tapping into green energy sources such as solar power, and in the coming decade, the solarization of tower sites is expected to increase, which will reduce the carbon footprint of the industry.
- Renewable energy offers a solution to the pressing issue of greenhouse gas emissions, which contribute significantly to global warming. Telcos & Tower companies are realising the importance of reducing their carbon footprint and are turning to renewable energy sources such as solar, wind, and hydropower to power their operations. By embracing these clean energy alternatives, mobile companies can significantly decrease their environmental impact and contribute to the fight against climate change. (Source: The Economic Times – July 25, 2023)
- Solar Rollout –As of now, approx. 20% of sites have been solarized in the country. Operators like Jio and Airtel are focusing more on site solarization either directly or through tower companies. BSNL has not installed solar in a big way as yet but has big plans for solarization in the coming years. (Source: PV-magazine-india.com – May 23, 2023.)

– **Lead Acid Battery–Batteries that are designed for reliable performance, high energy density and long life.** They are robust suiting Outdoor /

rural /off – grid / Critical Installations. They have highest cyclic life, for most competitive Total cost of ownership (“TCO”). Substantially higher OPEX savings and towers carbon footprint. Reliable for maintenance free operation. Deep Discharge Quick Recharge Characteristics. Time tested & High end VRLA Technology for Telecom Networks. (Source: www.amararajabatteries.com)

- Lithium-ion batteries weigh less, charge faster and last longer than valve regulated lead acid (“VRLA”) batteries – all without outgassing. While these advantages come with a higher initial acquisition cost, total cost of ownership savings are quickly seen with elimination of maintenance costs and longer cyclic battery life. In general, payback is realized after the first comparable VRLA replacement cycle. (Source: www.vertiv.com)

OPPORTUNITIES AND THREATS

As GTL is a Network Services Company, the following opportunities and threats of the telecom sector may have consequential positive and negative impact as the case may be on the Company:

OPPORTUNITIES:

• **5G smartphones Market in India**

- The number of 5G smartphone shipments in India surpassed 100 million (10 crore) in May–2023, setting a new record, as the rapid deployment of 5G technology continues across the country.
- As 5G technology becomes available in more regions of India.
- The 5G smartphone market is expected to grow by over 70 percent compared to the previous year.
- Reliance Jio and Bharti Airtel have already started rolling out their 5G networks across the country since October 2022.

(Source: CNBCTV18.com – July 7, 2023)

• **Monthly data traffic per smartphones**

- The number of smartphone subscriptions is projected to grow at a CAGR of 5 percent, reaching over 1.14 billion by 2028 in India from 840 million at the end of 2022. Smartphone subscriptions in India as a percentage of total mobile subscriptions are expected to grow from 76 percent in 2022 to 93 percent in 2028. Globally, 5G subscriptions are rising and forecasted to reach 1.5 billion by the end of 2023.
- Global mobile network data traffic continues to grow with the monthly global average usage per smartphone expected to exceed 20 GB by the end of 2023.
- The report also reveals that 5G continues to drive innovation in mobile service packaging to offer bundles such as television, music streaming or cloud gaming platforms. About 58 percent of 5G service providers currently do this in various forms.

(Source: Tech Hindu– June 22, 2023)

• **Rural Mobile Penetration**

- India had over 700 million active internet users aged 2 years and above as of December 2022, according to Nielsen's India Internet Report 2023. Of these, rural India accounted for 425 million users, which was

almost 44% higher than the number of active internet users in urban areas, with 295 million users.

- The report showed that rural areas outperformed urban areas in terms of growth, with a 30% increase in the number of active internet users compared to urban areas' 10% growth. Female active internet users grew by 27%, whereas male users increased by around 18%. Additionally, the report found that the lowest population strata of below 100,000 towns and rural areas were the highest growth drivers.

(Source: [Indiabiz.gov.in](http://indiabiz.gov.in) – March 16, 2023)

- **Adani Group to launch 5G network services in 2023**

- Adani Group, the newest entrant in the telecom space, is looking to launch 5G services for enterprises in 2023. The Indian conglomerate also announced that it would be launching consumer apps this year as part of its digital strategy.
- The Company will invest in expanding the network of data centres, building AI–ML and industrial cloud capabilities, along with rolling out 5G services and launching B2C apps. The company paid 212 crore to buy 400MHz spectrum in the mm–wave band. Adani is planning to provide private network services to enterprises, including its own.
- Other entities, such as IT major TCS, could also participate in the private network market. They are awaiting spectrum assignment rules from the DoT and TRAI, who are still deliberating the spectrum bands, which will be given to enterprises for private network use through administrative allocation.

(Source: The Hindu Business line – January 4, 2023.)

The above opportunities / developments will spur growth in the Sector with increase in demand for more tower sites / additional loading on existing sites, thus benefiting Tower Infrastructure Providers & Telecom Network Services Companies.

THREATS:

Following challenges may be faced by telecom operators in future.

Presently, the Company has GIL (“Tower company”) as its main customer which in turn is a vendor to Telecom Service Provider (“TSP”). Therefore, challenges faced by TSPs will percolate to Tower Companies and in turn to the Company.

- TSPs today have huge exposure to debt burden on account of successive licence fee obligations for 4G & 5G licences. Debt servicing in the face of restrained tariffs / ARPU's does not provide much flexibility to telcos on their cashflow management. Further burden is increasing by way of commitments to continuous capex infusion for 4G upgradation and 5G pan India new rollout. This will stretch cash flow and ability for large scale and quick network roll out thus result in deferred ROI.
- Tenancy consolidation by large telcos within their own chosen few tower companies will entail early exit threats for independent tower companies like GIL and this will impact Company's future outlook.
- Long term site agreement of tower companies with landlord coming up for renewals with demands for increase in rent coupled with the telcos looking to optimise cost, will present threat to tower companies which may impact Company performance.

- Tower companies like ATC are looking to exit/ dilute their holding in ATC India which demonstrates the challenging business environment faced by tower companies on account of VI stability concerns and potential threat of duopoly market creation. GIL as an independent tower company may face threats to its future business growth on this account and so would the Company

These above challenges faced by the Telecom Operators/ Tower Companies will affect the growth opportunities for the Tower Companies which will in turn adversely affect companies rendering services to them.

FUTURE OUTLOOK

The Company's main business is from a single Tower Company, namely GTL Infrastructure Limited. Any adverse impact on the business operations of that tower company will impact the Company's financials. The Company will continue to track industry developments closely to align with market and customer developments and will continue to explore new opportunities in the telecom sector. However, on account of the delay in settling the dues of the lenders, recovery action being taken by them, proceedings before NCLT, litigations and other reasons discussed elsewhere; and the consequent loss of revenue / customers, inability to incur capital expenditure and erosion of net worth / valuation of the Company, the ability of the Company to make use of the opportunities is limited.

SEGMENT WISE PERFORMANCE

The Company is engaged in the business of providing “Network Services” only. Accordingly, the performance of the Company from Network Services business is presented below.

DISCUSSION ON FINANCIAL PERFORMANCE WITH RESPECT TO OPERATIONAL PERFORMANCE

The Financial Analysis of the FY 2022–23 is as under:

Profit & Loss Account Items

Revenue

Revenue in FY 2022–23, stood at ₹ 186.41 Crores as compared to ₹ 193.51 Crores in FY 2021–22.

As GIL is the only customer for the Company and the Company has aligned its business plans with that of GIL to sustain business continuity, the Company's revenue goes along with that of GIL.

Cost of Purchases and Services Rendered

In the FY 2022–23, cost of purchases and services rendered stood at ₹ 25.06 Crores as against ₹ 47.69 Crores in FY 2021–22. The said reduction is on account of reduction in revenue and also optimisation of energy cost.

Employee Benefits Expenses

In the FY 2022–23, employee benefit expenses stood at ₹ 65.15 Crores as against ₹ 66.02 Crores in FY 2021–22. This includes employee expenses relating to operations and management.

Other Expenses

In the FY 2022–23, other expenses including administrative expenses, travelling, conveyance, rent, consultancy, foreign exchange variation and others stood at ₹ 115.06 Crores as against ₹ 75.15 Crores in FY 2021–22. The increase in expenses is on account of increase in Exchange Loss due to change in USD/ INR rate. The same were non cash expenses.

Finance Cost

In the FY 2022–23 Finance Cost stood at ₹ 25.66 Crores as against ₹ 22.84 Crores in FY 2021–22.

The Company has neither paid nor provided interest on its borrowings during the FY 2022–23 for the reasons stated in Note 22.3 of the Financial Statements. Had such interest been recognized, the Finance Cost for the year ended March 31, 2023 would have been more by ₹ 417.69 Crores.

Balance Sheet Items

Equity Share capital

As on March 31, 2022, the equity share capital was ₹ 157.30 Crores. There is no change in share capital and as such as at March 31, 2023 the share capital remains at ₹ 157.30 Crores as under:

Particulars	No. of Equity Shares	₹ in Crores
Equity Share Capital as at March 31, 2022	157,296,781	157.30
Equity Share Capital as at March 31, 2023	157,296,781	157.30

Other Equity

Particulars	₹ in Crores
As at March 31, 2022	(6,446.37)
Movement in Other Equity	57.09
As at March 31, 2023	(6,389.28)

Net Worth

Particulars	₹ in Crores
Equity Share Capital as at March 31, 2023	157.30
Other Equity as at March 31, 2023	(6,389.28)
Total Net Worth	(6,231.98)

Borrowings

Borrowings as on March 31, 2023 were ₹ 4,317.13 Crores as against ₹ 4,383.14 Crores as on March 31, 2022. Reduction in Borrowings is mainly on account of appropriation of amount realised towards sale of immovable assets of the Company by lenders against the Rupee Loan.

Net Fixed Assets

As on March 31, 2023, the net fixed assets were ₹ 51.01 Crores as against ₹ 74.21 Crores as on March 31, 2022. The reduction in net fixed assets was mainly on account of sale of immovable assets of the Company by lenders.

Receivable & Inventory

The receivables as on March 31, 2023 were ₹ 33.16 Crores as against ₹ 19.58 Crores as on March 31, 2022. The increase in Receivables is on account of delay in realisation from customer on account of cascading effect of delay in payment by GIL's customer.

The Inventory as on March 31, 2023 was ₹ Nil as against ₹ Nil as on March 31, 2022.

Contingent Liabilities and Related Party Transactions

For details please refer to Note Nos. 39.C & 40.2 in the Financial Statements.

Significant changes in key financial ratios

Particulars	UoM	FY 2022–23	FY 2021–22
Debtors Turnover	No. of Days	52	19
Inventory Turnover (Refer Note 1)	No. of Times	N.A.	N.A.
Interest Coverage Ratio (Refer Note 2)	No. of Times	N.A.	N.A.
Debt Equity Ratio (Refer Note 3)	No. of Times	N.A.	N.A.
Return on Net Worth (Refer Note 3)	%	N.A.	N.A.
Net Profit Margin (%)			
– Net profit / (Loss) (before Exceptional items)	%	(22.51)	(8.96)
– Net Profit / (Loss) (After Exceptional items and OCI)	%	29.73	217.53
Current Ratio	No. of Times	0.03	0.02

Notes: (1) At the Financial year ended March 31, 2023 and March 31, 2022, inventory was NIL hence stated as N.A. (2) The Company has neither paid nor provided interest on its borrowings during the FY 2022–23 & 2021–22, hence stated as N.A. (3) In view of Negative Net worth, Debt / Equity Ratio and Return on Net Worth are not furnished above

Explanation for significant changes in ratios:

The debtors increased from ₹ 19.58 Crores to ₹ 33.16 Crores, thus in absolute terms by ₹ 13.58 Crores. These were realised subsequently. The increase in Receivables is on account of delay in realisation from customer on account of cascading effect of delay in payment by GIL's customer.

The Net Profit/(Loss) (before Exceptional items) in % terms has increased mainly on account of foreign exchange loss totally amounting to ₹ 85.88 Crores as against exchange loss of ₹ 32.63 Crores in the previous year.

The Net Profit/(Loss) (after Exceptional items & OCI) in % terms has decreased on account of exceptional items of ₹ 100.43 Crores (previous year: ₹ 449.65 Crores). The details of exceptional items are given in Note No. 35 of the Financial Statements.

The current ratio has increased from 0.02 to 0.03 mainly on account of increase in Current Assets and decrease in the Current Liabilities as explained elsewhere in this report.

RISKS AND CONCERNS

The key risks and concerns are as under:

Strategic Risk

- Telcos have embarked on a consolidation of their tenancies to few large captive TowerCos in which they have ownership in some form or other. Commercial discussion on price renewal and out-of-lock in sites renewal are underway between GIL and Telcos. As a result, GIL may face exit threat from telcos for out of lock in sites and thus will impact GIL services portfolio.
- New and unique models being explored and implemented by tower companies. Our customer is also looking to implement a model where it will retain the site ownership and land owner relationship and will partner with telcos for opex/capex.

- Vi continues to be a risk as its funding requirements for expansion of 4G as well as introduction of new 5G roll out have not got materialised. Its customer base is also dwindling on account of competition. The developments on those accounts will have cascading effect on GTL.

Operational Risk

- Landlord site rentals are a subject of increased attrition between Tower Companies and Landlords, on account of renewals & new technology. Enhancement or increase in renewals rent on account of 5G roll out is a matter of concern. In the event of any delay in closure, there could be likely disruptions in site operations.
- SEB in various state are exercising their powers to disconnect EB supply on Tower sites due to various reasons. This also impacts and disturbs the services and operations and performance of GTL services.
- The network disruption happened due to Telcos delayed payment and non-payment of certain dues of the Tower company by the Telco also result in disruption of network on account of back-to-back commitment with vendors. GTL is required to manage their disruptions.
- In India inclement weather prevails across all states all around the year, as is evidence from Cyclone, Flooding etc. As a result, operations and maintenance services are always under disruption at sites on account of EB disconnection, access issue etc. Monsoons progressed in various parts of India and in fact have extended beyond normal timelines. As a result, EB availability is volatile and thus impacts site operations.

Legal & Compliance Risk

As reported earlier, while the Company continued its efforts to arrive at a settlement with its lenders, based on the Circulars dated February 2018 / June 2019 of RBI, the lenders issued notices for recall of their loans, taking possession of the secured assets, invoked / sold the shares pledged by the Company and Promoter and filed application before Debt Recovery Tribunal (“DRT”) / National Company Law Tribunal (“NCLT”).

In view of the above developments, litigation and the rigid stand of some lenders, the settlement of the dues of the lenders through negotiated settlement got affected. While the Application filed by one of the lenders before NCLT got dismissed vide its order dated November 18, 2022, the said matter is now pending before the National Company Law Appellate Tribunal (“NCLAT”), on appeal by the said lender. Accordingly, the Management is of the view that subsequent upon final directions of the lenders / NCLAT, it would be in a position to revive the Company and continue its operations.

In the meanwhile, the lenders have sold / in the process of selling the immovable properties of the Company. The Central Bureau of Investigation has filed FIR towards certain charges against the Company. In this connection the Directorate of Enforcement, Mumbai has conducted searches at the offices of the Company. The Company has co-operated and will continue to co-operate and provide appropriate documentation to defend and exonerate itself on merits. The Company continues to operate in normal course as this does not have any impact on its operations.

As regards major claims of the Company against MSEDCL and GIL and other litigations, shareholders are requested to refer to the ‘status of legal cases given below’.

As regards compliance of various other regulatory requirements shareholders are requested to refer to Secretarial Audit and Compliance Report forming part of the Directors’ Report.

Foreign Exchange and Commodity Price Risk

Members are requested to refer note no. 43 of the Financial Statements under the head Financial Risk Management Objectives and Policies, for risk arising in respect of the above.

Mitigation measures taken

As regards the Strategic and Operational Risk, GIL’s Customer Vi has announced that they are actively pursuing possible closure of funding. Hence, this will provide an opportunity to GIL for new tenancies which ultimately would provide certain relief to GIL to mitigate tenancy losses upon future actions, if any by other Telcos and would also be in a position to carry on business with Vi and recover its dues. As regards the unique model being explored, wherein the capex & opex are likely to be partnered with Telcos, GTL is presently in wait and watch mode. GTL will take necessary corrective actions on its OnM costs to mitigate any revenue erosion once it receives the updates in the said matter from its customer. As regards the risk arising from inclement weather and consequent disruption to the network, the Company is taking care by providing additional Diesel in Tank at the sites to mitigate the site disruption on account of EB outage and access restrictions on sites. Further regarding the issues faced at certain radiating sites due to switching off of EB supply by SEB, the Company is co-ordinating with GIL and taking up site rectification works and reorganize field teams to direct them for mitigating the site impact by extending the necessary support for sorting out the matter.

As regards the legal and compliance risk as stated above, the appeal filed by the lender before NCLAT is pending for disposal. The Company is engaging the services of senior counsels and consultants for defending its position. In the matter of FIR / Search by the authorities, the Company has provided / is providing appropriate legal documentation to defend and exonerate on its merits.

In the matter of its major claim, the Company has taken legal action including through arbitration to recover its dues from Aircel Group, MSEDCL, GIL and others. In respect of matters where the lenders have filed recovery suits in the Court, the Company wherever possible has filed consent terms and got the suits disposed of.

As regards mitigation measures in respect of Foreign Exchange, Commodity and Other Risks, Members are requested to refer to note no. 43 of Standalone Financial Statement under the head Financial Risk Management Objectives and Policies.

Status of legal cases

As on March 31, 2023, there were 48 cases against the Company, pending in various Courts and other Dispute Redressal Forums.

- In 8 out of 48 cases, the Company has been implicated as proforma defendant i.e. there are no monetary claims against the Company. In most of these cases, dispute concerns matter like loss of share certificate, title claim / ownership / transfer of the shares etc. The Company’s implication in these matters is with a view to protect the interest of the lawful owners of the shares. Upon the final orders passed by the Court(s), the Company shall have to release the shares, which are presently under ‘stop transfer’, in this regard to the rightful claimants. There is no direct liability or adverse impact on the business of the Company on account of the said 8 cases.
- Out of the balance 40 cases, 16 cases are from its earlier power business, 5 cases are from telecom related businesses and 1 case is in respect of non-allotment / non-refund of money in its IPO, which are handled by the Company’s advocates, who have the necessary expertise on the subject. It is found that in most of the cases the

claims are unsubstantiated and therefore the Company is resisting and defending these claims. Out of the aforesaid 16 cases of power business, 9 cases pertain to Labour Court matter wherein the employees filed for reinstatement on termination consequent to termination of Aurangabad Distribution Franchisee Agreement of the Company. These are being settled with affected employees. The contingent liability in respect of these 9 cases is ₹ 1.34 Crores and in respect of balance 7 cases is ₹ 0.37 Crores. Further the contingent liability w.r.t. 5 cases related to telecom business and 1 case in respect of non-allotment / non-refund of money in its IPO is ₹ 0.85 Crores.

- iii. There are 9 cases pertaining to arbitration matters, out of which in 5 cases, the Company has invoked arbitration proceedings against MSEDCL in respect of the DF Contract & EPC Contract as explained in the earlier Annual Report and the contingent liability towards counter claims as claimed by MSEDCL is ₹ 462.90 crores. The other four matters, are arising out of challenge on the procedural orders by the Arbitrator and are being contested in the courts by the company's advocates who have the necessary expertise on the subject. There is no contingent liability arising out of the four matters.
- iv. In 1 case, a bank has filed commercial suit against the Company in the Hon'ble Bombay High Court in respect of the Company's comfort letter issued in favour of one of its Wholly Owned Subsidiaries (WOS) towards WOS's credit facilities. The contingent liability in respect of which is ₹ 237.28 crores.
- v. In 1 case a Lender Bank has filed insolvency petition before the National Company Law Tribunal, Bombay Bench (Hon'ble Tribunal) under section 7 of the IBC Code. The Hon'ble Tribunal vide its order dated November 18, 2022 dismissed the said petition. The said matter is now pending before the National Company Law Appellate Tribunal (NCLAT), on appeal by the said lender. The contingent liability in respect of which is ₹ 204.78 crores (Net of liability in the books as at March 31, 2023 of ₹ 329.98 crores, against the total claim of ₹ 534.76 crores)
- vi. In 1 case, the Department of Telecom (DoT) has raised a frivolous demand of ₹ 1,509.50 crores based on Adjusted Gross Revenue for ISP license fee pertaining to the business carried out by the Company well before the year 2009 and the relevant ISP license was surrendered to DoT in 2009 for which DoT had issued a no-dues certificate in November 2010. The Company is contesting this demand in an appropriate forum.
- vii. In 1 case Canara Bank has filed a suit against the company in Debt Recovery Tribunal, Chennai, claiming ₹ 551.91 Crores. The company is contesting the claim in the DRT, Chennai.
- viii. In 1 case, IDBI Bank and other CDR lenders have filed a suit against the company in Debt Recovery Tribunal, Mumbai, claiming ₹ 4,853.55 Crores. The company is contesting the claim in the DRT, Mumbai.
- ix. In 1 case, Employees of the staffing company have initiated legal proceedings in labour/other courts against the company. These are being contested by the company. The contingent liability of these case is ₹ 0.12 crores.
- x. In the balance 3 cases, the company has been impleaded for various procedural reliefs in the courts and these matters relate and arise out of the Interim Award passed by the Arbitral Tribunal in an Arbitration matter between the

Company and GTL Infrastructure Limited ("GIL") and are being contested in the courts by the company's advocates who have the necessary expertise on the subject. There is no liability to the company at this stage of litigation.

The Company has a claim against GIL in respect of operational services rendered by it. As reported in MDAR of Annual Report of FY 2019–20, on account of non-resolution of Company's claim by GIL, parties invoked arbitration. The Tribunal ordered GIL to pay ₹ 440 Crores vide its Interim Award dated December 17, 2019. In the matter of Appeal filed by ARC against the order of the Tribunal, the Hon'ble Delhi High Court vide its Order dated November 18, 2020 modified the Interim Award thereby directing the amounts as directed by the Tribunal to be deposited and retained in the Trust and Retention Account (TRA) maintained by GIL. The application for clarification filed by ARC against the said Order got dismissed vide Order dated February 3, 2021 of the Hon'ble Delhi High Court. The ARC also filed Review Petition against the Hon'ble Delhi High Court's Judgment dated November 18, 2020 and the same was rejected by the Delhi High Court vide its Judgment dated February 4, 2022. The ARC has also filed a suit before the Hon'ble Bombay High Court praying for permanently restraining GIL from making any payment to the Company under the Interim Award. ARC has further challenged the Review dismissal order along with the earlier Judgment dated November 18, 2020 before the Hon'ble Supreme Court by way of Special Leave Petition.

In view of the above developments, the Company has withdrawn the earlier Execution Petition and has filed a fresh Execution Petition for enforcement of the Interim Award as modified by the Judgment of Hon'ble Delhi High Court dated November 18, 2020. In the matter of Arbitration, final hearing in the proceedings got over and the matter was closed for Final Award. However, on account of the various legal developments the Tribunal has adjourned the case, awaiting the outcome of proceedings before Hon'ble Supreme Court.

INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

The Company has put in place various Internal Controls for different activities so as to minimize the impact of various risks. Also, as mandated by the Companies Act, 2013, the Company has implemented the Internal Financial Control (IFC) framework to ensure proper Internal Controls over financial reporting. Apart from this, a well-defined system of Internal Audit is in place so as to independently review and strengthen these internal controls. The Audit Committee of the Company regularly reviews the reports of the internal auditors and recommends actions for further improvement of the internal controls.

QUALITY

Process & Operational Excellence

GTL Network services are designed to provides operation excellence to its customers with an acute focus on delivering consistent SLAs & generating efficient outcome to meet customer This is made possible by right sizing of the delivery organisation near shoring of technical resource to customers sites & a collaborative efforts with shareholder to meet stated goals.

While there has been improvement in industry infrastructure namely in Ebisation of states & road conditions, however environmental exigencies like inclement weather, cyclones, storms etc. have been impacting site operations and GTL continuous to innovate on its operations and maintenance and energy management process in order to provide consistent performance and good quality of services to its customers.



HUMAN RESOURCES

At GTL, the Human Resources function has made a paradigm shift from being a support function to a core and strategic business partner. HR works with executives to clarify the business direction and performance expectations, and actively contributes to deciding what strategies are required for managing talent to achieve business goals.

Culture is the blueprint that drives the organization initiatives. The GTL leadership has been spending immense time in terms of building a healthy, participative, and competitive culture that provides opportunities to its young work force purely based on merit and driven by performance.

At GTL, employees are not confined to their desks. The Company organized a Box Cricket Match for its employees and Women Throwball Match where it saw huge participation across all functions. Further the Company also celebrated Women's Day at Pan India Level.

The Company provided Health and Term Life Insurance to all its employees. Health insurance is covered for employees and their families who have completed 2 years of service in the organization. This scheme covered the employee, his immediate family i.e spouse and dependent children and parents.

Excellence in GTL is recognized through a Rewards and Recognition Processes. During the Year 2022–23, **80** number of employees have been recognized for their efforts through Spot Awards.

People Strength

In line with the developments in the India Telecom industry and its own business requirements, its human resources strength is **1,612** associates (directly or indirectly) as on March 31, 2023 as against **1,593** associates in March 31, 2022.

CORPORATE SOCIAL RESPONSIBILITY

The Company discharges its social responsibilities through employee volunteerism, payroll giving and other non-financial means by supporting the causes adopted by Global Foundation. Beneficiaries are supported from all the telecom circles in India where the Company offers its services.

For the FY 2022–23, emphasis was placed in the areas of Education, Health & Hygiene, Sanitation, Disability and Community Development. We are happy to share that Global Foundation served around 7,600 beneficiaries in FY 2022–23 against around 7,000 in FY 2021–22 as under:

Education:

- Education of 1,450 students was supported by awarding need cum merit-based Scholarships / Financial Aid.
- To bridge the digital divide and contribute to our country's vision of "Digital India", Computer Literacy & Skills trainings were imparted to 346 rural children.

Health, Hygiene and Sanitation:

- Medical aid was provided to 70 patients to ease out their financial burden.
- Medical/health camps were organised in rural areas for preventive health check-up. These camps were attended by 6,140 people benefitting from diagnosis of illness/ailment and referral for treatment at hospitals.

Disability:

- For over two decades, Global Foundation has devotedly worked towards the advancement of the Visually impaired. As a step towards their self-sustenance, computer courses and workshops on android were conducted during the year. Yoga sessions complimented for their mental well-being and personality enrichment.

Community Development:

- Support was extended to NGOs working for the development of mentally challenged children and female children.



Happy faces of beneficiaries from rural Maharashtra



Rejoicing the moment upon successful completion of Android workshop for the visually impaired

Your Directors present their Thirty Fifth Annual Report together with the Audited Financial Statements for the year ended March 31, 2023.

1. STATE OF THE COMPANY'S AFFAIRS

FINANCIAL HIGHLIGHTS

(₹ in Crore)

Particulars	FY 2022–23	FY 2021–22
Total Income	192.01	198.36
Profit / (Loss) before Depreciation, Exceptional Items and Tax (PBDT)	(38.93)	(13.34)
Less: Depreciation	4.30	4.44
Profit / (Loss) before Tax and Exceptional Items	(43.22)	(17.78)
Exceptional Items	100.43	449.65
Less: Provision for Taxation	Nil	Nil
Profit / (Loss) After Tax (PAT)	57.20	431.87
Other Comprehensive Income for the year, net of tax	(0.12)	(0.38)
Total Comprehensive Income for the period, net of tax	57.09	431.49
Add: Balance brought forward from the last year	(8,176.02)	(8,607.52)
Loss available for appropriation	(8,118.93)	(8,176.02)
Appropriations:		
Recommended for Equity Dividend	Nil	Nil
Dividend Distribution Tax	N.A.	N.A.
Amount transferred to		
– General Reserve	Nil	Nil
Balance Carried Forward	(8,118.93)	(8,176.02)

The figures for the previous year / current year have been regrouped / rearranged / recast wherever considered necessary

2. RESULTS OF OPERATIONS

The financial highlights of the Company for the financial year under review are as follows:

- Total Income is ₹ 192.01 Crores as against ₹ 198.36 Crores for the previous financial year.
- Profit/ (Loss) Before Depreciation, Exceptional Items and Tax (PBDT) is ₹ (38.93) Crores as against ₹ (13.34) Crores for the previous financial year.
- Profit / (Loss) After Tax (PAT) before Exceptional Items is ₹ (43.22) Crores as against ₹ (17.78) Crores for the previous financial year.

3. OPERATIONS

As reported in the Directors' Report of last year and earlier years, on account of the adverse circumstances surrounding the telecom and power sectors, the Company's business and profitability got affected, resulting in admission of the Company into Corporate Debt Restructure ("CDR") in July 2011.

As the post CDR developments like cancellation of 122 Nos of 2G licenses by the Supreme Court in February 2012, Cancellation of 20,000 tenancies by Aircel Group in 2014, Suspension of fixed line expansion by BSNL, cancellation of MSEDCCL Contract in November 2014 etc. impacted the ability of the Company to service its debts, understanding the reality of the situation, the Company revised its earlier proposal with a one-time settlement proposal for settlement of the dues of all the lenders by monetization of its assets, business divisions and investments.



However the industry itself was going through challenging times on account of (a) unsustainable level of debt (due to exorbitant spectrum prices); (b) Merger / exit of telecom companies in FY 2017–18 (due to intense competition, inability to service the debts and incurring of loss by almost all Companies); (c) Issue of Circular dated February 12, 2018 by RBI inter-alia for withdrawal of CDR and all other restructure Schemes; (d) Upholding of DoT contention on Adjusted Gross Revenue (“AGR”) by the Hon’ble Supreme Court vide its orders dated October, 2019, July 2020 & July 2021; and e) Closure / Bankruptcy of many of our customers. These developments resulted in overall set back to the business operations, cash losses, erosion of net worth, deterioration of valuation of assets and litigation to the Company.

Still, the Company continued its efforts to arrive at a settlement, based on the Circulars dated February 2018 / June 2019 of RBI. As a result, as stated in the Directors Report of FY 2019–20, based on the decision in the JLF meeting held on July 5 and 6, 2019, all but one bank executed the Inter Creditor Agreement (ICA), as per new circular of RBI dated June 7, 2019. Thereafter the lenders also discussed the OTS proposal of ₹ 694 Crores of the Company in the JLF meeting held on December 9, 2019 and concluded with a request that individual lenders may start the internal approval process immediately and complete the documentation for OTS / NS by December 31, 2019. Subsequent to said OTS / NS proposal, the Company has fully supported the lenders to sell Investments / Properties and also made payments from its revenues, culminating to a recovery of an amount of ₹ 891 Crores as on date.

After observing all the above, while the Application filed by one of the lenders before NCLT got dismissed vide its order dated November 18, 2022, the said matter is now pending before the National Company Law Appellate Tribunal (“NCLAT”), on appeal by the said lender. Accordingly, the Management is of the view that subsequent upon final directions of the lenders / NCLAT, it would be in a position to revive the Company and continue its operations.

In the meanwhile, the lenders have sold / in the process of selling the immovable properties of the Company. The Central Bureau of Investigation has filed FIR towards certain charges against the Company. In this connection the Directorate of Enforcement, Mumbai has conducted searches at the offices of the Company. The Company has co-operated and will continue to co-operate and provide appropriate documentation to defend and exonerate itself on merits.

Under the above circumstances, in spite of the Industry launching 5G services and is exploring various opportunities as stated elsewhere in this Report under head ‘Telecom Industry’, with only one customer viz. GTL Infrastructure Ltd. (“GIL”) (which is also under going similar problems) and the inability of the Company to incur capital expenditure (under the given circumstances) to upgrade and meet the requirement of the developments in the industry, the Company’ operations are at the minimum level, which can be geared up only on closure of the settlement issues among / with lenders.

4. DEVELOPMENTS

Telecom Industry

After a successful round of 5G auctions in July 2022, October 2022 witnessed the milestone launch of 5G services in the country. The Telcos have successfully set up the networks and rammed up 5G availability and have completed their roll out obligations as mandated by DoT. The year 2022 witnessed the completion of the spectrum auction and offering of automatic upgrade from 4G to 5G to users in their existing data plan, in all important cities. 5G is a game changer for Indian Telecom Industry and will be a major driving force in pushing India towards a digital economy. Owing to its high speed and real time communication it might provide opportunity to generate revenue from enterprises. At the same time, it is connecting the unconnected by bringing fibre, wireless and satellite to villages, for driving digital transformation in rural areas and will also provide positive effects on the country’s socio-economic development in achieving its economic goal. Pan India availability of 5G services is likely to go beyond 2023. Thus, while 4G continues to be the dominant subscription type driving connectivity and fueling data growth, as per OpenSignal Report (tele.net July 2023), India ranks among world leaders in the race for 5G deployment, with 29.9 per cent availability. 5G brings higher bandwidth, lower latency and better wireless connectivity in general and acts as the spring board for growth of various industries and the Indian economy.

Considering the importance of the telecom sector as the backbone of the digital wave, with a view to complement the efforts of the Industry, the Government on its part has taken the following initiatives:

- Union Cabinet has given its nod to a new Telecom Bill 2023, for revamping and modernizing the telecom sector with a comprehensive law encompassing all forms of voice and data communication for addressing the ever-evolving challenges and opportunities in the swiftly expanding telecommunications domain – will replace the out dated three existing acts viz.
 - o The Indian Telegraph Act, 1885,
 - o The Indian Wireless Telegraphy Act, 1933, and
 - o The Telegraph Wires (Unlawful Possession) Act, 1950

- Got the assent of the President of India for the Digital Personal Data Protection Bill 2023.
- Has launched the GatiShakti Sanchar portal for centralized right-of-way (ROW), a common single portal for seeking ROW permissions to lay optical fibre cable and erect mobile towers.
- DoT is planning to conduct next round of 5G spectrum auctions worth about ₹ 2.5 trillion at base price in January – February 2024.
- By unveiling a vision document “Bharat 6G” India is now gearing up for the next phase of technological revolution by moving towards 6G.
- Satellite internet will be key to delivering internet services to remote areas which are difficult to cater via broadband or mobile network. TRAI is likely to submit its recommendation to DoT on the method by which spectrum to be awarded in India for broadband from space services.

Challenges of the Telecom Sector

According to Indian Ratings and Research (Ind–Ra), “the accelerated pace of 5G deployment by telecom operators is likely to increase the capex intensity in the next 12 months, and with the 5G services not being offered at a premium, the return on capital employed (RoCE) for telcos may see a limited upside. does not foresee broad based tariff hikes materializing in the near to medium term, given the heightened competition Meanwhile, for the telecom tower industry, the outlook remains deteriorating due to its dependency on Vodafone Idea Ltd (Vi), rising receivables and the benefits of 5G rollout being back–ended. As per the study, the impact of delayed receivables on tower companies ‘ credit profiles should be much worse, given their inability to delay fuel payments and lack of visibility on the recoverability of pending dues (large provisioning done over the past year) Therefore, the ability of Vi to raise funding remains a key monitorable for tower companies” . (Source: tele.net April 2023).

According to report by CRISIL Ratings although telcos have already launched 5G services in over 300 cities since October 2022, mass adoption would gather pace when retail use cases get unlocked. Despite the identification of a plethora of 5G–led use cases such as smart class rooms, precision farming and intelligent transport systems, adoption hinges on a significant improvement in network infrastructure, which will happen only gradually over the next few years. Till then, adoption of 5G services would be largely driven by technology–neutral tariffs being offered by telcos currently. (Source: tele.net March 2023).

According to ICRA, “the telecom services industry is predicted to achieve moderate revenue growth of roughly 7–9 per cent in FY 2024 over FY 2023, due to muted average revenue per person (ARPU) expansion in the absence of tariff hikes. As telecom operators increase 5G coverage, their capital expenditure (capex) levels will remain higher, keeping the industry debt levels high at roughly ₹ 6.1–6.2 trillion in March 2024, and it is anticipated that industry ARPU will rise to ₹ 182–185 in FY 2024, up from ₹ 175 in FY 2023. Further, ICRA foresees industry capex being at around ₹ 700 billion during FY 2024 within an overall spend of around ₹ 3 trillion during next four–five years.” (Source: tele.net August 2023).

The world continues to transform into an intricate web of interconnected technologies. The convergence of technologies such as 5G, AI, cloud and edge are expected to dramatically change the way the industry operates, but at a cost.

On the above background, while Bharti Airtel, Reliance Jio and Vodafone Idea are justified in raising the required resources, the debt burden of the Telecom Industry keeps going up, without commensurate increase in tariff to reduce the burden. It is strange that the Telecom sector which is the second highest revenue earner for the Government, after direct and indirect taxes and contributes as much as 90% of the non–tax revenue, it itself is in maximum debt burden.

The Chairman of Vi himself in the latest annual report states that the telecom tariffs continue to remain unsustainable and need to increase significantly from current levels to improve overall industry health and generate reasonable returns for operators to promote investments including investments towards new and emerging technologies.

With the Telcos stated to remain debt burdened in the near term and Tower Companies performance hinging on sustenance of at least 3–4 Telcos in India, the prospects for Telecom Infrastructure services will also remain muted over the short term. Hence, it is vital for this industry to provide its services at competitive price by increasing the tariff to have reasonable return on investment for its long–term existence, servicing of the debts and growth; and for the Government to ensure the presence of 3–4 healthy Telcos in India to cover the entire spectrum of Retail and Enterprise users for Telcom Services. Only then can India truly harness and benefit from the potential of 5G and thereon the 6G technology in its quest for becoming Self Sufficient i.e. Aatmanirbhar.

5. GOING CONCERN

During the last few years, the Company has incurred cash losses, resulting in erosion of its entire net worth. The Company's current liabilities are higher than its current assets. While the petition filed by one of the lenders before NCLT got dismissed vide its order dated November 18, 2022, the said matter is pending before the NCLAT, on appeal by the said lender. Accordingly, the Management is of the view that based on directions of lenders / NCLAT it would be in a position to revive the Company and continue its operations and hence, continues to prepare its Financial Statements on a going concern basis.



6. DIVIDEND

In view of the accumulated losses in the last few years and the dividend restrictions imposed by the lenders, your Directors express their inability to recommend any dividend on the paid up Equity and Preference Share Capital of the Company for the financial year ended March 31, 2023.

7. SHARE CAPITAL AND NON-CONVERTIBLE DEBENTURES (NCDS)

(i) Equity:

There is no change in Equity Capital due to allotment of shares or otherwise during the year under review. As such, Equity Capital of the Company at the beginning of the year and at the end of the year stood at 157,296,781 Equity shares.

The Company has only one class of equity share. Thus, the details required to be furnished, for equity shares with differential rights and / or sweat equity shares and / or ESOS, under the Companies (Share Capital and Debentures) Rules, 2014 are not furnished.

(ii) Preference:

As the Preference Shareholder did not exercise its right for conversion of the preference shares into equity within the stipulated time period, there will not be any impact on the Company's equity capital.

(iii) NCDs:

During the FY 2009-10, the Company had privately placed 14,000 Rated Rupee denominated Redeemable Unsecured NCDs of the face value of ₹ 10 Lakhs each aggregating ₹ 1,400 Crores. Further, based on the consent terms filed by both parties before the Hon'ble Bombay High Court on March 19, 2018 and the order passed thereon, the winding up petition got disposed of. The NCD holder has also signed the Inter-Creditor Agreement for settlement, subject to secured lenders approval.

8. FIXED DEPOSITS

There are no unclaimed deposits lying with the Company and during the year under review, the Company has not accepted any fresh fixed deposits from Public or from its Shareholders.

9. CHANGES IN THE BOARD AND KEY MANAGERIAL PERSONNEL

Mr. Sunil S. Valavalkar retires by rotation at the ensuing Annual General Meeting ("AGM") and being eligible offers himself for re-appointment. The re-appointment of Mr. Sunil Valavalkar, on his retirement by rotation is forming part of the Ordinary Business in the Notice of ensuing AGM. The background of Mr. Sunil Valavalkar, Director proposed for re-appointment is given in the Notice of AGM.

Further, since the term of appointment of Mr. Sunil S. Valavalkar as a Whole-time Director would be expiring on December 15, 2023, based on the recommendation of Nomination and Remuneration Committee, subject to necessary approvals, the Board vide its resolution dated August 26, 2023 gave its consent for re-appointment of Mr. Valavalkar as a Whole-time Director for a period of 3 years w.e.f. December 16, 2023. The same is forming part of the items to be considered in the ensuing AGM.

As reported in the last report, Shri. Venkata Apparao Maradani ceased to be a Nominee Director of the Company w.e.f. May 4, 2022 pursuant to withdrawal of his nomination by IDBI Bank Limited.

The Board, based on the recommendation of the Nomination & Remuneration Committee, vide its resolution dated November 24, 2022, appointed Ms. Sanjana S. Pawar as an Additional Director w. e. f. November 24, 2022 and Non-Executive Independent Director from November 24, 2022 till November 23, 2027, subject to the approval of the shareholders, to which the shareholders gave their consent through Postal Ballot concluded on February 5, 2023.

On the resignation of Dr. Mahesh Borase as a Non-Executive Non-Independent Director from close of business hours of December 19, 2022, the Board based on the recommendation of the Nomination & Remuneration Committee, vide its resolution dated December 20, 2022 appointed Mr. Borase as an Additional Director w. e. f. December 20, 2022 and Non-Executive Independent Director from December 20, 2022 till December 19, 2027, subject to the approval of the shareholders, to which the shareholders gave their consent through Postal Ballot concluded on February 5, 2023.

Upon completion of her tenure as an Independent Director on March 31, 2023, Mrs. Siddhi Mandar Thakur was appointed as an Additional Director in the capacity of Non-Executive Non-Independent Director of the Company w.e.f. April 1, 2023 to which the shareholders gave their consent through Postal Ballot concluded on May 15, 2023.

There are no changes in the Key Managerial Personnel.

10. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

The information required under Section 197(12) of the Companies Act, 2013 ("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 percentage increase in remuneration of each Director, Chief Executive 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. Sunil S. Valavalkar	1: 7.71	7.5
Non-executive Directors (Sitting Fees only) #		
Mr. D. S. Gunasingh	N.A.	N.A.
Mr. Navin J. Kripalani	N.A.	N.A.
Mrs. Siddhi M. Thakur	N.A.	N.A.
Mr. Venkata Apparao Maradani (Ceased to be Nominee Director w.e.f. May 4, 2022)	N.A.	N.A.
Dr. Mahesh M. Borase	N.A.	N.A.
Ms. Sanjana S. Pawar	N.A.	N.A.
Chief Financial Officer		
Mr. Milind V. Bapat *		5
Company Secretary		
Mr. Deepak A. Keluskar *		7.5

Since Non-executive Directors received no remuneration except sitting fees for attending meetings, the required details are not applicable

* Considered only CTC for calculation.

- (ii) The percentage increase in the median remuneration of employees in the financial year: 7.7%
- (iii) Number of employees: The number of employees of the Company and its Associates are 1,612 as on March 31, 2023.
- (iv) Average percentage increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile 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 5.8%. During the year, the Company has paid remuneration to Mr. Sunil Valavalkar – whole time Director as per his terms of appointment, which were approved by the Shareholders of the Company and within the limits of the Companies Act, 2013.
- (v) Affirmation that the remuneration is as per the remuneration policy of the Company: The Company affirms that the remuneration is as per remuneration policy of the Company.

11. DIRECTORS' RESPONSIBILITY STATEMENT

In terms of the provisions of Section 134(3)(c) of the Act, the Board of Directors, to the best of their knowledge and ability, in respect of the year ended March 31, 2023, confirm that:

- in the preparation of the annual accounts, the applicable accounting standards had been followed and there are no material departures;
- 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 profit / loss of the Company for that period;
- 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;
- they had prepared the annual accounts on a going concern basis;
- 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
- 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. 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.

13. POLICY ON DIRECTORS' APPOINTMENT & REMUNERATION ETC.

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

14. PERFORMANCE EVALUATION OF THE BOARD, ITS COMMITTEES AND INDIVIDUAL DIRECTORS

The Board of Directors has carried out annual evaluation of its own performance, Board Committees and individual Directors, pursuant to the provisions of the Act and Securities & Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015 (the "Listing Regulations").

The performance of the Board and its Committees were evaluated by the Board after seeking inputs from the Board / Committee members on the basis of the criteria such as composition of the Board / Committees and structure, effectiveness of Board / Committee processes, providing of information and functioning etc. The Board and Nomination & Remuneration Committee also reviewed the performance of individual Directors on the basis of criteria such as attendance in Board / Committee meetings, contribution in the meetings, qualification, experience, knowledge, competency, contribution & integrity, independence & their independent views and judgment etc.

In a separate meeting of Independent Directors, performance of Non-Independent Directors, performance of the Board as a whole and performance of the Chairman were evaluated, taking into consideration views of executive and Non-Executive Directors.

15. MANAGEMENT DISCUSSION AND ANALYSIS

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

16. CORPORATE GOVERNANCE & VIGIL MECHANISM

A separate Corporate Governance Report on compliance with Corporate Governance requirements as required under Regulation 34(3) read with Schedule V to the Listing Regulations forms part of this Annual Report. The same has been reviewed and certified by M/s. GDA & Associates, Chartered Accountants, the Auditors of the Company and Compliance Certificate in respect thereof is given in **Annexure A** to this Report.

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

17. RISKS

The major risks faced by your Company have been outlined in the MD&A Report and Note no. 43 of the Financial Statements to allow stakeholders and prospective investors to take an independent view. We strongly urge stakeholders / investors to read and analyze these risks before investing in the Company.

18. CORPORATE SOCIAL RESPONSIBILITY

In view of the negative net worth, revenue below the prescribed limit and cumulative losses suffered by the Company, it is not attracted by the provisions of Section 135 (5) of the Act.

The brief outline of the Corporate Social Responsibility ("CSR") Policy of the Company and other details are furnished in **Annexure B** of this Report in the format prescribed in the Companies (Corporate Social Responsibility Policy) Rules, 2014. The Company undertakes, when permissible, various projects directly and / or through "Global Foundation, a Public Charitable Trust. For the CSR initiatives reference may be made to MD&A Report under the caption "Corporate Social Responsibility". The CSR Policy is available on the Company's website www.gtllimited.com.

19. AUDIT COMMITTEE

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

20. AUDITORS AND AUDITORS' REPORT

Auditors

M/s. GDA & Associates (FRN: 135780W), Chartered Accountants, were re-appointed as Auditors at the Thirty Fourth (34th) AGM to hold office from conclusion of the said meeting till the conclusion of the Thirty Ninth (39th) AGM. Accordingly, they continue to be in office for FY 2023-24.

Cost Auditors

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

Auditors' Report

As regards the Auditors' modified opinion and emphasis of matters, the Board has furnished required details / explanations in Note Nos. 32.1, 22.3 & 22.4 and Note No. 49, 5.1 & 47 of Notes to financial statements respectively.

Secretarial Auditors' Report

The Secretarial Audit report and the Secretarial Compliance Report are given in **Annexure C** and **Annexure D** respectively.

In the reports it is observed that upon withdrawal of nomination of Shri. Venkata Apparao Maradani by lead lender, the Minimum number of Directors on the Board got reduced from six to five on May 4, 2022 and fell below the minimum threshold prescribed under Regulation 17(1)(c) of the Listing Regulations. After waiting for the response of lead lender, the Company filled in the vacancy of Nominee Director on November 24, 2022 and complied with the requirement, however the delay resulted in levy of fine by both BSE and NSE, for part of the quarters ending September 2022 and December 2022. The Company has filed Application for condoning the delay and waiver of the fine, which application after hearing is pending for final disposal.

Compliance with Secretarial Standards

The Company has complied with applicable Secretarial Standards as prescribed by the Institute of Company Secretaries of India.

21. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS

As regards Guarantees and Investments reference may be made to Note Nos. 39C and 7 of the Financial Statements respectively. The Company has not given any loans during the FY 2022–23.

22. PARTICULARS OF RELATED PARTY TRANSACTIONS

During the year under review, your Company has not entered into any material contracts or arrangements or transactions with any related party either at arm's length or otherwise as referred in Section 188(1) of the Act read with the rules made thereunder. Accordingly, the statement pursuant to Section 134(3)(h) of the Act read with Rule 8(2) of the Companies (Accounts) Rules 2014 giving the particulars of contracts or arrangements with related parties referred to in section 188 (1) of the Act, is not enclosed as a part of this Report.

For full details of Related Party Disclosures reference may be made to note nos. 40.1 and 40.2 of the Financial Statements of the Company.

The policy on Related Party Transactions as approved by the Board is uploaded on the Company's website www.gtllimited.com. None of the Directors has any pecuniary relationships or transactions vis-à-vis the Company.

23. 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.

24. SUBSIDIARIES

The Company does not have any subsidiary company. Hence, a statement pursuant to provisions of Section 129(3) of the Act in Form No. AOC-1 is not furnished.

25. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION & FOREIGN EXCHANGE EARNINGS AND OUTGO**a. Conservation of Energy:**

The company provides Operations, Maintenance and Energy Management services to its customer and by virtue of the same, energy efficiency, conservation and its optimal utilization are its key deliverables. As a result, the Company continues its focus and efforts towards implementing and operating various Energy related initiatives to fulfill its objectives.

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

- a. Improving network performance and at the same time optimizing energy usage through regular monitoring and timely audits. Proper planning of the Energy Consumption Cycle thus ensuring effective management of energy costs and consumption.
- b. Control of excessive or unwarranted burn of Energy by keeping proper check and balance on the power consumed vis à vis operating load and periodic maintenance, both Preventive and Corrective of power assets.
- c. A total of 2,432 sites of our customer are operating as green sites, thereby ensuring optimal fuel stock and minimal wastage.
- d. New EB Connection done at 69 Sites which were diesel dependent, now with Optimal diesel Utilization.
- e. Constant monitoring of excessive energy use sites to identify root causes and rectify the same, thereby controlling the excess consumption for conserving Energy.



- f. Implementation of SMPS with Customer wise Load Measurement to Monitor Actual Consumption and Recovery from Customer.
- g. Installing the advanced Battery Bank solutions like HCT Batteries to reduce energy consumption & to save the cost accordingly.
- ii) **the steps taken by the Company for utilizing alternate source of energy: NIL**
- iii) **the capital investment on energy conservation equipment:**
No capital investment on energy conservation equipment undertaken during the year.
- b. **Technology Absorption:**

1.	Efforts made towards technology absorption	:	Not applicable as the Company has not absorbed any new technology.
2.	The benefits derived like product improvement, cost reduction, product development or import substitution	:	Not applicable as the Company has not imported any technology in the last 3 years.
3.	In 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	:	No expenditures were incurred during the year.
4.	the expenditure incurred on Research and Development	:	

- c. **Foreign exchange earnings and Outgo:**
During the year under review, there are no foreign exchange earnings and the foreign exchange outgo.

26. INTERNAL FINANCIAL CONTROL SYSTEM

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

27. HUMAN RESOURCES

Our employees and associate base stood at 1,612 as on March 31, 2023 as against 1,593 as on March 31, 2022. For full details refer to the Human Resources write up in the MD&A Report, which forms part of the Annual Report.

28. ANNUAL RETURN AS ON MARCH 31, 2023

Pursuant to Section 92(3) read with Section 134(3)(a) of the Act, the draft Annual Return having all the available information of the Company as on March 31, 2023 is available on the Company's website at http://www.gtllimited.com/ind/inv_info.aspx

29. NUMBER OF BOARD MEETINGS HELD DURING THE FY 2022-23

9 (Nine) meetings of the Board were held during the year, details of which are furnished in the Corporate Governance Report that forms part of this Report.

30. PROMOTER

Mr. Manoj G. Tirodkar is the Promoter of the Company.

31. PARTICULARS OF EMPLOYEES

The statement containing names of top ten employees in terms of remuneration drawn and the particulars of employees as required under Section 197(12) of the Act read with Rule 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, is forming part of this report. Further, the report and the accounts are being sent to the Members excluding the aforesaid statement. In terms of Section 136 of the Act, the said statement is open for inspection and any Member interested in obtaining a copy of the same may write to the Company Secretary. None of the employees listed in the said statement is related to any Director of the Company.

32. ACKNOWLEDGEMENT

Your Directors wish to place on record their appreciation and acknowledge with gratitude, the support and cooperation extended by the clients, 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

Place: Mumbai
Date : August 26, 2023

D.S. Gunasingh
Chairman

ANNEXURE A TO DIRECTORS' REPORT AUDITOR'S CERTIFICATE ON CORPORATE GOVERNANCE

To the Members of
GTL Limited

INDEPENDENT AUDITOR'S CERTIFICATE ON CORPORATE GOVERNANCE

1. This certificate is issued in accordance with the terms of our engagement with GTL Limited ('the Company').
2. We have examined the compliance of conditions of Corporate Governance by the Company, for the year ended on March 31, 2023, 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 the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the SEBI Listing Regulations").

MANAGEMENT'S RESPONSIBILITY

3. The compliance of conditions of Corporate Governance is the responsibility of the Management. This responsibility includes the design, implementation and maintenance of internal control and procedures to ensure the compliance with the conditions of the Corporate Governance stipulated in the SEBI Listing Regulations.

AUDITOR'S RESPONSIBILITY

4. Our responsibility is limited to examining the procedures and implementation thereof, adopted by the Company for ensuring compliance with the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.
5. We have examined the books of account and other relevant records and documents maintained by the Company for the purpose of providing reasonable assurance on the compliance with Corporate Governance requirements by the Company.
6. We have carried out an examination of the relevant records of the Company in accordance with the Guidance Note on Certification of Corporate Governance issued by the Institute of the Chartered Accountants of India ('the ICAI'), the Standards on Auditing specified under Section 143(10) of the Companies Act 2013, in so far as applicable for the purpose of this certificate and as per the Guidance Note on Reports or Certificates for Special Purposes issued by the ICAI which requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI.
7. 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.

OPINION

8. Based on our examination of the relevant records and according to the information and explanations provided to us and the representations provided by the Management, we certify that the Company has complied with the conditions of Corporate Governance 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 the SEBI Listing Regulations during the year ended March 31, 2023, except in respect of non fulfilment of requirement under Regulation 17(1)(c) w.r.t. minimum number of Six Directors on the Board from May 5, 2022 to November 23, 2022, upon withdrawal of nomination of Shri. Venkata Apparao Mardani (DIN:08755883) from the Board of the Company. After waiting for the response of lead lender, the Company filled in vacancy of Nominee Director on November 24, 2022 by appointing Ms. Sanjana Pawar (DIN:07139311) as an Additional and Independent Director and complied with the requirement and has also filed an application for condoning the delay and waiver of fine levied by the Stock Exchanges.
9. We state that such compliance is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

For GDA & Associates
Chartered Accountants
Firm Reg. No.: 135780W

Akshay D. Maru
Partner

Membership No.: 150213
UDIN : 23150213BGYGHY5680
Place : Mumbai
Date : August 26, 2023



ANNEXURE B TO DIRECTORS' REPORT
ANNUAL REPORT ON CORPORATE SOCIAL RESPONSIBILITY ACTIVITIES
FOR THE FINANCIAL YEAR 2022–23

[Pursuant to Companies (Corporate Social Responsibility Policy) Rules, 2014]

1) A brief outline of the Company's CSR policy:

The Company acknowledges debts towards the society in which it operates and in order to discharge its responsibility, it undertakes, when permissible, various projects directly and/ or 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.

2) The Composition of the CSR Committee:

Sr. No.	Name of the Director	Designation / Nature of Directorship	Number of meetings of CSR Committee held during the year	Number of meetings of CSR Committee attended during the year
1.	Dr. Mahesh M. Borase	Chairman of the Committee/ Non-Executive, Independent Director	1	1
2.	Mr. Sunil S. Valavalkar	Member / Whole-time Director	1	1
3.	Mrs. Siddhi M. Thakur	Member / Non-Executive, Non-Independent Director	1	1

3) Provide the web-link where Composition of CSR committee, CSR Policy and CSR projects approved by the board are disclosed on the website of the company:

Please refer web-link: http://www.gtlimited.com/ind/inv_cg.aspx

4) Provide the details of Impact assessment of CSR projects carried out in pursuance of sub-rule (3) of rule 8 of the Companies (Corporate Social Responsibility Policy) Rules, 2014, if applicable (attach the report): Not applicable.

5) Details of the amount available for set off in pursuance of sub-rule (3) of rule 7 of the Companies (Corporate Social Responsibility Policy) Rules, 2014 and amount required for set off for the financial year, if any: Not applicable.

6) Average net profit of the Company as per section 135(5): Average Net Loss of ₹ 110.36 Crores

- 7)** (a) Two percent of average net profit of the company as per section 135(5): Not Applicable
 (b) Surplus arising out of the CSR projects or programmes or activities of the previous financial years: Not Applicable
 (c) Amount required to be set off for the financial year, if any: Not Applicable
 (d) Total CSR obligation for the financial year (7a+7b-7c): Not Applicable

- 8)** (a) CSR amount spent or unspent for the financial year: Not Applicable
 (b) Details of CSR amount spent against ongoing projects for the financial year: Not Applicable
 (c) Details of CSR amount spent against other than ongoing projects for the financial year: Not Applicable
 (d) Amount spent in Administrative Overheads: Not Applicable
 (e) Amount spent on Impact Assessment, if applicable: Not Applicable
 (f) Total amount spent for the Financial Year (8b+8c+8d+8e): Not Applicable
 (g) Excess amount for set off, if any: Not Applicable

- 9)** (a) Details of Unspent CSR amount for the preceding three financial years: Not Applicable
 (b) Details of CSR amount spent in the financial year for ongoing projects of the preceding financial year(s): Not Applicable

10) In case of creation or acquisition of capital asset, furnish the details relating to the asset so created or acquired through CSR spent in the financial year (asset-wise details):

- a. Date of creation or acquisition of the capital asset(s): Not Applicable
 b. Amount of CSR spent for creation or acquisition of capital asset: Not Applicable
 c. Details of the entity or public authority or beneficiary under whose name such capital asset is registered, their address etc.: Not Applicable
 d. Provide details of the capital asset(s) created or acquired (including complete address and location of the capital asset): Not Applicable

11) Specify the reason(s), if the company has failed to spend two per cent of the average net profit as per section 135(5): Not applicable as the average net profit of the Company for last three financial years has resulted in a loss of ₹ 110.36 Crores.

Place: Mumbai
 Date : August 26, 2023

Sunil S. Valavalkar
Whole-time Director

Dr. Mahesh M. Borase
*Chairman – Corporate Social
 Responsibility Committee*

ANNEXURE C TO DIRECTORS' REPORT

Form No.: MR-3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2023

[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 Limited

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

Based on my verification of the Company's statutory registers, papers, minute books, forms and returns filed with the Registrar of Companies ("the ROC"), soft copy of the various records sent over mail as provided by the Company and other relevant records maintained by the Company and also the information provided by the Company, its Officers 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, 2023 ("audit period"), prima facie 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 statutory registers, papers, minute books, forms and returns filed with the ROC and other relevant records maintained by the Company for the financial year ended on 31st March, 2023 according to the provisions of:

- (i) The Companies Act, 2013 ('the Act') and the rules made there under;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings – as applicable;
- (v) The following Regulations and Guidelines prescribed under 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 (Depositories and Participants) Regulations, 2018;

Though the following laws are prescribed in the format of Secretarial Audit Report by the Government, the same were not applicable to the Company for the financial year ended 31st March, 2023:-

- (a) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- (b) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;
- (c) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021;
- (d) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;
- (e) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021;
- (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
- (vi) I further report that, based on the Compliance Report of various Laws submitted by Department Heads of the Company, I am of the opinion that the Company has prima facie proper system to comply with the applicable laws.
- (vii) I have also examined compliance with the applicable clauses of the following and I am of the opinion that the Company has complied with the applicable provisions:
 - (a) Secretarial Standards 1 and 2 issued by the Institute of Company Secretaries of India.
 - (b) The Listing agreements entered into by the Company with Stock Exchanges read with the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- (viii) During the audit period, I am of the opinion that the Company has prima facie complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. as mentioned above except the following:

Upon withdrawal of nomination of Shri. Venkata Apparao Maradani by lead lender, the minimum number of directors got reduced from six to five on 04th May, 2022 and fell below the minimum threshold prescribed under Regulation 17(1)(c) of Listing Regulations. After waiting for the response of lead lender, the Company filled in the vacancy of Nominee Director on 24th November, 2022 and complied with Regulation 17(1)(c). Both BSE and NSE have levied a Fine of ₹ 6,60,800/- each. The Company's application for waiver of fine dated 02nd December, 2022 has been heard on 02nd March, 2023 and the order of BSE and NSE on the same is awaited.

I further report that:

- a) I have not examined the financial statements, financial books and related financial Acts like Income Tax, Value Added Tax, Goods and Services Tax, ESIC, Provident Fund, Professional Tax, Foreign Currency Transactions, Related Party Transactions etc.



including statement of Bank Reconciliation, For these matters, I rely on the report of statutory auditor's and their observations, if any, and notes on accounts in Financial Statement for the year ended 31st March, 2023.

- b) Subject to observation made in point No.: Viii above, the Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the audit period were prima facie carried out in compliance with the provisions of the Act.
- c) As per the information provided, the Company has prima facie given adequate notice to all Directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance except the Meetings which were held at short notice due to exigencies.
- d) I was informed and have observed from the minutes of the Board and Committee Meetings that all the decisions at the Meetings were prima facie carried out unanimously.
- e) There are prima facie 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.
- f) The Management is responsible for compliances of all business laws. This responsibility includes maintenance of statutory registers / files required by the concerned authorities and internal control of the concerned department.
- g) Debenture Redemption Reserve not created as the said requirement has been dispensed with in terms of amendment to the Companies (Share Capital and Debentures) Rules 2014.
- h) During the financial year 2009-10, the Company had privately placed 14,000 Rated Redeemable Unsecured Rupee NCDs of the face value of ₹ 10 Lakh each aggregating ₹ 1,400 Crores. Further, based on the consent terms filed by both parties before the Hon'ble Bombay High Court on 19th March, 2018 and the order passed thereon, the winding petition got disposed of. The NCD holder has also signed the Inter-Creditor Agreement for settlement, subject to secured lenders approval.
- i) While the petition filed by one of the lenders before National Company Law Tribunal (NCLT) got dismissed vide its Order dated 18th November, 2022, the said matter is pending before the National Company Law Appellate Tribunal (NCLAT) on appeal by the said lender.
- j) During the audit period, the Company was not required to transfer any amount to the Investor Education and Protection Fund. However, unpaid dividend aggregating to ₹ 20,28,141 pertaining to the financial years 2000-01, 2001-02 and 2003-04 to 2009-10 has not been transferred to the Investor Education and Protection Fund, as informed, the same is held in abeyance on account of pending legal cases excluding interest, if any.
- k) As per the information provided by the Company, there were no instances of transaction in the securities of the Company during the closure of trading windows.
- l) During the audit period, based on the information available / submissions made by the Company to the Stock Exchanges, the Central Bureau of Investigation of India ('CBI') has registered FIR against the Company.
- m) I further report that during the audit period, there were no instances of:
 - i. Public / Rights / debentures / sweat equity etc.;
 - ii. Issue of equity shares under Employee Stock Option Scheme;
 - iii. Redemption / Buy-back of securities;
 - iv. Major decisions taken by the Members in pursuance to Section 180 of the Companies Act, 2013 which would have major bearing on the Company's affairs;
 - v. Merger / amalgamation / reconstruction etc.;
 - vi. Foreign Technical Collaborations.

I further report that:

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 processes 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 the secretarial records. I believe that the processes 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 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 the Management. My examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the company nor the efficacy or effectiveness with which the Management has conducted the affairs of the company.
7. Due to the inherent limitations of an audit including internal, financial and operating controls, there is an unavoidable risk that some misstatements or material non-compliances may not be detected, even though the audit is properly planned and performed in accordance with the Standards.

Date : 26th August, 2023

Place : Mumbai

Virendra G. Bhatt

Practicing Company Secretary

ACS No.: 1157 / COP No.: 124

Peer Review Cert. No.: 1439/2021

UDIN: A001157E000870982

ANNEXURE D TO THE DIRECTORS' REPORT

SECRETARIAL COMPLIANCE REPORT OF GTL LIMITED FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2023

I have conducted the review of the compliance of the applicable statutory provisions and the adherence to good corporate practices by GTL Limited (hereinafter referred as "the listed entity"), having its Registered Office at Global Vision, Electronic Sadan No.: II, MIDC, TTC Industrial Area, Mahape, Navi Mumbai – 400710, Maharashtra, India. Secretarial Review 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 listed entity's minutes books, forms and returns filed and other relevant records maintained by the listed entity and also the information provided by the listed entity, its officers and authorized representatives during the conduct of Secretarial Review, I hereby report that in my opinion, the listed entity has, during the review period covering the financial year ended on 31st March, 2023, prima facie complied with the statutory provisions listed hereunder and also that the listed entity has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I, Virendra G. Bhatt, Practicing Company Secretary, have examined:

- (a) the documents and records made available to me and explanation provided by the listed entity,
- (b) the filings / submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity, and
- (d) any other documents / filings, as may be relevant, which has been relied upon to make this certification,

for the financial year ended 31st March, 2023 ("Review Period") 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) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 – (Not Applicable during the Review Period);
- (c) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 – (Not applicable during the Review Period);
- (e) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 – (Not applicable during the Review Period);
- (f) The Securities and Exchange Board of India (Issue and Listing of Non–Convertible Securities) Regulations, 2021 – (Not applicable during the Review Period);
- (g) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (h) The Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018;
- (i) 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 – (Not applicable during the Review Period);

and based on the above examination, I hereby report that, during the Review Period:

I. (a) (***) The Listed Entity has prima facie complied with the applicable provisions of the above Regulations and circulars / guidelines issued thereunder, except in respect of the matters specified below:

Sr. No.	Compliance Requirement (Regulations / circulars / guidelines including specific clause)	Regulation / Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations / Remarks of the Practicing Company Secretary	Management Response	Remarks
1.	Appointment of minimum Six Directors under Regulation 17(1)(c) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. ("Listing Regulations")	Regulation 17(1)(c) of Listing Regulations.	Non fulfillment of requirement w.r.t. Minimum number of Six Directors on the Board from 05 th May, 2022 to 23 rd November, 2022.	BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE").	Fine imposed on the Company by BSE and NSE	Non fulfillment of requirement w.r.t. Minimum number of Six Directors on the Board from 05 th May, 2022 to 23 rd November, 2022.	For part of quarter end September, 2022 – ₹ 3,42,200/- each by BSE and NSE. For part of quarter end December, 2022 – ₹ 3,18,600/- each by BSE and NSE.	Upon withdrawal of nomination of Shri. Venkata Apparao Maradani by lead lender, the minimum number of directors got reduced from six to five on 04 th May, 2022 and fell below the minimum threshold prescribed under Regulation 17(1)(c) of Listing Regulations. After waiting for the response of lead lender, the Company filled in the vacancy of Director on 24 th November, 2022 and complied with the Regulation 17(1)(c). Both BSE and NSE have levied a Fine of Rs. 6,60,800/- each. The Company's application for waiver of fine dated 02 nd December, 2022 has been heard on 02 nd March, 2023 and the order of BSE and NSE on the same is awaited.	The default has occurred on account of i) withdrawal of the nominee by the Lead Bank and non-fulfilment of the vacancy arising from such withdrawal; and ii) keeping the Company in suspense over the filling up of the vacancy by not replying to the Company's communication. After waiting for the response of the lead lender, the Company appointed Mrs. Sanjana Pawar as an Independent Director on 24 th November, 2022 and complied with the Regulation 17(1)(c). Having fulfilled the requirement of Regulation 17(1)(c), in terms of "Policy for Exemption of Fines" formulated by the BSE and NSE, the Company filed its application dated 02 nd December, 2022 for condoning the delay and waiver of the fine. The matter was heard on 02 nd March, 2023. However, the order of BSE and NSE on the same is awaited.	-

(b) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Compliance Requirement (Regulations / circulars / guidelines including specific clause)	Regulation / Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations / Remarks of the Practicing Company Secretary	Management Response	Remarks
-	-	-	-	-	-	-	-	-	-	-

II. Compliances related to resignation of statutory auditors from listed entities and their material subsidiaries as per SEBI Circular CIR/CFD/CMD1/114/2019 dated 18th October, 2019:

Sr. No.	Particulars	Compliance status (Yes / No / NA)	Observations / Remarks by PCS
1.	Compliances with the following conditions while appointing / re–appointing an auditor		
a.	If the auditor has resigned within 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review / audit report for such quarter; or	N.A.	There is no instance of resignation of Auditor.
b.	If the auditor has resigned after 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review / audit report for such quarter as well as the next quarter; or	N.A.	
c.	If the auditor has signed the limited review / audit report for the first three quarters of a financial year, the auditor before such resignation, has issued the limited review / audit report for the last quarter of such financial year as well as the audit report for such financial year.	N.A.	
2.	Other conditions relating to resignation of statutory auditor		
i.	Reporting of concerns by Auditor with respect to the listed entity / its material subsidiary to the Audit Committee:		There is no instance of resignation of Auditor.
a.	In case of any concern with the management of the listed entity / material subsidiary such as non–availability of information / non–cooperation by the management which has hampered the audit process, the auditor has approached the Chairman of the Audit Committee of the listed entity and the Audit Committee shall receive such concern directly and immediately without specifically waiting for the quarterly Audit Committee meetings.	N.A.	
b.	In case the auditor proposes to resign, all concerns with respect to the proposed resignation, along with relevant documents has been brought to the notice of the Audit Committee. In cases where the proposed resignation is due to non–receipt of information / explanation from the Company, the auditor has informed the Audit Committee the details of information / explanation sought and not provided by the management, as applicable.	N.A.	
c.	The Audit Committee / Board of Directors, as the case may be, deliberated on the matter on receipt of such information from the auditor relating to the proposal to resign as mentioned above and communicate its views to the management and the auditor.	N.A.	
ii.	Disclaimer in case of non–receipt of information: The auditor has provided an appropriate disclaimer in its audit report, which is in accordance with the Standards of Auditing as specified by ICAI / NFRA, in case where the listed entity / its material subsidiary has not provided information as required by the auditor.	N.A.	
3.	The listed entity / its material subsidiary has obtained information from the Auditor upon resignation, in the format as specified in Annexure– A in SEBI Circular CIR/CFD/CMD1/114/2019 dated 18 th October, 2019.	N.A.	There is no instance of resignation of Auditor.



III. I hereby report that, during the Review Period the compliance status of the Listed Entity is appended as below:

Sr. No.	Particulars	Compliance status (Yes / No / NA)	Observations / Remarks by PCS
1	Secretarial Standards: The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI), as notified by the Central Government under Section 118(10) of the Companies Act, 2013 and mandatorily applicable.	Yes	N.A.
2	Adoption and timely updation of the Policies: <ul style="list-style-type: none"> All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entity. All the policies are in conformity with SEBI Regulations and have been reviewed & timely updated as per the regulations / circulars / guidelines issued by SEBI. 	Yes Yes	N.A. N.A.
3	Maintenance and disclosures on Website: <ul style="list-style-type: none"> The Listed entity is maintaining a functional website. Timely dissemination of the documents / information under a separate section on the website. Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re-directs to the relevant document(s) / section of the website. 	Yes Yes Yes	N.A. N.A. N.A.
4	Disqualification of Director: None of the Directors of the listed entity is disqualified under Section 164 of the Companies Act, 2013 as confirmed by listed entity.	Yes	N.A.
5	Details related to Subsidiaries of listed entity have been examined w.r.t.: (a) Identification of material subsidiary Companies. (b) Requirements with respect to disclosure of material as well as other subsidiaries.	N.A. N.A.	The Company does not have any subsidiary Company.
6	Preservation of Documents: The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015.	Yes	N.A.
7	Performance Evaluation: The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year / during the financial year as prescribed in SEBI Regulations.	Yes	N.A.
8	Related Party Transactions: (a) The listed entity has obtained prior approval of Audit Committee for all related party transactions; or (b) The listed entity has provided detailed reasons along with confirmation whether the transactions were subsequently approved / ratified / rejected by the Audit committee, in case no prior approval has been obtained.	N.A. N.A.	The Company has not entered into any related party transactions which requires Audit Committee approval.

Sr. No.	Particulars	Compliance status (Yes / No / NA)	Observations / Remarks by PCS
9	<p><u>Disclosure of events or information:</u></p> <p>The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.</p>	Yes	N.A.
10	<p><u>Prohibition of Insider Trading:</u></p> <p>The listed entity is in compliance with Regulation 3(5) & 3(6) of the SEBI (Prohibition of Insider Trading) Regulations, 2015.</p>	Yes	N.A.
11	<p><u>Actions taken by SEBI or Stock Exchange(s), if any:</u></p> <p>No Action(s) has been taken against the listed entity / its promoters / directors / subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars / guidelines issued thereunder except as provided under separate paragraph herein (**).</p>	No	Please refer table given under Sr. No. I. (a) (**)
12	<p><u>Additional Non-compliances, if any:</u></p> <p>No additional non-compliance observed for any SEBI regulation / circular / guidance note etc.</p>	Yes	N.A.

Assumptions & Limitation of scope and Review:

1. The Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity.
2. My responsibility is to report based upon my examination of relevant documents and information. This is neither an audit nor an expression of opinion.
3. I have not verified the correctness and appropriateness of financial Records and Books of Accounts of the listed entity.
4. This Report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.

Date : 29th May, 2023
Place: Mumbai

Virendra G. Bhatt
Practicing Company Secretary
ACS No.: 1157 / COP No.: 124
Peer Review Cert. No.: 1439/2021

UDIN: A001157E000409070

CORPORATE GOVERNANCE REPORT

As the Company is listed on BSE Limited and National Stock Exchange of India Limited, in terms of Regulation 34(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“the Listing Regulations”), the Compliance Report on Corporate Governance of GTL Limited (“GTL”) is given as under:

1. COMPANY’S PHILOSOPHY ON CODE OF GOVERNANCE

GTL’s Philosophy on the Code of Governance as adopted by its Board of Directors:

- Ensure that quantity, quality and frequency of financial and managerial information which is shared with the Board, fully places the Board members in control of the Company’s affairs.
- Ensure that the Board exercises its fiduciary responsibilities towards stakeholders thereby ensuring high accountability.
- Ensure that the extent to which the information is disclosed to present and potential investors is maximized.
- The decision-making is transparent and documented through the minutes of the meetings of the Board / Committees thereof.
- Maximizing long term value of the stakeholders and the Company and to protect interest of minority shareholders.
- Ensure that core values of the Company are protected.
- Ensure that the Company positions itself from time to time to be at par with any other company of world class operating practices.

2. BOARD OF DIRECTORS

NAME OF DIRECTOR	PD/ NPD *	ED/ NED/ ID/NID/ND [*]	Attendance in Board Meetings		Attendance in last AGM	Positions in other Companies as on 31/03/2023				Directorship in other listed entity (Category of Directorship)
			Held	Attended		Board Directorship (incl. Chairmanship) **	Board Chairmanship **	Committee Membership (incl. Chairmanship) ***	Committee Chairmanship ***	
Mr. D. S. Gunasingh [DIN: 02081210]	NPD	NED/ID	9	9	Present	0	0	0	0	0
Mr. Navin J. Kripalani [DIN: 05159768]	NPD	NED/ID	9	9	Present	0	0	0	0	0
Mr. Sunil S. Valavalkar [DIN: 01799698]	NPD	ED/NID	9	9	Present	0	0	0	0	0
Mrs. Siddhi M. Thakur [DIN: 07142250]	NPD	NED/ID [#]	9	9	Present	0	0	0	0	0
Dr. Mahesh M. Borase [DIN:03330328]	NPD	NED/ ID [#]	9	9	Present	0	0	0	0	0
Mr. Venkata Apparao Maradani [DIN:08755883]	NPD	NED/NID/ND ^{###}	0	0	Absent	0	0	0	0	0
Ms. Sanjana S Pawar (DIN:07139311)	NPD	NED / ID [§]	3	3	Not Applicable	0	0	0	0	0

Note: There is no inter-se relationship between the Board members.

* PD– Promoter Director; NPD– Non–Promoter Director; ED–Executive Director; NED–Non Executive Director; ID –Independent Director; NID– Non Independent Director; ND – Nominee Director.

** Excludes directorship in associations, private limited companies, foreign companies, companies registered under Section 8 of the Companies Act, 2013 (“the Act”) and Government Bodies

*** In Audit and Stakeholders Relationship Committee of Indian Public Limited Companies.

[#] Subject to the approval of the Shareholders, Mrs. Siddhi M. Thakur was appointed as Additional Director designated as Non–Executive Non–Independent Director of the Company w.e.f. April 1, 2023 upon completion of her tenure as Director / Independent Director on March 31, 2023. The Shareholders’ approval was obtained by an Ordinary Resolution through Postal Ballot which concluded on May 15, 2023.

^{##} Dr. Mahesh Borase resigned as a Non–Independent Director from close of business hours of December 19, 2022. Thereafter, pursuant to Section 161(1) of the Act, the Board approved the appointment of Dr. Borase as Additional Director designated as an Independent Director w.e.f. December 20, 2022. Pursuant to Sections 149, 150 & 152 and other applicable provisions of the Act, the Board further appointed Dr. Borase as an Non–Executive Independent Director from December 20, 2022 till December 19, 2027, subject to the approval of the Shareholders. The Shareholders’ approval was obtained by a Special Resolution through Postal Ballot which concluded on February 5, 2023.

^{###} Mr. Venkata Apparao Maradani ceased to be a Nominee Director of the Company w.e.f May 4, 2022 pursuant to withdrawal of his nomination by IDBI Bank Limited. Further, in terms of the Listing Regulations, Nominee Director(s) was / were treated as Non–independent.

[§] Pursuant to Section 161(1) of the Act, the Board approved the appointment of Ms. Sanjana S. Pawar as Additional Director w.e.f. November 24, 2022. Pursuant to Sections 149, 150 & 152 and other applicable provisions of the Act, the Board further appointed Ms. Pawar as an Non–Executive Independent Director from November 24, 2022 till November 23, 2027, subject to the approval of the Shareholders. The Shareholders’ approval was obtained by a Special Resolution through Postal Ballot which concluded on February 5, 2023.

A. Details of Board Meetings held during the year:

Date of Board Meetings	18-May-22	24-Jun-22	18-Jul-22	09-Aug-22	05-Sep-22	08-Nov-22	24-Nov-22	20-Dec-22	08-Feb-23
Board Strength	5	5	5	5	5	5	6	6	6
No. of Directors Present	5	5	5	5	5	5	6	6	6

In terms of Regulation 25(3) of the Listing Regulations and Schedule IV of the Act, a meeting of the Independent Directors was held on March 30, 2023 for transacting stipulated business.

B. Skill/ 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 Finance, Legal, Risk, Governance and Business Leadership.

The Board has identified the following skills / expertise / competencies available with the Board for the effective functioning of the Company:

Finance	Dr. Mahesh M. Borase, *Mr. Venkata Apparao Maradani, Mr. Navin J. Kripalani & Mr. D. S. Gunasingh
Legal & Governance	Mr. D. S. Gunasingh
Risk	Dr. Mahesh M. Borase, *Mr. Venkata Apparao Maradani **Ms. Sanjana S. Pawar & Mrs. Siddhi M. Thakur
Business Leadership	Mr. Sunil S. Valavalkar, Mr. Navin J. Kripalani & Dr. Mahesh M. Borase

* Till cessation of his office upto May 4, 2022 pursuant to withdrawal of his nomination by IDBI Bank Ltd.

** With effect from November 24, 2022

C. In the opinion of the board, the independent directors fulfill the conditions specified in the Listing Regulations and are independent of the management. Further, the Independent Directors have included their names in the data bank of Independent Directors maintained with the Indian Institute of Corporate Affairs in terms of Section 150 of the Act read with Rule 6 of the Companies (Appointment & Qualification of Directors) Rules, 2014.

3. AUDIT COMMITTEE

A. Role / Terms of Reference:

The role of the Audit Committee shall include the following:

- 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 financial statements and auditor's report thereon before submission to the Board for approval;
- Any other terms of reference as required under the Act and the Listing Regulations including any amendments / re-enactments thereof from time to time.

B. Composition of Audit Committee and Attendance of Members:

Name of Director and position	Meetings / Attendance			
	18-May-22	09-Aug-22	08-Nov-22	08-Feb-23
Mr. D. S. Gunasingh, Chairman	Present	Present	Present	Present
Mr. Navin J. Kripalani, Member	Present	Present	Present	Present
Mrs. Siddhi M. Thakur, Member	Present	Present	Present	Present
Dr. Mahesh M. Borase, Member*	N.A.	N.A.	N.A.	N.A.

* Appointed as Members of the Committee w.e.f. February 8, 2023.

4. NOMINATION & REMUNERATION COMMITTEE (NRC)

A. Role / Terms of Reference:

- 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;

- (ii) Formulation of criteria for evaluation of performance of independent directors and the Board of Directors;
- (iii) 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;
- (iv) 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;
- (v) Providing information to the shareholders in case of appointment of New Director or re-appointment of a Director as stipulated in the Act and the Listing Regulations;
- (vi) Providing of General shareholder information in the Annual Report;
- (vii) Review of HR Policies / Initiatives & Senior Level Appointments;
- (viii) Administer and supervise Employees Stock Option Schemes including allotment of shares arising out of conversion of Employee Stock Option Scheme(s) or under any other employee compensation scheme;
- (ix) Frame 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.
- (x) Perform such other functions consistent with regulatory requirements.

B. Composition of NRC and Attendance of Members:

Name of Director and Position	Meetings/Attendance							
	18-May-22	20-Jun-22	09-Aug-22	08-Nov-22	24-Nov-22	19-Dec-22	08-Feb-23	23-Mar-23
Mr. Navin Kripalani, Chairman	Present	Present	Present	Present	Present	Present	Present	Present
Mr. D. S. Gunasingh, Member	Present	Present	Present	Present	Present	Present	Present	Present
Mrs. Siddhi M. Thakur, Member*	Present	Present	Present	Present	Present	Present	N.A.	N.A.
Dr. Mahesh M. Borase, Member [#]	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	Present	Present
Ms. Sanjana Pawar, Member [#]	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	Present	Present

* Ceased to be a Member of the Committee w.e.f. February 8, 2023.

[#] Appointed as Members of the Committee w.e.f. February 8, 2023.

C. Performance Evaluation Criteria for Independent Directors:

The performance evaluation criteria for Independent Directors are determined by the Nomination and Remuneration Committee. Indicative lists of factors that may be evaluated include attendance, participation, proactive & positive approach, maintenance of confidentiality and contribution by a director.

D. Remuneration Policy:

The Policy Dossier approved by the Board at its meetings held on May 20, 2014 and amended from time to time (which contains the compensation policy including criteria for making payments for Directors) is displayed on the website of the Company at http://www.gtlimited.com/ind/inv_cg.aspx.

The said policy provides for the following:

I. Executive Directors:

- (i) Salary and commission not to exceed limits prescribed under the Act.
- (ii) Remunerate from time to time depending upon the performance of the Company, Individual Directors performance and prevailing Industry norms.
- (iii) No sitting fees.
- (iv) No ESOPs for Promoter Directors.

II. Non-Executive Directors:

- (i) Eligible for commission based on time, efforts and output given by them.
- (ii) Sitting fees and commission not to exceed limits prescribed under the Act.
- (iii) Eligible for ESOPs (other than Independent and Promoter Directors).

5. DETAILS OF REMUNERATION TO ALL THE DIRECTORS DURING THE YEAR ENDED MARCH 31, 2023

Name of Director	Salary (₹)	PF / Pension Fund (₹)	Perquisites (₹)	Commission (₹)	Performance linked bonus (along with Criteria) (₹)	Sitting fees (₹)	Total (₹)	Service Contract / Notice period/ Severance fees / Pension
a) Executive Director								
i) Mr. Sunil S. Valavalkar Whole-time Director	16,07,266	1,01,664	–	@	@	N.A.	17,08,930	Liable to retire by rotation*
b) Non-Executive Directors								
i) Mr. D. S. Gunasingh Independent Director	–	–	–	@	–	23,50,000	23,50,000	#
ii) Mr. Navin J. Kripalani Independent Director	–	–	–	@	–	20,50,000	20,50,000	#
iii) Mrs. Siddhi M. Thakur Independent Director	–	–	–	@	–	22,75,000	22,75,000	Liable to retire by rotation #
iv) Dr. Mahesh M. Borase Independent Director	–	–	–	@	–	15,00,000	15,00,000	#
v) Mr. Venkata Apparao Maradani Nominee Director	–	–	–	@	–	Nil##	Nil##	–
vi) Ms. Sanjana S. Pawar Independent Director	–	–	–	@	–	6,00,000	6,00,000	#

@ On account of accumulated loss, the Company has not paid any Commission / Performance Linked Bonus to Executive Director and Non-Executive Directors

* 3 years w.e.f. December 16, 2020 / notice period 3 months or 3 months' salary in lieu of the notice / Nil / Nil. The re-appointment and payment of remuneration is subject to approval of Secured Creditors and shareholders.

While Mr. D. S. Gunasingh & Mr. Navin J. Kripalani were re-appointed as Independent Directors from September 16, 2019 to September 15, 2024, Ms. Sanjana Pawar and Dr. Mahesh M. Borase were appointed as Independent Directors from November 24, 2022 to November 23, 2027 and December 20, 2022 to December 19, 2027 respectively. All of them are not liable to retire by rotation.

Mrs. Siddhi M. Thakur was re-appointed as an Independent Director from April 1, 2018 up to March 31, 2023. However, upon completion of her tenure as an Independent Director, she was appointed as Additional Director designated as Non-Executive Non-Independent Director of the Company w.e.f. April 1, 2023.

No Sitting Fees has fallen due for payment as he ceased to be Director w.e.f. May 4, 2022, prior to which no meeting had taken place during FY 2022–23.

Notes:

- Mr. D. S. Gunasingh held 100 equity shares in the Company as on March 31, 2023.
- Apart from the above, the Directors do not have any other pecuniary relationship or transactions with the Company.
- Currently the Company does not have any stock option plan / scheme.
- The details of familiarization programs imparted to independent directors are available on website link of the Company at http://www.gtllimited.com/ind/inv_cg.aspx

6. STAKEHOLDERS RELATIONSHIP COMMITTEE

A. Composition of Committee:

Name of Director	Position
Mr. D. S. Gunasingh	Chairman
Mrs. Siddhi M. Thakur	Member
Dr. Mahesh M. Borase	Member #
Ms. Sanjana S. Pawar	Member*

Ceased to be a Member of the Committee w.e.f. February 8, 2023.

* Appointed as Member of the Committee w.e.f. February 8, 2023.

- Name of Non-Executive Director heading the Committee: Mr. D. S. Gunasingh.
- Name and Designation of compliance officer: Mr. Deepak A. Keluskar, Company Secretary.
- Number of shareholders complaints received during 2022–23: Nil
- Number not solved to the satisfaction of shareholders: Nil
- Number of pending complaints: Nil

7. DETAILS OF GENERAL MEETINGS

A. Location and time of the Company's last three Annual General Meetings with details of special resolutions passed:

Year	FY 2019–20	FY 2020–21	FY 2021–22
Date	September 30, 2020	September 28, 2021	September 29, 2022
Time	10:00 A.M.	11:00 A.M.	02:00 P.M.
Venue	Due to COVID–19 & the lockdown / restrictions imposed by the Government the Company had conducted meeting through Video Conferencing (VC) / Other Audio–Visual Means (OAVM) pursuant to circular issued by Ministry of Corporate Affairs dated May 5, 2020. Accordingly the venue of 32 nd AGM was deemed to be the Registered Office of the Company at “Global Vision”, Electronic Sadan No. II, MIDC, TTC Industrial Area, Mahape, Navi Mumbai–400 710. Maharashtra, India.	Due to COVID–19 & the lockdown / restrictions imposed by the Government the Company had conducted meeting through Video Conferencing (VC) / Other Audio–Visual Means (OAVM) pursuant to circular issued by Ministry of Corporate Affairs dated May 5, 2020. Accordingly the venue of 33 rd AGM was deemed to be the Registered Office of the Company at “Global Vision”, Electronic Sadan No. II, MIDC, TTC Industrial Area, Mahape, Navi Mumbai–400 710. Maharashtra, India.	The Company had conducted meeting through Video Conferencing (VC) / Other Audio–Visual Means (OAVM) pursuant to circular issued by Ministry of Corporate Affairs dated May 5, 2022. Accordingly the venue of 34 th AGM was deemed to be the Registered Office of the Company at “Global Vision”, Electronic Sadan No. II, MIDC, TTC Industrial Area, Mahape, Navi Mumbai–400 710. Maharashtra, India.
Details of Special Resolutions passed	NIL	NIL	NIL

B. Whether Special Resolutions were put through postal ballot last year, details of voting pattern: Yes

The Company had sought the approval of the shareholders by way of Special Resolutions through notice of postal ballot dated January 3, 2023 for appointment of Ms. Sanjana Pawar (DIN: 07139311) and Dr. Mahesh Borase (DIN: 03330328) as Independent Directors of the Company. On conclusion of the Postal Ballot on February 5, 2023, the results were announced on February 7, 2023 by Mr. Virendra G. Bhatt, a Practicing Company Secretary, (Membership No. ACS1157, COP:124) appointed by the Board as the Scrutinizer for conducting the Postal Ballot through electronic means (“remote e–voting process”).

Details of the voting pattern are as below:

1. Appointment of Ms. Sanjana Pawar (DIN: 07139311) as an Independent Director of the Company:

Votes in favour of the resolution			Votes against the resolution			Invalid /Not Voted	
No. of members who voted	No. of votes cast by them	Percentage of total number of valid votes cast	No. of members who voted	No. of votes cast by them	Percentage of total number of valid votes cast	No. of members	No. of votes
204	25660350	99.9018%	24	25232	0.0982%	0	0

2. Appointment of Dr. Mahesh Borase (DIN: 03330328) as an Independent Director of the Company:

Votes in favour of the resolution			Votes against the resolution			Invalid /Not Voted	
No. of members who voted	No. of votes cast by them	Percentage of total number of valid votes cast	No. of members who voted	No. of votes cast by them	Percentage of total number of valid votes cast	No. of members	No. of votes
203	25039007	97.4827%	25	646575	2.5173%	0	0

C. Person who conducted the postal ballot exercise: Mr. Virendra G. Bhatt, Practicing Company Secretary (Membership No. ACS1157, COP:124).

D. Whether special resolutions are proposed to be conducted through postal ballot:

No special resolution is proposed to be conducted through postal ballot at the time of ensuing Annual General Meeting.

E. The Procedure for postal ballot:

The postal ballot was carried out as per the provisions of Sections 108 and 110 and other applicable provisions of the Act, read with the Rules framed thereunder and applicable circulars issued by the Ministry of Corporate Affairs from time to time. In future the same procedure shall be followed.

F. Details of Extra-Ordinary General Meetings held in last three years: Not Applicable

8. MEANS OF COMMUNICATION

A. Financial Results:

The quarterly, half-yearly and yearly financial results of the Company are sent to the Stock Exchanges where shares of the Company are listed, immediately after they are approved by the Board.

B. Publication of Quarterly Results:

The status of publication of Quarterly Results is as under:

Newspapers	Date of publication of results for the Quarter ended			
	31-Mar-22	30-Jun-22	30-Sep-22	31-Dec-22
Free Press Journal	19-May-22	10-Aug-22	09-Nov-22	09-Feb-23
Navshakti	19-May-22	10-Aug-22	09-Nov-22	09-Feb-23

C. Website where displayed:

http://www.gtllimited.com/ind/Notice_to_Stock_Exchange.aspx

D. Whether it also displays official news releases:

- Press Releases, if any, made by the Company from time to time will also be displayed on the Company's website.
- The Management Discussion and Analysis Report ("MD&A") containing various information is also displayed as a part of the Company's Annual Report.

E. The presentation made to institutional investors or to the analysts:

During the year under review, the Company has not made any presentations to institutional investors or to the analysts.

9. GENERAL SHAREOWNER 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 L40300MH1987PLC045657.

A. Date, time and venue of the 35th Annual General Meeting:

Date: September 26, 2023

Time: 11.00 A.M. (IST)

Venue: The Company is conducting meeting through Video Conferencing (VC) / Other Audio-Visual Means (OAVM) pursuant to General Circular no. 10/2022 dated December 28, 2022 and other Circular issued by MCA. Accordingly, the venue of 35th AGM shall be deemed to be the Registered Office of the Company at "Global Vision", Electronic Sadan No. II, MIDC, TTC Industrial Area, Mahape, Navi Mumbai-400 710. Maharashtra, India. For details please refer to the Notice of AGM.

B. Financial Year: April 1 – March 31

C. Dividend Payment Date: Not Applicable as the Board has not recommended any dividend for FY 2022-23.

D. Listing on Stock Exchanges:

BSE Limited. (BSE) Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai- 400001	National Stock Exchange of India Limited. (NSE) Exchange Plaza, C-1, Block G, Bandra Kurla Complex, Bandra East, Mumbai - 400051
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Listing Fees for FY 2023-24 in respect of equity capital paid to both the Stock Exchanges.

E. Stock Exchange Codes (Equity):

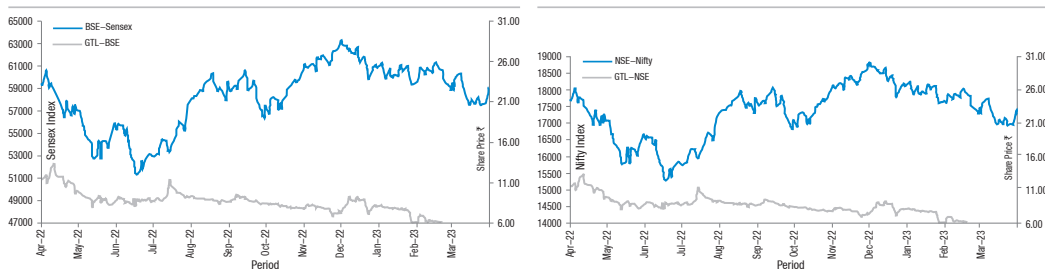
Stock Exchange / News Agency	Stock Code
BSE	500160
NSE	GTL
Reuters Code	GTL.BO & GTL.NS
Bloomberg ticker	GTS:IN
Equity ISIN	INE043A01012

F. Stock Market Price Data:

Monthly high and low of closing quotations and volume of shares traded on BSE and NSE are given below:

Month	BSE			NSE		
	High (₹)	Low (₹)	Volume (Nos.)	High (₹)	Low (₹)	Volume (Nos.)
Apr-2022	13.30	9.69	2,47,77,636	13.25	9.65	11,22,83,138
May-2022	9.76	8.06	33,87,391	9.75	8.05	1,44,43,273
Jun-2022	9.13	8.12	29,85,749	9.10	8.20	1,33,94,861
Jul-2022	11.28	8.68	79,64,328	11.20	8.70	2,71,79,178
Aug-2022	9.24	8.43	27,31,544	9.25	8.40	1,25,53,754
Sep-2022	9.44	8.29	31,92,240	9.45	8.30	1,75,84,758
Oct-2022	8.30	7.76	15,63,791	8.30	7.75	76,82,500
Nov-2022	8.29	6.91	23,90,445	8.30	6.90	1,17,71,673
Dec-2022	9.17	7.18	64,57,609	9.20	7.15	2,27,47,751
Jan-2023	8.16	5.00	33,56,454	8.20	5.00	1,32,93,447
Feb-2023	6.96	5.21	47,49,226	6.90	5.20	1,74,21,309
Mar-2023	5.75	4.77	29,75,605	5.70	4.70	92,24,651

G. GTL's share performance in comparison to broad-based indices (BSE: Sensex and NSE: Nifty):



H. Registrar and Share Transfer Agent (RTA):

Bigshare Services Private Limited

Unit: GTL Limited

Office No. S6-2, 6th Floor, Pinnacle Business Park, Next to Ahura Centre, Mahakali Caves Road, Andheri (East), Mumbai-400093, Maharashtra, India

Tel: +91-22-62638200 Extn: 221-222 Fax: + 91 22 62638299

Email: info@bigshareonline.com Website: www.bigshareonline.com

Online form based investor correspondence link:

<http://www.bigshareonline.com/InvestorLogin.aspx>

I. Share transfer system:

In terms of Regulation 40(1) of SEBI Listing Regulations, as amended from time to time, transfer, transmission and transposition of securities shall be effected only in dematerialized form

Further, pursuant to SEBI Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022, the listed companies shall issue the securities in dematerialized form only, for processing any service requests from shareholders viz., issue of duplicate share certificates, endorsement, transmission, transposition, etc. After processing the service request, a letter of confirmation will be issued to the shareholders and shall be valid for a period of 120 days, within which the shareholder shall make a request to the Depository Participant ("DP") for dematerializing those shares. If the shareholders fail to submit the dematerialisation request within 120 days, then the Company shall credit those shares in the Suspense Escrow Demat account held by the Company. Shareholders can claim these shares transferred to Suspense Escrow Demat account on submission of necessary documentation.

In the case of transmission or transposition, the transfers are processed and approved by the RTA and reported for noting subsequently at the Stakeholders' Relationship Committee of the Company. Such transfers are generally processed within a period of 15 (Fifteen) days from the date of receipt of the documents by the RTA,

The Company also obtains from a Practicing Company Secretary a certificate of compliance with the share transfer formalities as required under Regulation 40(9) of the Listing Regulations and files a copy of the compliance certificate with the Stock Exchanges, where the shares of the Company are listed.

SEBI has vide Circular No. SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated March 16, 2023 has mandated as under :

1. Registering of details like PAN, email address, mobile number, bank account details, Signature, and nomination by holders of physical securities; and
2. Folios wherein any one of the above cited document / details are not available on or after October 01, 2023, shall be frozen by the Registrars and Transfer Agent of the Company and the shareholder will not be eligible to lodge grievance or avail service request from the RTA and not eligible for receipt of dividend in physical mode.

Further, as required by the Income Tax Authorities, shareholders are requested to link their PAN and Aadhaar as specified by the Central Board of Direct Taxes, (CBDT), to avoid freezing of your folio. Please note that after December 31, 2025 the frozen folios shall be referred by RTA/Company to the administering authority under the Benami Transactions (Prohibitions) Act, 1988 and or Prevention of Money Laundering Act 2002.

J. Distribution of shareholding as on March 31, 2023:

1. Distribution of shares according to size of holding:

No. of Shares	No. of Shareholders	% of Shareholders	Share amount (₹)	% to Total
Upto 500	98,591	78.07	12,13,45,360	7.71
501 – 1000	11,555	9.15	9,53,52,950	6.06
1001 – 2000	7,206	5.71	11,09,49,700	7.05
2001 – 3000	2,768	2.19	7,10,68,030	4.52
3001 – 4000	1,392	1.10	5,00,13,960	3.18
4001 – 5000	1,272	1.01	6,03,50,340	3.84
5001 – 10000	1,976	1.56	1,46,70,710	9.33
10001 & Above	1,528	1.21	91,71,85,760	58.31
Total	1,26,288	100.00	1,57,29,67,810	100.00

2. Distribution of shares by categories of shareholders:

Sr. No.	Category	Nos. of Shares held	Voting Strength %
1	Promoter & Promoter Group	2,24,80,559	14.29
2	Public – Institutions		
	a. – Foreign Portfolio Investors / FII's	5,96,595	0.38
	b. – Banks/FIs	1,67,55,490	10.65
	c. – Insurance Companies	10,07,259	0.64
	Public Institutions (Sub–Total)	1,83,59,344	11.67
3	Public – Non–Institutions		
	a. – Resident Individuals / HUF	10,97,35,063	69.76
	b. – Other – Bodies Corporate / Trusts (Domestic)	41,15,425	2.62
	c. – Other – Clearing Members	5,01,599	0.32
	d. – Other – Non–resident Indians	17,01,993	1.08
	e. – Other – Foreign National	1,933	0.00
	f. – Other – Overseas Corporate Bodies	25,250	0.02
	g. – Other – Directors/Relatives	18,950	0.01
	h. – Other – Unclaimed Suspense Account	56,377	0.04
	i. – Other – Investor Education & Protection Fund Authority	3,00,228	0.19
	Public Non–Institutions (Sub–Total)	11,64,56,878	74.04
	Total	15,72,96,781	100.00

3. Top 10 Shareholders:

Sr.	Name(s) of Shareholders	Category	No. of Shares	% holding
01	Global Holding Corporation Private Limited (Promoter)	Domestic Company	2,24,80,559	14.29
02	Union Bank of India	Bank	75,56,681	4.80
03	Canara Bank	Bank	32,93,975	2.09
04	Indian Overseas Bank	Bank	24,33,199	1.55
05	UCO Bank	Bank	18,54,519	1.18
06	Patel Kusumben Sureshbhai	Public	16,21,945	1.03
07	Indian Bank	Bank	16,16,516	1.03
08	Dharmendra Kumar Gupta	Public	13,00,600	0.83
09	Life Insurance Corporation of India	Insurance Companies	10,07,259	0.64
10	Algoquant Fintech Limited	Corporate Bodies	9,00,000	0.57

K. 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 SEBI. The shares of the Company are available for trading under both the depositories in India – NSDL & CDSL. 99.87% of the Company's shares are held in dematerialized form as on March 31, 2023, as in the previous year.

The Company's equity shares are among the regularly traded shares on the BSE and NSE. Relevant data for the traded volumes is provided elsewhere in this Report.

L. Outstanding Global Depository Receipts or American Depository Receipts or Warrants or any Convertible instruments, conversion date and likely impact on equity:

Currently the Company does not have any outstanding Global Depository Receipts or American Depository Receipts or Warrants or any Convertible instruments and hence there will be no impact on equity.

M. Plant Locations:

The Company is in the business of providing network services. Its main workplace is situated at Mahape, Navi Mumbai, where the registered office of the Company is situated, the address of which is given below at Sr. No. "N."

N. Address for correspondence:

Registered Office

GTL Limited, "Global Vision", Electronic Sadan – II, MIDC, TTC Industrial Area, Mahape, Navi Mumbai – 400 710, Maharashtra, India.

Website: www.gtlimited.com **CIN:** L40300MH1987PLC045657

Tel.: +91 22 2761 2929 **Fax:** +91 22 2768 9990

E-mail for Investor Grievance/s: gtlshares@gtlimited.com

O. Credit Ratings obtained by the Company

During the year under review, the Company has not obtained any credit ratings for any of its debt instruments.

10. OTHER DISCLOSURES

A. Disclosures on materially significant related party transactions of the Company that may have potential conflict with the interests of the Company at large:

The necessary disclosures regarding the 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.

B. Details of non-compliance by the Company, penalties, 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:

There was no such instance in the last three years.

C. Details of establishment of vigil mechanism, Whistle Blower Policy and affirmation that no personnel have been denied access to the Audit Committee:

The Company has formulated the Whistle Blower Policy providing vigil mechanism for receiving and redressing directors / employees' complaints and that no personnel of the Company were denied access to the Audit Committee. The said Policy has been placed on the Company's website at http://www.gtlimited.com/ind/inv_cg.aspx.

D. Details of Compliance with mandatory requirements and adoption of the non-mandatory requirements:

The Company confirms that it has complied with all mandatory requirements prescribed in the Listing Regulations for the financial year 2022-23. The Company has obtained a certificate from Auditors certifying its compliance with the paragraph E of Schedule V to the Listing Regulations. This certificate is annexed to the Directors' Report for the FY 2022-23.

As regards adoption of non-mandatory requirements, the same are provided at serial No. 12 below.

E. Web link where policies for (i) determining 'material' subsidiaries and (ii) dealing with related party transactions are disclosed:

The required information can be accessed from the Company's website link: http://www.gtllimited.com/ind/inv_cg.aspx

F. Disclosure of commodity price risk or foreign exchange risk and commodity hedging activities:

Please refer to Management Discussion and Analysis Report for the same.

G. A certificate has been received from a Practicing 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 such other statutory authorities.

H. During the FY 2022-23, the total fees paid by the Company, on a consolidated basis to M/s. GDA & Associate, Statutory Auditors and all entities in the network firm / network entity of which the statutory auditors are part thereof for all the services provided by them is ₹ 54.78 Lakhs (including fees of GST audit for FY 2023-24 paid during current year).

I. Disclosure in relation to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013

Details of number of complaints received, disposed and pending during the FY 2022-23 pertaining to the Sexual Harassment of Women at Workplace are as under:

Number of complaints filed during the financial year	NIL
Number of complaints disposed of during the financial year	NIL
Number of complaints pending as at the end of the financial year	NIL

J. Disclosure by listed entity and its subsidiaries of 'Loans and advances in the nature of loans to firms/companies in which directors are interested by name and amount: Not Applicable

K. Details of material subsidiaries of the listed entity including the date and place of incorporation and the name and date of appointment of the statutory auditors of such subsidiaries: Not Applicable

11. NON-COMPLIANCE OF ANY REQUIREMENT OF CORPORATE GOVERNANCE REPORT OF SUB-PARAS (2) TO (10) ABOVE, WITH REASONS THEREOF

Does not arise as the Company has complied with requirement of sub-paras (2) to (10) above.

12. DISCRETIONARY REQUIREMENTS

As required under Regulation 27(1) read with Part E of the Schedule II and Part C (12) of Schedule V to the Listing Regulations, we furnish hereunder the extent to which the Company has adopted discretionary requirements:

A. The Board:

Has a Non-Executive Chairman. He is provided with an office and the expenses incurred by him in the performance of his duties are reimbursed.

B. Shareholders Rights:

Financial Results for the half year / quarter ended September 30, 2022 were published in the Free Press Journal and Navshakti newspapers and were also displayed on the Company's website www.gtllimited.com and disseminated to the Stock Exchanges (i.e. BSE & NSE) wherein its equity shares are listed, hence separately not circulated to the shareholders.

C. Modified opinion(s) in Audit Report:

The modified opinion of the Auditor has arisen under the circumstances stated in Note Nos. 22.3 & 32.1 of notes to Financial Statements and the same has been dealt with appropriately in the Directors' Report / Notes to Accounts. The Management is of the view that based on the directions of the lenders / NCLAT, it would be in a position to revive the Company and continue its operations. Once the Company's efforts to revive the Company succeed, the Company will be in a position to move towards a regime of financial statements with unmodified audit opinion.

D. Separate posts of Chairman and CEO:

The posts of Chairman and CEO are separate.

E. Reporting of Internal Auditor:

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

13. COMPLIANCE WITH CORPORATE GOVERNANCE REQUIREMENTS

During the year, the Company has complied with the corporate governance requirements specified in Regulations 17 to 27 and clauses (b) to (i) of sub-regulation (2) of Regulation 46 of the Listing Regulations, except non-compliance of Regulation 17(1)(c) of Listing Regulations for part of the year w.r.t. requirement of minimum number of Directors on the Board of the Company, in respect of which the Company is awaiting the response of the Stock Exchanges as regards the outcome of the hearing on the compounding application filed for condoning the delay and waiver of the fine levied by the Stock Exchanges. For details, please refer Directors Report and Secretarial Compliance report.

14. LEGAL PROCEEDINGS

For details of legal proceedings reference may be made to 'Status of legal cases' given under Management Discussion and Analysis Report.

15. UNPAID / UNCLAIMED DIVIDENDS

Pursuant to provisions of Sections 124 and 125 of the Act read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ("IEPF Rules") dividends which remain unpaid or unclaimed for a period of seven years from the date of its transfer to unpaid dividend account, are liable to be transferred to the Investor Education and Protection Fund ("IEPF").

The Company has not declared / paid any dividend for FY 2010-11 and thereafter. As reported in the Annual Reports for FY 2017-18 and onwards, the Company had complied with the requirements and transferred unclaimed dividend of FY 2009-10 and related shares to the IEPF Authority. No further Unclaimed / Unpaid Dividend(s) are due for transfer to the IEPF as of date.

Further, as of September 29, 2022 (date of last AGM), since there were no further unclaimed / unpaid dividends due for transfer to the IEPF, the Company is not required to upload any further details on the website of the Company / Ministry of Corporate Affairs in terms of provisions of IEPF (Uploading of information regarding unpaid & unclaimed amounts lying with companies) Rules, 2012.

Further, shares in respect of such dividends which have not been claimed for a period of seven consecutive years are also liable to be transferred to the demat account of the IEPF Authority. The said requirement does not apply to shares in respect of which there is a specific order of Court, Tribunal or Statutory Authority, restraining any transfer of the shares. Accordingly, this requirement does not apply to the Unpaid Dividend of ₹ 0.20 Crores pertaining to the years 2000-01, 2001-02 and 2003-04 to 2009-10, which has not been transferred to IEPF, but held in abeyance on account of pending legal cases.

The members who have a claim on dividends / shares which are transferred to the IEPF by the Company may verify their claims, if any, on the website of the Company viz. www.gtllimited.com (under tabs "home" > "investors" > "investor information" > "Unpaid / Unclaimed Dividend"). Claims, if any, may be raised with the IEPF Authority by submitting an online application in the prescribed Form No. IEPF-5 available on the website www.iepf.gov.in and sending a duly signed physical copy of the same to the Company, along with the requisite documents enumerated in the said Form No. IEPF-5. No claims shall lie against the Company in respect of the dividends / shares so transferred.

16. EQUITY SHARES IN THE SUSPENSE ACCOUNT:

In accordance with the requirements of Regulations 34(3) and Part F of Schedule V to the Listing Regulations, the Company reports the following details in respect of equity shares lying in the suspense account:

Sr. No.	Particulars	No. of Shareholders	No. of Shares
(i)	Aggregate number of shareholders and the outstanding shares lying in the suspense account as on April 1, 2022	506	56,377
(ii)	Number of shareholders who approached the Company for transfer of shares from suspense account during the year	0	0
(iii)	Number of shareholders to whom shares were transferred from suspense account during the year	0	0
(iv)	Aggregate number of shareholders and the outstanding shares lying in the suspense account as on March 31, 2023	506	56,377

The voting rights on the shares outstanding in the suspense account shall remain frozen till the rightful owner of such shares is determined.

DECLARATION BY THE 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 & Disclosure Requirements) Regulations, 2015, it is hereby declared that all the Board Members and Senior Management Personnel of GTL Limited have affirmed compliance with the Code of Conduct for 'Directors and Senior Management' for the year ended March 31, 2023.

Date : August 26, 2023
Place : Mumbai

Sunil S. Valavalkar
Whole-time Director

INDEPENDENT AUDITORS' REPORT ON STANDALONE FINANCIAL STATEMENTS

To,
The Members of GTL LIMITED

Report on the audit of the Standalone Financial Statements

Qualified Opinion

We have audited the accompanying standalone financial statements of **GTL Limited** ("the Company"), which comprise the Balance Sheet as at March 31, 2023, the Statement of Profit and Loss (including other comprehensive income), the Statement of Changes in Equity and the Statement of Cash Flows for the year ended on that date, notes to the financial statements and a summary of significant accounting policies and other explanatory information (hereinafter referred to as "the standalone financial statements") in which, are included, the returns for the year ended on that date of the Company's branch located at Nepal.

In our opinion and to the best of our information and according to the explanations given to us, except for the effect of matters prescribed in the basis for qualified opinion section of our report, the aforesaid standalone 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 Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2023, the profit and other comprehensive income, changes in equity and its cash flows for the year ended on that date.

Basis for Qualified Opinion

As mentioned in Note No. 32.1 to the Statement, the Company has neither paid nor provided interest on its borrowings during the financial year. Had such interest been recognised, the finance cost and interest liability for the year ended March 31, 2023 would have been more by ₹ 417.69 Crores. Consequently, the reported profit after Other Comprehensive Income by the Company for the year ended March 31, 2023 would have been a loss of ₹ 360.60 Crores. The Earnings per Share (EPS) would have been Negative ₹ 22.92.

We conducted our audit of the standalone financial statements in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013 (the Act). Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Standalone 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 ("the ICAI") together with the

ethical / independence requirements that are relevant to our audit of the standalone financial statements under the provisions of the Companies Act, 2013 and the Rules thereunder, 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 modified audit opinion on the standalone financial statements.

Emphasis of Matter

We draw attention to the following notes to the accompanying financial statements

- a) Note no. 49 which inter-alia states that during the last few years the Company has incurred cash losses, its net worth has been fully eroded and the Company's current liabilities have exceeded its current assets as at March 31, 2023. The above conditions indicate the existence of the material uncertainty that cast significant doubt about the Company's ability to continue as a going concern. However, the Standalone financial statements of the Company have been prepared on going concern basis for the reasons stated in the said note.
- b) Note no. 5.1 which inter alia states that, the Company's lenders have sold immovable properties of the Company. The Lenders have appropriated the sale proceeds of ₹ 120.55 Crores of the three immovable properties of the Company, sold during the quarter and subsequent to the quarter ended June 30, 2022, against the Rupee Loans. The amount realized over the carrying value of Assets of ₹ 100.43 Crores is considered as "Exceptional Item".
- c) Note no. 47 which inter-alia states that during the year The Central Bureau of Investigation of India (CBI) has filed FIR towards certain charges against the Company. Subsequently, the Directorate of Enforcement (ED), Mumbai has conducted searches at the offices of the Company.

Our opinion is not modified in respect of above matters.

Key Audit Matters

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the standalone financial statements of the current period. These matters were addressed in the context of our audit of the standalone financial statements as a whole, in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described below to be the key audit matters to be communicated in our report.

Sr. No.	Key Audit Matter	Auditor's Response
1.	<p>Accuracy of recognition, measurement, presentation and disclosures of revenues and other related balances in view of adoption of Ind AS 115 "Revenue from Contracts with Customers"</p> <p>The application of the revenue accounting standard involves certain key judgements relating to identification of distinct performance obligations, determination of transaction price of the identified performance obligations, the appropriateness of the basis used to measure revenue recognised over a period.</p>	<p>We assessed the Company's process to identify the impact of adoption of the revenue accounting standard.</p> <p>The procedure performed included the following:</p> <ol style="list-style-type: none"> 1. Evaluated the design of internal controls relating to revenue recognition. 2. Selected a sample of continuing and new contracts, and tested the operating effectiveness of the internal control, relating to identification of the distinct performance obligations and determination of transaction price. 3. Selected a sample of continuing and new contracts and performed the following procedures: <ul style="list-style-type: none"> ➤ Read, analyzed and identified the distinct performance obligations, if any, in these contracts. ➤ Compared these performance obligations with that identified and recorded by the Company. ➤ Considered the terms of the contracts to determine basis of recognizing the revenue 'at a point' or 'over the period', the transaction price including any variable consideration to verify the transaction price used to compute revenue and to test the basis of estimation of the variable consideration. ➤ Verified whether the revenue has been recognised only post the fulfilment of the performance obligations and related conditions.
2.	<p>Evaluation of uncertain tax positions:</p> <p>The Company has material uncertain tax positions including matters under dispute which involves significant judgement to determine the possible outcome of these disputes.</p>	<p>Our procedures included the following:</p> <p>Obtained understanding of key uncertain tax positions;</p> <p>Obtained details of completed tax assessments and demands for the year ended March 31, 2023 from the management;</p> <p>We along with our internal tax experts –</p> <ol style="list-style-type: none"> i. Discussed with management and evaluated the Management's underlying key assumptions in estimating the tax provision; ii. Assessed management's estimate of the possible outcome of the disputed cases; and iii. Considered legal precedence and other rulings in evaluating management's position on these uncertain tax positions. <p>Additionally, considered the effect of new information in respect of uncertain tax positions as at April 1, 2022 to evaluate whether any change was required to management's position on these uncertainties.</p>
3.	<p>Assessment of contingent liabilities and provisions related to Taxation, Litigations and claims:</p> <p>The assessment of the existence of the present legal or constructive obligation, analysis of the probability of the related payment and analysis of a reliable estimate, requires management's judgement to ensure appropriate accounting or disclosures.</p> <p>Due to the level of judgement relating to recognition, valuation and presentation of provisions and contingent liabilities, this is considered to be a key audit matter.</p> <p>(Refer note 39 to the Standalone financial statements)</p>	<p>Our audit procedures included:</p> <ul style="list-style-type: none"> ➤ As part of our audit procedures we have assessed Management's processes to identify new possible obligations and changes in existing obligations for compliance with Company policy and Ind AS 37 requirements. ➤ We have analysed significant changes from prior periods and obtain a detailed understanding of these items and assumptions applied. ➤ We have obtained relevant status details and Management representations on the major outstanding litigations.

Sr. No.	Key Audit Matter	Auditor's Response
		<ul style="list-style-type: none"> ➤ As part of our audit procedures we have reviewed minutes of board meetings (including the Audit Committee). ➤ We have held regular discussions with Management and internal legal department. ➤ We challenged the assumptions and critical judgements made by management which impacted their estimate of the provisions required, considering judgements previously made by the authorities in the relevant jurisdictions or any relevant opinions given by the Company's advisors and assessing whether there was an indication of management bias. ➤ We discussed the status in respect of significant provisions with the Company's internal tax and legal team. <p>We performed retrospective review of management judgements relating to accounting estimate included in the financial statement of prior year and compared with the outcome.</p>

Other matters

- a) We did not audit the financial statements / information of Nepal branch included in the Standalone financial statements of the Company, whose financial statements / financial information reflect total assets of ₹ 0.70 Crores (net assets of ₹ 0.05 Crores) as at March 31, 2023 and total revenues of Rs. Nil for the year ended on that date. The financial statements / information of this branch are unaudited. According to the information and explanations given to us by the Management, there are no transactions at the said branch and these financial statements / information are not material to the Company.
- b) As at March 31, 2023, balance Confirmations, with respect to Bank Loan (including interest accrued), Bank Guarantee, Bank Current Account and Fixed Deposits aggregating to ₹ 4208.32 Crores, have not been received.

Our opinion is not modified in respect of above matters.

Information Other than the Standalone Financial Statements and Auditor's Report thereon

The Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including Annexures to Board's Report, Business Responsibility Report, Corporate Governance and Shareholder's Information, but does not include the standalone financial statements and our auditor's report thereon.

Our opinion on the standalone 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 standalone 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 standalone financial statements or our

knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

When we read other information, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance and describe actions applicable in the applicable laws and regulations. We have nothing to report in this regard.

Responsibilities of Management and Those Charged with Governance for the Standalone 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 standalone financial statements that give a true and fair view of the financial position, financial performance, total comprehensive income, changes in equity and cash flows of the Company in accordance with the Ind AS and other accounting principles generally accepted in India. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgements 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 standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the standalone 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.

The Board of Directors are responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Standalone Financial Statements

Our objectives are to obtain reasonable assurance about whether the standalone 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 standalone financial statements.

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

- Identify and assess the risks of material misstatement of the standalone 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 the Board of Directors.
- 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 Company's ability 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 standalone 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 standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the standalone financial statements that, individually or in aggregate, makes

it probable that the economic decisions of a reasonably knowledgeable user of the financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the standalone financial statements.

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 standalone 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.

Report on Other Legal and Regulatory Requirements

- I. As required by the Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the "Annexure A", a statement on the matters specified in paragraphs 3 and 4 of the Order to the extent applicable.
- II. 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 reports on the accounts of the branch offices of the Company have not been audited under Section 143(8) of the Act by branch auditor. Accounts of the branch are management certified and have been appropriately dealt with by us in preparing this report. (Refer Point (a) of Other Matter paragraph above)
 - d) 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.
 - e) In our opinion, the aforesaid Standalone Financial Statements comply with the Ind AS specified under

Section 133 of the Act, read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015.

- f) On the basis of the written representations received from the directors as on March 31, 2023 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2023 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 B**” to this report.
- h) With respect to the other matters to be included in the Auditor’s Report under section 197(16) of the Act:

In our opinion and according to the information and explanation given to us, the remuneration paid by the Company to its directors during the current year is in accordance with the provision 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, 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 Standalone Financial Statements – Refer Note No. 39.C.1 to the Standalone Financial Statements.
 - ii. The Company does not have any long – term contracts including derivative contracts for which there are any material foreseeable losses.
 - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company. However, unpaid dividend of ₹ 0.20 Crores pertaining to the years 2000–01, 2001–02 and 2003–04 to 2009–10 has not been transferred to Investor Education and Protection Fund but is held in abeyance on account of pending legal cases.
 - iv. a) the Management has represented that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person or entity, including foreign entity (“Intermediaries”), with the understanding, whether recorded in writing or otherwise, that the Intermediary

shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company (“Ultimate Beneficiaries”) or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

- b) the Management has represented, that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been received by the Company from any person or entity, including foreign entities (“Funding Parties”), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (“Ultimate Beneficiaries”) or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and
- c) based on audit procedures that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material mis-statement.
- v. The Company has not declared or paid dividend during the year. Hence, this clause is not applicable.
- vi. No comments have been offered as regards the maintenance of books of accounts using accounting software which has a feature of recording audit trail (edit log) facility under Rule 11(g) of Companies (Audit and Auditors) Rules, 2014 since the said requirements under proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 are not applicable to the Company for the financial year ended on March 31, 2023.

For GDA & Associates

Chartered Accountants

Firm Registration Number: 135780W

Akshay D. Maru

Partner

Membership No: 150213

UDIN : 23150213BGYGHQ1594

Place: Mumbai

Date : May 24, 2023

ANNEXURE – “A” TO THE INDEPENDENT AUDITOR’S REPORT ON STANDALONE FINANCIAL STATEMENTS OF GTL LIMITED

(Referred to in paragraph I under the heading “Report on Other Legal and Regulatory Requirements” of our report of even date to the members of GTL Limited on the Standalone Financial Statements for the year ended March 31, 2023)

i. In respect of the Company’s Property Plant & Equipment, right of use assets and Intangible Assets:

- a) A. the Company has maintained proper records showing full particulars including quantitative details and situation of property, plant and equipment and relevant details of right-of-use assets for the year.
- B. the Company has maintained proper records showing full particulars of intangible assets.

b) As explained to us, the Company has a phased program of physical verification of the property, plant and equipment and right-of-use assets, which in our opinion is reasonable, having regard to the size of the Company and nature of its assets.

Company, in accordance with the said program, has physically verified certain property, plant and equipment and right-of-use assets. No material discrepancies were noticed on such physical verification.

- c) According to the information and explanations given to us and based on the records produced, the title deeds of all immovable properties (other than properties where the Company is the lessee and the lease agreements are duly executed in favour of the lessee) held by the Company are in the name of the Company. The title deeds of the immovable properties held by the Company are verified from the photo copies of such title deeds as the originals thereof have been deposited with the lenders for securing the borrowings of the Company and confirmation for the same has been obtained from IDBI Trusteeship Services Limited dated January 06, 2023.
- d) The Company has neither revalued its PPE (including Right of Use assets) nor intangible assets or both during the year.
- e) As per the information and explanation provided to us, no proceedings have been initiated or are pending against the Company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made there under.

ii. a) The inventories have been physically verified during the year by the management. In our opinion, the frequency of verification is reasonable and coverage and procedure of such verification is appropriate. No material discrepancies were noticed on such physical verification.

b) According to the information and explanations given to us, the Company has not availed working capital limits from banks or financial institutions on the basis of security of its’ current assets, hence reporting

under clause (ii)(b) of the Order is not applicable.

iii. In respect of Investment made in, provided guarantee or granted any loans secured/unsecured

a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not made any investments, provided guarantee or security or granted any advances in the nature of loans, secured or unsecured, to companies, firms, limited liability partnerships or any other parties during the year. In view of the above, clauses iii (a), iii (b), iii (c), iii (d), iii (e) & iii (f) of the Order are not applicable to the Company.

iv. The Company has not granted any loans, or made any investment, or provided any guarantee or security in respect of which provisions of section 185 and 186 of the Act are applicable. Accordingly, the provisions of clause (iv) of the order are not applicable to the Company.

v. In our opinion and according to the information and explanations given to us, the Company has complied with the directives issued by the Reserve Bank of India and the provisions of sections 73 to 76 or any other relevant provisions of the Act and the rules framed there under, to the extent applicable. We are informed by the Management that no order has been passed by the Company Law Board or National Company Law Tribunal or Reserve Bank of India or any court or any other Tribunal in this regard.

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

vii. a) According to the information and explanations given to us and according to the records of the Company examined by us, in our opinion, the Company is generally regular in depositing with the appropriate authorities undisputed statutory dues including Goods and Service Tax, Provident Fund, Employees’ State Insurance, Income-tax, Sales Tax, Service Tax, Duty of Custom, Duty of Excise, Value Added Tax, Cess and any other statutory dues, wherever applicable.

On the basis of examination of the relevant records and according to the information and explanations given to us, except for Sales Tax dues of ₹ 5.68 Crores and Tax Collected at source (TCS) of ₹ 774 (TCS was paid subsequently on May 16, 2023 with interest) no undisputed amounts payable in respect of aforesaid dues were outstanding as at March 31, 2023 for a period of more than 6 months from the date they became payable.

b) According to the information and explanations given to us, there were no dues in respect of Goods and Service Tax, Provident Fund, Employees’ State Insurance, Income-tax, Sales Tax, Service Tax, Duty of Custom, Duty of Excise, Value Added Tax, Cess and any other statutory dues which have not been deposited on account of any dispute except the following:

(₹ in Crores)

Name of Statute	Nature of Dues	Forum where Dispute is pending	Period to which amount relates (Financial Year)	Gross Amount involved	Amount Paid under protest	Amount Unpaid
Central Sales Tax Act, 1956 and respective states Sales Tax	Sales Tax, Entry Tax, Trade Tax, Penalty, Interest	Commissioner (Appeals), Joint Commissioner, Additional Commissioner, Deputy Commissioner	1992–1993, 1995–1997, 2005–2015	52.48	2.25	50.23
		Appellate Tribunals and Revision Boards	1995–1996, 2002–2003, 2005–2011, 2013–2014	23.28	2.38	20.90
Total (A)				75.76	4.63	71.13
Finance Act, 1994 (Service Tax)	Service Tax, Interest, Penalty	Commissioner (Appeals)	2012–2017	1.75	0.17	1.58
		Customs, Excise and Service Tax Appellate Tribunal	2014–2018	59.99	4.11	55.88
Total (B)				61.74	4.28	57.46
Income Tax Act, 1961	Tax & Interest	CIT (Appeals)	2013–2014	0.42	0.08	0.34
Total (C)				0.42	0.08	0.34
Grand Total (A+B+C)				137.92	8.99	128.93

- viii. According to the information and explanations given to us, no transactions or income, not recorded in the books of account, have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (43 of 1961).
- ix. a) On the basis of, our examination of the records of the Company, the terms of Corporate Debt Restructuring scheme as applicable and according to the information and explanations given to us, the Company has defaulted in repayment of borrowings to financial institutions and banks. The lender wise details of the amount of default and the period of default are as under.

A) Nature of Dues : Term Loan

(Grouped and disclosed under the heading “Secured: Payable to CDR lenders” of note no. 22 “Borrowings” to the Standalone Financial Statements)

(₹ in Crores)

Name of the Lender	Whether Principal or Interest	Amount of Default	Period of Default		
			More than 365 days but less than 730 days	More than 730 days but less than 1095 days	More than 1095 days
Bank of Baroda	Principal	226.54	–	39.39	187.15
Bank of India	Principal	201.56	–	33.20	168.36
Canara Bank	Principal	105.34	–	18.32	87.02
Catholic Syrian Bank	Principal	21.59	–	4.50	17.09
IDBI Bank	Principal	16.72	–	30.63	(13.91)
Indian Bank	Principal	61.49	–	9.12	52.37
Indian Overseas Bank	Principal	85.31	–	13.54	71.77
Punjab National Bank	Principal	142.24	–	28.96	113.28
State Bank of India	Principal	11.97	–	2.26	9.71
Standard Chartered Bank	Principal	12.82	–	1.80	11.02
Small Industrial Development Bank of India	Principal	62.60	–	9.18	53.42
UCO Bank	Principal	64.03	–	10.32	53.71
Union Bank of India	Principal	235.80	–	42.04	193.76
Total		1,248.01	–	243.26	1,004.75

B) Nature of Dues: Funded Interest Term Loan

(Grouped and disclosed under the heading “Secured: Payable to CDR lenders” of note no. 22 “Borrowings” to the Standalone Financial Statements)

(₹ in Crores)

Name of the Lender	Whether Principal or interest	Amount of Default	Period of Default
Bank of Baroda	Principal	53.15	More than 1095 days
Bank of India	Principal	42.13	More than 1095 days
Canara Bank	Principal	26.81	More than 1095 days
Catholic Syrian Bank	Principal	6.37	More than 1095 days
IDBI Bank	Principal	20.80	More than 1095 days
Indian Bank	Principal	10.87	More than 1095 days

(₹ in Crores)

Name of the Lender	Whether Principal or interest	Amount of Default	Period of Default
Indian Overseas Bank	Principal	17.66	More than 1095 days
Punjab National Bank	Principal	41.74	More than 1095 days
State Bank of India	Principal	2.68	More than 1095 days
Standard Chartered Bank	Principal	2.58	More than 1095 days
Small Industrial Development Bank of India	Principal	10.22	More than 1095 days
UCO Bank	Principal	11.88	More than 1095 days
Union Bank of India	Principal	55.52	More than 1095 days
Total		302.41	

C) Nature of Dues: Liability for Bank Guarantee Invocation

(Grouped and disclosed under the heading “Secured: Payable to CDR lenders” of note no. 22 “Borrowings” to the Standalone Financial Statements)

(₹ in Crores)

Name of the Lender	Amount of Default	Period of Default
Bank of Baroda	16.88	More than 1095 days
IDBI Bank	2.65	More than 1095 days
Punjab National Bank	58.04	More than 1095 days
UCO Bank	6.17	More than 1095 days
Union Bank of India	27.39	More than 1095 days
Total	111.13	

D) Nature of Dues: External Commercial Borrowings

(Disclosed under the heading “Unsecured: Payable to External Commercial Borrowings (ECB) Lenders” of Note No. 22 “Borrowings” to the Standalone Financial Statements)

(₹ in Crores)

Name of the Lender	Whether Principal or Interest	Amount of Default	Period of Default
Banks--			
Al Salam Bank	Principal	41.73	More than 4015 days
Bank of Baroda – London	Principal	263.73	More than 4015 days
Bank of India – London	Principal	107.26	More than 4015 days
Indian Bank – Colombo	Principal	41.73	More than 4015 days
Indian Bank – Singapore	Principal	41.73	More than 4015 days
Indian Overseas Bank – Hong Kong	Principal	83.46	More than 4015 days
Punjab National Bank – London	Principal	55.51	More than 4015 days
Syndicate Bank– London	Principal	83.28	More than 4015 days
Sub – Total (A)		718.43	
Others--			
Standard Chartered Bank (Agent)	Principal	158.81	More than 4015 days
Sub – Total (B)		158.81	
Total (A)+(B)		877.24	
Less : Deposits / Security Margin		(100.58)	
Total		776.66	

E) Cash Credit

(Grouped and disclosed under the heading “Secured: Payable to CDR lenders” of note no. 22 “Borrowings” to the Standalone Financial Statements)

(₹ in Crores)

Name of the Lender	Amount of Default	Period of Default
Bank of Baroda	43.12	More than 1095 days
Bank of India	18.23	More than 1095 days
Canara Bank	56.62	More than 1095 days
Catholic Syrian Bank	12.61	More than 1095 days
IDBI Bank	31.91	More than 1095 days
Punjab National Bank	58.42	More than 1095 days
State Bank of India	1.13	More than 1095 days
Union Bank of India	67.59	More than 1095 days
Total	289.63	

F) Nature of Dues: Non-Convertible Debentures

As regards dues of Rs. 1,589.28 crores disclosed under “Payable to holder of Rated Redeemable Unsecured Rupee Non-Convertible Debentures” in Note No. 22 “Borrowings”.

The Company has arrived at a onetime settlement (OTS) agreement with its NCD holders for its full and final payment of their existing dues and has accordingly filed the agreed consent terms with the Honorable High Court. Accordingly, High court has set aside the winding up petition filed by the NCD holders against the Company.

We further invite attention to Note No 22.4 to the Standalone Financial Statements for the same.

G) Interest Payable on Term Loan, Funded Interest Term Loan, Cash Credit, Non-Convertible Debentures & Bank Guarantee

(₹ in Crores)

Name of the Lender	Amount of Default	Period of Default
Bank of Baroda	136.14	More than 2190 days
Bank of India	103.35	More than 2190 days
Canara Bank	76.37	More than 2190 days
Catholic Syrian Bank	12.99	More than 2190 days
IDBI Bank	53.21	More than 2190 days
Indian Bank	32.69	More than 2190 days
Indian Overseas Bank	47.55	More than 2190 days
Punjab National Bank	105.67	More than 2190 days
State Bank of India	6.31	More than 2190 days
Standard Chartered Bank	510.43	More than 2190 days
Small Industrial Development Bank of India	32.52	More than 2190 days
UCO Bank	32.20	More than 2190 days
Union Bank of India	147.07	More than 2190 days
Total	1,296.50	

H) Interest Payable on External Commercial Borrowings

(₹ in Crores)

Name of the Lender	Amount of Default	Period of Default
Banks--		
Al Salam Bank	9.60	More than 2190 days
Bank of Baroda – London	60.77	More than 2190 days
Bank of India – London	23.32	More than 2190 days
Indian Bank – Colombo	9.60	More than 2190 days
Indian Bank – Singapore	9.59	More than 2190 days
Indian Overseas Bank – Hong Kong	19.19	More than 2190 days
Punjab National Bank – London	12.79	More than 2190 days
Syndicate Bank– London	19.19	More than 2190 days
Sub-Total (A)	164.05	

Name of the Lender	Amount of Default	Period of Default
Others--		
Standard Chartered Bank (Agent)	47.98	More than 2190 days
Sub-Total (B)	47.98	More than 2190 days
Total	212.03	

The Company has neither paid nor provided interest on its borrowings during the financial years 2017-18 to 2022-23, the details of interest not provided are as follows:

(₹ in Crores)

Financial Year	Interest Not Provided
2017-18	641.56
2018-19	605.24
2019-20	484.08
2020-21	470.20
2021-22	437.94
2022-23	417.69
Total	3,056.71

- b) According to the information and explanation given to us, the Company has not been declared as wilful defaulter by any bank or Financial Institution or any lender. However, during the financial year lenders of the Company have initiated special audit which is under progress and report for the same has not been submitted.
 - c) According to the information and explanation given to us, the Company has not borrowed new term loans during the year. Therefore, requirement of this clause is not applicable to the Company.
 - d) According to the information and explanation given to us, the Company has not raised any funds on short term basis. Therefore, requirement of this clause is not applicable to the Company.
 - e) According to the information and explanation given to us, the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries, associates or joint ventures.
 - f) According to the information and explanation given to us, the Company has not raised any loans during the year on the pledge of securities held in its subsidiaries, joint ventures or associate companies.
- x. a) According to the information and explanations given to us and on the basis of examination of records of the Company, the Company has not raised any money by way of initial public offer or further public offer (including debt instruments) during the year. Hence the reporting requirement under clause (x)(a) of the Order is not applicable to the Company.
- b) According to the information and explanations given to us and on the basis of examination of records

- of the Company, the Company has not made any preferential allotment or private placement of shares or convertible debentures (fully, partially or optionally convertible) during the year. Hence the reporting requirement under clause (x)(b) of the Order is not applicable to the Company.
- xi. a) According to the information and explanation given to us, no fraud on or by the Company, has been noticed or reported during the course of our audit. However, we invite attention to the note no. 47 which inter-alia states that, the Central Board of Investigation of India (CBI) has filed an FIR, dated January 21, 2023, towards certain charges against the Company. Subsequently, on May 17, 2023 Enforcement of Directorate (ED) conducted certain searches in the premises of the Company.
- b) No report U/s 143 (12) of the Companies Act has been filed by the Auditors in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government.
- c) According to the information and explanation given to us, no whistle-blower complaints have been received during the year by the Company.
- xii. According to the information and explanations given to us, the Company is not a Nidhi Company thus reporting requirements under clause (xii) (a), (b) & (c) of the Order are not applicable.
- xiii. According to the information and explanations given to us and based on our examination of records of the Company, the transactions entered with related parties are in compliance with provisions of section 177 and 188 of the Companies Act where applicable and the details of such transactions are disclosed in the Standalone Financial Statements as required by the applicable accounting standards.
- xiv. a) According to the information and explanation given to us, the Company has an internal audit system commensurate with the size and nature of its business.
- b) The reports of the Internal Auditors of the Company issued till date for the period under audit were considered by us.
- xv. According to the information and explanations given to us and based on our examination of records of the Company, the Company during the year has not entered into any non-cash transactions with directors or persons connected with the directors covered under the provisions of sec 192 of the Act and accordingly the provisions of clause (xv) of the Order are not applicable to the Company.
- xvi. a. In our opinion and according to the information and explanations given to us, the Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934 (2 of 1934).
- b. According to the information and explanation given to us, the clause pertaining to the conduct of Non-Banking Financial or Housing Finance activities without a valid Certificate of Registration (CoR) from the Reserve Bank of India as per the Reserve Bank of India Act, 1934, is not applicable to the Company.
- c. According to the information and explanation given to us, the Company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India. Hence the clause (xvi) (c) of the Order is not applicable.
- d. In our opinion and according to the information and explanations given to us, the Company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India. Therefore, the provisions of clause (xvi)(d) are not applicable to the Company.
- xvii. In our opinion and according to the information and explanations given to us and based on our examination of records of the Company, the Company has not incurred cash losses in the financial year and immediately preceding financial year.
- xviii. There has been no resignation of the Statutory Auditors during the year and hence the provision of clause (xviii) of the Order is not applicable to the Company.
- xix. With reference to "Basis for Qualified Opinion" paragraph and "Emphasis of Matter" paragraph and according to the information and explanation given to us and on the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements, and our knowledge of the Board of Directors and Management plans, we are of the opinion that no material uncertainty exists as on the date of the audit report and that Company is capable of meeting its liabilities existing as at the date of balance sheet as and when they fall due within a period of 1 year from the balance sheet date except the amounts payable to lenders as reported in clause ix(a) of the order.
- xx. a) As the Company's net worth/turnover/net profit is below the requirements of section 135, the provisions of Corporate Social responsibility are not applicable. Hence, requirements of clause (xx)(a) of the Order is not applicable.
- b) As the Company's net worth/turnover/net profit is below the requirements of section 135, the provisions of Corporate Social responsibility are not applicable. Hence, requirements of clause (xx)(b) of the Order is not applicable.
- xxi. The Company is not required to prepare consolidated financial statements and hence the provision of clause (xxi) of the Order is not applicable.

For GDA & Associates

Chartered Accountants

Firm Registration Number: 135780W

Akshay D. Maru

Partner

Membership No: 150213

UDIN : 23150213BGYGHQ1594

Place : Mumbai

Date : May 24, 2023

ANNEXURE “B” TO THE INDEPENDENT AUDITOR’S REPORT ON STANDALONE FINANCIAL STATEMENTS OF GTL LIMITED

(Referred to in paragraph II (g) under ‘Report on Other Legal and Regulatory Requirements’ of our report of even date to the members of GTL Limited on the Standalone Financial Statements for the year ended March 31, 2023)

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 Limited** (“the Company”) as of March 31, 2023 in conjunction with our audit of the Standalone Financial Statements of the Company for the year ended on that date.

Management’s Responsibility for Internal Financial Controls

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

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

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor’s judgement, including the assessment of the risks of material misstatement of the Standalone 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 Standalone 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 Standalone Financial Statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with authorizations of management and directors of the Company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the Company’s assets that could have a material effect on the Standalone 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 of March 31, 2023, 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 GDA & Associates

Chartered Accountants

Firm Registration Number: 135780W

Akshay D. Maru

Partner

Membership No: 150213

UDIN : 23150213BGYGHQ1594

Place : Mumbai

Date : May 24, 2023

ANNEXURE I

Statement on Impact of Audit Qualifications (for audit report with modified opinion) submitted along-with Annual Audited Financial Results

Statement on Impact of Audit Qualifications for the Financial Year ended March 31, 2023 [See Regulation 33 of the SEBI (LODR) (Amendment) Regulations, 2016]

(₹ In lakhs)

Sl. No.	Particulars	Audited Figures (as reported before adjusting for qualifications)	Adjusted Figures (audited figures after adjusting for qualifications)
1.	Turnover / Total Income	19,201.27	19,201.27
2.	Total Expenditure	23,523.55	65,292.87
3.	Profit / (Loss) before exceptional items	(4,322.28)	(46,091.60)
4.	Exceptional items	10,043.33	10,043.33
5.	Net Profit / (Loss)	5,721.05	(36,048.27)
6.	Earnings Per Share	3.63	(22.92)
7.	Total Assets	25,785.63	25,785.63
8.	Total Liabilities	648,984.06	690,753.38
9.	Net Worth	(623,198.43)	(664,967.75)
10.	Any other financial item(s) (as felt appropriate by the management)	Not Applicable	Not Applicable

II. Audit Qualification (each audit qualification separately):

a. Details of Audit Qualification :

As mentioned in Note No. 8 to the Statement, the Company has neither paid nor provided interest on its borrowings during the financial year. Had such interest been recognised, the finance cost and interest liability for the year ended March 31, 2023 would have been more by ₹ 41,769.32 Lakhs.

Consequently, the reported profit after Other Comprehensive Income by the Company for the year ended March 31, 2023 would have been a loss of ₹ 36,060.12 Lakhs. The Earnings per Share (EPS) would have been Negative ₹ 22.92.

b. Type of Audit Qualification: Modified Opinion

c. Frequency of qualification: Sixth time

d. For Audit Qualification(s) where the impact is quantified by the auditor, Management's Views :

The Company has neither paid nor provided interest on its borrowings during the financial year in view of details explained in the Note 8 of SEBI results.

e. For Audit Qualification(s) where the impact is not quantified by the auditor :

(i) **Management's estimation on the impact of audit qualification:** Not Applicable

(ii) **If management is unable to estimate the impact, reasons for the same:** Not Applicable

(iii) **Auditors' Comments on (i) or (ii) above:** Not Applicable

As per our report of even date
For **M/s. GDA and Associates**
Chartered Accountants
FRN No.135780W

Akshay D. Maru
Partner

M.No. 150213
Mumbai, May 24, 2023

For and on behalf of the Board,
Sunil Valavalkar
Whole-time Director

D. S. Gunasingh
Chairman of Audit Committee

Milind Bapat
Chief Financial Officer

Balance Sheet as at March 31, 2023

₹ Crores

Particulars	Notes	As at 31 March 2023	As at 31 March 2022
Assets			
Non-current assets			
Property, plant and equipment	3	48.25	67.80
Capital work-in-progress	3	Nil	Nil
Right to Use of Lease Assets	4	1.95	2.91
Investment properties	5	0.21	2.90
Intangible assets	6	0.60	0.60
Financial assets			
Investments	7	Nil	Nil
Loans		Nil	Nil
Others	8	0.61	0.59
Deferred tax assets (net)		Nil	Nil
Other non-current assets		Nil	Nil
		<u>51.62</u>	<u>74.80</u>
Current assets			
Inventories	9	Nil	Nil
Financial assets			
Investments		Nil	Nil
Trade receivables	10	33.16	19.58
Cash and cash equivalents	11	5.11	2.11
Bank balance other than included in cash and cash equivalents above	12	7.51	8.92
Loans	13		0.00
Others	14	55.75	19.91
Current Tax Assets (Net)	15	17.84	19.23
Other current assets	16	86.87	74.15
Assets held for Sale and Discontinued Operations	17	Nil	Nil
		<u>206.24</u>	<u>143.90</u>
		<u>257.86</u>	<u>218.70</u>
Total Assets			
Equity and liabilities			
Equity			
Equity Share Capital	18	157.30	157.30
Other Equity	19	(6,389.28)	(6,446.37)
Total Equity		<u>(6,231.98)</u>	<u>(6,289.07)</u>
Non-current liabilities:			
Financial liabilities			
Borrowings	20	239.07	215.18
Lease Liabilities		0.28	1.69
Provisions	21	1.22	1.26
		<u>240.57</u>	<u>218.13</u>
Current liabilities:			
Financial liabilities			
Borrowings	22	5,825.66	5,874.95
Trade payables			
– Total outstanding dues to micro & small enterprises	23	1.29	1.30
– Total outstanding dues to other than micro & small enterprises	23	9.55	9.76
Lease Liabilities		1.89	1.50
Other financial liabilities	24	313.49	302.03
Other current liabilities	25	97.14	99.97
Provisions	26	0.25	0.13
		<u>6,249.27</u>	<u>6,289.64</u>
		<u>6,489.84</u>	<u>6,507.77</u>
Total liabilities		<u>257.86</u>	<u>218.70</u>
Total equity and liabilities			

The accompanying notes form an integral part of the financial statements.

As per our report of even date

For and on behalf of the Board

For **M/s. GDA and Associates**
Chartered Accountants
FRN No.135780W

Sunil S. Valavalkar
Whole Time Director
(DIN 01799698)

Akshay D. Maru
Partner
M. No. 150213

D. S. Gunasingh
Director
(DIN 02081210)

Dr. Mahesh Borase
Director
(DIN 03330328)

Mumbai
May 24, 2023

Milind Bapat
Chief Financial Officer

Deepak Keluskar
Company Secretary

Statement of Profit and Loss for the year ended March 31, 2023

₹ Crores (unless otherwise stated)

Particulars	Notes	Year ended 31 March 2023	Year ended 31st March 2022
Continuing operations			
Revenue from operations	27	186.41	193.51
Other income	28	5.60	4.85
TOTAL INCOME		192.01	198.36
EXPENSES			
Cost of Purchases / Services rendered	29	25.06	47.69
Changes in inventories of finished goods, stock-in-trade and work-in-progress	30	Nil	Nil
Employee benefits expenses	31	65.15	66.02
Finance costs	32	25.66	22.84
Depreciation and amortisation expenses	33	4.30	4.44
Other expenses	34	115.06	75.15
TOTAL EXPENSES		235.23	216.14
Profit / (Loss) before exceptional items and tax from continuing operations		(43.22)	(17.78)
Exceptional items	35	100.43	449.65
Profit / (Loss) before tax from continuing operations		57.21	431.87
Tax expenses			
Current tax		Nil	Nil
Adjustment of tax relating to earlier periods		Nil	Nil
Profit / (Loss) for the year from continuing operations		57.21	431.87
Discontinued operations:			
Profit / (Loss) before tax for the year from discontinued operations		Nil	Nil
Tax expenses of discontinued operations		Nil	Nil
Profit / (Loss) for the year from discontinued operations		Nil	Nil
Profit / (Loss) for the year		57.21	431.87
Other Comprehensive Income			
A (i) Items that will not be reclassified to profit or loss		(0.12)	(0.38)
(ii) Income tax relating to items that will not be reclassified to profit or loss		Nil	Nil
Net other comprehensive income not to be reclassified to profit or loss in subsequent periods		(0.12)	(0.38)
B (i) Items that will be reclassified to profit or loss		Nil	Nil
(ii) Income tax relating to items that will be reclassified to profit or loss		Nil	Nil
Net other comprehensive income to be reclassified to profit or loss in subsequent periods		Nil	Nil
Other comprehensive income for the year, net of tax		(0.12)	(0.38)
Total Comprehensive Income for the year, net of tax		57.09	431.49
Earnings per share (in ₹)	36		
Continuing operations (after exceptional items)			
Basic		3.63	27.45
Diluted		3.63	27.45
Discontinued operations			
Basic		Nil	Nil
Diluted		Nil	Nil
Continuing and discontinued operations			
Basic		3.63	27.45
Diluted		3.63	27.45

The accompanying notes form an integral part of the financial statements.

As per our report of even date

For and on behalf of the Board

For **M/s. GDA and Associates**
Chartered Accountants
FRN No.135780W

Sunil S. Valavalkar
Whole Time Director
(DIN 01799698)

Akshay D. Maru
Partner
M. No. 150213

D. S. Gunasingh
Director
(DIN 02081210)

Dr. Mahesh Borase
Director
(DIN 03330328)

Mumbai
May 24, 2023

Milind Bapat
Chief Financial Officer

Deepak Keluskar
Company Secretary

Statement of Changes in Equity for the year ended March 31, 2023

a. Equity Share Capital:

Equity shares of INR 10 each issued, subscribed and fully paid (Refer Note 18)	No of shares	₹ Crores
At 31 March 2022	157,296,781	157.30
Changes due to prior period errors	Nil	Nil
At 31 March 2023	157,296,781	157.30

b. Other Equity:

₹ Crores

Particulars	Equity component of compound financial instrument	Reserves & Surplus						Other items of Com-prehensive Income	Total
		Capital Reserve (Refer Note 51)	Capital Redemption Reserve	Securities premium account	Debenture Redemption Reserve	General Reserve	Retained Earnings		
For the year ended March 31, 2023									
As at 31 March 2022	570.92	0.00	8.63	448.18	191.16	510.76	(8,175.11)	(0.92)	(6,446.37)
Net Profit / (Loss) for the year	Nil	Nil	Nil	Nil	Nil	Nil	57.21	Nil	57.20
Other comprehensive income	Nil	Nil	Nil	Nil	Nil	Nil	Nil	(0.12)	(0.12)
Total comprehensive income	Nil	0.00	Nil	Nil	Nil	Nil	57.21	(0.12)	57.09
Transfer from debenture redemption reserve / general reserve	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
As at 31 March 2023	570.92	0.00	8.63	448.18	191.16	510.76	(8,117.90)	(1.04)	(6,389.28)
For the year ended 31 March 2022									
As at 31 March 2021	570.92	0.00	8.63	448.18	191.16	510.76	(8,606.98)	(0.54)	(6,877.87)
Net Profit / (loss) for the year	Nil	Nil	Nil	Nil	Nil	Nil	431.87	Nil	431.87
Other comprehensive income	Nil	Nil	Nil	Nil	Nil	Nil	Nil	(0.38)	(0.38)
Total comprehensive income	Nil	Nil	Nil	Nil	Nil	Nil	431.87	(0.38)	431.49
Transfer from debenture redemption reserve / general reserve	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
As at 31 March 2022	570.92	0.00	8.63	448.18	191.16	510.76	(8,175.11)	(0.92)	(6,446.37)

Notes:

Capital Reserve: This reserve represents fraction coupons amount on conversion of FCCB into equity shares

Capital Redemption Reserve: This reserve is created u/s 69 of the Companies Act, 2013 by transferring an amount equal to the nominal value of shares bought back by the Company. The same is permitted to be used for issuing fully paid bonus shares.

Securities Premium Account: Premium collected on issue of securities is accumulated as part of securities premium. Utilisation of such premium is restricted by the Companies Act, 2013.

Debenture Redemption Reserve: Additional Debenture Redemption Reserve is not created as the said requirement has been dispensed with in terms of the amendment to Companies (Share Capital and Debentures) Rules, 2014.

General Reserve: Forms part of the retained earnings and is permitted to be distributed to shareholders as dividend.

Retained Earnings: This represents profits remaining after all appropriations. This is free reserve and can be used for distribution as dividend.

As per our report of even date

For and on behalf of the Board

For M/s. GDA and Associates
Chartered Accountants
FRN No.135780W

Sunil S. Valavalkar
Whole Time Director
(DIN 01799698)

Akshay D. Maru
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M. No. 150213

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(DIN 02081210)

Dr. Mahesh Borase
Director
(DIN 03330328)

Mumbai
May 24, 2023

Milind Bapat
Chief Financial Officer

Deepak Keluskar
Company Secretary

Statement of Cash Flows for the year ended March 31, 2023

₹ Crores

Particulars	31 March 2023	31 March 2022
Operating activities		
Profit / (Loss) before tax from continuing operations	(43.22)	(17.78)
Profit / (Loss) before tax from discontinued operations	Nil	Nil
Profit / (Loss) before tax	(43.22)	(17.78)
Adjustments to reconcile Profit / (Loss) before tax to net cash flows:		
Depreciation and impairment of property, plant and equipment	4.30	4.44
Loss / (Gain) on disposal of property, plant and equipment	Nil	2.05
Finance income (including fair value change in financial instruments)	(0.96)	(0.77)
Finance costs (including fair value change in financial instruments)	25.36	22.41
Unrealised Exchange (Gain)/Loss	85.88	32.63
Bad Debts written off	Nil	0.24
Liabilities / provisions no longer required written back	(2.51)	(1.14)
Interest on right to use leased assets	0.30	0.42
Exceptional items	100.43	449.65
Less : Profit on sale of Fixed Assets/Investement (Invoked Shares) considered Under Investing Activity	(100.43)	(412.10)
Working capital adjustments:		
Increase /(decrease) in provision for gratuity and compensated absences	(0.03)	(0.21)
(Increase)/ decrease in trade receivables	(13.57)	(19.73)
(Increase)/ decrease in other current assets	(35.12)	(14.50)
(Increase)/ decrease in loans and advances	(13.45)	(45.04)
Increase / (decrease) in trade payables, other liabilities and provisions	9.71	20.38
Cash generated from Operations	16.69	20.95
Income tax paid (including TDS) (net)	1.39	7.78
Net cash flows from operating activities	18.08	28.73

₹ Crores

Particulars	31 March 2023	31 March 2022
Investing activities		
Proceeds from sale of property, plant and equipment	120.55	Nil
Purchase of property, plant and equipment (including CWIP)	(2.44)	(1.37)
Interest received (finance income)	0.93	0.75
Sale of Investment by Lenders	Nil	463.26
Net cash flows from / (used in) investing activities	119.04	462.64
Financing activities		
Interest / Financial Charges paid	(0.27)	(0.05)
Repayment of long term borrowings	(135.18)	(525.04)
Fixed deposits with banks held as margin money	1.41	(3.28)
Payable to Promoter towards amount realised by the lenders on sale of Shares	Nil	38.42
Interest payment on lease payments	(0.30)	(0.43)
Principal repayment on lease payments	0.22	(1.33)
Net cash flows from / (used in) financing activities	(134.12)	(491.71)
Net increase / (decrease) in cash and cash equivalents	3.00	(0.33)
Cash and cash equivalents at the beginning of the year	2.11	2.45
Cash and cash equivalents at the end of the year	5.11	2.11

As per our report of even date

For and on behalf of the Board

For **M/s. GDA and Associates**

Chartered Accountants

FRN No.135780W

Sunil S. Valavalkar

Whole Time Director

(DIN 01799698)

Akshay D. Maru

Partner

M. No. 150213

D. S. Gunasingh

Director

(DIN 02081210)

Dr. Mahesh Borase

Director

(DIN 03330328)

Mumbai

May 24, 2023

Milind Bapat

Chief Financial Officer

Deepak Keluskar

Company Secretary

NOTES TO FINANCIAL STATEMENTS

1. CORPORATE INFORMATION

The Company is a public company domiciled in India and is incorporated under the provisions of the Companies Act, applicable in India. Its shares are listed on Bombay Stock Exchange and National Stock Exchange of India. The registered office of the Company is located at GTL Limited, Global Vision, Electronic Sadan II, MIDC, TTC Industrial Area, Mahape, Navi Mumbai.

The Company is engaged in providing telecom network services.

2. SIGNIFICANT ACCOUNTING POLICIES

2.1 Basis For Preparation of Financial Statements:

Compliance with Ind AS :

The Financial Statements have been prepared on a going concern basis and on accrual basis, in accordance with Indian Accounting Standards (Ind AS) notified under the Companies (Indian Accounting Standards) Rules, 2015 as amended.

The financial statements were authorised for issue in accordance with a resolution passed in the meeting of the Board of directors held on May 24, 2023.

Historical Cost Convention :

The financial statements have been prepared on a historical cost basis, except –

- (a) certain financial assets and liabilities and
- (b) defined benefit plans

Which are measured at fair value at the end of each reporting period, as explained in the accounting policies below.

The preparation of the financial statements requires management to make estimates and 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 estimate 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 (refer Note no. 37 on significant accounting estimates, assumptions and judgements).

Functional and presentation currency:

The financial statements are presented in Indian ₹ which is the functional currency of the Company and all values are rounded to the nearest Crores (₹ 1,00,00,000), except when otherwise indicated.

2.2 Summary of Significant Accounting Policies

1. Current versus non-current classification :

The Company presents assets and liabilities in the balance sheet 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 satisfies any of the following criteria:

- Expected to be realised or intended to be sold or consumed in normal operating cycle;
- Held primarily for the purpose of trading;
- Expected to be realised within twelve months after the reporting period; or
- 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 expected to be settled in normal operating cycle;
- It is held primarily for the purpose of trading;
- It is due to be settled within twelve months after the reporting period; or
- 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.

Deferred tax assets and liabilities are classified as non-current.

The operating cycle is the time between the acquisition of assets for processing and their realisation in cash and cash equivalents.

The Company has considered a period of twelve months for classifying its assets and liabilities as current and non-current.

2. Fair value measurement :

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:

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

The fair value of an asset or a liability is measured using the assumptions that, market participants

would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

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, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

- Level 1 — Quoted / Published NAV (unadjusted) market prices in active markets for identical assets or liabilities
- Level 2 — Valuation techniques for which the lowest level input that is significant to the fair value measurement, is directly or indirectly observable
- Level 3 — Valuation techniques for which the lowest level input that is significant to the fair value measurement, is unobservable

For assets and liabilities that are recognised in the financial statements on a recurring basis, the Company determines whether transfers have occurred between levels in the hierarchy by re-assessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

External valuers are involved for valuation of significant assets, such as properties and unquoted financial assets, and significant liabilities as and when required.

For the purpose of fair value disclosures, the Company has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy as explained above.

This note summarises accounting policy for fair value. Other fair value related disclosures are given in the following notes:

- Disclosures for valuation methods, significant estimates and assumptions (note 37)
- Quantitative disclosures of fair value measurement hierarchy (note 42)
- Investment in unquoted equity shares (note 7)
- Investment properties (note 5)

- Financial instruments (including those carried at amortised cost) (note 41)

3. Revenue recognition :

Revenue is recognised when the Company satisfies the performance obligation by transferring the promised services to the customers. Services are considered as performed when the customer obtains control, whereby the customer gets the ability to direct the use of such services and substantially obtains all benefits from services. When there is uncertainty as to measurement or ultimate collectability, revenue recognition is postponed until such uncertainty is resolved.

Revenue is measured based on the transaction price which is the fair value of the consideration received or receivable, stated net of discounts, returns and taxes. Transaction price is recognised based on the price specified in the contract. Accumulated experience is used to estimate and provide for the discounts / right of return, using the expected value method.

The specific revenue recognition policies are as under:

a. Revenue from contracts with customers:

i. Revenue from Turnkey Contracts, which are either Fixed Price or Cost Plus contracts, is recognized –when company satisfies performance obligation by transferring promised services to the customer. – The Company uses significant judgements while determining the transaction price allocated to performance obligations using the expected cost plus margin approach.

Provisions for estimated losses, if any, on uncompleted contracts are recorded in the period in which such losses become probable based on the expected contract estimates at the reporting date.

ii. Revenue from sale of products is recognized when performance obligations are satisfied. Performance obligations are satisfied when the customer obtains control of the products.

iii. Revenue from services is recognized when company satisfies the performance obligation by transferring promised services to the customers.– Contract assets are recognized when there is an excess of revenue earned over billings on contracts. Contract assets are classified as unbilled receivables when there is an unconditional right to receive cash, and only passage of time is required, as per contractual terms. Unearned revenue (“Contract Liability”) is recognized when there is billing in excess of revenue.

b. Dividend income is recognized when the right to receive dividend is established.

c. Income such as interest, rent is recognized as per contractually agreed terms on time proportion basis.

4. Property, plant and equipment:

On transition to Ind AS, the Company has opted to continue with the previous GAAP carrying values as deemed cost for all items of plant, property and equipment.

Tangible Assets are stated at the cost of acquisition less accumulated depreciation and impairment losses, if any. The cost includes purchase price (after deducting trade discounts and rebates), including non-refundable taxes and duties and any costs directly attributable to bringing the asset to the location and condition necessary for it to be capable of operating in the manner intended by Management.

When significant parts of Property, plant and equipment are required to be replaced at intervals, the Company depreciates them separately based on their specific useful lives. Likewise, when a major inspection is performed, its cost is recognised in the carrying amount of the plant and equipment as a replacement if the recognition criterias are satisfied. All other repair and maintenance costs are recognised in the statement of profit and loss.

Advances paid towards acquisition of fixed assets are disclosed as Capital Advances under Other non-current assets and cost of assets not ready for use before the year-end, is disclosed as capital work in progress.

Depreciation on Fixed Assets is provided to the extent of depreciable amount on Straight Line Method over the useful life of the assets and in the manner 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.

The management believes that these estimated useful lives are realistic and reflect fair approximation of the period over which the assets are likely to be used.

Sr.	Asset	Economic Useful Life (Years)
1	Buildings (including land for which no separate valuation is available)	58
2	Leasehold land	58
3	Plant and Equipment	3 to 10
4	Furniture and Fixtures	5
5	Test and Repair Equipment	5
6	Vehicles	5

An item of property, plant and equipment and any significant part initially recognised is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the statement of Profit and Loss when the asset is derecognised.

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.

5. Investment properties :

On transition to Ind AS, the Company has opted to continue with the previous GAAP carrying values as deemed cost for investment properties.

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.

The Company, based on assessment made by technical expert and management estimate, depreciates the building over estimated useful life of 58 years which is different from the useful life prescribed in Schedule II to the Companies Act, 2013. The management believes that this estimated useful life is realistic and reflects fair approximation of the period over which the asset is likely to be used.

Though the Company measures investment property using cost based measurement, the fair value of investment property is disclosed in the notes. Fair values are determined based on an annual evaluation performed by an accredited external independent valuer.

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. Any gain or loss arising on derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the statement of Profit and Loss when the asset is derecognised.

6. Intangible assets :

On transition to Ind AS, the Company has opted to continue with the previous GAAP carrying values as deemed cost for all items of Intangible assets.

Intangible assets acquired separately are measured on initial recognition at cost. Following initial recognition, intangible assets are carried at cost less accumulated amortisation and accumulated impairment losses, if any.

The useful lives of intangible assets are assessed as either finite or indefinite. There are no intangible assets assessed with indefinite useful life.

Intangible assets with finite lives are amortised over the useful economic life and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortisation expense on intangible assets with finite lives is recognised in the statement of profit and loss unless such expenditure forms part of carrying value of another asset.

Any gain or loss arising on derecognition of the asset (calculated as the difference between the net

disposal proceeds and the carrying amount of the asset) is included 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 as prescribed in Schedule II.

7. Inventories :

- a. Inventories including Work-in-process and stores and spares are valued at the lower of cost and net realizable value.
- b. Inventory of Consumables is valued at cost
- c. Cost of inventories is generally ascertained on first in first out basis.

Cost 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.

8. Impairment of Non-Financial Assets :

At each balance sheet date, the Company assesses whether there is any indication that any property, plant and equipment and intangible asset may be impaired and 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 cash generating unit 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.

9. Foreign currencies :

The Company's financial statements are presented in ₹ which is also its functional currency.

Transactions and balances

Transactions in foreign currencies are initially 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 Statement of Profit and Loss.

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 initial transactions.

10. 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 Statement of Profit and Loss 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 employee's services.

Re-measurement of defined benefit plans in respect of post-employment and other long term benefits are charged to the other Comprehensive Income.

11. 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.

A. Financial assets

(i) Initial recognition and measurement

All financial assets are initially recognised at fair value.

Financial assets and financial liabilities are recognised when the Company becomes a party to the contractual provisions of the financial instrument and are measured initially

at fair value, except for trade receivables which are initially measured at transaction price

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 is recognised using trade date accounting i.e. the date that the Company commits to purchase or sell the asset.

(ii) Subsequent measurement

(a) 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.

(b) 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.

The Company does not have any financial assets which are fair valued through Other Comprehensive Income (FVTOCI).

(c) 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

(iii) Equity investments

All equity investments other than investment in Subsidiaries and Associates 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 does not have any equity investments which are fair value through Other Comprehensive Income (FVTOCI)

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

(iv) 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 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.

(v) Impairment of financial assets

The Company assesses impairment based on expected credit loss (ECL) model to the following

Financial assets at amortised cost

Financial assets measured at fair value through Profit or Loss Account

The Company follows simplified approach for recognition of impairment loss allowance. The application of simplified approach does not require the Company to track changes in credit risks. Rather, it recognises impairment loss allowance based on lifetime ECL at each reporting date, right from its initial recognition.

The Company uses historical cost experience to determine the impairment loss allowance on the portfolio of trade receivables. At every reporting date, the historically observed default rates are updated and changes in the forward looking estimates are analysed.

For recognition of impairment loss on other financial assets and risk exposure, the Company determines that whether there has been a significant increase in the credit risk since initial recognition. If credit risk has not increased significantly, 12-month ECL is used to provide for impairment loss. However, if credit risk has increased significantly, lifetime ECL is used. If, in a subsequent period, credit quality of instrument improves such that there is no longer a significant increase in credit risk since initial recognition, then the Company reverts to recognising impairment loss allowance based on 12-month ECL.

B. Financial liabilities

(i) 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.

(ii) 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 financial 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 Profit and Loss. However, the Company may transfer the cumulative gain or loss within equity. All other changes in fair value of such liability are recognised in the statement of profit and loss.

The Company has not designated any financial liability as 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 derecognized.

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.

(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.

(iii) 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.

(iv) 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 through 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.

(v) 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.

(vi) 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.

12. Provision for Current and Deferred Tax :

- a. Current Tax:** Provision is made for income tax, under the tax payable method, based on the liability as computed after taking credit for allowances, exemptions, and MAT credit entitlement for the year. Adjustments in books are made only after the completion of the assessment. In case of matters under appeal, due to disallowances or otherwise, full provision is made when the Company accepts the said liabilities.

Current income tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity). Current tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate. The Company offsets current tax assets and current tax liabilities and presents the same on net basis, if and only if it has a legally enforceable right to set off current tax assets and current tax liabilities.

- b. Deferred tax:** 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 and thereafter a deferred tax asset or deferred tax liability is recorded for temporary differences, namely the differences that originate in one accounting period and reverse in another. Deferred tax is measured based on the tax rates and tax laws enacted or substantively enacted at the Balance Sheet date. Deferred tax asset is

recognized only to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilized. Carrying value of deferred tax asset is adjusted for its appropriateness at each balance sheet date.

Deferred tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity). Deferred tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity.

The Company offsets the deferred tax assets and deferred tax liabilities and presents the same on net basis, if the deferred tax assets and deferred tax liabilities relate to income taxes levied by the same tax authority.

- c. Credit of MAT:** Credit of MAT is recognised as an asset only when and to the extent there is convincing evidence that the Company will pay normal income tax during the specified period, i.e., the period for which MAT credit is allowed to be carried forward. In the year in which the MAT credit becomes eligible to be recognized as an asset, the said asset is created by way of a credit to the statement of profit and loss and shown as MAT credit entitlement. The Company reviews the same at each balance sheet date and writes down the carrying amount of MAT credit entitlement to the extent there is no longer convincing evidence to the effect that the Company will pay normal income tax during the specified period.

13. Segment Reporting :

The Company is engaged only in business of providing "Network Services" and as such there are no separate reportable segments.

14. Provisions, Contingent Liabilities and Contingent Assets :

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.

15. Borrowing Cost :

- a.** Borrowing costs, less any income on the temporary investment out of those borrowings, that are directly attributable to acquisition of an asset that necessarily takes a substantial period of time to get ready for its intended use are capitalized as a part of the cost of that asset.

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.

- b.** Other borrowing costs are recognized as expense in the period in which they are incurred.

16. Leases :

Company as a lessee :

The Company has adopted Ind AS 116 on leases beginning April 1, 2019, using the modified retrospective approach. The standard has been applied to the lease contracts as at April 1, 2019. Accordingly, the Company has not restated the comparative information.

The Company's lease asset classes primarily consist of leases for Buildings. The Company assesses whether a contract is or contains a lease, at inception of a contract. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified asset, the Company assesses whether:

- (i) the contract involves the use of an identified asset
- (ii) the Company has substantially all of the economic benefits from use of the asset through the period of the lease and
- (iii) the Company has the right to direct the use of the asset.

At the date of commencement of the lease, the Company recognises a right-of-use asset ("ROU") and a corresponding lease liability for all lease arrangements

in which it is a lessee, except for leases with a term of twelve months or less (short-term leases) and leases of low value assets. For these short-term and leases of low value assets, the Company recognises the lease payments as an operating expense on a straight-line basis over the term of the lease.

The right-of-use assets are initially recognised at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or prior to the commencement date of the lease plus any initial direct costs less any lease incentives. They are subsequently measured at cost less accumulated depreciation and impairment losses, if any. Right-of-use assets are depreciated from the commencement date on a straight-line basis over the shorter of the lease term and useful life of the underlying asset.

The lease liability is initially measured at the present value of the future lease payments. The lease payments are discounted using the interest rate implicit in the lease or, if not readily determinable, using the incremental borrowing rates. The lease liability is subsequently remeasured by increasing the carrying amount to reflect interest on the lease liability, reducing the carrying amount to reflect the lease payments made.

A lease liability is remeasured upon the occurrence of certain events such as a change in the lease term or a change in an index or rate used to determine lease payments. The remeasurement normally also adjusts the leased assets.

Lease liability and ROU asset have been separately presented in the Balance Sheet and lease payments have been classified as financing cash flows.

Company as a lessor :

Leases for which the Company is a lessor is classified as a finance or operating lease. Whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee, the contract is classified as a finance lease. All other leases are classified as operating leases.

For operating leases, rental income is recognized on a straight line basis over the term of the relevant lease.

17. Convertible preference shares :

Convertible preference shares are separated into liability and equity components based on the terms of the contract.

On issuance of the convertible preference shares, the fair value of the liability component is determined using a market rate for an equivalent non-convertible instrument. This amount is classified as a financial liability measured at amortised cost (net of transaction costs) until it is extinguished on conversion or redemption.

The remainder of the proceeds is allocated to the conversion option that is recognised and included in equity since conversion option meets Ind AS 32

criteria for fixed to fixed classification. Transaction costs are deducted from equity, net of associated income tax. The carrying amount of the conversion option is not remeasured in subsequent years.

Transaction costs are apportioned between the liability and equity components of the convertible preference shares based on the allocation of proceeds to the liability and equity components when the instruments are initially recognised.

18. Cash and Cash equivalents :

Cash and cash equivalents comprise cash at bank and in hand, cheques in hand and deposits with banks having maturity period less than three months from the date of acquisition, which are subject to an insignificant risk of changes in value

For the purpose of statement of cash flows, cash and cash equivalents consist of cash and short-term deposits as defined above net of outstanding bank overdrafts as they are considered an integral part of the Company's cash management policy.

19. 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.

20. Non-current assets held for sale / discontinued operations / Liabilities directly associated with assets classified as held for sale :

The Company classifies non-current assets as held for sale/ discontinued operations if their carrying amounts will be recovered principally through a sale rather than through continuing use. Actions required to complete the sale should indicate that it is unlikely that significant changes to the sale will be made or that the decision to sell will be withdrawn. Management must be committed to the sale expected within one year from the date of classification.

For these purposes, sale transactions include exchanges of non-current assets for other non-current assets when the exchange has commercial substance. The criteria for held for sale classification is regarded met only when the assets are available for immediate sale in its present condition, subject only to terms that are usual and customary for sales of such assets, its sale is highly probable; and it will genuinely be sold, not abandoned. The Company treats sale of the asset to be highly probable when:

- The appropriate level of management is committed to a plan to sell the asset,

- An active programme to locate a buyer and complete the plan has been initiated (if applicable),
- The asset is being actively marketed for sale at a price that is reasonable in relation to its current fair value,
- The sale is expected to qualify for recognition as a completed sale within one year from the date of classification , and
- Actions required to complete the plan indicate that it is unlikely that significant changes to the plan will be made or that the plan will be withdrawn.

Non-current assets held for sale are measured at the lower of their carrying amount and the fair value less costs to sell. Assets and liabilities classified as held for sale are presented separately in the balance sheet.

Property, plant and equipment and intangible assets once classified as held for sale to owners are not depreciated or amortised.

A discontinued operation is a component of an entity that either has been disposed of, or is classified as held for sale, and:

- Represents a separate major line of business or geographical area of operations,
 - Is part of a single co-ordinated plan to dispose of a separate major line of business or geographical area of operations
- Or
- Is a subsidiary acquired exclusively with a view to resale

Discontinued operations are excluded from the results of continuing operations and are presented as a single amount as profit or loss after tax from discontinued operations in the statement of profit and loss.

3. PROPERTY, PLANT AND EQUIPMENT

₹ Crores

Particulars	Leasehold Buildings	Plant & machinery	Furniture & fixtures	Office equipments	Computers	Networking Assets	Test and Repair Equipments	Vehicles	Total of Property, plant and equipment	Capital work in progress
Cost										
At 31 Mar 2021	79.23	110.94	4.42	4.31	1.24	37.19	5.70	1.45	244.48	Nil
Additions / Adjustment	Nil	Nil	0.47	0.56	0.79	0.01	Nil	Nil	1.83	Nil
Disposals / Adjustment	(2.83)	Nil	(0.46)	Nil	Nil	Nil	Nil	Nil	(3.29)	Nil
At 31 Mar 2022	76.40	110.94	4.43	4.87	2.03	37.20	5.70	1.45	243.02	Nil
Additions / Adjustment	Nil	Nil	Nil	0.12	0.31	0.20	Nil	Nil	0.63	Nil
Disposals / Adjustment	(17.44)	Nil	Nil	Nil	Nil	Nil	Nil	Nil	(17.45)	Nil
At 31 Mar 2023	58.96	110.94	4.43	4.99	2.34	37.40	5.70	1.45	226.20	Nil
Depreciation and impairment										
At 31 Mar 2021	11.54	110.93	3.34	2.28	1.20	37.18	5.54	1.20	173.21	Nil
Depreciation charge for the year	1.74	0.01	0.38	0.32	0.20	0.02	0.14	0.12	2.93	Nil
Disposals / Adjustment	0.45	(0.55)	(1.00)	0.08	0.10	Nil	Nil	Nil	(0.92)	Nil
At 31 Mar 2022	13.73	110.39	2.72	2.68	1.50	37.20	5.68	1.32	175.22	Nil
Depreciation charge for the year	1.36	0.02	0.32	0.38	0.37	0.20	0.02	0.06	2.72	Nil
Disposals / Adjustment	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
At 31 Mar 2023	15.09	110.41	3.04	3.06	1.87	37.40	5.70	1.38	177.94	Nil
Net Book Value										
At 31 Mar 2023	43.87	0.53	1.40	1.93	0.47	Nil	Nil	0.07	48.26	Nil
At 31 Mar 2022	62.67	0.55	1.71	2.19	0.53	0.00	0.02	0.13	67.80	Nil

3.1 Deemed cost of leasehold building includes subscription towards share capital of co-operative societies amounting to ₹ 2,750/- (Previous Year ₹ 2,750/-)

3.2 For lien and charge on the above assets refer note no 22.1

3.3 Disposal of leasehold buildings represents one leasehold building sold by the lenders during the year.

3.4 In accordance with the Indian Accounting Standard (Ind AS 36) on "Impairment of Assets" the Management is required to carry out an exercise of identifying assets that may have been impaired. However, in the opinion of the management, the fixed assets of the Company mainly comprise of leasehold land and buildings and not cash generating units as stated in the said accounting standard and there is no impairment of any of the fixed assets.

4. RIGHT TO USE – LEASE ASSET

Particulars	₹ Crores
Cost	
At 31 Mar 2021	3.47
Additions	3.44
Disposals	Nil
At 31 Mar 2022	6.91
Additions	0.59
Disposals	(1.93)
At 31 Mar 2023	5.57
Depreciation and impairment	
At 31 Mar 2021	2.54
Depreciation	1.46
Disposals/Adjustment	Nil
At 31 Mar 2022	4.00
Depreciation	1.56
Disposals/Adjustment	(1.94)
At 31 Mar 2023	3.62
Net Book Value	
At 31 Mar 2023	1.95
At 31 Mar 2022	2.91

5. INVESTMENT PROPERTY

₹ Crores

Particulars	Freehold land	Leasehold land	Total
Cost			
At 31 Mar 2021	0.23	3.05	3.28
Additions	Nil	Nil	Nil
Disposals	Nil	Nil	Nil
At 31 Mar 2022	0.23	3.05	3.28
Additions	Nil	Nil	Nil
Disposals	(0.02)	(3.05)	(3.07)
At 31 Mar 2023	0.21	Nil	0.21
Depreciation and impairment			
At 31 Mar 2021	Nil	0.32	0.32
Depreciation charge for the year	Nil	0.06	0.06
Disposals	Nil	Nil	Nil
At 31 Mar 2022	Nil	0.38	0.38
Depreciation charge for the year	Nil	0.02	0.02
Disposals	Nil	(0.40)	(0.40)
At 31 Mar 2023	Nil	Nil	Nil
Net Block			
At 31 Mar 2023	0.21	Nil	0.21
At 31 Mar 2022	0.23	2.67	2.90

5.1 Disposal of one leasehold land and one freehold land represents properties sold by the lenders during the year.

5.2 Information regarding income and expenditure of investment property

₹ Crores

Particulars	31 March 2023	31 March 2022
Rental income derived from investment properties	Nil	Nil
Direct operating expenses (including repairs and maintenance) generating rental income	Nil	Nil
Direct operating expenses (including repairs and maintenance) that did not generate rental income	Nil	(0.13)
Loss arising from investment properties before depreciation and indirect expenses	Nil	(0.13)
Less: Depreciation	(0.02)	(0.06)
Loss arising from investment properties before indirect expenses	(0.02)	(0.19)

5.3 For lien and charge on the above assets refer note no 22.1

5.4 Reconciliation of fair value:

₹ Crores

Particulars	Amount
Fair value as at 31 March, 2021	0.43
Fair value difference	0.28
Purchases	Nil
Fair value as at 31 March, 2022	0.71
Fair value difference	Nil
Purchases/(Disposal) (Refer Note 5.1)	(0.53)
Fair value as at 31 March, 2023	0.18

Estimation of Fair Value

5.4.1 The Company's investment properties in freehold land consist of land parcels in the state of Maharashtra.

5.4.2 The fair value of the Company's investment in freehold land as at 31 March 2023 was arrived at on the basis of a valuation carried out by independent registered valuers not related to the Company. The Company has adopted policy of revaluing investment in Freehold Land generally every three years unless there are any significant changes in the circumstances requiring earlier revaluation.

6. INTANGIBLE ASSETS

₹ Crores

Particulars	Networking Software	Other than Networking Software	Total
Deemed Cost (Refer Note No 6.1)			
At 31 Mar 2021	1.19	Nil	1.19
Additions	Nil	Nil	Nil
Disposals	Nil	Nil	Nil
At 31 Mar 2022	1.19	Nil	1.19
Additions	Nil	Nil	Nil
Disposals	Nil	Nil	Nil
At 31 Mar 2023	1.19	Nil	1.19

₹ Crores

Particulars	Networking Software	Other than Networking Software	Total
Amortization and impairment			
At 31 Mar 2021	0.46	Nil	0.46
Amortisation	0.00	Nil	0.00
Disposals/Adjustment	0.13	Nil	0.13
At 31 Mar 2022	0.59	Nil	0.59
Amortisation	0.00	Nil	0.00
Disposals/Adjustment	Nil	Nil	Nil
At 31 Mar 2023	0.59	Nil	0.59
Net Book Value			
At 31 Mar 2023	0.60	Nil	0.60
At 31 Mar 2022	0.60	Nil	0.60

6.1 For lien and charge on the above assets refer note no 22.1

7. INVESTMENTS (NON CURRENT)

Particulars	31 March 2023		31 March 2022	
	Numbers	₹ Crores	Numbers	₹ Crores
Investments – Trade (fully paid)				
Unquoted				
Equity Shares of :				
GTL International Limited (Face value of USD 1 each) (Refer note 7.2)	3,000,000	11.96	3,000,000	11.96
Less : Provision for impairment loss		(11.96)		(11.96)
		Nil		Nil
International Global Tele–Systems Limited (Face value of USD 1 each) (Refer note 7.2)	2,762,615	9.59	2,762,615	9.59
Less : Provision for impairment loss		(9.59)		(9.59)
		Nil		Nil
Total of Un–quoted Investments in Equity Shares – Trade		Nil		Nil
Investments in:				
Preference Shares of				
0.1% 12 Years Redeemable Preference Shares of European Projects and Aviation Limited (Face Value of ₹ 10/– each) (Refer note 7.1)	13,000,000	15.04	13,000,000	15.04
0.02% 13 Years Redeemable Preference Shares of European Projects and Aviation Limited (Face Value of ₹ 10/– each) (Refer note 7.1)	50,250,000	19.11	50,250,000	19.11
0.1% 13 Years Redeemable Preference Shares of European Projects and Aviation Limited (Face Value of ₹ 10/– each) (Refer note 7.1)	44,246,900	77.50	44,246,900	77.50
Total		111.65		111.65

Particulars	31 March 2023		31 March 2022	
	Numbers	₹ Crores	Numbers	₹ Crores
Less : Provision for impairment loss		(111.65)		(111.65)
		Nil		Nil
3.5% Preference Shares of GTL International Ltd. (Face Value of USD 1/- each) (Refer Note 7.2)	5,000,000	41.03	5,000,000	37.25
Less : Provision for impairment loss		(41.03)		(37.25)
		Nil		Nil
3.5% Preference Shares of International Global Tele-Systems Limited (Face Value of USD 1/- each) (Refer Note 7.2)	69,000,000	566.15	69,000,000	513.98
Less : Provision for impairment loss		(566.15)		(513.98)
		Nil		Nil
Total of Un-quoted Investments in Preference Shares		Nil		Nil
Total Investments		Nil		Nil
Aggregate Amount of quoted investments		Nil		Nil
Aggregate market value of quoted investments		Nil		Nil
Aggregate Amount of unquoted investments		740.37		684.43
Aggregate amount of impairment in value of investments		740.37		684.43

7.1 The Company has measured all its investments, at fair value and the gain / loss on fair valuation has been accounted through Profit and Loss Account, except those mentioned in 7.2 below.

7.2 GTL International Limited and International Global Tele-Systems Limited were dissolved and struck off respectively in the earlier financial years by creditors in their respective jurisdictions. Accordingly, the Company ceases to have any relationship with both these companies. The Company has made application to the Regulator for approval of write off of the said investments. Pending approval, the investments in equity and preference shares are continued to be disclosed in the financial statements.

8. OTHERS

₹ Crores

Particulars	31 March 2023	31 March 2022
Unsecured, considered good		
Deposits with body corporates and others	2.37	2.35
Deposits with government authorities	0.53	0.53
Less : Provision for doubtful deposits	(2.29)	(2.29)
Total	0.61	0.59

9. INVENTORIES

₹ Crores

Particulars	31 March 2023	31 March 2022
Stock-in-trade held for trading	Nil	Nil
Consumables	Nil	Nil
Total	Nil	Nil

9.1 For basis of valuation – Refer Point No. 7 of “Significant Accounting Policies” (Note 2)

10. TRADE RECEIVABLES

₹ Crores

Particulars	31 March 2023	31 March 2022
Trade receivables Unsecured,		
Considered good*	33.16	19.58
Doubtful	105.86	103.78
Less : Allowance for doubtful debts	(105.86)	(103.78)
Total	33.16	19.58
* Trade receivables (Net of allowance for credit losses)		
Subsidiaries	Nil	Nil
Associates	Nil	Nil
Others	33.16	19.58
Total	33.16	19.58

10.1 Trade receivables ageing schedule:

₹ Crores

Particulars	Outstanding for following period from the due date of payment					Total
	Less than 6 months	6 months to 1 year	1 to 2 years	2 to 3 years	More than 3 years	
As at 31 March, 2023:						
Undisputed trade receivables, considered good	33.16	Nil	Nil	Nil	Nil	33.16
Undisputed trade receivables, considered doubtful	Nil	Nil	Nil	Nil	Nil	Nil
Disputed trade receivables, considered good	Nil	Nil	Nil	Nil	Nil	Nil
Disputed trade receivables, considered doubtful	Nil	Nil	Nil	Nil	Nil	Nil
Total as at 31 March, 2023	33.16	Nil	Nil	Nil	Nil	33.16
As at 31 March, 2022:						
Undisputed trade receivables, considered good	19.58	Nil	Nil	Nil	Nil	19.58
Undisputed trade receivables, considered doubtful	Nil	Nil	Nil	Nil	Nil	Nil
Disputed trade receivables, considered good	Nil	Nil	Nil	Nil	Nil	Nil
Disputed trade receivables, considered doubtful	Nil	Nil	Nil	Nil	Nil	Nil
Total as at 31 March, 2022	19.58	Nil	Nil	Nil	Nil	19.58

11. CASH AND CASH EQUIVALENTS

₹ Crores

Particulars	31 March 2023	31 March 2022
Balances with banks		
In current accounts	5.11	2.09
Cash on hand	0.00	0.02
	5.11	2.11

12. BANK BALANCES OTHER THAN CASH AND CASH EQUIVALENTS

₹ Crores

Particulars	31 March 2023	31 March 2022
Margin money with banks against guarantees*	0.84	0.84
Earmarked Bank Balance	6.47	7.88
Earmarked bank balances towards unclaimed dividend	0.20	0.20
	7.51	8.92

* Includes ₹ 0.01 Crore (as at March 31, 2022 ₹ 0.28 Crores) having maturity after 12 months

13. LOANS (CURRENT)

₹ Crores

Particulars	31 March 2023	31 March 2022
Unsecured		
Loan to Employees (Refer Note 51)	Nil	0.00
Total	Nil	0.00

14. OTHERS (CURRENT)

₹ Crores

Particulars	31 March 2023	31 March 2022
Interest receivable on term deposit	0.04	0.02
Other Advances	8.20	7.68
Receivable towards reimbursible of cost / expenses	9.27	8.46
Unbilled Revenue	52.11	16.99
Deposits	0.10	0.10
Total	69.72	33.25
Allowance for credit losses		
Other Advances	(5.34)	(5.34)
Receivable towards reimbursible of cost / expenses	(8.63)	(8.00)
Deposits	Nil	Nil
	(13.97)	(13.34)
Total	55.75	19.91

15. CURRENT TAX ASSETS (NET)

₹ Crores

Particulars	31 March 2023	31 March 2022
Advance Income Tax & Tax deducted at source (Net of provision)	17.84	19.23
Total	17.84	19.23

16. OTHER CURRENT ASSETS

₹ Crores

Particulars	31 March 2023	31 March 2022
Prepaid Expenses	1.09	1.71
Input Tax Recoverable	14.16	22.23
Advance to Suppliers	71.58	50.18
Advances to employees	0.04	0.03
Total	86.87	74.15

17. ASSETS HELD FOR SALE AND DISCONTINUED OPERATIONS

₹ Crores

Particulars	31 March 2023	31 March 2022
Assets held for sale	Nil	Nil
Discontinued operations :		
Claims receivables – Distribution Franchisee (DF) (net) (Refer note 17.1)	43.83	43.83
Less: Allowance for credit losses on claims receivables – DF	(43.83)	(43.83)
Total	Nil	Nil

17.1 During the financial year 2014–15, the Distribution Franchisee (DF) agreement between the Company and MSEDCL got terminated. With regards to the Distribution Franchisee activity, the reconciliation and settlement of several claims of the Company and MSEDCL are under process. The liabilities of the Power Distribution Franchisee of ₹ 210.76 Crores is adjustable against receivable of ₹ 254.59 Crores from them and accordingly has been presented net. The Company has tested the amount receivable from MSEDCL for expected credit loss and accordingly ₹ 43.83 Crores has been provided for during the financial year 2016–17.

18. SHARE CAPITAL

Authorised Share Capital

Particulars	Equity shares		Preference shares	
	Nos	₹ Crores	Nos	₹ Crores
At 31 March 2022	290,000,000	290.00	810,000,000	810.00
Increase / (decrease) during the year	Nil	Nil	Nil	Nil
At 31 March 2023	290,000,000	290.00	810,000,000	810.00

18.1 Terms/ rights attached to equity shares

The Company has only one class of equity shares having a face value of ₹ 10/- per share. Each holder of equity share is entitled to one vote on show of hands and in case of poll, one vote per equity share. A member shall not have any right to vote whilst any call or other sum shall be due and payable to the Company in respect of any of the equity shares of such member. All equity shares of the Company rank pari-passu in all respects including the right to dividend.

In the event of winding-up of the Company, the holders of equity shares will be entitled to receive any of the remaining assets of the Company, if any, after distribution of all preferential amounts in proportion to the number of shares held at the time of commencement of winding-up.

The equity shareholders have all other rights as available to equity shareholders as per the provisions of Companies Act, 2013, read together with the Memorandum and Articles of Association of the Company.

18.2 Terms, Rights, Preferences and restrictions attached to 0.01% – Non Participating Optionally Convertible Cumulative Preference Shares (OCPS):

The Company has only one class of preference shares, having face value of ₹ 10/- per share allotted to GTL Infrastructure Limited (GIL). In terms of the issue, GIL had right to convert OCPS into equity shares from the expiry of 6 months from the date of allotment till 18 months of the date of allotment. However, GIL has opted for non-conversion of OCPS into equity shares.

The OCPS carry a dividend of 0.01 % per annum, payable on a cumulative basis on the date of conversion / redemption as the case may be. Any declaration and payment of dividend shall at all times be subject to the availability of Profits and the terms of the restructuring of the debts under the Corporate Debt Restructure (CDR) Mechanism, unless otherwise agreed by the CDR Lenders. Further, in the event of inability of the Company to declare / pay dividend due to non-availability of Profits / pursuant to the terms of restructuring, the dividend may be waived by GIL.

After the expiry of a period of 6 months from the Allotment Date, the OCPS may at the Option of the Company be redeemed at any time prior to the expiry of 20 years from the date of the allotment, in part or in full, after providing a prior written notice of 30 days to GIL. As agreed by the OCPS holder, the original term providing Yield to Maturity of 8% by way of redemption premium has been repealed by the Board.

Other than as permitted under applicable laws, GIL will not have a right to vote at the Company's General Meetings.

In the event of winding-up of the Company, the OCPS holder/s will be entitled to receive in proportion to the number of shares held at the time of commencement of winding-up, any of the remaining assets of the Company, if any, after distribution to all secured creditors and their right to receive monies out of the remaining assets of the Company shall be reckoned pari-passu with other unsecured creditors, however, in priority to the equity shareholders. The OCPS holder/s shall have such rights as per the provisions of Companies Act, 2013, read together with Memorandum of Association of the Company.

The OCPS holder/s shall have all other rights as available as per the provisions of Companies Act, 2013, read together with Memorandum and Articles of Association of the Company.

18.3.a Issued Equity Capital

Equity shares of ₹ 10 each issued, subscribed and fully paid	No.	₹ Crores
At 31 March 2022	157,296,781	157.30
Changes during the year	Nil	Nil
Changes due to prior period errors	Nil	Nil
At 31 March 2023	157,296,781	157.30

18.3.b Issued Preference Capital

Preference shares of ₹ 10 each issued, subscribed and fully paid	No.	₹ Crores
At 31 March 2022	650,000,000	650.00
Changes during the year	Nil	Nil
Changes due to prior period errors	Nil	Nil
At 31 March 2023	650,000,000	650.00

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

Name of the shareholder	As at 31 March 2023		As at 31 March 2022	
	No. in Crores	% holding in the class	No. in Crores	% holding in the class
Equity Shares				
Global Holding Corporation Private Limited	2.25	14.29%	2.25	14.29%
IDBI Trusteeship Services Limited	Nil	N.A.	Nil	N.A.
IDBI Capital Markets and Securities Limited (Clearing Member)	Nil	N.A.	1.80	11.43%
Preference Shares				
GTL Infrastructure Limited	65.00	100.00%	65.00	100.00%

- 18.4.1** During the financial year 2021–22, the lenders of GTL Infrastructure Limited through its Security Trustee, IDBI Trusteeship Services Limited invoked and transferred 2,85,00,000 equity shares of the Company, pledged by Global Holding Corporation Pvt.Ltd (GHC). Consequently the shareholding of GHC in the Company reduced to 14.29%. Hence GHC ceases to have a significant influence on the Company.

Promoter name	As at 31 March, 2023		As at 31 March, 2022		% Change during the year
	No. of Shares	% of total shares	No. of Shares	% of total shares	
Mr. Manoj G. Tirodkar (Promoter)	Nil	Nil	Nil	Nil	No Change
Global Holding Corporation Private Limited (Promoter Group)	22,480,559	14.29%	22,480,559	14.29%	No Change
Total	22,480,559	14.29%	22,480,559	14.29%	No Change

19. OTHER EQUITY

Other Equity includes:

Particulars	₹ Crores	
	31 March 2023	31 March 2022
Equity component of compound financial instrument	570.92	570.92
Capital Reserve (Refer Note 51)	0.00	0.00
Capital Redemption Reserve	8.63	8.63
Securities Premium Account	448.18	448.18
Debenture Redemption Reserve	191.16	191.16
General Reserve	510.76	510.76
Other Comprehensive Income		
Opening balance	(0.92)	(0.54)
OCI	(0.12)	(0.38)
Closing balance	(1.04)	(0.92)
Balance in Statement of Profit and Loss		
Opening balance	(8,175.11)	(8,606.98)
Net Profit / (loss) for the period	57.21	431.87
Closing balance	(8,117.90)	(8,175.11)
Total	(6,389.28)	(6,446.37)

Capital Reserve: This reserve represents the fractional coupon amounts upon conversion of FCCB into equity shares.

Capital Redemption Reserve: This reserve is created under Section 69 of the Companies Act, 2013 by transferring an amount equal to the nominal value of shares bought back by the Company. This is permitted to be used for issuing fully paid bonus shares.

Securities Premium Account: Premium collected on issue of securities is accumulated as part of securities premium. Utilisation of such premium is restricted by the Companies Act, 2013.

Debenture Redemption Reserve: Additional Debenture Redemption Reserve is not created as the said requirement has been dispensed with in terms of the amendment to Companies (Share Capital and Debentures) Rule 2014.

General Reserve: General Reserve forms part of the retained earnings and is permitted to be distributed to shareholders as dividend.

Balance in Statement of Profit and Loss: This represents profits remaining after all appropriations. This is a free reserve and can be used for distribution as dividend.

20. BORROWINGS

₹ Crores

Particulars	31 March 2023	31 March 2022
Non-current borrowings		
Non-current interest bearing loans and borrowings:		
Unsecured loans		
Liability component of compound financial instrument		
0.01% Non-Participating Optionally Convertible Cumulative Preference Shares (OCPS) of ₹ 10/- each fully paid – up	239.07	215.18
Total unsecured loans	239.07	215.18

20.1 Liability component of compound financial instrument i.e 0.01% Non-Participating Optionally Convertible Cumulative Preference Shares (OCPS) is determined considering effective interest rate.

20.2 Refer note 18.2 for Terms, Rights, Preferences, redemption details and restrictions attached to 0.01% – Non Participating Optionally Convertible Cumulative Preference Shares (OCPS)

21. PROVISIONS

₹ Crores

Particulars	31 March 2023	31 March 2022
Provision for Employee Benefits		
Gratuity	Nil	Nil
Leave Encashment	1.22	1.26
	1.22	1.26

22. BORROWINGS

₹ Crores

Particulars	31 March 2023	31 March 2022
Secured		
Payable to CDR lenders (Refer Note 22.1, 22.2 and 22.3)	1,951.19	2,086.36
Un-Secured		
Payable to External Commercial Borrowings (ECB) lenders (Refer Note 22.3)	776.66	707.50
Holder of Rated Redeemable Unsecured Rupee Non-convertible Debentures (NCD)	1,589.28	1,589.28
Interest accrued and due on borrowings (Refer Note 22.4)	1,508.53	1,491.81
	5,825.66	5,874.95

22.1 Nature of security:

- I) Security created in favor of CDR Lenders :
 - a) A first charge and mortgage on all immovable properties, present and future (Also refer Note 22.2 below);
 - b) A first charge by way of hypothecation over all movable assets, present and future;
 - c) A first charge on the Trust and Retention Account and other reserves and any other bank accounts wherever maintained, present & future;
 - d) A first charge, by way of assignment or creation of charge, over:
 - i. all the rights, titles, interest, benefits, claims and demands whatsoever in the Project Documents duly acknowledged and consented to by the relevant counter-parties to such Project Documents, all as amended, varied or supplemented from time to time;
 - ii. all the rights, titles, interest, benefits, claims and demands, whatsoever, in the Clearances
 - iii. all the rights, titles, interest, benefits, claims and demands, whatsoever, in any letter of credit, guarantee, performance bond provided by any party to the Project Documents;
 - iv. all the rights, titles, interest, benefits, claims and demands, whatsoever, in Insurance Contracts/ proceeds under Insurance Contracts;
 - e) Pledge of all investments of the Company, except investment in Global Rural Netco Ltd (GRNL) which will be pledged on fulfillment of financial covenant agreed with the lenders of GRNL (also refer Note 22.2 below);
 - f) Mr. Manoj G. Tirodkar, one of the promoters of the Company, has extended a personal guarantee. The guarantee is limited to an amount of ₹ 394.28 Crores; and
 - g) Mr. Manoj G. Tirodkar and Global Holding Corporation Private Limited (GHC), promoters of the Company, have executed sponsor support agreement to meet any shortfall or expected shortfall in the cash flows towards the debt servicing obligations of the Company. As far as Mr. Manoj Tirodkar is concerned any liability arising from this Sponser Support Agreement along with any other Agreement including Personal Guarantee shall be always capped at ₹ 394.28 Crores
- II) Security offered to CDR Lender's pending creation of charge:
 - a) The Company's one of the promoters namely GHC along with its step down subsidiaries has to extend corporate guarantee; and
 - b) GHC has to pledge its holding in the Company.
- III) Prior to the restructuring of the Company's debts under CDR Mechanism, the Company created security on certain specified tangible assets of the Company in favour of Andhra Bank, Punjab National Bank, Union Bank of India, Vijaya Bank, IDBI Bank Limited, Bank of Baroda, UCO Bank, Indian Overseas Bank, Indian Bank, Canara Bank and Dena Bank for their respective credit facilities other than term loans, aggregating in ₹ 1,572 Crores. In terms of CDR Documents inter-alia Master Restructuring Agreement, the earlier charges are not satisfied by the Company after creation of new security as stated in I above.

22.2 During the year, Lenders have sold three immovable properties mortgaged with them and appropriated the realisation amounting to ₹ 120.55 Crores against Rupee Loan. Also, the pledge of all investments referred in Note 22.1 (I) (e) above was invoked by the Lenders on 28th March, 2019.

22.3 The petition filed by one of the lenders before NCLT got dismissed vide its order dated November 18, 2022, the said matter is pending before the National Company Law Appellate Tribunal (NCLAT), on appeal by the said lender. In view of this, the Company has neither paid nor provided interest on its borrowings during the year.

22.4 Details of Interest accrued and due on borrowings comprises of:

- a) Overdue Interest of ₹ 502.79 Crores relating to the period March 2014 to March 2017 on amounts due to holders of Rated Redeemable Unsecured Rupee Non-convertible Debentures;
- b) Overdue Interest of ₹ 212.03 Crores relating to the period for December 12, 2011 to March 31, 2017 on External Commercial Borrowings; the variation in the interest accrued amount as at 31 March, 2023 is on account of exchange fluctuation;

- c) Overdue Interest of ₹ 727.80 Crores relating to the period June 2014 to March 2017 on Secured Term Loan;
- d) Overdue interest of ₹ 22.64 Crores relating to the period June 2014 to March 2017 on Secured Funded Interest Term Loan;
- e) Overdue interest of ₹ 23.00 Crores September 2014 to March 2017 on Cash Credit facility;
- f) Overdue interest of ₹ 20.27 Crores November 2014 to March 2017 on dues towards BG Invocation.

23. TRADE PAYABLES

₹ Crores

Particulars	31 March 2023	31 March 2022
Total outstanding dues to micro and small enterprises (Refer Note 23.2)	1.29	1.30
Total outstanding dues to other than micro and small enterprises	9.55	9.76
	10.84	11.06

23.1 Trade payables ageing schedule:

₹ Crores

Particulars	Less than 1 year	1 to 2 years	2 to 3 years	More than 3 years	Total
As at March 31, 2023:					
(i) MSME	Nil	Nil	Nil	1.29	1.29
(ii) Others	0.01	Nil	0.02	9.52	9.55
(iii) Disputed dues – MSME	Nil	Nil	Nil	Nil	Nil
(iv) Disputed dues – Others	Nil	Nil	Nil	Nil	Nil
Total as at March 31, 2023:	0.01	Nil	0.02	10.81	10.84
As at March 31, 2022:					
(i) MSME	Nil	Nil	Nil	1.30	1.30
(ii) Others	0.24	0.02	Nil	9.50	9.76
(iii) Disputed dues – MSME	Nil	Nil	Nil	Nil	Nil
(iv) Disputed dues – Others	Nil	Nil	Nil	Nil	Nil
Total as at March 31, 2022:	0.24	0.02	Nil	10.80	11.06

23.2 The Company has sought the balance confirmations from the trade payables and has received such confirmations from some vendors. In respect of the remaining vendors, balances are subject to confirmation and appropriate adjustment, if necessary, will be considered in the year of reconciliation.

23.3 Disclosure in accordance with Micro, Small and Medium Enterprises Development (MSMED) Act, 2006. The information required to be disclosed has been furnished to the extent parties have been identified as Micro, Small and Medium Enterprises on the basis of information available in this regard with the Company.

₹ Crores

Particulars	31 March 2023	31 March 2022
Principal amount remaining unpaid	1.29	1.30
Interest due thereon	7.06	5.85
The amount of interest paid in terms of Section 16, along with the amounts of the payment made beyond the appointed day during the accounting year	Nil	Nil
The amount of interest due and payable for the period (where the principal has been paid but interest under the MSMED Act, 2006 not paid);	Nil	Nil
The amount of interest accrued and remaining unpaid at the end of accounting year	7.06	5.85
The amount of further interest due and payable even in the succeeding year, until such date when the interest dues as above are actually paid to the small enterprise, for the purpose of disallowance as a deductible expenditure under section 23.	1.21	1.96

24. OTHER FINANCIAL LIABILITIES

₹ Crores

Particulars	31 March 2023	31 March 2022
Interest accrued and due on others	7.06	5.85
Unclaimed Dividend	0.20	0.20
Capex Creditors	0.25	0.25
Accrued expenses	239.66	225.29
Security Deposit Received	2.24	2.23
Salary and Employee benefits payable	21.83	23.98
Expense Creditors	3.05	5.02
Payable to Promoter towards amount realised by the lenders on sale of shares (refer note 24.1)	38.42	38.42
Others	0.78	0.79
	313.49	302.03

24.1. This represents amount payable to one of the Promoter of the Company on account of amount realised by the lenders upon sale of pledged shares of the Company.

25. OTHER CURRENT LIABILITIES

₹ Crores

Particulars	31 March 2023	31 March 2022
Advance from customers	2.08	2.08
Unearned Revenue	Nil	Nil
Withholding and other taxes payable	7.66	10.49
Others	87.40	87.40
	97.14	99.97

26. PROVISIONS

₹ Crores

Particulars	31 March 2023	31 March 2022
Provision for Employee Benefits		
Gratuity	Nil	Nil
Leave Encashment	0.25	0.13
	0.25	0.13

27. REVENUE FROM OPERATIONS

₹ Crores

Particulars	31 March 2023	31 March 2022
Sale of Services		
Telecom Network Services	134.37	145.04
Energy Management and Operation Maintenance	51.96	48.39
Other Operating Revenues	0.08	0.08
Total	186.41	193.51

27.1 In a dispute between the Company and GTL Infrastructure Limited (GIL), the Arbitration Tribunal vide its interim order dated December 17, 2019 has directed GIL to pay an amount of ₹ 44,000 Lakhs in stipulated timeline. The parties had initiated a settlement process; however, it could not be completed due to non-receipt of consents from GIL lenders. Further, GIL lenders have challenged the award and related execution proceedings. Hence the Company has not recognized income against the said claim.

27.2 Revenues in excess of invoicing are classified as contract assets (referred to as unbilled revenues), while invoicing in excess of revenues are classified as contract liabilities (referred to as unearned revenues). Details of the same are as under:

		₹ Crores	
Particulars	31 March 2023	31 March 2022	
Contract Assets	52.11	16.99	
Contract Liabilities	Nil	Nil	

28. OTHER INCOME

		₹ Crores	
Particulars	31 March 2023	31 March 2022	
Interest income			
Bank Deposits	0.05	0.05	
Others	0.91	0.72	
Lease and rent income	2.08	2.15	
Other non-operating income			
Excess provisions no longer required	1.68	0.89	
Others	0.88	1.04	
Gain on Foreign Currency Transactions	Nil	Nil	
Total	5.60	4.85	

29. COST OF PURCHASES / SERVICES RENDERED

		₹ Crores	
Particulars	31 March 2023	31 March 2022	
Cost of Services rendered			
Electricity and Diesel cost for Energy Management	14.53	18.20	
Sub-Contractor Charges	10.53	29.49	
Total	25.06	47.69	

30. CHANGES IN INVENTORIES OF STOCK-IN-TRADE

		₹ Crores	
Particulars	31 March 2023	31 March 2022	
Consumables	Nil	Nil	
Total	Nil	Nil	

31. EMPLOYEE BENEFITS EXPENSES

		₹ Crores	
Particulars	31 March 2023	31 March 2022	
Salaries, wages and bonus	55.73	49.64	
Contribution to provident and other funds	5.75	5.04	
Staff welfare expense	0.07	0.17	
Outsourced wages and Manpower Cost	3.60	11.17	
Total	65.15	66.02	

32. FINANCE COSTS

₹ Crores		
Particulars	31 March 2023	31 March 2022
Interest:		
On OCPS	23.89	21.50
On Right To Use Lease Assets	0.30	0.43
Others:		
Other Borrowing costs	1.47	0.91
Total	25.66	22.84

32.1 The Company has neither paid nor provided interest on its borrowing during the financial year in view of the foregoing as explained in Note no. 22.3. Had such interest been recognized the finance cost would have been more by ₹ 417.69 Crores.

33. DEPRECIATION AND AMORTIZATION EXPENSE

₹ Crores		
Particulars	31 March 2023	31 March 2022
Depreciation of tangible assets (Note 3 and Note 4)	4.28	4.39
Depreciation on Investment Properties (Note 5)	0.02	0.05
Amortization of intangible assets (Note 6 and Note 51)	0.00	0.00
	4.30	4.44

34. OTHER EXPENSES

₹ Crores		
Particulars	31 March 2023	31 March 2022
Communication Expenses	0.13	0.09
Advertisement Expenses	0.01	0.01
Business Promotion Expenses (Refer note 51)	Nil	0.00
Rates & Taxes	3.14	0.65
Rent	2.79	2.84
Electricity Charges	1.02	1.24
Insurance	2.24	1.44
Legal and Professional Fees	13.59	25.49
Travelling and Conveyance Expenses	1.15	2.48
Directors' Sitting Fees	0.88	0.88
Auditor's Remuneration (Refer note 34.1)	0.55	0.64
Repairs & Maintenance – Buildings	Nil	1.15
Repairs & Maintenance – Others	1.46	2.56
Bad Debts Written off	Nil	0.24
Loss on foreign currency transactions (Net)	85.88	32.63
Loss on sale / disposal of Fixed Assets (Net)	Nil	2.05
Other Expenses	2.22	0.78
	115.06	75.15

34.1 Payments to the auditor:

Particulars	₹ Crores	
	31 March 2023	31 March 2022
As auditor:		
Audit fees	0.40	0.40
Tax Audit fees	0.04	0.04
GST Audit fees	0.10	0.20
In other capacity:		
Other services (Certification fees)	Nil	Nil
Reimbursement of expenses (Refer Note No. 51)	0.01	0.00
	0.55	0.64

35 EXCEPTIONAL ITEMS

Particulars	₹ Crores	
	31 March 2023	31 March 2022
Amount realized over carrying value of immovable properties sold (Refer note 35.1)	100.43	Nil
Reversal of impairment provision of investments	Nil	412.10
One-time and non-recurring Revenue	Nil	37.55
	100.43	449.65

35.1 During the year, the lenders have sold three immovable properties mortgaged with them. The amount realized over the carrying value of assets is considered as “Exceptional Items”

36. EARNINGS PER SHARE (EPS)

Particulars	₹ Crores	
	31 March 2023	31 March 2022
Profit / (Loss) after tax :		
Continuing operations (after exceptional items)	57.21	431.87
Discontinued Operations	Nil	Nil
	57.21	431.87
Add :		
Dividend payable on cumulative Preference Shares	(0.07)	(0.07)
Profit / (Loss) attributable to equity holders of continuing operations for basic earnings	57.14	431.80
Profit / (Loss) attributable to equity holders of discontinued operations for basic earnings	Nil	Nil
Profit / (Loss) attributable to equity holders total operations for basic earnings	57.14	431.80
Weighted average number of Equity shares for basic EPS	157,296,781	157,296,781
Weighted average earnings per share (basic and diluted) (continuing operations)	3.63	27.45
Weighted average earnings per share (basic and diluted) (discontinued operations)	Nil	Nil
Weighted average earnings per share (basic and diluted) (total operations)	3.63	27.45

36.1 There have been no other transactions involving equity shares or potential equity shares between the reporting date and the date of authorisation of these financial statements.

36.2 There were no potentially dilutive equity shares which would have been outstanding as at the year end.

37: SIGNIFICANT ACCOUNTING JUDGEMENTS, ESTIMATES AND ASSUMPTIONS

The preparation of the Company's Standalone financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities and the accompanying disclosures, and the disclosure of contingent liabilities. 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.

Judgements

In the process of applying the Company's accounting policies, management has made the following judgements, which have the most significant effect on the amounts recognised in the Standalone financial statements:

Estimates and assumptions

The key assumptions concerning the future and other key sources of estimation uncertainty at the reporting date, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are described below. The Company based its assumptions and estimates on parameters available when the standalone financial statements were prepared. Existing circumstances and assumptions about future developments, however, may change due to market changes or circumstances arising that are beyond the control of the Company. Such changes are reflected in the assumptions when they occur. The Management believes that the judgements and estimates used in preparation of financial statement are prudent and reasonable.

Taxes

Deferred tax assets are recognised for unused tax losses to the extent that it is probable that taxable profit will be available against which the losses can be utilised. Significant management judgement is required to determine the amount of deferred tax assets that can be recognised, based upon the likely timing and the level of future taxable profits.

Defined benefit plans (gratuity benefits)

The cost of the defined benefit gratuity plan 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.

Fair value measurement of financial instruments

When the fair values 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 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. See Note 41 for further disclosures.

Allowances for credit loss on Trade Receivable, Advance to supplier and other receivable

The Provision for allowances for credit loss for Trade Receivable, Advance to supplier and other receivable are based on assumptions about the risk of defaults and expected credit loss. The Company uses judgement in making these assumption and selecting the inputs to the calculation of provision for allowance based on the past history, existing market conditions as well as forward looking estimates at the end of each reporting period.

Provisions for impairment loss on Investment

Provisions for impairment loss on Investment is based on evaluation of financial position of investee companies to meet their obligations for honouring their commitments towards the investment held by the Company.

38. GRATUITY AND OTHER POST-EMPLOYMENT BENEFIT PLANS

a) Defined Contribution Plan

Particulars	₹ Crores	
	31 March 2023	31 March 2022
Employer's Contribution to Provident fund	1.75	1.47
Employer's Contribution to Pension fund	1.98	1.85
Total	3.73	3.32

The Company makes contribution towards provident fund and superannuation fund which are in the nature of defined contribution post employee benefit plan. Under the plan, the Company is required to contribute a specified percentage of payroll cost to fund the benefits. Amount recognised as an expense in the statement of Profit and Loss – included in note 31 – “Contribution to provident and other funds” ₹ 3.73 Crores (previous year ₹ 3.32 Crores) is given in table above

b) Defined Benefit Plan

The employee's Gratuity Fund Scheme, which is defined benefit plan, is managed by 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 recognizes 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 recognized in same manner as gratuity.

Based on actuarial valuation obtained as at the Balance Sheet date the following table sets out the details of Defined Benefit obligation.

1. Movement in obligation – Gratuity

₹ Crores

Particulars	31 March 2023	31 March 2022
Defined Benefit Obligation at beginning of the period	4.21	3.45
Current service cost	0.82	0.29
Interest cost	0.29	0.22
Benefits paid	(0.37)	(0.23)
Actuarial changes arising from changes in financial and demographic assumptions	(0.12)	(0.22)
Experience adjustments	0.27	0.70
Defined Benefit Obligation at end of the period	5.10	4.21

2. Movement in Plan Assets – Gratuity

₹ Crores

Particulars	31 March 2023	31 March 2022
Fair value of plan assets at beginning of year	5.43	4.21
Expected return on plan assets	0.38	0.27
Employer contributions	1.04	1.08
Benefits paid	(0.37)	(0.23)
Actuarial gain / (loss)	0.03	0.10
Fair value of plan assets at end of year	6.51	5.43
Present value of obligation	5.10	4.21
Net funded status of plan	1.41	1.22
Actual return on plan assets	(0.03)	(0.10)

The components of the gratuity cost are as follows:

3. Recognised in profit and loss

₹ Crores

Particulars	31 March 2023	31 March 2022
Current service cost	0.82	0.29
Interest cost	(0.09)	(0.05)
Total	0.73	0.24
Actual return on plan assets	(0.03)	(0.10)

4. Recognised in Other Comprehensive Income

₹ Crores

Particulars	31 March 2023	31 March 2022
Remeasurement – Actuarial loss/(gain)	0.15	0.48
Return on plan assets, excluding Interest Income	(0.03)	(0.10)
Total	0.12	0.38

5. The principal actuarial assumptions used for estimating the Company's defined benefit obligations are set out below:

Weighted average actuarial assumptions	31 March 2023	31 March 2022
Attrition rate	5.50%	5.50%
Discount Rate	7.47%	7.15%
Expected Rate of increase in salary	5.50%	5.50%
Expected Rate of Return on Plan Assets	7.47%	7.15%
Mortality rate	IALM 2012–14 (Urban)	IALM 2012–14 (Urban)
Expected Average remaining working lives of employees	11 Years	11 Years

6. Sensitivity analysis:

Particulars	Changes in Assumption	Effect on gratuity obligation
For the year ended March 31, 2023		
Discount rate	+1%	(0.33)
	-1%	0.38
Salary Growth rate	+1%	0.35
	-1%	(0.31)
Withdrawal Rate	+1%	0.01
	-1%	(0.01)
For the year ended March 31, 2022		
Discount rate	+1%	(0.27)
	-1%	0.30
Salary Growth rate	+1%	0.26
	-1%	(0.23)
Withdrawal Rate	+1%	0.01
	-1%	(0.01)

The above sensitivity analysis is based on a change in an assumption while holding all other assumptions constant. In practice, this is unlikely to occur, and changes in some of the assumptions may be correlated. When calculating the sensitivity of the defined benefit obligation to significant actuarial assumptions the same method (projected unit credit method) has been applied as when calculating the defined benefit obligation recognised within the Balance Sheet.

7. History of experience adjustments is as follows:

₹ Crores

Particulars	31 March 2023	31 March 2022
Plan Liabilities – (loss)/gain	0.15	0.48
Plan Assets – (loss)/gain	(0.03)	(0.11)

Estimate of expected benefit payments (In absolute terms i.e. undiscounted)

Particulars	₹ Crores
01 Apr 2023 to 31 March 2024	0.44
01 Apr 2024 to 31 March 2025	0.28
01 Apr 2025 to 31 March 2026	0.33
01 Apr 2026 to 31 March 2027	0.54
01 Apr 2027 to 31st March 2028	0.47
01 Apr 2028 to 31st March 2033	2.96
01 Apr 2033 onwards	4.73

As at 31st March, 2023, the weighted average duration of the projected benefit obligation is 11 years (previous year: 11 years)

8. Statement of Employee benefit provision

₹ Crores

Particulars	31 March 2023	31 March 2022
Gratuity	Nil	Nil
Leave Encashment	1.47	1.39
	<u>1.47</u>	<u>1.39</u>

39. COMMITMENTS, CONTINGENCIES AND PROVISIONS

A. Leases

- The Company has adopted Ind AS 116 on leases beginning April 1, 2019, using the modified retrospective approach. The standard has been applied to the lease contracts as at April 1, 2019.
- As on the transition date, Company has recognized the lease liability at present value of the lease payments discounted at relevant incremental borrowing rate. The right to use asset has been measured at the same value as that of the lease liability during inception. As of 31 March, 2023 the right-of-use asset is ₹ 1.95 Crores (₹ 2.91 Crores) and a corresponding lease liability of ₹ 2.17 Crores (₹ 3.19 Crores).
- In the statement of profit and loss for the current year, lease expenses which were recognised as other expenses in previous periods is now recognised as depreciation expense for the right-of-use asset and finance cost for interest accrued on lease liability. The adoption of this standard did not have any significant impact on the profit for the year and earnings per share. The weighted average incremental borrowing rate of 11% has been applied to lease liabilities recognised in the balance sheet at the date of initial application.
- The Company has also elected not to apply the requirements of Ind AS 116 to Short term lease and leases for which underlying asset is of a low value. The Company incurred ₹ 1.66 Crores (₹ 2.63 Crores) for the year ended March 31, 2023 towards expenses relating to short-term leases.
- The total cash outflow for leases is ₹ 3.53 Crores (₹ 4.35 Crores) for the year ended 31st March, 2023 including cash outflow of short-term leases. Out of this an amount of ₹ 1.87 Crores (₹ 1.72 Crores) is pertaining to IndAS 116 requirements and ₹ 1.66 Crores (₹ 2.63 Crores) is pertaining to short term leases. Interest on lease liabilities is ₹ 0.30 Crores (₹ 0.43 Crores) for the year.
- The Company's leases mainly comprise of buildings premises.

Company as a Lessor:

The Company leases out its properties for which:

1. The lease income recognised in the Statement of Profit and Loss ₹ 2.08 Crores (Previous year ₹ 2.15 Crores).
2. Future minimum lease rentals:

Particulars	₹ Crores	
	31 March 2023	31 March 2022
Receivable in less than one year	2.08	2.08
Receivable in one to two years	1.39	2.08
Receivable in two to three years	Nil	1.39
Receivable in three to four years	Nil	Nil

B. Commitments

- (i) Estimated amount of contracts remaining to be executed on capital account and not provided for:

Particulars	₹ Crores	
	31 March 2023	31 March 2022
Estimated amount of contracts remaining to be executed on capital account not provided for (net of advances) (Cash out flow is expected on execution of such contracts on progressive basis.)	Nil	Nil

C. Contingent liabilities

Particulars	₹ Crores	
	31 March 2023	31 March 2022
i) Claims against the Company not acknowledged as debts (refer note 39.C.1)	8,036.27	8,036.24
ii) Guarantees given by Banks on behalf of the Company	2.23	2.23
iii) Corporate Guarantees given by the Company for loans taken by subsidiaries / others	5.00	5.00
iv) Disputed Sales tax liabilities for which appeals are pending (Amount deposited 4.63 Crores (FY 2021–22: 4.23 Crores)	75.76	80.75
v) Disputed Service Tax liabilities for which appeals are pending (Amount deposited / adjusted 4.28 Crores (FY 2021–22: 4.28 Crores)	61.74	61.74
vi) Disputed Income Tax Liability for which appeals are pending (Amount Deposited ₹ 0.08 Crores (FY 2021–22 ₹ 0.08 Crores)	0.42	16.50
vii) Dividend on 0.01% Non-Participative Optionally Convertible Cumulative Preference Share	0.70	0.63

Future cash outflows in respect of iv, v and vi matters are determinable only on receipt of judgements or decisions pending at various forum.

The Company has assessed that it is only possible, but not probable, that outflow of economic resources will be required in respect of above liability.

39. C. 1. Claims against the Company not acknowledged as debts

As on March 31, 2023, there were 48 cases against the Company, pending in various Courts and other Dispute Redressal Forums.

- i) In 8 out of 48 cases, the Company has been implicated as proforma defendant i.e. there are no monetary claims against the Company. In most of these cases, dispute concerns matter like loss of share certificate, title claim / ownership / transfer of the shares etc. The Company's implication in these matters is with a view to protect the interest of the lawful owners of the shares. Upon the final orders passed by the Court(s), the Company shall have to release the shares, which are presently under 'stop transfer', in this regard to

the rightful claimants. There is no direct liability or adverse impact on the business of the Company on account of the said 8 cases.

- ii) Out of the balance 40 cases, 16 cases are from its earlier power business, 5 cases are from telecom related businesses and 1 case is in respect of non-allotment / non-refund of money in its IPO, which are handled by the Company's advocates, who have the necessary expertise on the subject. It is found that in most of the cases the claims are unsubstantiated and therefore the Company is resisting and defending these claims. (Out of the aforesaid 16 cases of power business, 9 cases pertain to Labour Court matter wherein the employees filed for reinstatement on termination consequent to termination of Aurangabad Distribution Franchisee Agreement of the Company. These are being settled with affected employees. The contingent liability in respect of these 9 cases is ₹ 1.34 Crores and in respect of balance 7 cases is ₹ 0.37 Crores. Further the contingent liability w.r.t. 5 cases related to telecom business and 1 case in respect of non-allotment / non-refund of money in its IPO is ₹ 0.85 Crores.
- iii) There are 9 cases pertaining to arbitration matters, out of which in 5 cases, the Company has invoked arbitration proceedings against MSEDCL in respect of the DF Contract & EPC Contract as explained in the earlier Annual Report and the contingent liability towards counter claims as claimed by MSEDCL is ₹ 462.90 Crores. The other four matters, are arising out of challenge on the procedural orders by the Arbitrator and are being contested in the courts by the Company's advocates who have the necessary expertise on the subject. There is no contingent liability arising out of the four matters.
- iv) In 1 case, a bank has filed commercial suit against the Company in the Hon'ble Bombay High Court in respect of the Company's comfort letter issued by the Company. The contingent liability in respect of which is ₹ 237.28 Crores
- v) In 1 case, the Department of Telecom (DoT) has raised a frivolous demand of ₹ 1,509.50 Crores based on Adjusted Gross Revenue for ISP license fee pertaining to the business carried out by the Company well before the year 2009 and the relevant ISP license was surrendered to DoT in 2009 for which DoT had issued a no-dues certificate in November 2010. The Company is contesting this demand in an appropriate forum.
- vi) In 1 case a Lender Bank has filed insolvency petition before the National Company Law Tribunal, Bombay Bench (Hon'ble Tribunal) under section 7 of the IBC Code. The Hon'ble Tribunal vide its order dated November 18, 2022 dismissed the said petition. The said matter is now pending before the National Company Law Appellate Tribunal (NCLAT), on appeal by the said lender. The contingent liability in respect of which is ₹ 204.78 Crores (Net of liability in the books as at March 31, 2023 of ₹ 329.98 Crores, against the total claim of ₹ 534.76 Crores).
- vii) In 1 case, Canara Bank has filed a suit against the Company in Debt Recovery Tribunal, Chennai, claiming ₹ 551.91 Crores. The Company is contesting the claim in the DRT, Chennai.
- viii) In 1 case, IDBI Bank and other CDR lenders have filed a suit against the Company in Debt Recovery Tribunal, Mumbai, claiming ₹ 4,853.55 Crores. The Company is contesting the claim in the DRT, Mumbai.
- ix) In 1 case, Employees of the staffing company have initiated legal proceedings in labour/other courts against the Company. These are being contested by the Company. The contingent liability of these case is ₹ 0.12 Crores
- x) In the balance 3 cases, the Company has been impleaded for various procedural reliefs in the courts and these matters relate and arise out of the Interim Award passed by the Arbitral Tribunal in an Arbitration matter between the Company and GTL Infrastructure Limited and are being contested in the courts by the Company's advocates who have the necessary expertise on the subject. There is no liability to the Company at this stage of litigation. As on the date there is no contingent liability.

Apart from the above cases pending before the courts and other dispute Dispute Redressal Forums, the Company has not acknowledged the following debts also:

- xi) Claim of ₹ 179.00 Crores from Global Holding Corporation (GHC), towards loss occurred to GHC on account of invocation by lender of share investment held by GHC in the Company which was offered as pledge for the credit facility availed by the Company.
- xii) One of the lenders has debited amount of ₹ 34.58 Crores to Current Account which is disputed by the Company.

The contingent liability in respect of the above is ₹ 8,036.27 Crores.

D. Movement in provisions

Disclosure as required by Ind AS Provisions, Contingent Liabilities and Contingent Assets

₹ Crores

Particulars	31 March 2023	31 March 2022
Compensated Absences at beginning of the period	1.39	1.22
Addition	0.35	0.34
Benefits paid	(0.27)	(0.17)
Compensated Absences at end of the period	1.47	1.39

40.1 Related Parties

Key Managerial Personnel

- Mr. Sunil S. Valavalkar – Whole Time Director
- Mr. Milind Bapat, Chief Financial Officer
- Mr. Deepak Keluskar, Company Secretary
- Non-executive directors

40.2 Related Party Disclosures – Transactions With Related Party

₹ Crores

Sr. No.	Party Name	Year	Transactions during the year April 2022 to March 2023							
			Sales & Services	Interest Income	Advance Received	Advance Repaid	Purchase of Property, plant and equipment	Sale of Property, plant and equipment	Short Term Employee benefits	Post Employee benefits
1	Key Managerial Personnel									
	a. Mr. Sunil S. Valavalkar	31 March, 2023	Nil	Nil	Nil	Nil	Nil	Nil	0.16	0.01
		31 March, 2022	Nil	Nil	Nil	Nil	Nil	Nil	0.14	0.01
	b. Mr. Milind Bapat	31 March, 2023	Nil	Nil	Nil	Nil	Nil	Nil	0.91	0.04
		31 March, 2022	Nil	Nil	Nil	Nil	Nil	Nil	2.39	0.03
	c. Mr. Deepak Keluskar	31 March, 2023	Nil	Nil	Nil	Nil	Nil	Nil	0.21	0.01
		31 March, 2022	Nil	Nil	Nil	Nil	Nil	Nil	0.23	0.01
	d. Non-Executive Directors (for sitting fees paid to Directors, refer Directors Report)									

40.2.1 The amounts disclosed in the table related to key management personnel are the amounts recognised as an expense during the reporting period .

40.2.2 Provision for contribution to Gratuity fund and Leave encashment on retirement which are made based on actuarial valuation on an overall Company basis are not included in remuneration details of key managerial personnel.

41. FAIR VALUES

Set out below, is a comparison by class of the carrying amounts and fair value of the Company's financial instruments

₹ Crores

Particulars	Carrying value		Fair value	
	31 March 2023	31 March 2022	31 March 2023	31 March 2022
Financial assets:				
FVTPL financial investments				
Investment in Preference Shares – Others				
European Projects and Aviation Ltd	Nil	Nil	111.65	111.65
Total of financial assets at fair value	Nil	Nil	111.65	111.65
Financial assets designated at amortised cost				
Non-current assets (refer note 41.1)				
Others	0.61	0.59	0.61	0.59
Current assets (refer note 41.1)				
Trade receivables	33.16	19.58	33.16	19.58
Cash and cash equivalents	5.11	2.11	5.11	2.11
Bank balance other than included in Cash and cash equivalents above	7.51	8.92	7.51	8.92
Loans (Refer Note 51)	Nil	0.00	Nil	0.00
Other	55.75	19.91	55.75	19.91
Total of financial assets at amortised cost	102.14	51.11	102.14	51.11
Total of financial assets	102.14	51.11	213.79	162.76
Financial liabilities designated at amortised cost				
Borrowings				
Fixed rate borrowings	5,825.66	5,874.95	5,825.66	5,874.95
0.01% Non-Participating Optionally Convertible Cumulative Preference Shares (OCPS) (Refer note 41.2)	239.07	215.18	239.07	215.18
Trade payables (refer note 41.1)	10.84	11.06	10.84	11.06
Lease liabilities (refer note 41.1)	2.17	3.19	2.17	3.19
Other Financial Liabilities (refer note 41.1)	313.49	302.03	313.49	302.03
Total of financial liabilities	6,391.23	6,406.41	6,391.23	6,406.41

41.1 The management assessed that trade receivables, cash and bank balances, loans, other financial assets, trade payables and other financial liabilities approximate their carrying amounts largely due to the short-term maturities of these instruments.

41.2 The fair values of the Company's fixed interest-bearing borrowings is determined by using DCF method using discount rate that reflects the issuer's borrowing rate as at the end of the reporting period. The own non-performance risk as at 31 March, 2023 was assessed to be insignificant as borrowings are fixed interest bearing.

42. FAIR VALUE HIERARCHY

The following table provides the fair value measurement hierarchy of the Company's assets and liabilities.

Quantitative disclosures fair value measurement hierarchy for assets as at :

₹ Crores

Particulars	Fair value measurement using					
	March 31, 2023			March 31, 2022		
	Quoted prices in active markets	Significant observable inputs	Significant unobservable inputs	Quoted prices in active markets	Significant observable inputs	Significant unobservable inputs
	(Level 1)	(Level 2)	(Level 3)	(Level 1)	(Level 2)	(Level 3)
Assets measured at fair value:						
FVTPL financial investments :						
Assets for which fair values are disclosed :						
Investment properties (Refer Note 5.4)		0.18			0.71	

Quantitative disclosures of fair value measurement hierarchy for liabilities as at :

₹ Crores

Particulars	Fair value measurement using					
	March 31, 2023			March 31, 2022		
	Quoted prices in active markets	Significant observable inputs	Significant unobservable inputs	Quoted prices in active markets	Significant observable inputs	Significant unobservable inputs
	(Level 1)	(Level 2)	(Level 3)	(Level 1)	(Level 2)	(Level 3)
Liabilities for which fair values are disclosed (Refer Note 41):						
Borrowings:						
Fixed Interest bearing loans		5,825.66			5,874.95	
Convertible preference shares		239.07			215.18	

43. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

The Company's principal financial liabilities comprise of loans and borrowings, trade and other payables, and financial guarantee contracts. The main purpose of these financial liabilities is to manage finance for the Company's operations. The Company's principal financial assets includes investments, trade and other receivables, supplier advance and cash and cash equivalents that derive directly from its operations.

The Company is exposed to market risk, credit risk and liquidity risk. The Company's senior management oversees the management of these risks. The Company's senior management is supported by Risk Management Group (RMG), that advises on financial risks and the appropriate financial risk governance framework for the Company. The Risk Management Group provides assurance to the Company's senior management that the Company's financial risk activities are governed by appropriate policies and procedures and that financial risks are identified, measured and managed in accordance with the Company's policies and risk objectives. It is the Company's policy that no trading in derivatives for speculative purposes may be undertaken. The Audit Committee of the Board and the Board of Directors review and monitor risk management and mitigation plans. The financial risks are summarised below.

43.1 Market risk

Market risk is the risk that the fair value of future cash flows of a financial instrument 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 instruments affected by market risk include loans, borrowings and deposits. As the revenues from the Company's network service business is dependent on the sustainability of telecom sector, Company believes that Macro – economic factor, including the growth of Indian economy as well as political and economic environment, have a significant direct impact on the Company's business, results of operations and financial position.

43.2 Interest rate risk

Interest rate risk is the risk that the fair value or future cash flow of financial instrument will fluctuate because of changes in market interest rates. The significant part of financial instrument which can be considered in case of the Company as subject to interest rate risk are borrowings. However the Company's borrowings carry fixed interest rate and therefore the Company is not exposed to significant interest rate risk.

43.3 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 External Commercial Borrowings and except for the the same, the Company is not exposed to foreign currency risk as the Company's business operations do not involve any significant transactions in foreign currency.

Foreign currency sensitivity

The impact on the Company's profit or loss before tax on account of variation in exchange rates can be on account of fluctuation in USD as the Company's External Commercial Borrowings liability is a USD denominated liability. The following table demonstrates the sensitivity to a reasonably possible change in USD exchange rates, with all other variables held constant. 1% increase or decrease in USD rate will have the following impact on the profit or loss before tax:

₹ Crores

Particulars	2022–2023		2021–2022	
	1% Increase	1% Decrease	1% Increase	1% Decrease
USD Denominated monetary liabilities	8.77	(8.77)	8.08	(8.08)

43.4 Equity price risk

All the Company's investments are in unlisted entities. All these investments are trade and strategic investments and therefore are not considered to be exposed or susceptible to market risk.

43.5 Commodity price risk

The Company is engaged in business of providing "Network Services" comprising mainly of Operation maintenance and energy management (OME) and other network services. In OME the major component of cost are electricity and Fuel. The variation in the price of electricity and fuel is index based i.e. additionally charged to customer. With regards to other services the contracts are cost plus margin and therefore commodity price risk is mitigated.

43.6 Credit risk

Credit risk is the risk that counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. The Company is exposed to credit risk from its operating activities (primarily trade receivables), deposits with banks and other financial assets.

Trade receivables

Customer credit risk is managed subject to the Company's established policy, procedures and controls relating to customer credit risk management. Credit quality of a customer is assessed based on individual credit limits and defined in accordance with customer assessment. Outstanding customer receivables are regularly monitored.

The Company follows a 'simplified approach' (i.e. based on lifetime ECL) for recognition of impairment loss allowance on Trade receivables. For the purpose of measuring lifetime ECL allowance for trade receivables, the Company estimates irrecoverable amounts based on the ageing of the receivable balances. Individual trade receivables are written off when management deems them not to be collectible. The Company does not hold any collateral as security against these trade receivables. The contractually agreed terms effectively manage the concentration risk. The details of the same are as under:

₹ Crores

Ageing (in no. of days past due)	As at 31 March, 2023				As at 31 March, 2022			
	Gross carrying amount	Expected credit loss rate	Credit loss	Net carrying amount	Gross carrying amount	Expected credit loss rate	Credit loss	Net carrying amount
0 – 90 days past due	31.21	0%	Nil	31.21	19.58	0%	Nil	19.58
91 – 180 days past due	1.95	0%	Nil	1.95	Nil	NA	Nil	Nil
181 – 270 days past due	Nil	NA	Nil	Nil	Nil	NA	Nil	Nil
More than 270 days past due	105.86	100%	(105.86)	Nil	103.78	100%	(103.78)	Nil
Total	139.02		(105.86)	33.16	123.36		(103.78)	19.58

Financial Assets and bank deposits

Credit risk from balances with banks is managed by the Company's treasury department in accordance with the Company's policy. 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. Generally, the balances are maintained with the institutions with which the Company has also availed borrowings. The Company does not maintain significant cash and deposit balances other than those required for its day to day operations.

The Company's maximum exposure to credit risk for the components of the balance sheet at 31 March 2023 and 31 March 2022 is the carrying amounts as appearing in Note 11, 12, 13 and 14.

43.7 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.

The Company continues to take various measures such as cost optimisation, improving operating efficiency to increase Company's operating results and cash flows. The Company had also made proposals for negotiated settlement of debts. During the last few years, the Company has incurred cash losses resulting in erosion of its entire net worth. The Company's current liabilities are higher than its current assets. While the petition filed by one of the lender before NCLT got dismissed vide its order dated November 18, 2022, the said matter is pending before the National Company Law Appellate Tribunal (NCLAT), on appeal by the said lender. Accordingly, the Management is of the view that based on the directions of the lenders/NCLAT, it would be in a position to revive the Company and continue its operations.

The table below summarises the maturity profile of the Company's financial liabilities based on contractual undiscounted payments.

₹ Crores

Particulars	March 31, 2023					March 31, 2022				
	On demand	Less than 1 year	More than 1 Year less than 5 years	More than 5 years	Total	On demand	Less than 1 year	More than 1 Year less than 5 years	More than 5 years	Total
Convertible preference shares	Nil	Nil	Nil	650.00	650.00	Nil	Nil	Nil	650.00	650.00
Borrowings	5,825.66	Nil	Nil	Nil	5,825.66	5,874.95	Nil	Nil	Nil	5,874.95
Total outstanding dues to micro & small enterprises	1.29	Nil	Nil	Nil	1.29	1.30	Nil	Nil	Nil	1.30
Total outstanding dues to other than micro & small enterprises	9.55	Nil	Nil	Nil	9.55	9.76	Nil	Nil	Nil	9.76
Total	5,836.50	Nil	Nil	650.00	6,486.50	5,886.01	Nil	Nil	650.00	6,536.01

44. CAPITAL MANAGEMENT

For the purpose of the Company's capital management, capital includes issued equity capital, convertible preference shares, securities premium and all other equity reserves attributable to the equity holders of the Company. The primary objective of the Company's capital management is to safeguard continuity of the business operations.

Since the net worth is negative, capital gearing ratio is not furnished.

45. FINANCIAL RATIOS

Particulars	Ratios	
	2022 – 23	2021 – 22
Current Ratio	0.03	0.02
Debt / Equity Ratio (Refer Note 45.2)	N.A.	N.A.
Debt Service Coverage Ratio (Refer Note 45.2)	N.A.	0.20%
Return on Equity Ratio (Refer Note 45.2)	N.A.	N.A.
Inventory Turnover Ratio	N.A.	N.A.
Trade Receivable Turnover Ratio (in no. of days)	51.63	18.55
Trade Payable Turnover Ratio (in no. of days)	159.48	84.70
Net Capital Turnover Ratio (Refer Note 45.2)	N.A.	N.A.
Net Profit Ratio	-23.19%	-9.19%
Return on Capital Employed (Refer Note 45.2)	N.A.	N.A.
Return on Investments	N.A.	N.A.

Notes :

45.1 While calculating Debt Service Coverage Ratio and Net Profit Ratio; exceptional items (See Note 35) are not considered.

45.2 Since the net worth, net current assets and debt service coverage are negative, these ratios are not furnished.

46. ADDITIONAL INFORMATION

Additional regulatory information

a) The title deeds of immovable properties (other than properties where the Company is the lessee and the lease agreements are duly executed in favour of the lessee), are held in the name of the Company.

- b) To the best of the Company's knowledge and information, there are no transactions which are not recorded in the books of account or have been surrendered or disclosed as income during the year in the tax assessments under Income Tax Act, 1961.
- c) The Company has not been declared as a wilful defaulter by any of the banks or financial institutions or any other lender.
- d) To the best of the Company's knowledge and information, the Company does not deal with struck off companies.
- e) The Company has registered charges with Registrar of Companies (RoC) wherever applicable.
- f) The Company has not borrowed any funds during the year.
- g) The Company does not hold any benami property and no proceedings have been initiated or pending against the Company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder.
- h) The Company does not trade or invest in any crypto currency.
47. The Central Bureau of Investigation of India (CBI) has filed FIR towards certain charges against the Company. In this connection the Directorate of Enforcement (ED), Mumbai has conducted searches at the offices of the Company. The Company has fully co-operated with the agencies.

48. DEFERRED TAX

Deferred tax assets / (liabilities) of the following:

	₹ Crores	
Particulars	31 March 2023	31 March 2022
Relating to:		
Property, Plant and Equipment	3.30	5.56
Right to use – Leased Assets	(0.39)	(0.73)
Other Intangible Assets	0.00	0.06
Compounded Financial Instruments (OCPS)	(102.73)	(108.70)
Lease liabilities	0.45	0.80
Provision for doubtful debts	Nil	0.06
Unabsorbed depreciation	125.09	126.66
	25.72	23.71

48.1 The Company has a Deferred Tax Asset of ₹ 25.72 Crores as at March 31, 2023 (₹ 23.71 Crores). The same has not been recognised in the financial statement in the absence of probable taxable profits against which the same can be utilised.

48.2 Amount and expiry date of unused tax losses which are not considered in deferred tax assets disclosed below

	₹ Crores	
Assessment Year (AY)	Unused tax Loss	Carried Forward Till AY
2015–16	48.88	2023–24
2016–17	32.61	2024–25
2017–18	9.17	2025–26
2018–19	NIL	2026–27
2019–20	34.07	2027–28
2020–21	23.36	2028–29
2021–22	NIL	2029–30
Total	148.10	

From last few years the Company is incurring losses and doesn't expect sufficient future taxable income in the near future against which the unused business losses can be utilised and therefore the Company has not considered the same for working of unrecognised DTA disclosed above .

49. GOING CONCERN

During the last few years, the Company has incurred cash losses, resulting in erosion of its entire net worth. The Company's current liabilities are higher than its current assets. While the petition filed by one of the leders before National Company Law Tribunal (NCLT) got dismissed vide its Order dated November 18, 2022, the said matter is pending before the National Company Law Appellate Tribunal (NCLAT) on appeal by the said lender. Accordingly, the Management is of the view that based on the directions of the lenders / NCLAT, it would be in a position to revive the Company and continue its operations. Hence, it continues to prepare its financial statements on a going concern basis.

50. DISCLOSURE OF INFORMATION AS REQUIRED BY REGULATION 34(3) OF LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS

Since the Company does not have any subsidiary company, the information is not furnished.

51. DETAILS OF ROUNDED OFF AMOUNTS

The financial statements are presented in ₹ in Crores. Those items which are required to be disclosed and which were not presented in the financial statement due to rounding off to the nearest ₹ in Crore are as follows

Description	₹ Crores	
	As at 31 March 2023	As at 31 March 2022
Reserves and Surplus – Capital Reserve	7,725	7,725
Amortization of intangible assets (Note 6)	23,331	23,331
Loan to employees (Note 13)	N.A	14,406
Business Promotion Expenses (Note 34)	N.A	16,735
Auditors Remuneration – Out of Pocket Expenses (Note 34)	N.A	43,205

52. The previous year figures, wherever necessary, have been regrouped/rearranged/recast to make them comparable with those of the current year.

53. Figures in brackets relate to the previous year unless otherwise stated.

As per our report of even date

For and on behalf of the Board

For **M/s. GDA and Associates**
Chartered Accountants
FRN No.135780W

Sunil S. Valavalkar
Whole Time Director
(DIN 01799698)

Akshay D. Maru
Partner
M. No. 150213

D. S. Gunasingh
Director
(DIN 02081210)

Dr. Mahesh Borase
Director
(DIN 03330328)

Mumbai
May 24, 2023

Milind Bapat
Chief Financial Officer

Deepak Keluskar
Company Secretary

NOTICE is hereby given that the Thirty-fifth (35th) Annual General Meeting of the Members of GTL Limited will be held on Tuesday, September 26, 2023, at 11:00 A.M. (IST), through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”) to transact the following business:

Ordinary Business

- To consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2023, together with the Reports of the Board of Directors and Auditors thereon.
- To appoint a director in place of Mr. Sunil Sadanand Valavalkar (DIN: 01799698), who retires by rotation and being eligible, offers himself, for re-appointment.

Special Business

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

“**RESOLVED** that pursuant to the provisions of Sections 196, 197, 203 of the Companies Act, 2013 (“the Act”) read with Schedule V to the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other applicable provisions, if any, of the Act (including any modification or re-enactment thereof for the time being in force) and all other applicable guidelines on managerial remunerations issued by the Central Government from time to time and subject to necessary approvals, consent of the members be and is hereby accorded for re-appointment of Mr. Sunil Sadanand Valavalkar (DIN: 01799698) as a Whole-time Director of the Company, with effect from December 16, 2023 for a period of three years i.e. up to December 15, 2026, as recommended by the Nomination & Remuneration

Committee and approved by the Board of Directors, on the terms and conditions as set out in the Explanatory Statement annexed hereto, (including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year during the tenure of his appointment).

RESOLVED FURTHER that the Board be and is hereby authorised to alter, vary and modify the said terms including salary, allowances, perquisites and designation in such manner as may be agreed to between the Board and Mr. Sunil Sadanand Valavalkar within and in accordance with and subject to the limits prescribed in Schedule V to the Act, and if necessary, as may be stipulated by the concerned authorities.

RESOLVED FURTHER that the Board be and is hereby authorized to execute all such documents, writings and agreements and to do all such acts, deeds, matters and things as may be considered necessary or expedient for giving effect to this resolution.”

By Order of the Board of Directors

Place : Mumbai
Date : August 26, 2023

Deepak Keluskar
Company Secretary

Registered Office:

GTL Limited, ‘Global Vision’,
Electronic Sadan No. II, MIDC,
TTC Industrial Area, Mahape,
Navi Mumbai 400710, Maharashtra, India
Tel: +91-22-27612929
Fax: +91-22-2768 9990
E-mail: gtlshares@gtllimited.com
Website: www.gtllimited.com
CIN: L40300MH1987PLC045657

Notes:

- Pursuant to General Circular no. 10/2022 dated December 28, 2022 and other circulars issued by the Ministry of Corporate Affairs (“MCA”) and Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023 and other circulars issued by the Securities and Exchange Board of India (“SEBI”), (hereinafter collectively referred to as “the Circulars”), the 35th Annual General Meeting (“AGM”) of the Company is being conducted through Video Conferencing (“VC”) / Other Audio-Visual Means (“OAVM”).
- In terms of Regulation 36 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended) (“Listing Regulations”), the Company has provided the required information and explanatory statement pursuant to Section 102(1) of the Companies Act (“the Act”), in respect of item no. 2 and 3 of the notice respectively.
- Since the 35th AGM is being held pursuant to the Circulars through VC/OAVM, physical attendance of Members has been dispensed with. Accordingly, the Proxy Form, Attendance Slip and Route Map are not annexed to this Notice.
- Pursuant to the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of Listing Regulations, the Company is providing facility of e-voting to its Members in respect of the businesses to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (“CDSL”) for facilitating voting through electronic means, as the authorized e-Voting agency. The facility of e-voting for casting votes by a member during the 3 days period prior to the AGM (“Remote e-voting”) and during the course of the AGM (“Venue e-voting”) will be provided by CDSL.
- The Members can join the AGM in the VC/OAVM mode 30 minutes before the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to at least 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons

NOTICE OF AGM

of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without the restriction of first come first served basis.

6. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Act.
7. Pursuant to the Circulars, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, pursuant to Sections 112 and 113 of the Act, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.
8. In line with the Circulars, the Annual Report for FY 2022–23 containing the Notice of AGM, Financial Statements, Directors' Report, Auditors' Report, Corporate Governance Report and Management Discussion & Analysis, is being sent by electronic mode to those Members whose names appear in the Register of Members as on Friday, August 25, 2023 and whose e-mail addresses are registered with the Company's Registrar and Share Transfer Agent, Bigshare Services Private Limited ("BSPL") / Depositories. The Annual Report has been uploaded on the website of the Company at www.gtllimited.com and can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE") at www.bseindia.com and www.nseindia.com respectively. A copy of the same will also be available on the website of CDSL (agency for providing the Remote e-Voting and venue e-voting system during the AGM) i.e. www.evotingindia.com.
9. The procedure for participating in the AGM through VC / OAVM is explained below in this Notice.
10. 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.
11. 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, IFSC code, etc., to their Depository Participants in case the shares are held in electronic form.

In respect of shares held in physical form, as requested by the Registrar and Share Transfer Agent ("RTA"), members are requested to intimate changes, if any, in respect of the above information, to the RTA at Bigshare Services Private Limited, Office No. S6–2, 6th Floor, Pinnacle Business Park, Next to Ahura Centre, Mahakali Caves Road, Andheri East, Mumbai 400093, Maharashtra, in the prescribed Form ISR–1 and / or other forms as applicable as per SEBI Circular No. SEBI/HO/MIRSD/MIRSD–PoD–1/P/CIR/2023/37 dated March 16, 2023.

Members may also note that as per the aforesaid SEBI Circular, the respective Folios of shares held in physical mode shall be FROZEN by the RTAs if such members do not furnish valid PAN, KYC information (email–id, phone numbers, Bank details, Specimen signatures) and Nomination details to the RTAs by October 1, 2023. Members may also refer to the Investor Information on the Company's website http://www.gtllimited.com/ind/inv_info.aspx for the prescribed forms in relation to the above said SEBI Circular. Accordingly, members are requested to take appropriate steps immediately to avoid freezing of respective folios by the RTA.

12. Attention of Members is also drawn to SEBI Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022 which mandates that listed companies issue securities only in dematerialized form while processing service requests viz. Issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/exchange of securities certificate; endorsement; sub–division/splitting of securities certificate; consolidation of securities certificates/ folios; transmission and transposition. Members are therefore requested to make service requests by submitting a duly filled and signed Form ISR–4, the format of which is available under Investor Information on the Company's website http://www.gtllimited.com/ind/inv_info.aspx and on the website of the Company's Registrar and Transfer Agents, at <https://www.bigshareonline.com/Resources.aspx>. It may be noted that any service request will be processed only after the related folio is KYC compliant. Members may also note that the above referred circular also stipulates crediting of the shares to Suspense Escrow Demat Account, in case concerned shareholder fails to submit demat request within the prescribed timelines.
13. All documents referred to in this Notice and the Register of Contracts & Directors' shareholdings are open for inspection up to the date of AGM, for which purpose, members may sent their request to gtlshares@gtllimited.com.
14. The Company's Equity Shares are listed on BSE and NSE. The Listing Fees for the FY 2023–24 in respect of equity shares of the Company have been paid.
15. The venue of the 35th AGM shall be deemed to be the Registered Office of the Company at "Global Vision", Electronic Sadan No. II, MIDC, TTC Industrial Area, Mahape, Navi Mumbai–400710, Maharashtra, India.
16. Pursuant to the provisions of Sections 124 and 125 of the Act, the Company has transferred unclaimed dividends up to the Financial Year (FY) 2009–10 to the Investor Education and Protection Fund ("IEPF"). The Company has not declared/paid any dividend for FY 2010–11 and thereafter. Therefore, no further Unclaimed / Unpaid Dividend(s) are due for transfer to the IEPF as of date. Members may refer to section 'Unpaid / Unclaimed Dividends' in the Corporate Governance Report forming part of this Annual Report, for full details.

17. THE INSTRUCTIONS FOR SHAREHOLDERS FOR E-VOTING ARE AS UNDER:

- (i) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated December 9, 2020, under Regulation 44 of Listing Regulations, GTL Limited, being a listed entity is providing e-voting facility to its shareholders, in respect of all shareholders' resolutions.
- (ii) The 3 days remote e-voting period prior to AGM begins on Saturday, September 23, 2023 at 09:00 A.M. (IST) and ends on Monday, September 25, 2023 at 05:00 P.M. (IST) 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

Tuesday, September 19, 2023 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

- (iii) Shareholders who have already voted as above prior to the meeting date would not be entitled to vote during the course of AGM.
- (iv) In terms of SEBI Circular No. SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Demat account holders would now be able to cast their vote by way of a single login credential, through their respective Demat accounts / websites of Depositories / Depository Participants, without having to register again with the E-voting Service Providers ("ESPs").

18(A) PROCESS FOR LOGIN FOR E-VOTING AND JOINING VIRTUAL MEETINGS, FOR INDIVIDUAL SHAREHOLDERS HOLDING SECURITIES IN DEMAT MODE

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> 1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasinew/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the CDSL e-Voting service provider for casting his/her vote during the remote e-Voting period or joining virtual meeting & voting during the course of the meeting. Additionally, there are also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasinew/Registration/EasiRegistration 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"> 1) If user is already registered for NSDL IDeAS facility, they may visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. User will have to enter User ID and Password. After successful authentication, user will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and user will be able to see e-Voting page. Click on company name or e-Voting service provider name and user will be re-directed to e-Voting service provider website for casting vote during the remote e-Voting period or joining virtual meeting & voting during the course of the meeting.

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Type of shareholders	Login Method
	<p>2) If the user is not registered for IDEAS e-Services, option to register is available at https://eservices.nSDL.com. Select "Register Online for IDEAS "Portal or click at https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp</p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nSDL.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. User will have to enter User ID (i.e. Sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, user will be redirected to NSDL Depository site wherein user can see e-Voting page. Click on company name or e-Voting service provider name and user will be redirected to e-Voting service provider website for casting vote during the remote e-Voting period or joining virtual meeting and voting during the course of the meeting.</p>
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	User can also login using the login credentials of demat account through Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, user will be able to see e-Voting option. Once user clicks on e-Voting option, user will be redirected to NSDL/CDSL Depository site after successful authentication, wherein user can see e-Voting feature. Click on company name or e-Voting service provider name and user will be redirected to e-Voting service provider website for casting vote during the remote e-Voting period or joining virtual meeting and voting during the course of the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no.: 1800 22 55 33
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nSDL.co.in or call at +91 22 48867000 and +91 22 24997000

18(B) PROCESS & MANNER OF REMOTE E-VOTING AND JOINING VIRTUAL MEETING FOR SHAREHOLDERS HOLDING SHARES IN PHYSICAL MODE AND OTHER THAN INDIVIDUAL SHAREHOLDERS HOLDING SHARES IN DEMAT MODE:

- a. The shareholders should log on to the e-voting website www.evotingindia.com.
- b. Click on "Shareholders" module.
- c. 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.
- d. Next enter the Image Verification as displayed and Click on Login.
- e. If you are holding shares in electronic ('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.

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

For Shareholders holding shares in Demat Form other than individual 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) *Shareholders who have not updated their PAN with the Company / Depository Participant are requested to use the Sequence Number as provided in the email, 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 18(B)c.

- g. After entering these details appropriately, click on “SUBMIT” tab
- h. Shareholders holding shares in physical form will then directly reach the Company selection screen. However, Shareholders 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.
- i. For shareholders holding shares in physical form, the details can be used only for e–voting on the resolutions contained in this Notice.
- j. Click on the EVSN of “GTL LIMITED” on which you choose to vote.
- k. 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.
- l. Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- m. 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.
- n. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- o. You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- p. 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.

Facility For Non – Individual Shareholders And Custodians – Remote Voting

- Non–Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
- 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.
- Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz. gtlshares@gtllimited.com, if they have voted from individual tab and not uploaded same in the CDSL e–voting system for the scrutinizer to verify the same.

18(C) INSTRUCTIONS FOR SHAREHOLDERS ATTENDING AND PARTICIPATING IN THE AGM THROUGH VC/OAVM ARE AS UNDER:

- 1) The procedure for attending meeting and voting on the day of the AGM is same as the instructions mentioned above for e–voting.
- 2) The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for Remote e–voting.
- 3) Shareholders who have voted through Remote e–Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.

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- 4) Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
- 5) Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- 6) Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
- 7) Shareholders who would like to express their views or ask questions during the meeting may register themselves as a speaker by sending their request along with questions mentioning their name, demat account number/folio number, email-id, mobile number at gtlshares@gtllimited.com from Saturday, September 16, 2023 (09.00 A.M. IST) to Wednesday, September 20, 2023 (05.00 P.M. IST). Members who have registered themselves as speakers will only be allowed to express their views / ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on availability of time for the AGM.
- 8) Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
- 9) If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

18(D) PROCESS FOR SHAREHOLDERS WHOSE EMAIL ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORIES – FOR OBTAINING LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE:

- 1) **Shareholders holding shares in physical form** – please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to gtlshares@gtllimited.com/investor@bigshareonline.com.
- 2) **Shareholders holdings shares in demat form** – please provide Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned

copy of PAN card), Aadhar (self-attested scanned copy of Aadhar Card) to gtlshares@gtllimited.com/investor@bigshareonline.com.

Queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, may be raised by sending email to helpdesk.evoting@cdslindia.com or contact at toll free no.: 1800 22 55 33.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai – 400013 or by email to helpdesk.evoting@cdslindia.com or toll free no.: 1800 22 55 33.

19. The Company has appointed Mr. Virendra G. Bhatt, a Practicing Company Secretary, (Membership No. ACS1157, COP: 124) as the Scrutinizer for conducting the entire e-voting process in a fair and transparent manner.
20. The Scrutinizer shall immediately after the conclusion of voting at the General Meeting in the presence of at least two witnesses not in the employment of the Company first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting 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 or the Whole-time Director or any person authorized by the Chairman.
21. 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.
22. The results declared along with the Scrutinizer's Report will be hosted on the Company's website at www.gtllimited.com and on CDSL's website at www.evotingindia.com for information of the Members, besides being communicated to BSE and NSE, where the shares of the Company are listed.

By Order of the Board of Directors

Place: Mumbai
Date : August 26, 2023

Deepak Keluskar
Company Secretary

Registered Office:

GTL Limited, 'Global Vision',
Electronic Sadan No. II, MIDC,
TTC Industrial Area, Mahape,
Navi Mumbai 400710, Maharashtra, India.
Tel: +91-22-27612929
Fax: +91-22-2768 9990
E-mail: gtlshares@gtllimited.com
Website: www.gtllimited.com
CIN: L40300MH1987PLC045657

ANNEXURE TO THE NOTICE

Information pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) in respect of Item No. 2 of the Notice relating to re-appointment of Mr. Sunil Sadanand Valavalkar (DIN: 01799698), who retires by rotation.

Mr. Sunil S. Valavalkar, aged 59 years, is a Commerce Graduate and holds a certificate in Marathi Journalism. He has over 37 years of work experience in Insurance, Banking and Private Sector. During his association with the Company, since December 2014 (in capacity of Whole-time Director), he has handled various assignments. With his long years of service and varied experience including as WTD, he has the required expertise to manage the affairs of the Company as WTD. Currently he also holds directorship in the All India Pickleball Association.

In GTL Limited, he is an Executive Director. He is a Member of Corporate Social Responsibility Committee. He does not hold any shares of the Company either through himself or through his relatives. There is no *inter-se* relationship between him and other Board Members or Promoters.

Explanatory Statement Pursuant to Section 102 of the Companies Act, 2013 (the “Act”) and applicable Rules made thereunder in respect of Item no. 3 of the Notice relating to re-appointment of Mr. Sunil Sadanand Valavalkar (DIN: 01799698) as a Whole-time Director of the Company, with effect from December 16, 2023 for a period of three years i.e. up to December 15, 2026.

Mr. Sunil S. Valavalkar is Whole-time Director of the Company since December 16, 2014. On the expiry of his second term on December 15, 2020, he was re-appointed as a Whole-time Director of the Company for a period of 3 years effective from December 16, 2020 to December 15, 2023. Since his present 3 years term would be expiring on December 15, 2023 and as per Regulation 17(1C) of Listing Regulations, a listed entity shall ensure that the approval of the members for the appointment of a person on the Board of Directors is taken at the next General Meeting or within a time period of three months from the date of appointment, whichever is earlier, with a view to comply with the said requirement, it is proposed to obtain the approval of the members for the appointment of Mr. Sunil S. Valavalkar in the ensuing Annual General Meeting (“AGM”), based on the recommendation of the Nomination & Remuneration Committee, and the approval of the Board of Directors in their meetings held on August 26, 2023, for the re-appointment of Mr. Sunil Valavalkar as a Whole-time Director for a further period of 3 years w.e.f. December 16, 2023, subject to necessary approvals, on such remuneration and perquisites as detailed below⁵. In terms of the loan documents executed by the Company with the lenders, the Company has made an application to the lenders for their consent for the re-appointment and remuneration of Mr. Sunil Valavalkar. Based on the response of lenders,

the Company shall take appropriate action to fulfil the requirement.

The Company has received a Notice from a Member in writing under Section 160(1) of the Act proposing Mr. Sunil Valavalkar's candidature for the office of Director. Mr. Valavalkar, is qualified to be appointed as Director in terms of Section 164 of the Act and has given his consent in writing to act as Director of the Company along with necessary disclosures. The Company has also received declaration from Mr. Valavalkar to the effect that he has not been debarred or disqualified from being appointed or continuing as Director of a company by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other Statutory Authority.

⁵The salient features of the terms and conditions of appointment of Mr. Sunil S. Valavalkar are as follows:

1. Period: The appointment is effective from December 16, 2023 for a period of three years i.e. up to December 15, 2026.
2. Remuneration: (a) Salary– ₹ 192,157/- p.m. (₹ 23,05,884/- p.a.), with annual increment as may be decided by the Board and / or Nomination & Remuneration Committee, subject to a maximum of ₹ 2,50,000/- p.m. (₹ 30,00,000/- p.a.) (b) Leave– As per Company Rules, (c) Bonus / Commission/ Incentives – As may be decided by the Board and / or Nomination & Remuneration Committee, based on Company's Policy (d) Perquisites and Allowances – The Company's contribution to Provident Fund and Superannuation Fund or Annuity Fund to the extent these either singly or together are not taxable under the Income-tax Act, 1961, Gratuity payable as per the rules of the Company and Encashment of leave at the end of the tenure shall not be included in the computation of limits for the remuneration as per Schedule V of the Act.
3. Modification in terms: The terms and conditions of appointment as may be agreed to between the Board and / or Nomination & Remuneration Committee and the appointee, subject to the conditions laid down in Schedule V of the Act and such approvals as may be required, be altered and varied from time to time by the Board and /or Nomination & Remuneration Committee as it may, in its discretion deem fit.
4. Termination: The agreement may be terminated by either party by giving three months' notice or the Company paying three months' remuneration in lieu of the notice.
5. Inspection: The draft Agreement to be entered into between the Company and the appointee is open for inspection by the members up to the date of AGM. The request for the same may be sent to gtlshares@gtllimited.com

In terms of sub – clause (iv) of the proviso to Sub-paragraph B of Paragraph (1) of section II of Part II of Schedule V to the Act, the required information is furnished as below:

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I. General Information

1. Nature of Industry: GTL Limited (“GTL” or “the Company”) is a Network Services Company focused on Telecom.
2. Date or expected date of commencement of commercial production: GTL is an existing Company and carrying on business for last about 35 years
3. In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus: Not Applicable
4. Financial Performance based on given indicators:

₹ in Crores

Particulars	March 31, 2023	March 31, 2022	March 31, 2021
Share Capital Equity	157.30	157.30	157.30
Other Equity	(6,389.28)	(6,446.37)	(6,877.87)
Total Income	192.01	198.36	255.98
Profit Before exceptional item and Tax	(43.22)	(17.78)	67.24
Exceptional Item	100.43	449.65	Nil
Profit Before Tax	57.21	431.87	67.24
Profit After Tax	57.21	431.87	67.24

5. Foreign Investment or collaborators, if any: Not Applicable

II. Information about the Appointee

Mr. Sunil S. Valavalkar, aged 59 years, is a Commerce Graduate and holds a certificate in Marathi Journalism. He has over 37 years of work experience in Insurance, Banking and Private Sector. During his association with the Company, since December 2014 (in capacity of Whole-time Director), he has handled various assignments. Currently he also holds directorship in the All India Pickleball Association. In GTL Limited, he is an Executive Director. He is also a Member of Corporate Social Responsibility Committee. Mr. Valavalkar has been regular in attending and participating in the Board and Committee Meetings of the Company. In the FY 2022-23, he has attended all the 9 Board Meetings.

1. Past Remuneration: ₹ 23.05 Lakhs per annum.
2. Recognition or awards: None.
3. Job profile and his suitability: As Whole-time Director and Member of some of the Committees for about 9 years, he has handled various assignments. With that experience coupled with his past experience mostly in the insurance and finance sector, he has expertise in managing the affairs of the Company.
4. Remuneration proposed: Details of the remuneration proposed to be paid to Mr. Valavalkar for the period of his appointment is set out above.

5. Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person (in case of expatriates the relevant details would be w.r.t. the country of his origin):

As the nature of business of the Company is in the unorganised sector, there is not much comparison available in the market. However, as per details furnished by some of the telecom infrastructure companies during last three years under Section 197(12) of the Act in their respective Annual Reports, the managerial remuneration paid to Executive Director or Whole-time Director or CEO or COO is ranging anywhere between ₹ 2 – 8 Cr. per annum.

6. Pecuniary relationship directly or indirectly with the company or relationship with the managerial personnel or other director, if any.

Mr. Valavalkar does not have any pecuniary relationship, directly or indirectly with the Company or with any key managerial personnel or other Directors of the Company nor does he has any direct or indirect interest in the Equity Share capital of the Company besides the remuneration set out above

III. Other Information

1. Reasons of loss or inadequate profits:

The Company got admitted into Corporate Debt Restructure (“CDR”) mechanism w.e.f July 1, 2011 on account of the adverse circumstances surrounding the telecom and power sectors. Post admission into CDR, the developments such as the cancellation of 122 Nos. of 2G licenses by the Supreme Court of India, cancellation of 20,000 tenancies by Aircel Group (from whom the GTL Group purchased 17,500 telecom towers in 2010 with 20,000 additional tenancy commitments), suspension of fixed line contract by BSNL, cancellation of MSEDCL contract, exit / consolidation of Operators, stiff competition, upholding of DoT’s contention on AGR by the Hon’ble Supreme Court (“SC”), debt burden of Operators etc. made it difficult for the Company to adhere to the CDR Plan resulting in overall setback for the business operations, cash loss and erosion of net worth.

2. Steps taken or proposed to be taken for improvement:

The above developments, while on the one hand resulted in over all set back to the business operations, cash losses, erosion of network, deterioration of valuation of assets and litigation to the Company, on the other hand made it difficult for the lenders to accept the deterioration

in the value of assets of the Company and the settlement proposal based on such reduced valuation. However, the Company continued its settlement efforts, all the time. While the Company continued its efforts to arrive at a settlement, based on the Circulars dated February 2018 / June 2019 of RBI, the lenders issued notices for recall of their loans, taking possession of secured assets, invoked / sold the shares pledged by the Company and Promoter and filed application before Debt Recovery Tribunal ("DRT") / National Company Law Tribunal ("NCLT"). In view of these developments, the settlement of the dues of the lenders through negotiated settlement got delayed. In the meanwhile, in the matter of application filed by one of the lenders to initiate Corporate Insolvency Resolution Process ("CIRP") proceedings before NCLT, the NCLT vide its order dated November 18, 2022 dismissed the said petition. The said matter is now pending before the National Company Law Appellate Tribunal ("NCLAT"), on appeal by the said lender. Accordingly, the Management is of the view that it would be in a position to revive the Company and continue its operations, based on the decision of NCLAT / Lenders.

3. Expected increase in productivity and profits in measurable terms:

In view of the above developments and consequent inability to infuse capital in the business, it is not possible to estimate the increase in productivity and profits in measurable terms, till the Company is revived based on the decision of the NCLAT / Lenders.

IV. Disclosures

The shareholders of the Company have been informed of the proposed remuneration package of Mr. Sunil S. Valavalkar in this explanatory statement.

Disclosure on all elements of remuneration package of all the Directors of the Company including WTD have been made in the Corporate Governance Report forming part of the Annual Report for FY 2022-23.

The Board commends passing of the resolution at Item No. 3 of the accompanying Notice for approval of the Members.

Except Mr. Sunil S. Valavalkar, none of the Directors and Key Managerial Personnel of the Company or their relatives is, in anyway, concerned or interested, financially or otherwise, in the Resolution set out at Item No. 3 above of the Notice.

By Order of the Board of Directors

Place: Mumbai
Date : August 26, 2023

Deepak Keluskar
Company Secretary

Registered Office:

GTL Limited, 'Global Vision',
Electronic Sadan No. II, MIDC,
TTC Industrial Area, Mahape,
Navi Mumbai 400710, Maharashtra, India.
Tel: +91-22-27612929
Fax: +91-22-2768 9990
E-mail: gtlshares@gtllimited.com
Website: www.gtllimited.com
CIN: L40300MH1987PLC045657



GTL Limited

Registered Office :

“Global Vision”, Electronic Sadan–II, MIDC, TTC Industrial Area, Mahape,
Navi Mumbai – 400 710, Maharashtra, India.
Tel: +91 22 2761 2929 | Fax: +91 22 2768 9990

Corporate Office :

412, Janmabhoomi Chamber, 29 Walchand Hirachand Marg, Ballard Estate,
Mumbai – 400 001, Maharashtra, India.
CIN No. : L40300MH1987PLC045657
www.gtlimited.com