

UNAUDITED FINANCIAL RESULTS FOR THE QUARTER AND PERIOD ENDED JUNE 30,2011

₹ in Lacs. (except share data and ratios)

Consolidated				Sr.No.	Particulars	Stand Alone - Parent Company			
Quarter ended June 30,		Period ended June	Year ended March			Quarter ended June 30,		Period ended	Year ended
2011	2010	30, 2011	31,2010			2011	2010	June 30, 2011	March 31,2010
Unaudited	Unaudited	(15 months)	(12 months)			Unaudited	Unaudited	(15 months)	(12 months)
83,373.69	61,698.23	396,415.16	223,694.19	1	Net Income from sales/services	69,540.35	43,969.73	309,170.59	155,132.92
7,006.14	(7,132.85)	(14,337.23)	4,986.64	2	Cost of sales /services	(3,585.34)	(6,753.34)	(13,871.71)	5,192.10
45,567.49	41,104.73	202,949.27	86,264.33	a)	(Increase / Decrease in Stock in trade and work in progress)	50,615.27	34,217.78	172,379.94	59,603.67
4,900.05	2,535.68	64,396.60	38,394.58	b)	Consumption of raw materials and services	4,900.06	2,535.68	64,396.60	38,394.58
9,150.37	10,209.36	53,580.54	37,770.30	c)	Purchase of traded goods	4,763.31	4,201.86	22,875.30	12,762.63
16,749.64	14,981.31	89,825.98	56,278.34	d)	Other expenditure (Cost of Delivery)	12,847.05	9,767.75	63,390.46	39,179.94
3,669.35	3,600.47	20,237.23	16,306.91	3	Gross Profit (1-2)	2,312.49	1,988.68	12,265.68	11,024.22
1,330.34	1,666.81	8,082.41	5,936.30	4	General Administrative Expenses	361.14	296.09	1,569.95	1,480.55
2,331.76	1,772.88	10,440.16	5,942.88	5	Selling & Distribution Expenses	1,974.05	1,483.53	8,755.81	4,800.63
9,418.19	7,941.15	51,066.18	28,092.25	6	Depreciation	8,199.37	5,999.45	40,799.02	21,874.54
7,633.63	2,863.64	22,732.13	8,575.07	7	Operating Profit before Interest (3) - (4+5+6)	7,422.66	2,472.54	20,515.12	8,058.76
NIL	NIL	NIL	NIL	8	Interest (net) & Finance cost (net)	NIL	NIL	NIL	NIL
1,784.56	5,077.51	28,334.05	19,517.18	9	Exceptional items	776.71	3,526.91	20,283.90	13,815.78
315.90	(241.35)	252.94	5,153.07	10	Operating Profit after interest and Exceptional items (7-8-9)	376.89	(203.17)	1,147.55	5,953.61
2,100.46	4,836.16	28,586.99	24,670.25	11	Other Income [includes foreign exchange gain / (loss) - net]	1,153.60	3,323.74	21,431.45	19,769.39
293.02	696.56	5,189.84	3,804.07	12	Profit (+) / Loss (-) from ordinary activities before tax (10-	259.96	691.47	4,976.56	3,625.00
612.80	390.81	2,181.70	258.46	a)	Tax expense	650.79	390.81	2,236.71	308.37
1,194.64	3,748.79	21,215.45	20,607.72	b)	Current Tax (net of MAT Credit)	242.85	2,241.46	14,218.18	15,836.02
NIL	NIL	NIL	NIL		Deferred Tax	14	Net Profit (+) / Loss (-) from ordinary activities after tax (12-	14,218.18	15,836.02
1,194.64	3,748.79	21,215.45	20,607.72	15	Extraordinary items (net of tax expense)	242.85	2,241.46	14,218.18	15,836.02
103.74	(280.36)	(1,382.32)	(7.84)	16	Net profit (+) / Loss (-) for the period (14-15)	N.A.	N.A.	N.A.	N.A.
(7.84)	41.83	(7.84)	7.61	17	Share of Profit / (Loss) in Associates	N.A.	N.A.	N.A.	N.A.
2.74	0.22	(1.36)	6.54	18	Minority Interest	N.A.	N.A.	N.A.	N.A.
1,293.28	3,510.48	19,823.93	20,614.03	19	Reserve on Consolidation	N.A.	N.A.	N.A.	N.A.
9,726.78	9,672.45	9,726.78	9,672.45	20	Net Profit after Tax attributable to Consolidated Group	9,726.78	9,672.45	9,726.78	9,672.45
-	-	-	131,629.90	21	Paid-up Equity Share Capital (Face value of ₹ 10/- each)	-	-	-	104,552.14
14,000.00	-	14,000.00	5,116.29	22	Reserves Excluding Revaluation Reserves (as per Balance Sheet) of Previous Accounting Year	14,000.00	-	14,000.00	5,116.29
1.33	3.63	20.44	21.60	23	Debt Redemption Reserve	-	-	-	-
1.32	3.58	20.23	21.30	24	Earnings Per Shares (EPS) (₹) (Not Annualised)	-	-	-	-
1.33	3.63	20.44	21.60	a)	Before Extraordinary Items	0.25	2.32	14.66	16.60
1.32	3.58	20.23	21.30	b)	Basic	0.25	2.29	14.51	16.37
N.A.	N.A.	0.91	0.42		Diluted	0.25	2.29	14.51	16.37
N.A.	N.A.	1.97	4.28	a)	After Extraordinary items	0.25	2.32	14.66	16.60
45,990,601	45,625,266	45,990,601	50,274,738	b)	Basic	0.25	2.29	14.51	16.37
47.28%	47.17%	47.28%	51.98%		Diluted	0.25	2.29	14.51	16.37
22,000,000	0	22,000,000	0	25	Debt Service Coverage Ratio (DSCR) (No.of times)	N.A.	N.A.	0.82	0.35
42.90%	0.00%	42.90%	0.00%	26	Interest Service Coverage Ratio (ISCR) (No.of times)	N.A.	N.A.	1.83	3.72
22.62%	0.00%	22.62%	0.00%	27	Public shareholding	45,990,601	45,625,266	45,990,601	50,274,738
29,277,232	51,099,199	29,277,232	46,449,727	---	Number of Shares	47.28%	47.17%	47.28%	51.98%
57.10%	100.00%	57.10%	100.00%	---	Percentage of shareholding	22.62%	0.00%	22.62%	0.00%
30.10%	52.83%	30.10%	48.02%	28	Promoters and Promoter group Shareholding	22,000,000	0	22,000,000	0
				a)	Pledged / Encumbered	42.90%	0.00%	42.90%	0.00%
				---	Number of shares	22.62%	0.00%	22.62%	0.00%
				---	Percentage of shares (as a % of the total shareholding of				
				---	Percentage of shares (as a % of the total Share Capital of the				
				b)	Non-Encumbered	29,277,232	51,099,199	29,277,232	46,449,727
				---	Number of shares	57.10%	100.00%	57.10%	100.00%
				---	Percentage of shares (as a % of the total Shareholding of	30.10%	52.83%	30.10%	48.02%
				---	Percentage of shares (as a % of the total Share Capital of the				

For GTL Limited

Place : Mumbai

Date : August 18,2011

Manoj Tirodkar

Chairman and Managing Director

Notes:

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

a. Consolidated

₹ Lacs

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

b. Standalone

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

4. Standalone Information

₹ Lacs

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

The Company's Consolidated revenue for the current quarter has increased to Rs. 833.74 Crore from Rs. 616.98 Crore in the corresponding period of previous year; Y-o-Y growth of 35%. Similarly, the consolidated EBITDA for current quarter has increased to Rs. 117.50 Crore from Rs. 97.14 Crore in the

corresponding period of previous year; Y-o-Y growth of 21%. However, the rise in interest cost from Rs. 28.64 Crore in Quarter ended June 2010 to Rs. 76.34 Crore in the current quarter has led to fall in the Net Profit of the Company.

5. The Rated Redeemable Unsecured Rupee Non-Convertible Debentures (NCDs) of ₹ 140,000 lacs are redeemable over the period of 3 to 5 years and in respect of the same, equivalent amount of Debenture Redemption Reserve is required to be created over the tenor of the Debentures on pro-rata basis. During the quarter, Debenture Redemption Reserve of ₹ 14,000 lacs is created to the extent of available profits for the period ended June 30,2011.
6. Formula used for computation of " Debt Service Coverage Ratio" (DSCR) = [Profit before Interest, Depreciation and Tax / (Principal repayment during the period + Interest)] and for Interest Service Coverage Ratio (ISCR) [Profit before Interest, Depreciation and Tax / Interest]
7. The Company has intimated to its Lenders the appointment of SBI Capital Market Limited and IDBI Capital Market Services Limited as advisors for restructuring of its debts under the scheme of Corporate Debt Restructuring (CDR).
8. The Company's Share in Associate, Global Rural Netco Limited is accounted for based on Un-audited financial results for the period ended June 30,2011. The Company has as at June 30,2011 investment in GTL Infrastructure Limited (GIL) of ₹ 59,331.23 lacs and in Chennai Network Infrastructure Limited (CNIL) ₹ 151,312.20 lacs aggregating ₹ 210,643.43 lacs. This included Investment made for acquisition of tower assets from Aircel and its subsidiaries. CNIL has proposed a merger with GIL. GIL and CNIL have filed requisite merger petitions with the High Court of judicature at Bombay and Madras respectively. The proposed merger is effective from August 1, 2010 and will have impact on the Company's share in associates. In order to give appropriate financial impact, the share in associate in the resulting merged entity will be accounted post merger. This treatment being in preference to the Accounting Standard has been reported by Auditors.
9. Segment-wise Revenue, Result and Capital Employed in terms of clause 41 of the listing agreement :

₹ Lacs

	Quarter ended June 30,2011 (Un-audited)
Segment Revenue	
1. Network Services	65,442.51
2. Power Management	17,931.18
Total Segment Revenue	83,373.69
Segment Results (Profit before Interest and Tax)	
1. Network Services	9,125.68
2. Power Management	886.51
Sub - Total	10,012.19
Less : Interest Expenses	7,633.63
Unallocable Corporate Expenditure net of Income	278.10

Profit before Tax	2,100.46
Capital Employed (Segment Assets Less Segment Liabilities)	
1. Network Services	235,408.06
2. Power Management	(981.75)
Total Capital employed in the Segments	
Un-allocable Corporate Assets less Liabilities	
- Investments	270,456.79
- Other than Investments	95,845.65
Total Capital Employed	575,501.41

Notes :

- i. The Company earlier had **one** Reporting Segment " Network Services". During the quarter, the commercial operations of the "Power Distribution franchisee" for re-distribution of power to its customer have commenced. The Company therefore has **two** Reportable Segments viz. "**Network Services**" and "**Power Management**" from the current quarter and hence segmental information for the corresponding period is not furnished.
 - ii. Segments have been identified in accordance with Accounting Standard (AS) 17 on Segment Reporting, considering risk /return profiles of the businesses, their organisational structure and the internal reporting system.
 - iii. Segment Definition : **Network Services** comprises of Network Planning & Design, Network Deployment, Professional Services, Energy Management, Operations and Maintenance and Infrastructure Management. "**Power Management**" comprises Power Project – EPC and Power Distribution franchisee.
 - iv. Segment Revenue comprises of sales & services and operational income allocable specifically to a segment. Un-allocable expenditure mainly includes expenses incurred on common services provided to segments and other corporate expenses.
- 10.** During the quarter, the promoter & promoter group has increased pledge from 12.85% to 22.62% of total share capital of the Company. Earlier, on December 24, 2010, the promoter and promoter group had also furnished Non-Disposal Undertaking (with POA) of 28,500,000 equity shares of the Company to ICICI Bank Ltd (ICICI). On July 4, 2011, ICICI created pledge on the said shares and thus, out of 52.77% of promoters holding in the Company, 51.92% of the total share capital of the Company is pledged.
- On July 26, 2011, ICICI has invoked the pledge and transferred 28,500,000 equity shares in their account. Thus the promoter's holding in the Company has reduced to 23.47% from 52.77%.
- 11.** The Company had given 27.37 Crore shares of GTL Infra to IFCI as Non-Disposal Undertaking-cum-Escrow Agreement (with POA) on July 09,2010. On July 13, 2011, IFCI created pledge on the said shares. Out of these pledged shares IFCI sold 2 lac shares in the market on July 18th and 19th and

invoked the pledge in respect of 17.64 Crore shares on July 20, 2011 and has issued a No Dues Certificate to CNIL on July 22, 2011. However, GTL Limited the pledgor, has contested this appropriation and accordingly beneficial ownership of IFCI is under dispute. The Company continues to account its above referred investment in shares of GTL Infra at acquisition cost.

12. The Board of Directors, subject to necessary approvals from lenders/other authorities and shareholders has recommended for FY 2010 -11 a dividend of Re. 1.00 per share (10% of par value of Rs.10/share)
13. The Company did not have any unresolved investor complaint as on April 1, 2011 and as on June 30, 2011. There was one Investor complaint received and resolved during the quarter.
14. The figures for the previous period / year have been regrouped / rearranged / recast wherever considered necessary.
15. The Standalone Financial Results for the quarter ended June 30,2011 of the Company will be available on the Company's website www.gtllimited.com from the close of business hours on August 18,2011.

For GTL Limited

Date: August 18,2011

Place: Mumbai

Manoj Tirodkar

Chairman and Managing Director