

Corporate Governance Report

As the Company is listed at BSE Limited and National Stock Exchange of India Limited, in terms of Clause 49 of the Listing Agreement of the Stock Exchanges (Clause 49), the Compliance Report on Corporate Governance (in the prescribed format) is given as under:

I. 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

II. BOARD OF DIRECTORS:

➤ Details of Directors

NAME OF DIRECTOR	PD/ NPD *	ED/ NED/ ID/ND*	Attendance in Board Meetings		Attendance in last AGM	Other Companies as on 31/03/2013			
			Held	Attended		Board Directorship (including Chairmanship) **	Board Chairmanship **	Committee Membership (including Chairmanship) ***	Committee Chairmanship ***
Mr. Manoj Tirodkar	PD	ED	5	5	Present	2	1	2	0
Mr. Sadanand D. Patil	NPD	NED/ID	5#	4	Present	N.A.	N.A.	N.A.	N.A.
Prof. S.C. Sahasrabudhe	NPD	NED/ID	3##	2	Absent	N.A.	N.A.	N.A.	N.A.
Prof. S.B. Navathe	NPD	NED/ID	5	1 \$	Absent	0	0	0	0
Mr. Charudatta Naik	NPD	ED	3###	3	Present	N.A.	N.A.	N.A.	N.A.
Mr. Vijay Vij	NPD	NED/ID	5	5	Present	2	0	2	0
Mr. Sukanta Kumar Roy	NPD	ED	5	4	Present	0	0	0	0
Mr. D. S. Gunasingh	NPD	NED/ID	5	5	Present	1	0	1	1
Mr. Navin J. Kripalani	NPD	NED/ID	5	5	Absent	0	0	0	0
Mr. Hemant Desai	NPD	NED/ID	5	5	Present	0	0	0	0
Mr. Ajay Sharma	NPD	NED/ID/ND	2^	2	N.A.	1	0	0	0
Mr. B. L. Salian	NPD	NED/ID/ND	1^^	1	N.A.	0	0	0	0

Note: There are no inter-se relationships between our Board members.

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

** In Indian Public Limited Companies.

*** In Audit and Shareholders' / Investors' Grievance Committees of Indian Public Limited Companies.

Mr. Sadanand D. Patil Ceased to be a Director w.e.f. March 28, 2013.

Prof. S.C. Sahasrabudhe retired as a Director at the 24th Annual General Meeting held on September 12, 2012.

Mr. Charudatta Naik retired as a Director at the 24th Annual General Meeting held on September 12, 2012.

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.

\$ Prof. S.B. Navathe was granted leave of absence for the Board Meetings not attended by him on account of his occupation in USA.

^ Appointed by IDBI Bank as its Nominee Director w.e.f. October 8, 2012.

^^ Appointed by Bank of India as its Nominee Director w.e.f. February 5, 2013.

➤ Details of Board Meetings held during the year:

Date of Board Meeting	22-May-12	03-Jul-12	31-Jul-12	30-Oct-12	05-Feb-13
Board Strength	10	10	10	9	10
No. of Directors Present	9	8	9	8	8

III. AUDIT COMMITTEE:

➤ Powers of Audit Committee

- i. To investigate any activity within its terms of reference.
- ii. To seek information from any Employee.
- iii. To obtain outside legal or other professional advice.
- iv. To secure attendance of outsiders with relevant expertise, if it considers necessary.

➤ Terms of reference / Role:

1. 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.
2. Recommending to the Board, the appointment, re-appointment and, if required, the replacement or removal of the Statutory Auditors including Cost Auditors and the fixation of audit fees.
3. Approval of payment to Statutory Auditors including Cost Auditors for any other services rendered by them.
4. Reviewing, with the management, the annual financial statements before submission to the board for approval, with particular reference to:
 - i) Matters required to be included in the Directors' Responsibility Statement to be included in the Boards' report in terms of sub-section (2AA) of Section 217 of the Companies Act, 1956.
 - ii) Changes, if any, in accounting policies and practices and reasons for the same.
 - iii) Major accounting entries involving estimates based on the exercise of judgment by management.
 - iv) Significant adjustments made in the financial statements arising out of audit findings.
 - v) Compliance with listing and other legal requirements relating to financial statements.
 - vi) Disclosure of any related party transactions.
 - vii) Qualifications in the draft audit report.
5. Reviewing with the management, the quarterly financial statements before submission to the Board for approval.
- 5A. Reviewing with the management, the statement of uses/ application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document/ prospectus/notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter.
6. Reviewing with the management, performance of Statutory Auditors including Cost Auditors and Internal Auditors and adequacy of the internal control systems.
7. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit.
8. Discussion with Internal Auditors any significant findings and follow up thereon.

9. Reviewing the findings of any internal investigations by the Internal Auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board.
10. Discussion with Statutory Auditors including Cost Auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern.
11. To look into the reasons for substantial defaults, if any, in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors.
12. To review the functioning of the Whistle Blower Mechanism, in case the same exists.
- 12A. Approval of appointment of CFO (i.e. the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience, background etc., of the candidate.
13. Carrying out any other function as may be specifically referred to the Committee by the Board of Directors and / or other Committees of the Company.
14. To review periodically the report of executive management about controlling risk through means of a properly defined framework.
15. To review the financial statements, in particular, the investments made by the unlisted subsidiaries of the Company.
16. To review the following information:
 - i) Management discussion and analysis of financial condition and results of operations;
 - ii) Statement of significant related party transactions (as defined by the Audit Committee), submitted by management;
 - iii) Management letters / letters of internal control weaknesses issued by the Statutory Auditors;
 - iv) Internal audit reports relating to internal control weaknesses; and
 - v) The appointment, removal and terms of remuneration of the Chief Internal Auditor.

➤ Composition of Audit Committee and Attendance of Members:

Name of Director and position	Meetings/Attendance			
	22-May-12	31-Jul-12	30-Oct-12	05-Feb-13
Mr. Vijay Vij, Chairman	P	P	P	P
Mr. D. S. Gunasingh, Member	P	P	P	P
Mr. Navin J. Kripalani, Member	P	P	P	P

P--Present, A--Absent

IV. NOMINATION & REMUNERATION COMMITTEE (NRC):**Brief description of terms of reference:**

- Frame the Company's policies on Board and Directors with the approval of the Board;
- Make recommendations to the Board in respect of appointment / re-appointment of Directors;
- Recommend the compensation payable to the Executive Directors;
- Approve promotions/salary revision of Members of Operating Council;
- Review of HR Policies/Initiatives and Senior Level Appointments;
- Administer and supervise Employees Stock Option Scheme(s) including allotment of shares arising out of conversion of Employee Stock Option Scheme(s) or under any other employee compensation scheme;
- Frame suitable Policies and Systems for implementation, take appropriate decisions and monitor implementation of the following Regulations:
 - a) SEBI (Prohibition of Insider Trading) Regulations, 1992; and
 - b) SEBI (Prohibition of Fraudulent and Unfair Trade practices relating to The Securities Market) Regulations, 1995.
- Perform such other functions consistent with regulatory requirements.

Composition of NRC and Attendance of Members:

Name of Director and Position	Meetings/Attendance					
	22-May-12	03-Jul-12	31-Jul-12	28-Sep-12	30-Oct-12	05-Feb-13
Mr. Sadanand D. Patil, Chairman*	P	A	P	P	P	P
Mr. Vijay Vij, Chairman**	P	P	P	P	P	P
Mr. D. S. Gunasingh, Member	P	P	P	A	P	P
Mr. Navin Kripalani, Member#	NA	NA	NA	NA	NA	NA

P--Present, A--Absent

* Resigned as a Director and Chairman of NRC w.e.f. March 28, 2013.

** Appointed as a Chairman of NRC w.e.f. April 1, 2013.

Appointed as member of NRC w.e.f. April 1, 2013.

➤ **Remuneration Policy:** The Policy Dossier approved by the Board at its meeting held on April 22, 2009 contains compensation policy (criteria on making payments) for Directors, which has been posted on the website of the Company, *inter-alia*, provides for the following:

➤ **Executive Directors:**

- Salary and commission not to exceed limits prescribed under the Companies Act, 1956.

➤ **Details of remuneration to all the Directors during the year ended March 31, 2013.**

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
Mr. Manoj Tirodkar	12	-	-	@	@	NA	12	*
Mr. Sadanand D. Patil	-	-	-	@	-	140,000	140,000	#
Prof. S.C. Sahasrabudhe	-	-	-	@	-	20,000	20,000	##
Prof. S.B. Navathe	-	-	-	@	-	10,000	10,000	Retirement by Rotation
Mr. Charudatta Naik	1,080,000	129,600	2,952,838	-	@	NA	4,162,438	###
Mr. Vijay Vij	-	-	-	@	-	195,000	195,000	Retirement by Rotation
Mr. Sukanta Kumar Roy	2,256,000	270,720	6,002,085	-	@	NA	8,528,805	Retirement by Rotation**
Mr. D. S. Gunasingh	-	-	-	-	@	120,000	120,000	Retirement by Rotation
Mr. Navin Kripalani	-	-	-	-	@	75,000	75,000	Retirement by Rotation
Mr. Hemant Desai	-	-	-	-	@	50,000	50,000	Retirement by Rotation
Mr. Ajay Sharma	-	-	-	N.A.	N.A.	@@ 20,000	20,000	^
Mr. B. L. Salian	-	-	-	N.A.	N.A.	@@ 10,000	10,000	^^

- Remunerate from time to time depending upon the performance of the Company, Individual Directors performance and prevailing Industry norms.

- No sitting fees.

- No ESOPs for Promoter Directors.

➤ **Non-Executive Directors**

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

- Sitting fees and commission not to exceed limits prescribed under the Companies Act, 1956.

- Eligible for ESOPs (other than Promoter Directors).

- # Ceased to be the Director w.e.f. March 28, 2013.
- ## Retired as a Director at the 24th Annual General Meeting held on September 12, 2012.
- ### Retired as a Director at the 24th Annual General Meeting held on September 12, 2012.
- * 2 years w.e.f. August 18, 2011 / notice period 3 months or 3 months salary in lieu of the notice / Nil / Nil.
- ** 3 years w.e.f. July 27, 2010 / notice period 3 months or 3 months salary in lieu thereof / Nil / Nil.
- @ in view of the ongoing restructuring of debt by the Company through Corporate Debt Restructuring mechanism and the loss incurred during the period under consideration, the Board of Directors decided non-payment of any Commission / Performance Linked Bonus to Managerial Personnel and Non-Executive Directors.
- ^ Appointed by IDBI Bank as its Nominee Director w.e.f. October 8, 2012.
- ^^ Appointed by Bank of India as its Nominee Director w.e.f. February 5, 2013.
- @@ Sitting fees payable to Nominee Directors are paid directly to the banks they represent.

Notes:

1. Mr. Sadanand D. Patil, Prof. S. C. Sahasrabudhe, Mr. Charudatta Naik and Mr. Sukanta Kumar Roy, Directors of the Company in their respective tenures were allotted ESOPs from time to time. These Directors have converted their ESOPs into Equity Shares as detailed in earlier Annual Reports. Since the Company has closed all ESOP Schemes, resultantly all unvested warrants in the hand of these Directors were cancelled.
2. The Company has taken on lease basis immovable property from Mr. Sadanand D. Patil and has paid ₹ 7.72 Lakhs towards rent (including service tax).
3. Mr. Sadanand D. Patil, Prof. S. C. Sahasrabudhe, Mr. Charudatta

VI. DETAILS OF GENERAL MEETINGS:

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

	2009–2010	2010–2011	2011–2012
Date	July 21, 2010	October 19, 2011	September 12, 2012
Time	10.30 A.M.	10.30 A.M.	10.30 A.M.
Venue	Vishnudas Bhav Natyagruha, Sector 16–A, Vashi, Navi Mumbai, 400 703	Vishnudas Bhav Natyagruha, Sector 16–A, Vashi, Navi Mumbai, 400 703	Vishnudas Bhav Natyagruha, Sector 16–A, Vashi, Navi Mumbai, 400 703
Details of Special Resolutions passed	a. Alteration in Exercise period in respect of the Company's ESOP Schemes as detailed in the resolution.	NIL	a. Appointment of M/s. Godbole Bhav & Co., Chartered Accountants and M/s. Yeolekar & Associates, Chartered Accountants, as Joint Auditors of the Company. b. Alteration of Articles of Association for Increase in Authorised Share Capital. c. Issue of Non Participating Optionally Convertible Cumulative Preference Shares.

➤ **Whether Special Resolutions were put through postal ballot last year, details of voting pattern:**

No Special Resolutions were put through postal ballot last year, as the situation did not arise.

➤ **Person who conducted the postal ballot exercise:**

Not applicable.

Naik, Mr. Sukanta Kumar Roy and Mr. D. S. Gunasingh held 114307, 18000, 1000, 594 and 100 equity shares respectively in the Company as on March 31, 2013.

4. Apart from the above, the Company does not have any other pecuniary relationship or transactions with the Directors.

V. SHAREHOLDERS' / INVESTORS' GRIEVANCE AND SHARE TRANSFER COMMITTEE:

➤ **Composition of Committee**

Name of Director	Position
Mr. Sadanand D. Patil*	Chairman
Mr. Manoj G. Tirodkar	Member
Mr. Vijay Vij	Member
Mr. D.S. Gunasingh#	Chairman

* Resigned as a Director and Chairman of the Shareholders / Investors' Grievance and Share Transfer Committee w.e.f. March 28, 2013.

Appointed as Chairman of the Shareholders / Investors Grievance and Share Transfer Committee w.e.f. April 1, 2013.

➤ Name of Non-Executive Director heading the Committee: Mr. Sadanand D. Patil till March 28, 2013, Mr. D.S. Gunasingh from April 1, 2013.

➤ Name and Designation of compliance officer: Mr. Vidyadhar A. Apte, Company Secretary.

➤ Number of shareholders complaints received during 2012–13: 9

➤ Number not solved to the satisfaction of shareholders: NIL

➤ Number of pending complaints: NIL

➤ **Whether special resolutions are proposed to be conducted through postal ballot:**

No special resolution is proposed to be conducted through postal ballot.

➤ **The Procedure for postal ballot:**

Shall be conducted as per the provisions of the Companies Act, 1956 as and when situations arise.

➤ **Details of Extra-Ordinary General Meetings held in last three years:**

Sr. No.	Date	Time	Venue	Purpose
1.	February 22, 2011 (Date of announcement of result of Postal Ballot)	11.00 a.m.	412, Janmabhoomi Chambers, 29, Walchand Hirachand Marg, Ballard Estate, Mumbai 400 038.	a. Alteration/amendment of Object Clause of Memorandum of Association of the Company by inserting new sub-clause 1(d) under Clause III A for enabling the Company to undertake business / projects in Power Sector. b. Commencing the business as detailed in paragraph 103 under the Other Objects of the Company. c. Power to the Board to contribute from time to time to "GTL Foundation" and/or "GTL Employee Welfare Trust" or such other Trust being set up for welfare of employees of the Company and/or for charitable and/or other purposes in discharge of its Corporate Social Responsibility.
2.	March 22, 2012 (Date of announcement of result of Postal Ballot)	11.00 a.m.	412, Janmabhoomi Chambers, 29, Walchand Hirachand Marg, Ballard Estate, Mumbai 400 038.	a. Alteration of Clause V of the Memorandum of Association of the Company pertaining to Authorised Share Capital. b. Alteration of Article 3 of the Articles of Association of the Company pertaining to Capital Clause. c. Authorizing Restructuring of Debts. d. Issue of Compulsorily Convertible Debentures on a Preferential Basis. e. Grant of options to CDR lenders for converting loans into Equity Shares. f. Increasing the borrowing limit. g. Delegation of authority to the Board for creation of charge / mortgage.
3.	FY 2012-13	NA	NA	NA

VII. DISCLOSURES:

➤ Disclosure 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.

➤ 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.

➤ Whistle Blower Policy and affirmation that no personnel have been denied access to the Audit Committee:

The Company has formulated Ethical Practices Policy in line with the Whistle Blower Policy which is a channel for receiving and redressing employees' complaints. The details are provided in the section titled compliance with non-mandatory requirements of this report. No personnel of the Company were denied access to the Audit Committee.

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

Pursuant to sub-clause VII (2) of Clause 49 of the Listing Agreement, the Company confirms that it has complied with all mandatory requirements prescribed in Clause 49 of the Listing Agreement for the financial year 2012-13. The Company has obtained a certificate from Joint Auditors Certifying its compliance with the provisions of Clause 49 of the Listing Agreement. This certificate is annexed to the Directors' Report for the FY 2012-13.

Pursuant to sub-clause V of Clause 49 of the Listing Agreement, the Chairman & Managing Director (CEO) and the Senior VP-Finance (CFO) have issued a certificate to the Board, for the year ended March 31, 2013.

➤ **Non Mandatory requirements**

• **The Board –**

Has an Executive Chairman and his office with required facilities is provided and maintained by the Company.

No policy has been fixed on tenure of Independent Directors.

- **Remuneration Committee –**

The Company has constituted a Nomination and Remuneration Committee; full details are furnished under Item No. IV of Corporate Governance Report.

- **Shareholders Rights –**

Financial Results for the half year / quarter ended September 30, 2012 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.

- **Training of Board Members –**

All new Directors inducted into the Board are provided with Policy Dossier containing policies and procedures followed by the Company. Detailed presentation is made to the members of the Board/Committees by Executive Directors and Senior Management Personnel providing insight of business strategy, business model, clientele, business prospects, nature of transaction etc. This provides a good opportunity for the Directors to understand the Company's Business Model and strategy.

- **Mechanism for evaluating Non-Executive Board Members –**

Broad guidelines are given in the Policy Dossier on functioning of the Board of Directors.

- **Whistle Blower Policy –**

The Company has formulated Ethical Practices Policy in

line with the Whistle Blower Policy and any employee, if he / she so desires, has free access to communicate committee members any matter of concern.

VIII. MEANS OF COMMUNICATION:

- **Quarterly 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 these are approved by the Board.

- **Publication of Quarterly Results**

The Quarterly Results along with Notes were published in the Newspapers as under:

Newspapers	Date of publication of results for the Quarter ended			
	31-Mar-12	30-Jun-12	30-Sep-12	31-Dec-12
Free Press Journal	23-May-12	01-Aug-12	31-Oct-12	06-Feb-13
Navshakti	23-May-12	01-Aug-12	31-Oct-12	06-Feb-13

- **Website where displayed**

<http://www.gtllimited.com>

- **Whether it also displays official news releases**

- Press Releases made by the Company from time to time are also displayed on the Company's website.
- A Management Discussion and Analysis Report is a part of the Company's Annual Report.

IX. 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.

1. Date, time and venue of the 25th Annual General Meeting	Tuesday, September 17, 2013, 10:30 a.m. at Vishnudas Bhav Natyagruha, Sector 16-A, Vashi, Navi Mumbai 400 703.										
2. Financial Calendar for FY 2013-2014	<table> <thead> <tr> <th>Quarter Ended</th> <th>To be Published</th> </tr> </thead> <tbody> <tr> <td>First Quarter Results (Quarter ended 30-June-13)</td> <td>On or before August 14, 2013</td> </tr> <tr> <td>Second Quarter Results (Quarter ending 30-Sept-13)</td> <td>On or before November 14, 2013</td> </tr> <tr> <td>Third Quarter Results (Quarter ending 31-Dec-13)</td> <td>On or before February 14, 2014</td> </tr> <tr> <td>Fourth Quarter Results (Quarter ending 31-Mar-14)</td> <td>On or before May 30, 2014</td> </tr> </tbody> </table>	Quarter Ended	To be Published	First Quarter Results (Quarter ended 30-June-13)	On or before August 14, 2013	Second Quarter Results (Quarter ending 30-Sept-13)	On or before November 14, 2013	Third Quarter Results (Quarter ending 31-Dec-13)	On or before February 14, 2014	Fourth Quarter Results (Quarter ending 31-Mar-14)	On or before May 30, 2014
Quarter Ended	To be Published										
First Quarter Results (Quarter ended 30-June-13)	On or before August 14, 2013										
Second Quarter Results (Quarter ending 30-Sept-13)	On or before November 14, 2013										
Third Quarter Results (Quarter ending 31-Dec-13)	On or before February 14, 2014										
Fourth Quarter Results (Quarter ending 31-Mar-14)	On or before May 30, 2014										
3. Date of book closure	Tuesday, September 17, 2013.										
4. Dividend Payment	The Board has not recommended any dividend for FY 2012-13.										
5. Listing on Stock Exchanges	BSE Ltd. (BSE) and National Stock Exchange of India Ltd. (NSE). Listing Fees for 2013-14: Paid to both the Stock Exchanges.										

6. Stock Exchange Codes (Equity):

Stock Exchange / News Agency	Stock Code	Non-Convertible Debentures (Listing on BSE only)		
		Series	ISIN	BSE Code
BSE	500160	Series I	INE043A08017	946494
NSE	GTL	Series II	INE043A08025	946495
Reuters Code	GTL.BO & GTL.NS	Series III	INE043A08033	946496
Bloomberg ticker	GTS:IN	Series IV	INE043A08041	946521
Equity ISIN	INE043A01012	Series V	INE043A08058	946522
		Series VI	INE043A08066	946523

7. Stock Market Price Data:

Monthly high and low of closing quotations and volume of shares traded on BSE Ltd. (BSE) and National Stock Exchange of India Ltd. (NSE) are given below:

Month	BSE			NSE		
	High (₹)	Low (₹)	Volume (Nos.)	High (₹)	Low (₹)	Volume (Nos.)
Apr-2012	44.40	36.25	5,769,275	44.30	36.25	9,373,129
May-2012	36.55	32.20	5,208,991	36.65	32.25	9,946,791
Jun-2012	34.05	30.85	4,609,504	34.05	30.95	7,798,326
Jul-2012	38.20	31.10	9,664,566	38.10	31.15	16,784,158
Aug-2012	32.45	24.80	4,791,786	32.40	24.75	8,369,950
Sep-2012	31.50	24.00	7,113,894	31.40	24.05	13,324,054
Oct-2012	33.65	28.15	10,142,127	33.50	28.10	17,199,423
Nov-2012	29.80	26.90	4,606,783	29.85	26.95	8,033,805
Dec-2012	32.10	27.35	5,775,310	32.05	27.35	11,262,687
Jan-2013	28.65	23.55	3,481,297	28.65	23.65	5,815,366
Feb-2013	25.00	19.85	3,248,899	25.10	19.80	6,017,045
Mar-2013	20.30	14.95	2,480,513	20.40	14.85	4,662,396

8. GTL's share performance in comparison to broad-based indices (BSE-Sensex; NSE-Nifty):**9. Registrar and Share Transfer Agent:**

The In-house Investor Service Centre (ISC) of the Company provides share registration and all the other related services to its shareholders. The ISC has also established connectivity with both the Depositories in India, viz. National Securities Depository Ltd.

(NSDL) and Central Depository Services (India) Ltd. (CDSL). The ISC is situated at the Registered Office of the Company.

The ISC is registered with the Securities and Exchange Board of India (SEBI) as a Category II Share Transfer Agent (STA) under Registration Code INR000003951 and the certification which

was valid up to July 15, 2013 has been renewed with Permanent Registration vide SEBI's letter dated August 2, 2013.

The "Company Secretariat, Corporate Governance & Investor Services Centre" is accredited with ISO 9001:2008, certification.

10. Share transfer system:

As majority of shares of the Company are held in electronic (demat) form, requests for transfer of shares in physical form are negligible. Share transfers are processed and the share certificates duly endorsed are returned within a period of 15 days from the date of receipt, subject to the documents being valid and complete in all respects. The Board has delegated the authority for approving transfers/ transmission etc. of the Company's

securities to the Shareholders/ Investors Grievance and Share Transfer Committee of the Company, which meets regularly to approve the share transfers and other related work. A summary of transfer / transmission etc. of securities of the Company so approved by the said committee is placed quarterly at the Board Meetings. The Company obtains from a Company Secretary in Whole-time Practice half-yearly certificate of compliance with the share transfer formalities as required under Clause 47(c) of the Listing Agreement with the Stock Exchanges and files a copy of the certificate with the Stock Exchanges.

The total number of physical shares transferred during the year under review were 2,333 (Previous year 2,228).

11. Distribution of shareholding as on March 31, 2013:

A. Distribution of shares according to size of holding

No. of Shares	No. of Shareholders	% of Shareholders	Share amount (₹)	% to Total
Upto 500	85,058	87.82%	105,593,110	6.73%
501 – 1000	6,052	6.25%	48,675,950	3.10%
1001 – 2000	2,927	3.02%	44,589,050	2.84%
2001 – 3000	995	1.03%	25,506,110	1.62%
3001 – 4000	471	0.49%	16,958,950	1.08%
4001 – 5000	342	0.35%	16,141,280	1.03%
5001 – 10000	535	0.55%	39,041,890	2.49%
10001 & ABOVE	475	0.49%	1,273,070,590	81.11%
TOTAL	96,855	100.00%	1,569,576,930	100.00%

B. Distribution of shares by categories of shareholders

Category	No. of Shares Held	Voting Strength
Promoter & Promoter Group	69,579,994	44.33%
Bodies Corporate (Domestic) / Trusts / Clearing Members	11,768,111	7.50%
Banks	39,882,963	25.41%
Mutual Funds	1,332	0.00%
Financial Institutions (FIs)	1,307,259	0.83%
Foreign Institutional Investors (FIIs)	360,492	0.23%
Non-Resident Individuals (NRIs) / Foreign Corporate Bodies / Overseas Corporate Bodies (OCBs) / Foreign Nationals	906,673	0.58%
Resident Individuals	33,150,869	21.12%
TOTAL	156,957,693	100.00%

C. Top 10 shareholders

Name(s) of Shareholders	Category	Shares	%
Global Holding Corporation Private Limited (Promoter)	Domestic Company	50,980,559	32.48%
Manoj Gajanan Tirodkar (Promoter)	Director	18,599,435	11.85%
Bank of India	Bank	5,760,424	3.67%
Andhra Bank	Bank	4,787,185	3.05%
Punjab National Bank	Bank	4,045,570	2.58%
IDBI Bank Limited	Bank	3,317,412	2.11%
Canara Bank	Bank	3,296,275	2.10%
Union Bank of India	Bank	2,769,496	1.76%
Dena Bank	Bank	2,741,555	1.75%
Vijaya Bank	Bank	2,654,910	1.69%

12. Dematerialisation of shares and liquidity:

Trading in equity shares of the Company on the Stock Exchanges is permitted only in dematerialised form as per notification issued by SEBI. The shares of the Company are available for trading under both the Depository Systems in India – NSDL & CDSL. 99.80% of the Company's shares are held in dematerialised form as on March 31, 2013 (99.70% as on March 31, 2012).

The Company's equity shares are among the actively traded shares on the BSE and NSE. Relevant data for the average daily traded volumes is provided in the Directors' Report under Capital Market Developments.

13. Outstanding Warrants or any Convertible instruments, conversion date and likely impact on equity:

The details are furnished in the Directors' Report.

14. Plant Locations:

List of Branch Offices and addresses provided elsewhere in this Annual Report.

15. Registered Office & Investor Service Centre (ISC):

GTL Limited

"Global Vision"

Electronic Sadan-II, MIDC,

TTC Industrial Area, Mahape,

Navi Mumbai – 400 710, Maharashtra, India.

16. Investor Correspondence:

All shareholders complaints/queries in respect of their shareholding may be addressed to the ISC at the Company's Registered Office.

Contact Persons:

Mr. Jayendra Pai, Associate Vice President – Investor Services or

Mr. Divesh R. Sawant, Manager – Investor Services

Tel.: +91 22 2761 2929

Extn. Nos. 2232–2235 FAX: +91 22 2768 0171

Website: www.gtllimited.com

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

Queries relating to financial statements, the Company's performance etc. may be addressed to:

Mr. Rahul Desai – Head Investor Relations & Capital Markets

GTL Limited,

412, Janmabhoomi Chambers, 29, Walchand Hirachand Marg,

Ballard Estate, Mumbai – 400 038, Maharashtra, India.

Tel: +91 22 2271 5000 (Extn: 347)

Fax: +91 22 2261 9649

E-mail: ir@gtllimited.com

17. Investor Services – complaints, queries and correspondence:

Particulars	Op. Bal. April 1, 2012	Received	Resolved	Cl. Bal. March 31, 2013
Complaints	Nil	9	9	Nil
Other Correspondence	Nil	426	426	Nil
Total	Nil	435	435	Nil

18. Compliance Officer:

Mr. Vidyadhar A. Apte, Company Secretary, heading the Company Secretariat, Legal, Corporate Governance and Investor Service Centre of the Company, is the Compliance Officer under SEBI (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 and under Clause 47 of the Listing Agreement with Stock Exchanges.

19. Legal Proceedings:

There are no proceedings pending against the Company that in the opinion of the Company are material to affect adversely the profit or financial health of the Company.

As on March 31, 2013, there were 77 cases against the Company, pending in various Courts and other Dispute Redressal Forums.

In 10 out of 77 cases, the Company has been implicated as proforma defendant i.e. there is no monetary claim against the Company. In most of these cases dispute is concerning the matters 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 10 cases.

The balance 67 cases 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 frivolous and without any basis and therefore the Company is resisting and defending these claims.

The total contingent liability against the Company is ₹ 65,622,705/-, a majority of which are from the discontinued TSP business of the Company.

20. Statutory Compliance:

During the year under review, to the best of our knowledge and belief the Company has complied with all applicable provisions, filed all returns/ forms and furnished all relevant particulars as required under the Companies Act, 1956 and allied Acts and Rules, the Securities and Exchange Board of India (SEBI) Regulations and the Listing Agreements with the Stock Exchanges. The Company has voluntarily obtained a certificate of compliance from Mr. Virendra G. Bhatt, a Company Secretary in the whole-time practice, certifying compliance of the provisions of various applicable regulations and the same is reproduced elsewhere in this annual report.

21. Unpaid / Unclaimed Dividends:

Pursuant to provisions of Section 205 A (5) of the Companies Act, 1956, dividend which remains unpaid or unclaimed for a period of seven years from the date of its transfer to unpaid dividend account, is required to be transferred by the Company to the Investor Education and Protection Fund (IEPF), established by the Central Government under the provisions of Section 205C of the Companies Act, 1956. After transfer of unpaid/unclaimed dividend amount to the IEPF, the amounts cannot be claimed by shareowners.

The Company has issued reminders to all such shareholders in respect of the Unclaimed / Unpaid Dividend for the F.Y. 2005–06 during February 2013 whose dividends remain unclaimed, as is customarily sent by the Company every year,

before crediting the balance Unclaimed Dividend Amount to the IEPF. A statement showing the year/month(s) in which unpaid/unclaimed dividend(s) are due for transfer to the IEPF is given below:

Dividend Particulars	Rate	Date of Declaration (AGM Date)	Date of Trf. to Unclaimed A/c	Due Date for Trf. to IEPF
FY 2005–2006	200.00%	September 27, 2006	October 31, 2006	October 30, 2013
FY 2006–2007	25.00%	June 20, 2007	July 26, 2007	July 25, 2014
FY 2007–2008	30.00%	June 13, 2008	July 18, 2008	July 17, 2015
FY 2008–2009	30.00%	July 10, 2009	August 14, 2009	August 13, 2016
FY 2009–2010	30.00%	July 21, 2010	August 26, 2010	August 25, 2017

Pursuant to the provisions of IEPF (Uploading of information regarding unpaid & unclaimed amounts lying with companies) Rules, 2012, the Company has uploaded the said details as of September 12, 2012 (date of last AGM) on the website of the Company as also on the website of the Ministry of Corporate Affairs.

22. Equity Shares in the Suspense Account

The Company has no cases as are referred to in Clause 5 A (l) of the Listing Agreement with Stock Exchanges.

Members are requested to note that in compliance of Clause 5A (l) of the Listing Agreement with the Stock Exchanges, the Company has dematerialised all the unclaimed shares into “GTL Limited – Unclaimed Shares Demat Suspense Account” with one of the Depository Participants. The voting rights of those members shall remain frozen till the rightful owner claims the shares.

As stipulated under Clause 5A(l) of the Listing Agreement with the Stock Exchanges, the Company reports the following details of equity shares lying in the suspense account:

Details of the unclaimed shares as on March 31, 2013, are as under:

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, 2012	931	103,157
(ii)	Number of shareholders who approached the Company for transfer of shares from suspense account during the year	5	680
(iii)	Number of shareholders to whom shares were transferred from suspense account during the year	5	680
(iv)	Aggregate number of shareholders and the outstanding shares lying in the suspense account as on March 31, 2013	926	102,477

23. Changes to Equity Share Capital during the year ended March 31, 2013:

Date	Particulars	Increase/(decrease) in Share Capital		Cumulative Share Capital (₹)
		No. of Shares	Amount (₹)	
April 1, 2012	Opening Share Capital	–	–	972,678,330
June 12, 2012	Preferential Allotment – CDR* Tranche 1	51,263,018	512,630,180	1,485,308,510
July 19, 2012	Preferential Allotment – CDR* Tranche 2	8,426,842	84,268,420	1,569,576,930
	Share Capital as on March 31, 2013	–	–	1,569,576,930

* CDR – Corporate Debt Restructuring

24. Voting Rights:

All shares issued by the Company carry equal voting rights. Generally, matters of the general meetings are decided by a show of hands in the first instance. Voting by show of hands operates on the principle of “One Member – One Vote”. If majority of shareholders raise their hands in favour of a particular resolution, it is taken as passed, unless a poll is demanded.

The Chairman may order to take a poll on his own motion. Any member or members present in person or proxy and holding shares in the Company, which confer a power to vote on the resolution, can also demand Poll in respect of any resolution. Any member or members holding shares not less than one-tenth of the total voting power in respect of the resolution, or on which an aggregate sum of not less than fifty thousand rupees has been paid up can demand a poll. On a poll being taken, the decision arrived by poll is final, overruling any decision taken on a show of hands. The person or persons who made the demand may withdraw the demand for poll at any time.

No poll has been demanded in any annual general meeting of the Company, till date.

CERTIFICATE AND STATEMENTS

DECLARATION BY THE CHAIRMAN & MANAGING DIRECTOR

Pursuant to the provisions of Clause 49 of the Listing Agreement, 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, 2013.

Date: May 8, 2013
Place: Mumbai

Manoj G. Tirodkar
Chairman & Managing Director

COMPANY SECRETARY'S RESPONSIBILITY STATEMENT

**The Board of Directors,
GTL Limited**

This is to confirm that:

- A. The Company has:
- (a) Maintained all the Statutory Registers.
 - (b) Filed all forms and returns and furnished all necessary particulars to the Registrar of Companies and / or other Authorities as required under the Companies Act, 1956.
 - (c) Registered all the charges created in favour of financial institutions, banks and others with the Registrar of Companies.
 - (d) Issued all Notices required to be given for Board Meetings and General Meetings within the time limit prescribed by law.
 - (e) Conducted the Board Meetings and General Meetings as per the Companies Act, 1956.
 - (f) Effected share transfers and dispatched certificates within the time limit prescribed by various authorities.
 - (g) Not exceeded the borrowing powers.
 - (h) Paid dividend, when declared, to the shareholders within the time limit prescribed and has also transferred the unclaimed dividends to the Central Government within the time limit from time to time.
- B. No penalties or strictures have been imposed on the Company by the Stock Exchanges, Securities and Exchange Board of India (SEBI) or any other statutory authority on any matter related to Capital Markets during the last three years.
- C. The Company has also complied with the regulations prescribed by the Stock Exchanges, SEBI and other Statutory Authorities and also the statutory requirements under the Companies Act, 1956.

Place: Mumbai
Date: August 3, 2013

Vidyadhar A. Apte
Company Secretary

COMPANY SECRETARIAL COMPLIANCE CERTIFICATE

To,
The Board of Directors,
GTL Limited

I have examined the registers, records, books and papers of GTL Limited as required to be maintained under the Companies Act, 1956, (the Act) and the rules made there under and also the provisions contained in the Memorandum and Articles of Association of the Company for the financial year ended on 31st March, 2013 (Period 01/04/2012 to 31/03/2013). In our opinion and to the best of our information and according to the examinations carried out by me and explanations furnished to me by the Company, I am of the opinion that in respect of the aforesaid financial year:

1. The Company is a listed Public Company.
2. All the requisite registers and other records required under the Act, and the Rules made there under have been maintained in electronic/physical mode in accordance with the requirements.
3. All the requisite forms, returns and documents required under the Act and Rules made there under have been filed with the Registrar and other authorities as per the requirements.
4. The Board of Directors duly met five times in respect of which meetings, proper notices through electronic mode were given and the proceedings were properly recorded, signed and maintained in loose leaf form which is binded periodically.
5. The Annual General Meeting for the financial year ended 31st March, 2012 was held on 12th September, 2012 after giving due notice to the members of the Company, and the resolutions passed there at were duly recorded in the Minutes Book maintained in loose leaf form and binded periodically.
6. The Board of Directors of the Company is duly constituted. During the period three directors have vacated office and two directors have been appointed as Nominee Directors. The appointment of directors has been made in accordance with the provisions of the Act.
7. The Company has delivered all the certificates on allotment of securities and on lodgement thereof for transfer / transmission or any other purpose in accordance with the provisions of the Act.
8. During the period, the Company has allotted:
 - (i) 59,689,860 Equity shares on conversion of Compulsorily Convertible Debentures in demat mode.
 - (ii) 650,000,000 Non Participating Optionally Convertible Preference Shares in physical mode.
9. The Company has altered the provisions of Memorandum of Association and Articles of Association with respect to increase in authorised share capital of the Company. The Company has also passed other special resolutions for Issue of Non Participating Optionally Convertible Preference Shares on preferential basis and Re-appointment of Auditors until ensuing Annual General Meeting.
10. No dividend has been declared during the period. The requirement relating to transfer of unpaid dividends for financial year 2004–2005 to the Investor Education and Protection Fund has been complied with.
11. The Company has filed all the required documents with the Stock Exchanges as per the Listing Agreement.
12. The Company has constituted the Audit Committee required as per Section 292A of the Act.

Virendra G. Bhatt
Practising Company Secretary
ACS – 1157/CP–124

Place: Mumbai
Date: August 03, 2013

INFORMATION ON DIRECTORS RECOMMENDED FOR APPOINTMENT / RE-APPOINTMENT AT THE ENSUING ANNUAL GENERAL MEETING**Prof. Shamkant B. Navathe, Director**

Prof. Navathe was born on September 23, 1945. He has been a member of the Board since July 30, 2001.

He holds a Ph.D from the University of Michigan, USA and MS in Computer and Information Science from Ohio State University, Columbus and a BE in Electrical Communications Engineering from the Indian Institute of Science, Bangalore.

Currently a Professor at the College of Computing, Georgia Institute of Technology, Atlanta, he was earlier a Professor of Computer & Information Sciences at the University of Florida, Gainesville. He was also on the faculty at New York University's Graduate School of Business Administration. He has worked with IBM and Siemens in research divisions and has been a consultant to various companies, including Honeywell, Nixdorf, CCA, ADR, Digital, MCC, Harris, Equifax and Hewlett-Packard. He has co-authored the book 'Fundamentals of Database Systems' with R. Elmasri, (Edition 6, 2010) which is currently the leading database textbook worldwide. He also co-authored "Conceptual Database Design: An Entity-Relationship Approach" with Carlo Batini and Stefano Ceri in 1992. Dr. Navathe has over 150-referreed journal and conference publications. He is known for his research work on Database Modelling and Design, Data Conversion and Integration and Manufacturing and Bioinformatics applications.

He is a member of the Advisory Board of the International Institute of IT (I2IT), Pune and a Technical Advisor to Persistent Systems Limited, Pune.

He does not hold membership on any Board or Committees.

In GTL Limited, he does not hold membership in any of the Committees.

Prof. Navathe does not hold any equity shares of the Company.

Mr. Arun Prabhukhanolkar, Whole-time Director.

Born on May 21, 1981, Mr. Arun Prabhukhanolkar holds Diploma in Electrical Engineering, MSBTE and has an overall experience of over 12 years in Global Group of companies in various capacities including his stint with the Company since FY 2011-12 as Senior Vice President Business Development.

During his association with the Group, he has handled various assignments in mix domains like Telecom, Tower & Power with responsibility matrix spreading through Key Account Management, Business Development, Public Relations, etc. In addition to his current responsibility for the Business Development and Relationship Management in Power Business he is involved in managing key relationships with various authorities in Public and Private sector.

Mr. Prabhukhanolkar holds Directorship in Global Holding Corporation Private Limited.

In GTL Limited and other companies he is not a member in any company.

Mr. Prabhukhanolkar does not hold any equity shares of the Company.

Mr. Manoj G. Tirodkar, Chairman & Managing Director

Mr. Tirodkar was born on October 5, 1964.

Mr. Tirodkar is a first generation entrepreneur, founded GTL Limited in 1987, when he was only 23 years old. With his vision and leadership qualities, he has taken GTL to great heights. Starting from scratch, today GTL is having annual turnover (consolidated) in excess of ₹ 2,600 Cr. As Chairman & Managing Director of the Company he has provided singular leadership and motivation to over 6,478 employees and associates of the Company to excel in their respective roles and also positioned GTL as a dominant player in the Network Services space. Mr. Tirodkar is the winner of CII Young Entrepreneurs Trophy 2001. He also has the honour of becoming the first Indian to win the World Young Business Achiever Award for 2000. Earlier he had won the Indian Young Business Achiever Award. Business Barons Taylors Nelson Sofres mode had ranked him 13th & 12th Best CEO of India for the year 2000 & 2001. He also received the Telecom Man of the Year Award in 1996.

He holds directorship in GTL Infrastructure Limited, Chennai Network Infrastructure Limited, GTL International Limited and Global Trusteeship Company Pvt. Ltd. He is a member of Shareholders / Investor's Grievances Committee and Allotment & Transfer Committee of GTL Infrastructure Limited.

In GTL Limited he is a member of Shareholder's / Investors Grievance & Share Transfer Committee.

Mr. Tirodkar's shareholding in the Company is 18,599,435 Equity Shares.