



June 29, 2017

Abhishek Kumar D  
Assistant Manager,  
Division of Issues and Listing, Corporation Finance Department,  
Securities and Exchange Board of India  
C-4A, "G" Block, SEBI Bhavan,  
Bandra Kurla Complex,  
Bandra (East), Mumbai - 400 051

Dear Sir,

**Sub: Application under Regulation 37 of the SEBI (Listing Obligations and Disclosure Requirements), Regulation, 2015 for the proposed Scheme of Arrangement of Chennai Network Infrastructure Limited (Transferor Company/CNIL) and GTL Infrastructure Limited (Transferee Company/ GIL)**

In connection with above application, we hereby undertake that:

- the transferee entity will take approval of shareholders through postal ballot and e-voting for the proposed Scheme of Arrangement of Chennai Network Infrastructure Limited and GTL Infrastructure Limited.
- the transferee entity will incorporate the clause w.r.t. approval of shareholders through postal ballot and e-voting in above mentioned Scheme of Arrangement before making an application to National Company Law Tribunal (NCLT).

For GTL Infrastructure Limited

**Nitesh A. Mhatre**  
Company Secretary

**Laxmikant Y. Desai**  
Chief Financial Officer