

Ref: GIL/Reg40/SE/2017-18/93

October 27, 2017

The Secretary,
Bombay Stock Exchange Ltd. (BSE)
P. J. Tower, Dalal Street,
Mumbai 400 001

The Secretary
National Stock Exchange of India Ltd.
Exchange Plaza, 5th Floor,
Plot No. C/1, G Block,
Bandra Kurla Complex,
Bandra (East), Mumbai 400 051

Dear Sir,

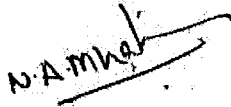
Sub: Compliance Certificate as per Regulation 40(9) and 40(10) of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 for the period April 1, 2017 to September 30, 2017.

In terms of Regulation 40(9) and 40(10) of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, we forward herewith a copy of Certificate of Practicing Company Secretary issued by Mr. Chetan A Joshi, Practicing Company Secretary.

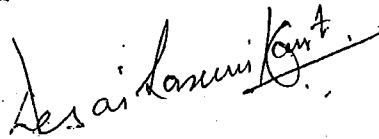
Kindly acknowledge the receipt.

Thanking you,

Yours faithfully,
For GTL Infrastructure Limited



Nitesh A. Mhatre
Company Secretary



Laxmikant Y. Desai
Chief Financial Officer

Encl.: as above

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



CHETAN A. JOSHI

B.Com., L.L.B., ACS
Company Secretary

B/15, Anand Bhavan CHS, Near Bhakti Mandir, Express Highway, Naupada, Thane (West) 400 602.
Mobile : 9833758280 E-mail : Info@cjassociates.in Website : www.cjassociates.in

Name of the Company : M/S. GTL INFRASTRUCTURE LIMITED
Registration No. : 11-144367
Registered Office : Global Vision, 3rd Floor, Electronic Sadan No. II,
M.I.D.C. TTC Industrial Area, Mahape,
Navi Mumbai - 400 710.

**CERTIFICATE UNDER REGULATION 40(9) OF THE SEBI (LISTING OBLIGATIONS
& DISCLOSURE REQUIREMENTS), 2015 FOR THE HALF YEAR ENDED
SEPTEMBER 30, 2017**

I have examined all Share Transfer Deeds, Memorandum of Transfers, Registers, files and other documents relating to **GTL INFRASTRUCTURE LIMITED** maintained by **GTL LIMITED** pertaining to transfer of equity shares of the company for the period from **APRIL 1, 2017** to **SEPTEMBER 30, 2017** for the purpose of issuing a Certificate as per Regulation 40(9) of the SEBI (Listing Obligations & Disclosure Requirements), 2015 entered into by, **GTL INFRASTRUCTURE LIMITED** with **BSE LIMITED** and **NATIONAL STOCK EXCHANGE OF INDIA LIMITED** and based on the information provided by the Company, I hereby certify that the Company has delivered during half year ended on **SEPTEMBER 30, 2017**:

A. Share Certificate(s) relating to the transfer of Shares received during the period from **APRIL 1, 2017** to **SEPTEMBER 30, 2017** as entered in the Memorandum of Transfers have been issued within thirty days of the date of lodgment for transfer.

Chetan Joshi

Practising Company Secretary
FCS: 7052, CP No.: 7744



Date: 27/10/2017
Place: Thane