

April 12, 2017

BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai - 400 001

National Stock Exchange of India Limited
Exchange Plaza
Plot no. C/1, G Block
Bandra-Kurla Complex
Bandra (E)
Mumbai - 400 051

Dear Sirs,

Sub: Certificate under Regulation 40(9) SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Ref : Regulation 40(10) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Certificate as required under Regulation 40(9) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, issued by M/s. V. Sreedharan & Associates, Practicing Company Secretaries, for the half year ended March 31, 2017 is enclosed.

Please take the same on record.

Thanking you,

Yours faithfully,

For GMR Infrastructure Limited



A. S. Cherukupalli
Company Secretary & Compliance Officer



Encl: as above



**CERTIFICATE UNDER REGULATION 40(9) OF SECURITIES AND EXCHANGE BOARD
OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS)
REGULATIONS, 2015 FOR THE HALF YEAR ENDED MARCH 31, 2017**

To,

Karvy Computershare Private Limited

Karvy Selenium Tower B, Plot No.31 & 32,

Financial District, Nanakramguda,

Gachibowli, Hyderabad-500032,

Telangana.

We have examined all Share Transfer Deeds, Memorandum of Transfers, Registers, files and other documents relating to **GMR INFRASTRUCTURE LIMITED** maintained by Karvy Computershare Private Limited, Hyderabad pertaining to transfer of equity shares of the company for the period from 01.10.2016 to 31.03.2017 for the purpose of issuing a Certificate as per Regulation 40(9) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and based on the information provided by the Company, we hereby certify that the Company has delivered during the half year ended 31.03.2017:

- A) Share Certificates relating to valid share transfer deeds received during the period from 01.10.2016 to 31.03.2017 as entered in the Memorandum of Transfers within 15 days from respective date of lodgment of each deed excepting those rejected on technical grounds.
- B) No request was received for sub-division, consolidation, renewal, exchange of share certificates or endorsement of calls / allotment monies on the share certificates during the aforesaid period.

Bengaluru
April 12, 2017

Bengaluru
C.C.: GMR Infrastructure Limited
Mumbai

For V. Sreedharan & Associates

Pradeep B. Kulkarni
Partner

F.C.S.-7260 : C.P. No. 7835