

April 19, 2016

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,

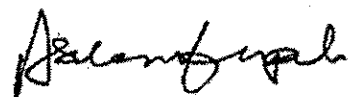
Sub: Reconciliation of Share Capital Audit Report under Regulation 55A of the SEBI (Depositories and Participants) Regulations, 1996 and Certificate under regulation 40(9) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

The Reconciliation of Share Capital Audit Report of GMR Infrastructure Limited, under Regulation 55A of the SEBI (Depositories and Participants) Regulations, 1996 and Certificate under regulation 40(9) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 with Stock Exchanges, issued by M/s. V. Sreedharan & Associates, Company Secretaries, for the quarter/ half year ended March 31, 2016 are enclosed.

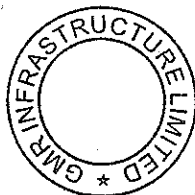
Please take the same on record.

Thanking you,

Yours faithfully,
For GMR Infrastructure Limited



A. S. Cherukupalli
Company Secretary & Compliance Officer



Encl: as above

**RECONCILIATION OF SHARE CAPITAL AUDIT REPORT UNDER REGULATION 55A
OF SEBI (DEPOSITORIES AND PARTICIPANTS) REGULATIONS, 1996**

1	For the quarter ended	March 31, 2016	
2	ISIN	INE776C01039 (Fully Paid Shares)	
3	Face Value	Re. 1/- per share	
4	Name of the Company	GMR INFRASTRUCTURE LIMITED	
5	Registered Office Address	Skip House, 25/1, Museum Road, Bengaluru 560 025	
6	Correspondence Address	Same as above	
7	Telephone & Fax Nos.	Tel : 91 80 40534000 Fax : 91 80 22279353	
8	E-mail Address	gil.cosecy@gmrgroup.in	
		Number of Shares	% of Total Issued Capital
10	Issued Capital	603,59,49,775	100



11	Listed Capital (Exchange-wise)	603, 59 , 45,275 Equity Shares out of total issued capital of the Company are listed in the above mentioned stock exchanges.					
		No. of Shares		% of Total Issued Capital			
12	Held in dematerialised form in CDSL	24,29,52,799		4.03			
13	Held in dematerialised form in NSDL	579,20,16,705		95.96			
14	Physical	9,75,771		0.01			
15	Total No. of shares (12+13+14)	603,59,45,275		100.00			
16	Reasons for difference, if any, between (10&11) and (10 &15)	Difference of 4,500 shares is due to Equity Shares forfeited for non-payment of allotment monies.					
17	Certifying the details of changes in share capital during the quarter under consideration as per Table below:						
***	Particulars	No. of Shares	Applied / Not Applied for listing	Listed on Stock Exchanges (Specify Names)	Whether intimated to CDSL)	Whether intimated to NSDL	In-prin. appr. pending for SE (Specify Names)
NOT APPLICABLE							

*** Rights, Bonus, Preferential Issue, ESOPs, Amalgamation, Conversion, Buyback, Capital Reduction, Forfeiture, Any other (to specify).



18	Register of Members is updated (Yes/No)	Yes		
	If not, updated upto which date	NA		
19	Reference of previous quarter with regards to excess dematerialised shares, if any	NA		
20	Has the Company resolved the matter mentioned in point no. 19 above in the current quarter? If not, reason why?	NA		
21	No. of requests, if any, confirmed after 21 days and the total no. of request pending beyond 21 days with the reasons for delay:			
	Total No. of demat requests	No. of requests	No. of shares	Reasons for delay
	Confirmed after 21 days	NIL	NIL	NA
	Pending for more than 21 days	NIL	NIL	NA
22	Name, Telephone & Fax No. of the Compliance Officer of the Company	Mr. Adi Seshavataram Cherukupalli Company Secretary and Compliance Officer Tel : 91 80 40534000 Fax : 91 80 22279353		



23	Name, Address, Tel. & Fax No., C.P. No. of the Practising Company Secretary.	Pradeep B Kulkarni Partner FCS 7260; C.P. No. 7835 V. Sreedharan & Associates, Company Secretaries G. N. R. Complex, 1 st Floor No. 32/33, 8 th Cross, Wilson Garden, Bengaluru - 560 027 Tel: 080 22290394
24	Appointment of common agency for share registry work (if yes, name & address)	Karvy Computershare Private Limited Karvy Selenium Tower B, Plot No.31 & 32, Financial District, Nanakramguda, Gachibowli, Hyderabad-500032, Telangana. Phone : 040- 6716 2222 Fax : 040- 23420814
25	Any other details that the Practising Company Secretary may like to provide. (E.g. BIFR Company, delisting from SE, Company changed its name etc)	4500 equity shares of Re.1/- each were forfeiture for non-payment of allotment monies due vide board resolution dt. August 13, 2014

April 19, 2016

Bengaluru

For V. Sreedharan & Associates



Pradeep B. Kulkarni
Partner

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

V. Sreedharan & Associates

Company Secretaries

Tel : 080-22290394
Fax : 080-22116252
Mobile : 98452 14399, 99867 71214
compliance@sreedharancs.com
GNR Complex, 1st & 2nd Floor, 32/33,
8th Cross, Opp. Wilson Garden Police Station,
Wilson Garden, Bangalore - 560 027,

**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, 2016**

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 01.10.2015 to 31.03.2016 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, no request was received for transfer of shares / sub-division / consolidation / renewal / exchange / endorsement of calls or allotment monies during the aforesaid period.

Bengaluru

April 19, 2016

CC to:
GMR Infrastructure Limited,
Bengaluru

For V. Sreedharan & Associates



Pradeep B. Kulkarni
Partner

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