

October 13, 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: 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 September 30, 2016 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 SEPTEMBER 30, 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 01.04.2016 to 30.09.2016 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 of share certificates / endorsement of calls or allotment monies on the share certificates during the aforesaid period.

Bengaluru  
October 13, 2016

C.C.: GMR Infrastructure Limited  
Mumbai

**For V. Sreedharan & Associates**

**Pradeep B. Kulkarni**  
Partner

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