

April 17, 2018

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 Sir/Madam,

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, 2018 is enclosed.

Please take the same on record.

Thanking you,

For GMR Infrastructure Limited



T. Venkat Ramana
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, 2018**

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 01.10.2017 to 31.03.2018 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 17, 2018

C.C.:

GMR Infrastructure Limited,

Mumbai

For V. Sreedharan & Associates

Pradeep B. Kulkarni
Partner

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