

January 14, 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,

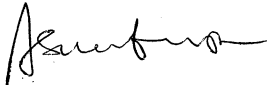
Sub: Reconciliation of Share Capital Audit Report under Regulation 55A of the SEBI  
(Depositories and Participants) Regulations, 1996

The Reconciliation of Share Capital Audit Report of GMR Infrastructure Limited, issued by  
M/s. V. Sreedharan & Associates, Company Secretaries, for the quarter ended December 31,  
2015, as required under Regulation 55A of the SEBI (Depositories and Participants)  
Regulations, 1996, is enclosed.

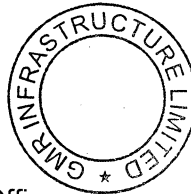
Please take the same on record.

Thanking you,

Yours faithfully,  
For GMR Infrastructure Limited



A. S. Cherukupalli  
Company Secretary & Compliance Officer



Encl: as above

## 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.

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

1	For the quarter ended	December 31, 2015
2	ISIN	INE776C01039 (Fully Paid Shares)
3	Face Value	Re. 1/- per share
4	Name of the Company	<b>GMR INFRASTRUCTURE LIMITED</b>
5	Registered Office Address	Skip House, 25/1, Museum Road, Bangalore 560 025
6	Correspondence Address	Same as above
7	Telephone & Fax Nos.	Tel : 91 80 40534281 Fax : 91 80 22279353
8	E-mail Address	Gil.cosecy@gmrgroup.in
9	Names of the Stock Exchanges where the Company's securities are listed	a. BSE Limited (BSE) b. National Stock Exchange of India Limited (NSE)



		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	23,75,71,123	3.94			
13	Held in dematerialised form in NSDL	579,73,98,381	96.05			
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	<b>Mr. Adi Seshavataram Cherukupalli</b> Company Secretary and Compliance Officer  Tel: 91 80 40534281 Fax:91 80 22279353		



23	Name, Address, Tel. & Fax No., C.P. No. of the Practising Company Secretary.	<p><b>Pradeep B Kulkarni</b> <b>Partner</b></p> <p>V. Sreedharan &amp; Associates, Company Secretaries G. N. R. Complex, 1<sup>st</sup> Floor No. 32/33, 8<sup>th</sup> Cross, Wilson Garden, Bangalore-560 027</p> <p>Tel: 080 22290394 Fax: 080 22116252</p> <p>C.P. No. 7835</p>
24	Appointment of common agency for share registry work (if yes, name & address)	<p><b>Karvy Computershare Private Limited</b> Karvy Selenium Tower B, Plot No.31 &amp; 32, Financial District, Nanakramguda, Gachibowli, Hyderabad-500032, Telangana.</p> <p>Phone : 040- 6716 1500 Fax : 040- 2300115</p>
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)	<p>4500 equity shares of Re. 1/- each were forfeited for non-payment of allotment monies due vide board resolution dt. August 13, 2014.</p>

Date : January 14, 2016  
Place: Bangalore

**For V. Sreedharan & Associates**



**Pradeep B. Kulkarni**  
**Partner**

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