

IDBI Trusteeship Services Ltd.



Ref: ITSL/OPR/2015-16

Date: April 30th 2015

Regd. Office :

Asian Building, Ground Floor,
17, R. Kamani Marg, Ballard Estate,
Mumbai - 400 001

Bombay Stock Exchange Phiroze Jeejeebhoy Towers Dalal Street Mumbai- 400001	National Stock Exchange of India Ltd. Exchange Plaza, Plot no. C/1, G Block, Bandra-Kurla Complex Bandra (E) Mumbai - 400 051
GMR INFRASTRUCTURE LTD SKIP House 25/1, 1st Floor Museum Road ,Bangalore ,Karnataka ,560025	

Dear Sir/Madam,

Sub: Disclosure pursuant to Regulation 29(1) /29 (2) (which-ever is applicable) of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 in relation to pledge of shares of GMR INFRASTRUCTURE LTD

Pursuant to the disclosure required to be made under Regulation 29(1) /29(2) of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, please find attached the disclosure in respect of the pledge of shares **GMR INFRASTRUCTURE LTD** in favor of IDBI Trusteeship Services Limited in the capacity of Debenture Trustee for the benefit of Debenture Holder.

For and on behalf of

IDBI Trusteeship Services Ltd


Authorized Signatory



Part A**Annexure****Format for disclosures under Regulation 29(1) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.****Part- A – Details of Acquisition**

1. Name of the Target Company (TC)	GMR INFRASTRUCTURE LTD		
2. Name(s) of the acquirer and Persons Acting in Concert (PAC) with the acquirer	Pledge of Equity shares of GMR INFRASTRUCTURE LTD in favor of IDBI Trusteeship Services Limited as security for NCDs issued by GMR HOLDINGS PVT LTD		
3. Whether the acquirer belongs to Promoter/Promoter group	No		
4. Name(s) of the Stock Exchange(s) where the shares of TC are Listed	Bombay Stock Exchange Limited, National Stock Exchange of India Limited		
5. Details of the acquisition as follows	Number	% w.r.t. total share/voting capital wherever applicable	% w.r.t. total diluted share/voting capital of the TC(*)
<u>Before the pledge under consideration, holding of acquirer along with PACs of:</u>	25,00,00,000	5.73 % [#]	
a) Shares carrying voting rights		4.72%	
b) Shares in nature of encumbrance (pledge/lien/non-disposal undertaking/others)			
c) Voting rights (VR) otherwise than by shares			
d) Warrants/convertible securities/ any other instrument that entitles the acquirer to receive shares carrying voting rights in the T C (specify holding in each category)			
e) Total (a+b+c+d)	25,00,00,000	5.73 % [#]	
		4.72%	
<u>Details of pledge:</u>	25,00,00,000	4.72%	
a) Shares carrying voting rights acquired/ sold			
b) VRs acquired/sold otherwise than by shares			
c) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) acquired/sold			
d) Shares in nature of encumbrance (pledge/lien/non-disposal undertaking/others)			



e) Total (a+b+c+d)	25,00,00,000	4.72%	
After the acquisition, holding of acquirer along with PACs of:	50,00,00,000	9.44%	
a) Shares carrying voting rights b) VRs otherwise than by shares c) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) after acquisition. d) Shares in nature of encumbrance (pledge/lien/non-disposal undertaking/others)			
e) Total (a+b+c+d)	50,00,00,000	9.44%	
6. Mode of acquisition (e.g. open market / public issue / rights issue / preferential allotment / inter-se transfer etc.)	Pledge of shares as security.		
7. Salient features of the securities acquired including time till redemption, ratio at which it can be converted into equity shares, etc.	Pledge of shares provided as security		
8. Date of acquisition / sale of shares / VR or date of receipt of intimation of allotment of shares, whichever is applicable	April 28 th 2015		
9. Equity share capital / total voting capital of the TC before the said acquisition/ sale	5295800389		
10. Equity share capital / total voting capital of the TC after the said acquisition/ sale	5295800389		
11. Total diluted share/voting capital of the TC after the said acquisition/sale.	5295800389		

Note #: It may be noted that equity share capital (in terms of no. of shares) of the Target Company as reflecting on the website of the Stock Exchange on April 17, 2015 was 436,12,47,379. On the basis of the same, the pledged shares accounted to 5.73% of the Share Capital as on April 17, 2014. However, as on date of this letter the equity Share Capital of Target Company in terms of number of shares as reflecting on the website of Stock Exchange has increased to 529,58,00,389 thereby resulting in the percentage of shares reduced to 4.72% as communicated earlier.

