

November 01, 2019

To,

BSE Limited General Manager, Department of Corporate Services, 14 th Floor, BSE Limited, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai - 400 001	National Stock Exchange of India Ltd. The listing compliance department, Exchange Plaza, Plot no. C/1, G Block, Bandra Kurla Complex Bandra (E) Mumbai - 400 051.	Mr. Tangirala Venkat Ramana Company Secretary & Compliance Officer, GMR Infrastructure Limited Plot No.C-31, G Block, Naman Centre, 7th Floor, Opp. Dena Bank, Bandra Kurla Complex, Bandra (E), Mumbai- 400051
--	---	--

DISCLOSURE UNDER REGULATION 29(2) OF SEBI (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011

1. Name of the Target Company (TC)	GMR Infrastructure Limited ('Company')		
2. Name(s) of the acquirer and Persons Acting in Concert (PAC) with the acquirer	Vistra ITCL (India) Limited ('Vistra') (In our capacity as Security Trustee and Debenture Trustee) The IL&FS Financial Centre, Plot C-22, G Block, Bandra-Kurla Complex, Bandra (East), Mumbai 400 051		
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	BSE Limited (BSE) National Stock Exchange of India Limited (NSE)		
5. Details of the acquisition / disposal as follows	Number	% w.r.t. total share/voting capital wherever applicable (*)	% w.r.t. total diluted share/voting capital of the TC (**)
Before the acquisition under consideration, holding of :			
a) Shares carrying voting rights	-----	-----	-----
b) Shares in the nature of encumbrance (pledge/lien/non-disposal undertaking/ others)	1,03,99,88,000	17.23%	14.45%
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 TC (specify holding in each category)	-----	-----	-----
Total (a+b+c+d)	1,03,99,88,000	17.23%	14.45%

Page 1 of 3

Details of acquisition/ sale			
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 encumbered/ invoked /released by the acquirer	16,72,88,000 (16,72,88,000)	2.77% (2.77%)	2.33% (2.33%)
Total (a+b+c+d)	Nil	0.00%	0.00%
After the acquisition/ sale holding of:			
a) Shares carrying voting rights	----	----	----
b) Shares encumbered with the acquirer	1,03,99,88,000	17.23%	14.45%
c) VRs otherwise than by shares	----	----	----
d) 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	----	----	----
Total (a+b+c+d)	1,03,99,88,000	17.23%	14.45%
Mode of acquisition/ sale (e.g. open market /off market/ public issue / rights issue / preferential allotment / inter-se transfer, etc.)	Pledge and Release of equity shares		
Date of acquisition / sale of shares/VR or date of receipt of intimation of allotment of shares, whichever is applicable	Pledge date: October 25, 2019 and October 29, 2019 Release date: October 25, 2019 and October 29, 2019		
Equity share capital / total voting capital of the TC before the said acquisition/ sale	6,03,59,45,275 Equity Shares (As per shareholding pattern available on BSE website for quarter ended September 2019)		
Equity share capital/ total voting capital of the TC after the said acquisition/ sale	6,03,59,45,275 Equity Shares (As per shareholding pattern available on BSE website for quarter ended September 2019)		
Total diluted share/voting capital of the TC after the said acquisition	7,19,49,61,026 Equity Shares (As confirmed by the Company via Email dated October 11, 2019)		

(*) Total share capital/ voting capital to be taken as per the latest filing done by the company to the Stock Exchange under Clause 35 of the listing Agreement.

(**) Diluted share/voting capital means the total number of shares in the TC assuming full conversion of the outstanding convertible securities/warrants into equity shares of the TC.



Note:

1. 16,72,88,000 Equity Shares of the Company have been pledged with Vistra ITCL (India) Limited on the above-mentioned dates in capacity as a Security Trustee for Term loan facility availed by GMR Bannerghatta Properties Private Limited
2. 16,72,88,000 Equity Shares of the Company have been released by Vistra ITCL (India) Limited on the above-mentioned dates in capacity of Debenture Trustee and Security Trustee in order to secure the Debentures issued and Term Loan availed by GMR Business & Consultancy LLP.

As per the Securities Exchange Board of India letter dated August 08, 2014 (enclosed for your reference), the primary onus of complying with the provisions of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 is of the lender, debenture holder and not on the Trustee. However, out of abundant caution, Vistra ITCL in its capacity as security trustee and debenture trustee is disclosing and filing this disclosure under Regulation 29(1) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.

For Vistra ITCL (India) Limited


Authorised Signatory
Place: Mumbai

Encl.: As above