

Ref: ITSL/OPR/2019-20

Date: April 09, 2019

<b>Bombay Stock Exchange</b> Phiroze Jeejeebhoy Towers Dalal Street Mumbai- 400001	<b>National Stock Exchange of India Ltd.</b> Exchange Plaza, Plot no. C/1, G Block, Bandra-Kurla Complex Bandra (E) Mumbai - 400 051
<b>GMR INFRASTRUCTURE LTD.</b> Plot No.C-31, G Block, Naman Centre, 7th Floor, Opp. Dena Bank, Bandra Kurla Complex, Bandra (East), Mumbai, Maharashtra, 400051	

Dear Sir/Madam,

**Sub: Disclosure pursuant to Regulation 29 (2) of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 in relation to Release of shares of GMR INFRASTRUCTURE LTD.**

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

For and on behalf of

**IDBI Trusteeship Services Ltd**

Authorised Signatory



**Part A**

**Annexure**

**Format for disclosures under Regulation 29(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.**

**Part- A – Details of Acquisition**

1. Name of the Target Company (TC)	<b>GMR INFRASTRUCTURE LTD</b>		
2. Name(s) of the acquirer and Persons Acting in Concert (PAC) with the acquirer	IDBI Trusteeship Services Ltd.		
3. Whether the acquirer belongs to Promoter/Promoter group	No. Release of Equity shares of <b>GMR Infrastructure Ltd.</b> which were pledged in favour of IDBI Trusteeship Services Limited as security for NCDs issued by <b>GMR Enterprises Pvt Ltd.</b>		
4. Name(s) of the Stock Exchange(s) where the shares of TC are Listed	BSE Ltd & 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/Release under consideration, holding of acquirer along with PACs of:</u>	122,01,40,800	20.21%	-
a) Shares carrying voting rights			
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)	122,01,40,800	20.21%	-
<u>Details of Release:</u>	37,00,00,000	6.13%	-
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 (Release/pledge/lien/non-disposal undertaking/others)			



e) Total (a+b+c+d)	37,00,00,000	6.13%	-
<u>After the release, holding of acquirer along with PACs of:</u>	85,01,40,800	14.08%	
<ul style="list-style-type: none"> <li>a) Shares carrying voting rights</li> <li>b) VRs otherwise than by shares</li> <li>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.</li> <li>d) Shares in nature of encumbrance (Release/pledge/lien/non-disposal undertaking/others)</li> </ul>			
e) Total (a+b+c+d)	85,01,40,800	14.08%	
6. Mode of release (e.g. Open market / public issue / rights issue / preferential allotment / inter-se transfer etc.)	Based on the instructions of debenture holder, 37,00,00,000 Equity Shares of GMR Infrastructure Ltd. constituting 6.13% of paid up capital were released which were pledged in favor of IDBI Trusteeship Services Limited acting as Debenture Trustee for the benefit of debenture holder(s) for NCDs issued by GMR Enterprises Pvt Ltd.		
7. Salient features of the securities acquired including time till redemption, ratio at which it can be converted into equity shares, etc.	Based on the instructions of debenture holder, 37,00,00,000 Equity Shares of GMR Infrastructure Ltd. constituting 6.13% of paid up capital were released which were pledged in favor of IDBI Trusteeship Services Limited acting as Debenture Trustee for		



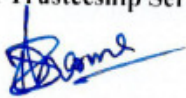
	the benefit of debenture holder(s) for NCDs issued by GMR Enterprises Pvt Ltd.		
8. Date of acquisition /sale of shares / VR or date of receipt of intimation of allotment of shares, whichever is applicable	April 05, 2019		
9. Equity share capital /total voting capital of the TC before the said acquisition/ sale	6,03,59,45,275 equity shares as disclosed in the shareholding pattern dated December 31, 2018 disclosed on the website of BSE Limited.		
10. Equity share capital/ total voting capital of the TC after the said acquisition/ sale	6,03,59,45,275 equity shares as disclosed in the shareholding pattern dated December 31, 2018 disclosed on the website of BSE Limited.		
11. Total diluted share/voting capital of the TC after the said acquisition/sale.	6,03,59,45,275 equity shares as disclosed in the shareholding pattern dated December 31, 2018 disclosed on the website of BSE Limited.		

\*\*Note: Shareholding as on December 31, 2018 disclosed on the website of BSE Limited.



Signature of the acquirer:

**IDBI Trusteeship Services Ltd**



**Authorized Signatory**

Place: Mumbai

Date: April 09, 2019

**Note:**

(\*) 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.

(\*\*\*) Part-B shall be disclosed to the Stock Exchanges but shall not be disseminated.

(\*\*\*\*)ITSL is the Debenture Trustee and was holding the pledged shares. ITSL do not have any intention of making investment in shares or acquisition of shares for trading. It is not the business or activity of ITSL to deal in any shares. ITSL does not operate and acquire any shares by purchasing or buying from the Securities Market. ITSL need to sell the Pledged shares only when the Borrower has committed default in Payment of interest or repayment of Principal and in no other case. The sole purpose of the sale is to recover the defaulted dues of the Lenders and not for making any gain.

These shares are released for different transactions involving different lenders/debenture holders and there is no nexus/inter connection between those transactions and present transactions.

