

Disclosures under Regulation 29(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

| | | | |
|---|---|---|---|
| Name of the Target Company (TC) | GMR Infrastructure Limited | | |
| Name(s) of the acquirer and Persons Acting in Concert (PAC) with the acquirer | GMR Holdings Private Limited | | |
| Whether the acquirer belongs to Promoter/Promoter group | Yes | | |
| Name(s) of the Stock Exchange(s) where the shares of TC are Listed | BSE Limited; and National Stock Exchange of India Limited | | |
| 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 | 278,88,76,862 | 52.66 | 50.93 |
| b) Shares in the 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) | 278,88,76,862 | 52.66 | 50.93 |
| Details of acquisition / sale | | | |
| a) Shares carrying voting rights acquired / sold | 50,000 5,00,000 | 0.00 0.01 | 0.00 0.01 |
| b) VRs acquired / sold otherwise than by equity 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 | | | |
| e) Total (a+b+c+d) | 5,50,000 | 0.01 | 0.01 |
| After the acquisition / sale, holding of: | | | |
| a) Shares carrying voting rights | 278,94,26,862 | 52.67 | 50.94 |
| b) Shares encumbered with the acquirer | | | |
| 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 | | | |
| e) Total (a+b+c+d) | 278,94,26,862 | 52.67 | 50.94 |
| Mode of acquisition (e.g. open market / public issue / rights issue / preferential allotment / inter-se transfer etc.) | Open Market | | |
| Date of acquisition / sale of shares / VR or date of receipt of intimation of allotment of shares, whichever is applicable | July 27, 2015 and July 28, 2015 | | |
| Equity share capital / total voting capital of the TC before the said acquisition / sale | Rs. 529,58,00,389 | | |
| Equity share capital/ total voting capital of the TC after the said acquisition / sale | Rs. 529,58,00,389 | | |
| Total diluted share/voting capital of the TC after the said acquisition / sale | Rs. 547,58,00,389*** | | |

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.

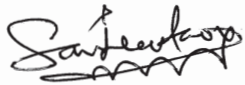
(**) Diluted share/voting capital means the total number of shares in the TC assuming full conversion of the outstanding convertible securities/warrants into equity shares of the TC.

(***)The shareholders of Series A CCPS and Series B CCPS become entitled to apply for equity shares on August 26, 2015 and September 26, 2015 respectively, being 17 months and 18 months after the date of allotment of CCPS (March 26, 2014) and the equity shares shall be allotted at the minimum price determined under Regulation 76(1) of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009. The total number of shares of the Company on full conversion will be known only 30



days prior to the date when the investors become entitled to apply for conversion of CCPS, therefore not included in the total diluted capital.

Yours faithfully
for GMR Holdings Private Limited



Sanjeevrao Y
Company Secretary



Place: Bangalore
Date : July 29, 2015