

September 5, 2015

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,

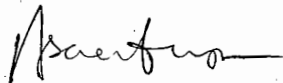
Sub: Compliance as per Clause 35c of the Listing Agreement

Please find enclosed herewith the shareholding pattern of GMR Infrastructure Limited, post allotment of 359478241 Equity shares of Re. 1/- each at Rs. 15.81 per Equity Share (including a premium of Rs. 14.81 per Equity Share), upon conversion of 5,683,351 Series A Compulsorily Convertible Preference Shares of face value Rs.1000/- each to allottees.

Please take the same on record.

Thanking you,

Yours faithfully,
for **GMR Infrastructure Limited**



A. S. Cherukupalli
Company Secretary & Compliance Officer



Encl: as above

(1)(a) STATEMENT SHOWING SHAREHOLDING PATTERN IN CLAUSE-35			
NAME OF THE COMPANY: GMR INFRASTRUCTURE LIMITED			
SCRIP CODE: 532754	Name of the Scrip: GMRINFRA	Class of Security: EQUITY	
EFFECTIVE DATE: 26.08.2015			
Partly paid-up shares	No. of partly paid-up shares	As a % of total no. of partly paid-up shares	As a % of total no. of shares of the Company.
Held by promoter/promoter group	0	0	0
Held by Public	0	0	0
Total:	0	0	0
Outstanding convertible securities:	No. of outstanding securities	As a % of total no. of outstanding convertible securities.	As a % of total no. of shares of the Company assuming full conversion of the convertible securities
Held by promoter/promoter group	0	0	0
Held by Public			
5,683,353 Compulsorily Convertible Preference Shares (CCPS) of face value Rs.1000/- each (Series B CCPS)	5683353	100.00	*
Total:	5683353	100.00	0
Warrants:	No. of warrants @	As a % of total no. of warrants	As a % of total no. of shares of the Company, assuming full conversion of warrants
Held by promoter/promoter group	180000000	100	3.08
Held by Public	0	0	0.00
Total:	180000000	100	3.08
Total paid-up capital of the Company**	Rs. 11518631630		
Total paid-up capital of the Company assuming full conversion of warrants and convertible securities	No. of Equity shares (565,52,78,630) + No. of Warrants (18,00,00,000) = 5835278630 (CCPS not Considered - See Note*)		

Note: *The shareholders of Series B CCPS become entitled to apply for equity shares on September 26, 2015, being 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.

** Total Paid up capital comprises of the following:

Paid up Equity Share Capital - Rs. 5835278630

Paid up CCPS Capital - Rs. 5683353000

@The Company had allotted 18,00,00,000 number of Warrants on August 26, 2014, having an option to apply for and be allotted equivalent number of equity shares of face value of Re.1/- each of an aggregate nominal amount of Rs. 18,00,00,000 to M/s. GMR Infra Ventures LLP (forming part of promoter group) at an issue price of Rs. 31.50 per equity share (including premium of Rs. 30.50 per equity share) as determined in terms of Regulation 76 of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009.



(1)(a) STATEMENT SHOWING SHAREHOLDING PATTERN IN CLAUSE-35

NAME OF THE COMPANY: GMR INFRASTRUCTURE LIMITED

SCRIP CODE: 532754

NAME OF THE SCRIP: GMRINFRA

CLASS OF SECURITY: EQUITY SHARES

EFFECTIVE DATE: 26.08.2015

CATEGORY CODE	CATEGORY OF SHAREHOLDER	NO OF SHAREHOLDERS	TOTAL NUMBER OF SHARES	NO OF SHARES HELD IN DEMATERIALIZED FORM	TOTAL SHAREHOLDING AS A % OF TOTAL NO OF SHARES		SHARES PLEDGE OR OTHERWISE ENCUMBERED	
					AS a PERCENTAGE OF (A+B)	As a PERCENTAGE OF (A+B+C)	NUMBER OF SHARES	AS a PERCENTAGE (IX)=(VIII)/(IV)*100
(i)	(ii)	(iii)	(iv)	(v)	(vi)	(vii)	(viii)	(ix)
(A)	PROMOTER AND PROMOTER GROUP							
(1)	INDIAN							
(a)	Individual /HUF	8	6243170	6243170	0.11	0.11	0	0.00
(b)	Central Government/State Government(s)	0	0	0	0.00	0.00	0	0.00
(c)	Bodies Corporate	5	3664583843	3664583843	64.80	64.80	2956245616	80.67
(d)	Financial Institutions / Banks	0	0	0	0.00	0.00	0	0.00
(e)	Others	4	4000	4000	0.00	0.00	0	0.00
	Sub-Total A(1) :	17	3670831013	3670831013	64.91	64.91	2956245616	80.53
(2)	FOREIGN							
(a)	Individuals (NRIs/Foreign Individuals)	0	0	0	0.00	0.00	0	0.00
(b)	Bodies Corporate	0	0	0	0.00	0.00	0	0.00
(c)	Institutions	0	0	0	0.00	0.00	0	0.00
(d)	Qualified Foreign Investor	0	0	0	0.00	0.00	0	0.00
(e)	Others	0	0	0	0.00	0.00	0	0.00
	Sub-Total A(2) :	0	0	0	0.00	0.00	0	0.00
	Total A=A(1)+A(2)	17	3670831013	3670831013	64.91	64.91	2956245616	80.53
(B)	PUBLIC SHAREHOLDING							
(1)	INSTITUTIONS							
(a)	Mutual Funds /UTI	14	132287898	132287898	2.34	2.34		
(b)	Financial Institutions /Banks	51	329671889	329671889	5.83	5.83		
(c)	Central Government / State Government(s)	0	0	0	0.00	0.00		
(d)	Venture Capital Funds	2	266698229	266698229	4.72	4.72		
(e)	Insurance Companies	1	7450658	7450658	0.13	0.13		
(f)	Foreign Institutional Investors	102	544905571	544905571	9.64	9.64		
(g)	Foreign Venture Capital Investors	0	0	0	0.00	0.00		
(h)	Qualified Foreign Investor	0	0	0	0.00	0.00		
(i)	Others	0	0	0	0.00	0.00		
	Sub-Total B(1) :	170	1281014245	1281014245	22.65	24.19		
(2)	NON-INSTITUTIONS							
(a)	Bodies Corporate	2717	265686420	265686420	4.70	4.70		
(b)	Individuals							
	(i) Individuals holding nominal share capital upto Rs.1 lakh	443551	363992059	363015618	6.44	6.44		
	(ii) Individuals holding nominal share capital in excess of Rs.1 lakh	180	52980357	52980357	0.94	0.94		
(c)	Others				0.00	0.00		
	TRUSTS	10	21350	21350	0.00	0.00		
	NON RESIDENT INDIANS	4311	17681416	17681416	0.31	0.31		
	CLEARING MEMBERS	205	3071770	3071770	0.05	0.05		
(d)	Qualified Foreign Investor	0	0	0	0.00	0.00		
	Sub-Total B(2) :	450974	703433372	702456931	12.44	12.44		
	Total B=B(1)+B(2) :	451144	1984447617	1983471176	35.09	37.47		
	Total (A+B) :	451161	5655278630	5654302189	100.00	100.00		
(C)	Shares held by custodians, against which Depository Receipts have been issued							
(1)	Promoter and Promoter Group							
(2)	Public	0	0	0	0.00	0.00		
	GRAND TOTAL (A+B+C) :	451161	5655278630	5654302189	100.00	0.00	2956245616	52.27



(i)(b) Statement showing holding of securities (including shares, warrants, convertible securities) of persons belonging to the category "Promoter and Promoter Group"											
Sr.No	Name of the Shareholder	Details of Shares held		Encumbered shares			Details of Warrants \$		Details of convertible securities (CCPS not Considered - See Note*)		Total Shares (including underlying shares assuming full conversion of warrants and convertible securities) as a % of diluted share capital (CCPS not Considered - See Note*)
		No. of Shares held	As a % of grand total (A)+(B)+(C)	Pledge Shares	AS a percentage	AS a % of grand total (A) + (B) + (C) of sub-clause (i)(a)	Number of warrants held	As a % total number of warrants of the same class	Number of convertible securities held	As a % total number of convertible securities of the same class	
(I)	(II)	(III)	(IV)	(V)	(VI)=(V)/(III)*100	(VII)	(VIII)	(IX)	(X)	(XI)	(XII)
1	GMR HOLDINGS PRIVATE LIMITED	2804126862	49.58	2331657616	83.15	41.23	0	0.00	0	0.00	48.05
2	GMR BUSINESS AND CONSULTANCY LLP	805635166	14.25	601310000	74.64	10.63	0	0.00	0	0.00	13.81
3	GMR INFRA VENTURES LLP	31321815	0.55	0	0.00	0.00	180000000	100.00	0	0.00	3.62
4	GMR ENTERPRISES PRIVATE LIMITED	23400000	0.41	23278000	99.48	0.41	0	0.00	0	0.00	0.40
5	MALLIKARJUNA RAO GRANDHI	1731330	0.03	0	0.00	0.00	0	0.00	0	0.00	0.03
6	G VARALAKSHMI	942660	0.02	0	0.00	0.00	0	0.00	0	0.00	0.02
7	GRANDHI RAGINI	638700	0.01	0	0.00	0.00	0	0.00	0	0.00	0.01
8	GRANDHI SATYAVATHI SMITHA	812500	0.01	0	0.00	0.00	0	0.00	0	0.00	0.01
9	KIRANKUMAR GRANDHI	872160	0.02	0	0.00	0.00	0	0.00	0	0.00	0.01
10	SRINIVAS BOMMIDALA	451660	0.01	0	0.00	0.00	0	0.00	0	0.00	0.01
11	BUTCHI SANYASI RAJU GRANDHI	544160	0.01	0	0.00	0.00	0	0.00	0	0.00	0.01
12	B RAMADEVI	250000	0.00	0	0.00	0.00	0	0.00	0	0.00	0.00
13	CADENCE RETAIL PRIVATE LIMITED@	100000	0.00	0	0.00	0.00	0	0.00	0	0.00	0.00
14	GRANDHI BUCHI SANYASI RAJU AND SATYAVATHI SMITHA TRUST - Mr. G.B.S. Raju, Trustee ^	1000	0.00	0	0.00	0.00	0	0.00	0	0.00	0.00
15	SRINIVAS BOMMIDALA AND RAMADEVI TRUST - Mr. Srinivas Bommidala, Trustee ^	1000	0.00	0	0.00	0.00	0	0.00	0	0.00	0.00
16	GRANDHI KIRAN KUMAR AND RAGINI TRUST - Mr. G. Kiran Kumar, Trustee ^	1000	0.00	0	0.00	0.00	0	0.00	0	0.00	0.00
17	GRANDHI VARALAKSHMI MALLIKARJUNA RAO TRUST - Mr. G. Mallikarjuna Rao, Trustee ^	1000	0.00	0	0.00	0.00	0	0.00	0	0.00	0.00
	TOTAL :	3670831013	64.91	2956245616	80.53	52.27	180000000	100.00	0	0.00	65.99

^Shares held in the name of trustee

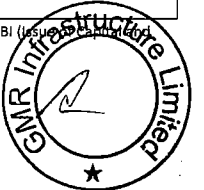
@Erstwhile CADENCE RETAIL PRIVATE LIMITED

\$ The Company allotted 18,00,00,000 number of Warrants on August 26, 2014, having an option to apply for and be allotted equivalent number of equity shares of face value of Re.1/- each of an aggregate nominal amount of Rs. 18,00,00,000 to M/s. GMR Infra Ventures LLP (forming part of promoter group) at an issue price of Rs. 31.50 per equity share (including premium of Rs. 30.50 per equity share) as determined in terms of Regulation 76 of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009.

Note: *The shareholders of Series B CCPS become entitled to apply for equity shares on September 26, 2015, being 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. Therefore, 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.

(i)(c)(i) Statement showing holding of securities (including shares, warrants, convertible securities) of persons belonging to the category "Public" and holding more than 1% of the total number of shares								
Sr.No.	Name of the shareholder	Number of shares held	Shares as a percentage of total number of shares (i.e., Grant total (A)+(B)+(C) indicated in Statement at para (i)(a) above)	Details of warrants		Details of convertible securities		Total shares (including underlying shares assuming full conversion of warrants and convertible securities) as a % of diluted share capital (CCPS not Considered - See note*)
				Number of warrants held	As a % total number of warrants of the same class	Number of convertible securities held	% w.r.t total number of convertible securities of the same class	
1	LIFE INSURANCE CORPORATION OF INDIA	103023136	1.82	0	0.00	0	0.00	1.77
2	CREDIT SUISSE (SINGAPORE) LIMITED	89975046	1.59	0	0.00	0	0.00	1.54
3	ICICI PRUDENTIAL VALUE DISCOVERY FUND	74809147	1.32	0	0.00	0	0.00	1.28
4	DUNEARN INVESTMENTS (MAURITIUS) PTE LTD	249467679	4.41	0	0.00	3944085	69.40	4.28
5	IDFC LIMITED	0	0.00	0	0.00	209550	3.69	*
6	GKFF VENTURES	0	0.00	0	0.00	272416	4.79	*
7	PREMIER EDU-INFRA SOLUTIONS PRIVATE LIMITED	0	0.00	0	0.00	209550	3.69	*
8	SKYRON ECO VENTURES PRIVATE LIMITED	66271474	1.17	0	0.00	1047752	18.44	1.14
	TOTAL :	583546482	10.32	0	0.00	5683353	100.00	10.00

Note: *The shareholders of Series B CCPS become entitled to apply for equity shares on September 26, 2015, being 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. Therefore, 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.



(I)(c)(ii) Statement showing holding of securities (including shares, warrants, convertible securities) of persons (together with PAC) belonging to the category "Public" and holding more than 5% of the total number of shares of the company								
Sr.No.	Name(s) of the shareholder(s) and the Persons Acting in Concert (PAC) with them	Number of shares held	Shares as a percentage of total number of shares (i.e., Grant total (A)+(B)+(C) indicated in Statement at para (I)(a) above}	Details of warrants		Details of convertible securities		Total shares (including underlying shares assuming full conversion of warrants and convertible securities) as a % of diluted share capital)
				Number of warrants held	As a % total number of warrants of the same class	Number of convertible securities held	% w.r.t total number of convertible securities of the same class	
TOTAL :		0	0	0	0	0	0	0

(I)(d) STATEMENT SHOWING DETAILS OF LOCKED-IN SHARES"				
Sr.No.	Name of the shareholder	Number of locked-in shares	Locked-in shares as a (%) percentage of total number of shares (i.e, Grand Total (A)+(B)+(C) Indicated in Statement at para (I)(a) above}	Promoter/Promoter Group/Public
1	GMR INFRA VENTURES LLP	31321815	0.55	PROMOTER GROUP
TOTAL :		31321815	0.55	

(II)(a) STATEMENT SHOWING DETAILS OF DEPOSITORY RECEIPTS (DRS)				
Sr.No.	Type of outstanding DR (ADRs,GDRs,SDRs,etc.)	Number of outstanding DRs	Number of shares underlying outstanding DRs	Shares underlying outstanding DRs as a percentage of total number of shares (i.e., Grand Total (A)+(B)+(C) indicated in Statement at Para(I)(a) above}
TOTAL :		0	0	0

(II)(b) Statement showing Holding of Depository Receipts (DRs), where underlying shares held by "Promoter/Promoter group" are in excess of 1% of the total number shares.				
Sr.No.	Name of the DR Holder	Type of outstanding DR (ADRs,GDRs,SDRs,etc.)	Number of shares underlying outstanding DRs	Shares underlying outstanding DRs as a percentage of total number of shares (i.e., Grand Total (A)+(B)+(C) indicated in Statement at para(I)(a) above}
TOTAL :			0	0

