

IL&FS Trust Company Limited

September 02, 2015

To,

General Manager,
Department of Corporate Services,
14th Floor, Bombay Stock Exchange Ltd.
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai - 400 001

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		
2. Name(s) of the acquirer and Persons Acting in Concert (PAC) with the acquirer	IL&FS Trust Company Ltd (In our capacity as Debenture Trustee) 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	Bombay Stock Exchange (BSE) National Stock Exchange (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)	1,51,67,33,000	26.82	----
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)	1,51,67,33,000	26.82	----

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Regd. Office : IL&FS Financial Centre, Plot No. C - 22, G Block, 7th Floor, Bandra Kurla Complex, Bandra (East), Mumbai - 400051, INDIA Page 1 of 3

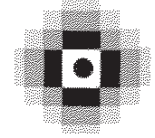
Bangalore Office : IL&FS Trust Company Ltd., AL-Latheef, 1st Floor, No. 2 Union Street, Off Infantry Road, Bangalore - 560001, INDIA

New Delhi Office : IL&FS Trust Company Ltd., A-268, 1st Floor, Bhishm Pitahamah Marg, Defence Colony, New Delhi - 110024, INDIA

Kolkata Office : IL&FS Trust Company Ltd., IL&FS Constantia, 3rd Floor, 11 Dr. U. N. Bramachari Street, Kolkata - 700017, INDIA

Corporate Identity Number (CIN) : U66020MH1995PLC095507

www.itclindia.com



Details of acquisition/ Sale			ITCL
a) Shares carrying voting rights acquired (pledge) / sold	----	----	IL&FS Trust Company Limited
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	(4,40,00,000) 13,66,99,444	(0.78) 2.42	----
Total (a+b+c+d)	9,26,99,444	1.64	----
After the acquisition/ sale holding of:			
a) Shares carrying voting rights	----	----	----
b) Shares encumbered with the acquirer	1,60,94,32,444	28.46	----
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)	1,60,94,32,444	28.46	----
Mode of acquisition/ sale (e.g. open market /off market/ public issue / rights issue / preferential allotment / inter-se transfer, etc.)	off market		
Date of acquisition / sale of shares/VR or date of receipt of intimation of allotment of shares, whichever is applicable	July 22, 2015 , July 24, 2015 for release of shares and September 01, 2015 -- for pledge of shares		
Equity share capital / total voting capital of the TC before the said acquisition/ sale	Rs.565,52,78,630		
Equity share capital/ total voting capital of the TC after the said acquisition/ sale	Rs. 565,52,78,630		
Total diluted share/voting capital of the TC after the said acquisition	NA		

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IL&FS Trust Company Limited

Note:

13,66,99,444 Equity Shares of GMR Infrastructure Limited held by GMR Holdings Private Limited have been pledged with IL&FS Trust Company Ltd (ITCL) in capacity as a Debenture Trustee to secure the issue of Non convertible Debentures (NCDs) issued by GMR Holdings Private Limited

4,40,00,000 Equity Shares of GMR Infrastructure Limited held by GMR Holdings Private Limited have been released as follows from the pledge of IL&FS Trust Company Ltd (ITCL) in capacity as a Debenture Trustee to secure the issue of Non convertible Debentures (NCDs) issued by GMR Holdings Private Limited

Sr. No	Issuer	No of Shares released	Date of release
1	GMR Holdings Private Limited	2,00,00,000	22 nd July, 2015
2	GMR Holdings Private Limited	2,40,00,000	24 th July, 2015
	Total	4,40,00,000	

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 and debenture holder and not on the Trustee. However, out of abundant caution, ITCL in its capacity as security trustee and debenture trustee are disclosing and filing this disclosure under Regulation 29 (2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

For IL&FS Trust Company Ltd

Narendra Joshi

Head- Legal, Tax, Compliance & Risk

Place: Mumbai

Date : September 02, 2015