

October 21, 2016

BSE Limited  
Phiroze Jeejeebhoy Towers  
Dalal Street  
Mumbai - 400 001

National Stock Exchange of India Ltd.  
Exchange Plaza  
Plot no. C/1, G Block  
Bandra-Kurla Complex  
Bandra (E)  
Mumbai - 400 051

**Sub: Disclosure of encumbrance of shares under Regulation 31(3) of the SEBI (Substantial Acquisition of Shares & Takeovers) Regulations, 2011**

With reference to the above, we wish to inform you that 26,00,00,000 equity shares of GMR Infrastructure Limited has been pledged by the Company in favour of Axis Trustee Services Limited on October 20, 2016.

The requisite details pursuant to Regulation 31(3) of the SEBI (Substantial Acquisition of Shares & Takeovers) Regulations, 2011, in reportable format is enclosed for your information and records.

Thanking you

Yours faithfully

For GMR Enterprises Private Limited

  
Yogindu Khajuria  
Company Secretary



Encl: as above

**CC:** The Company Secretary  
GMR Infrastructure Limited  
Naman Centre, 7<sup>th</sup> Floor,  
Opp. Dena Bank, Plot No.C-31,  
G-Block, Bandra Kurla Complex,  
Bandra (East), Mumbai-400051

**Disclosure by the Promoter (s) to the Stock Exchanges and to the Target Company for encumbrance of shares / invocation of encumbrance/ release of encumbrance, in terms of Regulation 31 (1) and 31 (2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011**

Name of the Target company (TC)		GMR Infrastructure Limited											
Names of the Stock Exchanges where the shares of the target company are listed		BSE Limited National Stock Exchange of India Limited											
Date of reporting		October 21, 2016											
Name of the promoter or PAC on whose shares encumbrance has been created/released/invoked		GMR Enterprises Private Limited											
Details of the creation of encumbrance:													
Name of the Promoter (s) or PACs with him(*)	Promoter holding in the target company(1)		Promoter holding already encumbered (2)		Details of events pertaining to encumbrance (3)						Post event holding of encumbered shares {creation (2)+ (3)} / release [(2)-(3)] / invocation [(1)-(3)]		
	No. of Shares	% of total share capital	No. of Shares	% of total share capital	Date of creation/ release/ invocation of encumbrance	Type of event (creation / release / invocation)	Type of Encumbrance (pledge/ lien/ non disposal undertaking /others)	Reasons for encumbrance **	No. of shares	% of total share capital	Name of the entity in whose favor shares encumbered ***	No. of shares	% of Total share capital
GMR Enterprises Private Limited	2875472962*	47.64	2325848831	38.54	October 20, 2016	Creation	Pledge	Issue of Non-Convertible Debentures	26,00,00,000	4.31	Debenture holder: VTB Capital PLC Debenture Trustee: Axis Trustee Services Limited	2585848831	42.85
GMR Infra Ventures LLP	31321815	0.52	0	0.00	-	-	-	-	-	-	-	0	0.00
Mr. Mallikarjuna Rao Grandhi ^	1731330	0.03	0	0.00	-	-	-	-	-	-	-	0	0.00
Mrs. Varalakshmi Grandhi	942660	0.02	0	0.00	-	-	-	-	-	-	-	0	0.00



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Mrs. Grandhi Ragini	638700	0.01	0	0.00	-	-	-	-	-	-	-	-	-	-	-	-	-	0	0.00
Mrs. Grandhi Satyavathi Smitha	812500	0.01	0	0.00	-	-	-	-	-	-	-	-	-	-	-	-	-	0	0.00
Mr. Grandhi Kiran Kumar ^	872160	0.01	0	0.00	-	-	-	-	-	-	-	-	-	-	-	-	-	0	0.00
Mr. Srinivas Bommidala ^	451660	0.01	0	0.00	-	-	-	-	-	-	-	-	-	-	-	-	-	0	0.00
Mr. Buchi Sanyasi Raju Grandhi ^	544160	0.01	0	0.00	-	-	-	-	-	-	-	-	-	-	-	-	-	0	0.00
Mrs. B. Ramadevi	250000	0.00	0	0.00	-	-	-	-	-	-	-	-	-	-	-	-	-	0	0.00
Grandhi Buchi Sanyasi Raju And Satyavathi Smitha Trust - Mr. G.B.S. Raju, Trustee*	1000	0.00	0	0.00	-	-	-	-	-	-	-	-	-	-	-	-	-	0	0.00
Srinivas Bommidala And Ramadevi Trust - Mr. Srinivas Bommidala, Trustee*	1000	0.00	0	0.00	-	-	-	-	-	-	-	-	-	-	-	-	-	0	0.00
Grandhi Kiran Kumar And Ragini Trust - Mr. G. Kiran Kumar, Trustee*	1000	0.00	0	0.00	-	-	-	-	-	-	-	-	-	-	-	-	-	0	0.00
Grandhi Varalakshmi Mallikarjuna Rao Trust - Mr. G. Mallikarjuna Rao, Trustee*	1000	0.00	0	0.00	-	-	-	-	-	-	-	-	-	-	-	-	-	0	0.00
Cadence Enterprises Private Limited	100000	0.00	0	0.00	-	-	-	-	-	-	-	-	-	-	-	-	-	0	0.00
GMR Business and Consultancy LLP	805635166	13.35	409310000	6.78	-	-	-	-	-	-	-	-	-	-	-	-	-	409310000	6.78

\* shares are held in the name of Trustees

^ shares includes the shares held as Karta of HUF

For GMR Enterprises Private Limited



Place: New Delhi  
Date: October 21, 2016

\*The names of all the promoters, their shareholding in the target company and their pledged shareholding as on the reporting date should appear in the table irrespective of whether they are reporting on the date of event or not.

\*\* For example, for the purpose of collateral for loans taken by the company, personal borrowing, third party pledge, etc.

\*\*\*This would include name of both the lender and the trustee who may hold shares directly or on behalf of the lender.

\* Pursuant to the Scheme of Amalgamation and Arrangement approved by the Hon'ble High Court of Madras vide Order No. 8471/16 dated July 06, 2016 between GMR Holdings Private Limited (Transferor Company 1) and GMR Projects Private Limited (Transferor Company 2) with GMR Enterprises Private Limited (Transferee Company), GMR Enterprises Private Limited held 2875472962 equity shares of GMR Infrastructure Limited prior to current disclosure.