

December 26, 2016

To,

General Manager,
Department of Corporate Services,
14th Floor, BSE Limited.
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	Vistra ITCL (India) Limited ("Vistra ITCL") (formerly known as IL&FS Trust Company Limited) (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	BSE Limited (BSE) National Stock Exchange of India Limited (NSEIL)		
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)	1167120030	19.33%	-----
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)	116,71,20,030	19.33%	-----

Details of acquisition/ Sale			
a) Shares carrying voting rights acquired (pledge) / 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 encumbered/invoked /released by the acquirer	127132030	2.11%	----
Total (a+b+c+d)	127132030	2.11%	—
After the acquisition/ sale holding of:			
a) Shares carrying voting rights	----	----	----
b) Shares encumbered with the acquirer	1039988000	17.23%	----
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)	1039988000	17.23%	—
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	December 22, 2016		
Equity share capital / total voting capital of the TC before the said acquisition/ sale	Rs. 6,03,59,45,275		
Equity share capital/ total voting capital of the TC after the said acquisition/ sale	Rs. 6,03,59,45,275		
Total diluted share/voting capital of the TC after the said acquisition/sale	Rs. 7,14,82,86,886		



Note:

127132030 Equity Shares of GMR Infrastructure Limited have been released from the pledge of Vistra ITCL (India) Limited (“Vistra ITCL”) (formerly known as IL&FS Trust Company Limited) on December 22, 2016 in the capacity as Debenture Trustee to secure the issue of Non-Convertible Debentures (NCDs) issued by GMR Holdings Private Limited which is amalgamated with GMR Enterprises Private Limited effective from August 10, 2016 and is known as GMR Enterprises Private Limited.

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

**For Vistra ITCL (India) Limited
(Formerly known as IL&FS Trust Company Limited)**


Jatin Chonan
Senior Manager - Compliance & Risk

Place: Mumbai

Date: December 26, 2016

Encl: As above