**ITCL**

IL&amp;FS Trust Company Limited

May 03, 2016

To,

General Manager,  
Department of Corporate Services,  
14<sup>th</sup> 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**

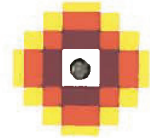
1. Name of the Target Company (TC)	GMR Infrastructure Limited		
2. Name(s) of the acquirer and Persons Acting in Concert (PAC) with the acquirer	IL&FS Trust Company Ltd (In our capacity as Debenture Trustee) IL&FS Financial Centre, Plot C-22, G Block, Bandra-Kurla Complex, Bandra (East), Mumbai 400 051		
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	<b>Number</b>	<b>% w.r.t. total share/voting capital wherever applicable (*)</b>	<b>% w.r.t. total diluted share/voting capital of the TC (**)</b>
<b>Before the acquisition under consideration, holding of :</b>			
a) Shares carrying voting rights	-----	-----	-----
b) Shares in the nature of encumbrance (pledge/lien/non-disposal undertaking/ others)	1,60,94,32,444	26.66%	-----
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)	-----	-----	-----
<b>Total (a+b+c+d)</b>	<b>1,60,94,32,444</b>	<b>26.66%</b>	-----

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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  
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



<b>Details of acquisition/ Sale</b>			<b>ITCL</b>
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/ <del>invoked</del> /released by the acquirer	(33,66,25,414) 11,62,70,000	(5.58%) 1.93%	----
<b>Total (a+b+c+d)</b>	<b>(22,03,55,414)</b>	<b>(3.65%)</b>	---
<b>After the acquisition/ sale holding of:</b>			
a) Shares carrying voting rights	----	----	----
b) Shares encumbered with the acquirer	1,38,90,77,030	23.01%	----
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	----	----	----
<b>Total (a+b+c+d)</b>	<b>1,38,90,77,030</b>	<b>23.01%</b>	---
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	As per note		
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	NA		

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**ITCL**

IL&FS Trust Company Limited

**Note:**

(i) 33,66,25,414 Equity Shares of GMR Infrastructure Limited held by GMR Holdings Private Limited have been released 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 as follows

Sr. No	Issuer	No of Shares released	Date of release
1	GMR Holdings Private Limited	5,00,00,000	30 <sup>th</sup> September, 2015
2	GMR Holdings Private Limited	5,00,00,000	05 <sup>th</sup> October, 2015
3	GMR Holdings Private Limited	23,66,25,414	02 <sup>nd</sup> May, 2016
	<b>Total</b>	<b>33,66,25,414</b>	

(ii) 11,62,70,000 Equity Shares of GMR Infrastructure Limited held by GMR Holdings Private Limited have been pledged on 25<sup>th</sup> February, 2016 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

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, ITCL in its capacity as 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



DEPUTY GENERAL MANGER  
CORPORATION FINANCE DEPARTMENT  
E-mail : amitt@sebi.gov.in  
Tel. (Direct): 26449373

भारतीय प्रतिभूति  
और विनिमय बोर्ड  
Securities and Exchange  
Board of India

CFD/PC/CB/OWI/23475/14  
August 08, 2014

IL&FS Trust Company Limited  
IL&FS Financial center  
Plot no. C-22, G Block, 5th floor  
Bandra Kurla Complex  
Bandra East  
Mumbai-400051

K.A.: Mr. Narendra Joshi, General Counsel and Compliance Officer

Sir,

**Sub: Clarification under SEBI(Substantial Acquisition of shares and Takeovers) Regulations, 2011(herein referred to as " Regulations").**

1. This has reference to your letter dated August 05, 2014 seeking clarification, inter-alia, as to whether the beneficiary should alone be responsible for compliance with the reporting requirements under the Regulations
2. We have considered the submissions made by you in your letter under reference and our views on the issue are as under:
  - a. The primary onus of complying with the relevant provisions of the Regulations should be either on the entity with whom the shares are pledged (which can be invoked at a later stage only by the entity or under its instructions and the beneficial voting rights will then vest with that entity) or the beneficial owners of the shares and not on the Trustee.
  - b. However, the Trustee should make it clear to their clients that the onus for compliance with requirements under the Regulations is on them. Further, if the Trustee has reasons to believe that some entities are persons acting in concert in a particular scrip for which it is holding shares in Trust, the onus should be on the Trustee to require the clients to make appropriate disclosures in this regard and he shall not facilitate non-compliance in any manner.
3. This letter is being issued with the approval of the competent authority.

Yours faithfully,

AMIT TANDON

सेबी भवन, प्लॉट सं. सी 4-ए, "जी" ब्लॉक, बान्द्रा कुर्ला कॉम्प्लेक्स, बान्द्रा (पूर्व), मुंबई - 400 051.  
दूरभाष : 2644 9950 / 4045 9950 (आई वी आर. एस.), 2644 9000 / 4045 9000 फैक्स : 2644 9019 से 2644 9022 वेब : www.sebi.gov.in

SEBI Bhavan, Plot No. C4-A, "G" Block, Bandra Kurla Complex, Bandra (E), Mumbai - 400 051.  
Tel : 2644 9950 / 4045 9950 (IVRS), 2644 9000 / 4045 9000 Fax : 2644 9019 to 2644 9022 Web : www.sebi.gov.in