

August 12, 2016

The Manager
Securities and Exchange Board of India
Plot No. C4-A, G Block,
Bandra Kurla Complex
Bandra (East), Mumbai-400051

Dear Sir,

Sub: Submission of the report under regulation 10(7) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

We are pleased to inform you that the Hon'ble High Court of Madras vide its Order No. 8471/16 dated July 06, 2016 (effective date 10.08.2016) has approved the Scheme of Amalgamation and Arrangement of GMR Holdings Private Limited (Transferor Company 1) and GMR Projects Private Limited (Transferor Company 2) with GMR Enterprises Private Limited (Transferee Company). Effective from 10.08.2016 GMR Holdings Private Limited stands dissolved pursuant to the said order and all the existing Shares held by GMR Holdings Private Limited held in target Company i.e GMR Infrastructure Limited stands transferred to GMR Enterprises Private Limited


As required by Regulation 10(7) read with Regulation 10(1)(d)(iii) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, we enclose herewith the requisite report in the prescribed format along with Demand Draft No. 034729 dated August 11, 2016 for Rs.25,000 (Rupees Twenty Five Thousand Only) drawn in favour of Securities and Exchange Board of India payable at Mumbai.

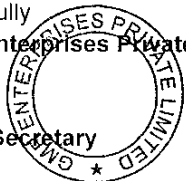
Request you to acknowledge the same and take on records.

We shall be glad to provide you any further information/clarification that you may require in this regard.

Thanking you

Yours faithfully
For GMR Enterprises Private Limited


Company Secretary



Encl:

1. Demand Draft No. 034729 dated August 11, 2016
2. Copy of the Order passed by the Hon'ble High Court of Madras

Copy to:

1. BSE Limited ✓
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai- 400001
2. National Stock Exchange of India Limited
Exchange Plaza, 5th Floor, Plot No.C/1,
Dalal Street, G- Block, Bandra Kurla Complex,
Bandra (East), Mumbai-400051

Format under Regulation 10(7) – Report to SEBI in respect of any acquisition made in reliance up on exemption provided for in Regulation 10(1)(d)(iii) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

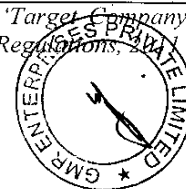
1	General Details	
a.	Name, address, telephone no., e-mail of Acquirer {In case there are multiple acquirers, provide full contact details of any one acquirer (the correspondent acquirer) with whom SEBI shall correspond.}	GMR Enterprises Private Limited Riaz Garden, Old No. 12, New No. 29, Kodambakkam High Road, Chennai-600034 yogindu.khajuria@gmrgroup.in Ph-011 4608 4250
b.	Whether sender is the acquirer (Y/N)	Y
c.	If not, whether the sender is duly authorized by the acquirer to act on his behalf in this regard (enclose copy of such authorization)	Not Applicable
d.	Name, address, Tel no. and e-mail of sender, if sender is not the acquirer	Not Applicable
2	Compliance of Regulation 10(7)	
a.	Date of report	August 12, 2016
b.	Whether report has been submitted to SEBI within 21 business days from the date of the acquisition	Yes
c.	Whether the report is accompanied with fees as required under Regulation 10(7)	Yes
3	Compliance of Regulation 10(6)	
a.	Whether the report has been filed with the Stock Exchanges where the shares of the Company are listed within 4 business days of the acquisition	Yes
b.	Date of Report	August 12, 2016
4	Details of the Target Company (TC)	
a.	Name & address of TC	GMR Infrastructure Limited (GIL) Reg. Off:- Naman Centre, 7 th Floor, Opp Dena Bank, Plot No.C31, G-Block, Bandra Kurla Complex, Bandra East Mumbai-400051
b.	Name of the Stock Exchange(s) where the shares of the TC are listed	BSE Limited National Stock Exchange of India Limited

The following abbreviations have been used all through the document: TC stands for 'Target Company', 'Takeover Regulations' stands for 'SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011'



5	Details of the acquisition					
	a.	Date of acquisition	August 10, 2016			
	b.	Acquisition price per share (in Rs.)	Shares have been acquired pursuant to the Scheme of Amalgamation and Arrangement between GMR Holdings Private Limited (GHPL, Existing Holding Company of Target Company {GIL}, Transferor Company 1) and GMR Projects Private Limited (Transferor Company 2) with GMR Enterprises Private Limited (Transferee Company), duly approved by Hon'ble High Court of Madras vide Order No. 8471/16 dated July 06, 2016 (Effective date 10.08.2016)			
	c.	Regulation which would have been triggered off, had the report not been filed under Regulation 10(7). (whether Regulation 3(1), 3(2), 4 or 5)	3(2)			
	d.	Shareholding of acquirer/s and PACs individually in TC (in terms of no: & as a percentage of the total share capital of the TC)	Before the acquisition		After the acquisition	
			No. of Shares (*)	% w.r.t total share capital/ voting rights of TC	No. of Shares	% w.r.t Total share capital/ voting rights of TC
		Name(s) of the acquirer(s) and PAC(**) GMR Enterprises Private Limited-Transferee Company	23400000	0.39	287547296 2	47.64
6	Information specific to the exemption category to which the instant acquisition belongs - Regulation 10(1)(d)(iii)					
	a.	Confirm that the scheme is approved by the order of a court or any other competent authority	Yes, the Scheme of Amalgamation and Arrangement was approved by Hon'ble High Court of Madras vide Order No. 8471/16 dated July 06, 2016			
	b.	Attached copy of the order mentioned above.	Enclosed			
	c.	Total consideration paid under the scheme.	Issue of 1913 fully paid up equity shares of Rs.10 each in Transferee Company for every 100 fully paid equity shares of Rs.10 each in the Transferor Company 1			

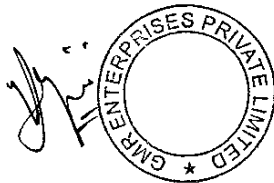
The following abbreviations have been used all through the document: TC stands for 'Target Company', 'Takeover Regulations' stands for 'SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2007'.



	<p>d. Component of cash and cash equivalents in the total consideration paid under the scheme.</p> <p>Whether the same is less than twenty-five percent of the total consideration paid under the scheme? (Y/N)</p>	<p>Issue of 1913 fully paid up equity shares of Rs.10 each in Transferee Company for every 100 fully paid equity shares of Rs.10 each in the Transferor Company 1</p> <p>N</p>
	<p>e. After the implementation of the scheme, whether the persons who are directly or indirectly holding at least thirty-three per cent of the voting rights in the combined entity are the same as the persons who held the entire voting rights before the implementation of the scheme? (Y/N). Please furnish relevant details including the name of such persons as well as their stake in the combined entity.</p>	<p>Y</p> <p>Annexure I</p>
	<p>f. Whether the acquirers as well as sellers have Complied with the provisions of Chapter V of the Takeover Regulations (corresponding provisions of the repealed Takeover Regulations 1997) (Y/N). If yes, specify applicable regulation/s as well as date on which the requisite disclosures were made along with the copies of the same.</p>	<p>Y</p> <p>Disclosure under Regulation 29(2) made on August 12, 2016 (copy enclosed herewith)</p>
	<p>g. Declaration by the acquirer that all the conditions specified under regulation 10(1)(d)(iii) with respect to exemptions has been duly complied with.</p>	<p>Declaration is attached in Annexure II</p>

I/We hereby declare that the information provided in the instant report is true and nothing has been concealed therefrom.

Signature:



Date: August 12, 2016

Place: New Delhi

(*) In case, percentage of shareholding to the total capital is different from percentage of voting rights, indicate percentage of shareholding and voting rights separately.

(**) Shareholding of each entity shall be shown separately as well as collectively.

The following abbreviations have been used all through the document: TC stands for 'Target Company', 'Takeover Regulations' stands for 'SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

Annexure I

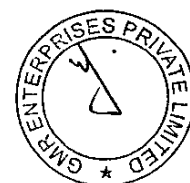
Pre-merger shareholding pattern of GMR Enterprises Private Limited (Transferee Company)

NAME	NO. OF SHARES HELD	CLASS OF SHARES	PERCENTAGE HOLDING (%)
GMR Holdings Private Limited	5,90,000	Equity shares	22.78
Grandhi Varalakshmi Mallikarjuna Rao Trust*	4,99,900	Equity shares	19.30
Grandhi Buchisanyasi Raju and Satyavathi Smitha Trust*	4,99,900	Equity shares	19.30
Srinivas Bommidala and Ramadevi Trust*	4,99,900	Equity shares	19.30
Grandhi Kiran Kumar and Ragini Trust*	4,99,900	Equity shares	19.30
Mr. G.M. Rao	297	Equity shares	0.012
Mrs. G. Varalakshmi	100	Equity shares	0.004
GMR Family Fund Trust	3	Equity shares	0.00
Total	25,90,000		100.00

Post-merger shareholding pattern of GMR Enterprises Private Limited (Transferee Company)

NAME	NO. OF SHARES HELD	CLASS OF SHARES	PERCENTAGE HOLDING (%)
Grandhi Varalakshmi Mallikarjuna Rao Trust*	1,56,68,637	Equity shares	25.00
Grandhi Buchisanyasi Raju and Satyavathi Smitha Trust*	1,56,68,637	Equity shares	25.00
Srinivas Bommidala and Ramadevi Trust*	1,56,68,637	Equity shares	25.00
Grandhi Kiran Kumar and Ragini Trust*	1,56,68,637	Equity shares	25.00
Mr. G.M. Rao	297	Equity shares	0.00
Mrs. G. Varalakshmi	100	Equity shares	0.00
GMR Family Fund Trust	3	Equity shares	0.00
Total	6,26,74,948		100.00

*Upon implementation of the Scheme of Amalgamation and Arrangement, the persons who are directly or indirectly holding at least thirty-three per cent of the voting rights in the combined entity are the same as the persons who held the entire voting rights before the implementation of the scheme.



Annexure II

August 12, 2016

The Manager
Securities and Exchange Board of India
Plot No. C4-A, G Block,
Bandra Kurla Complex
Bandra (East), Mumbai-400051

BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai- 400001

National Stock Exchange of India Limited
Exchange Plaza, 5th Floor, Plot No.C/1,
Dalal Street, G- Block, Bandra Kurla Complex,
Bandra (East), Mumbai-400051

Dear Sir,

Sub: Declaration by the acquirer that all conditions specified under Regulation 10(1)(d)(iii) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

Pursuant to the Scheme of Amalgamation and Arrangement between GMR Holdings Private Limited (Transferor Company 1) and GMR Projects Private Limited (Transferor Company 2) and GMR Enterprises Private Limited (Transferee Company) approved by the Hon'ble High Court of Madras vide its Order No. 8471/16 dated July 06, 2016(Effective date 10.08.2016), we hereby confirm that we have complied with all the conditions, applicable to this transaction specified under the Regulation 10(1)(d)(iii) of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, with respect to the exemptions provided.

This is for your information and record.

Thanking you

Yours faithfully

For GMR Enterprises Private Limited

Company Secretary

