

August 12, 2016

BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai – 400001

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

Dear Sirs,

Sub: Disclosure under Regulation 29(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

Pursuant to Regulation 29(2) read with 29(3) of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, we hereby make the requisite disclosures in the prescribed format with respect to the change in shareholding of GMR Enterprises Private Limited (the Company), pursuant to the Scheme of Amalgamation and Arrangement between GMR Holdings Private Limited (GHPL, Transferor Company 1 and the existing Holding Company of GMR Infrastructure Limited {GIL},) and GMR Projects Private Limited (Transferor Company 2) with 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.

It may be noted that the above referred change in shareholding of the Company is only on account of the said Amalgamation and the consequent transfer of the shareholding of GIL from GHPL to the Company and there is no change in the overall Promoter holding, including the Persons Acting in Concert.

Subsequent to the said Order, GMR Enterprises Private Limited holds in aggregate 2,87,54,72,962 shares (i.e., 47.64%) in GIL.

Thanking you

Yours faithfully
For GMR Enterprises Private Limited


Company Secretary



Encl: as above

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

Disclosures under Regulation 29(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

Name of the Target Company (TC)	GMR Infrastructure Limited		
Name(s) of the acquirer and Persons Acting in Concert (PAC) with the acquirer	<p>GMR Enterprises Private Limited</p> <p>Persons Acting in Concert:</p> <ol style="list-style-type: none"> 1. GMR Holdings Private Limited 2. Cadence Enterprises Private Limited 3. GMR Infra Ventures LLP 4. GMR Business & Consultancy LLP 5. Mallikarjuna Rao Grandhi 6. Mr. Grandhi Kiran Kumar 7. Mr. Buchi Sanyasi Raju Grandhi 8. Mr. Srinivas Bommidala 9. Mrs. Varalakshmi Grandhi 10. Mrs. Grandhi Ragini 11. Mrs. B. Ramadevi 12. Mrs. Grandhi Satyavathi Smitha 13. Grandhi Buchi Sanyasi Raju and Satyavathi Smitha Trust 14. Srinivas Bommidala and Ramadevi Trust 15. Grandhi Kiran Kumar and Ragini Trust 16. Grandhi Varalakshmi Mallikarjuna Rao Trust 		
Whether the acquirer belongs to Promoter/Promoter group	Yes		
Name(s) of the Stock Exchange(s) where the shares of TC are Listed	BSE Limited National Stock Exchange of India Limited		
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 (**)
<p>Before the acquisition under consideration, holding of:</p> <p>a) Shares carrying voting rights</p> <p>b) Shares in the nature of encumbrance (pledge/ lien/ non-disposal undertaking/ others)</p> <p>c) Voting rights (VR) otherwise than by shares</p> <p>d) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the T C (specify holding in each category)</p>	As per Annexure I		
e) Total (a+b+c+d)			



<p>Details of acquisition / sale (***)</p> <p>a) Shares carrying voting rights acquired / sold</p> <p>b) VRs acquired / sold otherwise than by equity shares</p> <p>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</p> <p>d) Shares encumbered / invoked / released by the acquirer</p>	<p>As per Annexure II</p>
<p>e) Total (a+b+c+d)</p>	
<p>After the acquisition / sale, holding of:</p> <p>a) Shares carrying voting rights</p> <p>b) Shares encumbered with the acquirer</p> <p>c) VRs otherwise than by shares</p> <p>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</p>	<p>As per Annexure III</p>
<p>e) Total (a+b+c+d)</p>	
<p>Mode of acquisition (e.g. open market / public issue / rights issue / preferential allotment / inter-se transfer etc.)</p>	<p>Pursuant to the Scheme of Amalgamation and Arrangement approved by Hon'ble High Court of Madras vide Order No. 8471/16 dated July 06, 2016, between GMR Holdings Private Limited (Holding Company of GMR Infrastructure Limited, Transferor Company 1) and GMR Projects Private Limited (Transferor Company 2) with GMR Enterprises Private Limited (the Company, Transferee Company), all the existing Shares held by GMR Holdings Private Limited stands transferred to and in the name of GMR Enterprises Private Limited.</p>
<p>Date of acquisition / sale of shares / VR or date of receipt of intimation of allotment of shares, whichever is applicable</p>	<p>August 10, 2016, being the Effective date of the Scheme of Amalgamation and Arrangement.</p>
<p>Equity share capital / total voting capital of the TC before the said acquisition / sale Rights Issue</p>	<p>Rs. 603,59,45,275</p>
<p>Equity share capital/ total voting capital of the TC after the said acquisition / sale Rights Issue</p>	<p>Rs. 603,59,45,275</p>
<p>Total diluted share/voting capital of the TC after the said acquisition / sale Rights Issue</p>	<p>Rs. 714,82,86,886</p>



Note:

(*) Total share capital/ voting capital to be taken as per the latest filing done by the company to the Stock Exchange under 31(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

(**) Diluted share/voting capital means the total number of shares in the TC assuming full conversion of the outstanding convertible securities/warrants into equity shares of the TC.

(***) 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), all the existing Shares held by GMR Holdings Private Limited stands transferred to and in the name of GMR Enterprises Private Limited. Consequently, GMR Holdings Private Limited (the existing holding company of GMR Infrastructure Limited) ceases to exist and GMR Enterprises Private Limited (the promoter group company) has become the Holding Company of GMR Infrastructure Limited.

Yours faithfully

For **GMR Enterprises Private Limited**


Company Secretary



Date : August 12, 2016

Place: New Delhi

Annexure to disclosure under regulation 29(2) of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

Annexure I

Details of shareholding of promoters/promoter group and persons acting in concert before acquisition

Sl. No	Name of the share holder	Shareholding Before the Acquisition/Disposal		
		Number of shares	% w.r.t. total share/voting capital wherever applicable(*)	% w.r.t. total diluted share/voting capital of the TC (**)
1	GMR Enterprises Private Limited	23400000	0.39	0.33
2	GMR Holdings Private Limited	2852072962	47.25	39.90
3	Cadence Enterprises Private Limited	100000	0.00	0.00
4	GMR Infra Ventures LLP	31321815	0.52	0.44
5	GMR Business & Consultancy LLP	805635166	13.35	11.27
6	Mr. Mallikarjuna Rao Grandhi ^	1731330	0.03	0.02
7	Mr. Grandhi Kiran Kumar ^	872160	0.01	0.01
8	Mr. Buchi Sanyasi Raju Grandhi ^	544160	0.01	0.01
9	Mr. Srinivas Bommidala ^	451660	0.01	0.01
10	Mrs. Varalakshmi Grandhi	942660	0.02	0.01
11	Mrs. Grandhi Ragini	638700	0.01	0.01
12	Mrs. B. Ramadevi	250000	0.00	0.00
13	Mrs. Grandhi Satyavathi Smitha	812500	0.01	0.01
14	Grandhi Buchi Sanyasi Raju And Satyavathi Smitha Trust - Mr. G.B.S. Raju, Trustee	1000	0.00	0.00
15	Srinivas Bommidala And Ramadevi Trust - Mr. Srinivas Bommidala, Trustee	1000	0.00	0.00
16	Grandhi Kiran Kumar And Ragini Trust - Mr. G. Kiran Kumar, Trustee	1000	0.00	0.00
17	Grandhi Varalakshmi Mallikarjuna Rao Trust - Mr. G. Mallikarjuna Rao, Trustee	1000	0.00	0.00

^ shares includes the shares held as Karta of HUF

(*) Total share capital/ voting capital to be taken as per the latest filing done by the company to the Stock Exchange under 31(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

(**) Diluted share/voting capital means the total number of shares in the TC assuming full conversion of the outstanding convertible securities/warrants into equity shares of the TC.



Annexure II

Details of acquisition by shareholding of promoters/promoter group and persons acting in concert

Sl. No	Name of the share holder	Acquisition/Disposal		
		Number of shares	% w.r.t. total share/voting capital wherever applicable(*)	% w.r.t. total diluted share/voting capital of the TC (**)
1	GMR Enterprises Private Limited	2852072962	47.25	39.90
2	GMR Holdings Private Limited	(2852072962)	(47.25)	(39.90)
3	Cadence Enterprises Private Limited	-	-	-
4	GMR Infra Ventures LLP	-	-	-
5	GMR Business & Consultancy LLP	-	-	-
6	Mr. Mallikarjuna Rao Grandhi ^	-	-	-
7	Mr. Grandhi Kiran Kumar ^	-	-	-
8	Mr. Buchi Sanyasi Raju Grandhi ^	-	-	-
9	Mr. Srinivas Bommidala ^	-	-	-
10	Mrs. Varalakshmi Grandhi	-	-	-
11	Mrs. Grandhi Ragini	-	-	-
12	Mrs. B. Ramadevi	-	-	-
13	Mrs. Grandhi Satyavathi Smitha	-	-	-
14	Grandhi Buchi Sanyasi Raju And Satyavathi Smitha Trust - Mr. G.B.S. Raju, Trustee	-	-	-
15	Srinivas Bommidala And Ramadevi Trust - Mr. Srinivas Bommidala, Trustee	-	-	-
16	Grandhi Kiran Kumar And Ragini Trust - Mr. G. Kiran Kumar, Trustee	-	-	-
17	Grandhi Varalakshmi Mallikarjuna Rao Trust - Mr. G. Mallikarjuna Rao, Trustee	-	-	-

^ shares includes the shares held as Karta of HUF

(*) Total share capital/ voting capital to be taken as per the latest filing done by the company to the Stock Exchange under 31(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

(**) Diluted share/voting capital means the total number of shares in the TC assuming full conversion of the outstanding convertible securities/warrants into equity shares of the TC.



Annexure III

Details of shareholding of promoters/promoter group and persons acting in concert after acquisition

Sl. No	Name of the share holder	Shareholding After the Acquisition/Disposal		
		Number of shares	% w.r.t. total share/voting capital wherever applicable(*)	% w.r.t. total diluted share/voting capital of the TC (**)
1	GMR Enterprises Private Limited	2875472962	47.64	40.23
2	GMR Holdings Private Limited	-	-	-
3	Cadence Enterprises Private Limited	100000	0.00	0.00
4	GMR Infra Ventures LLP	31321815	0.52	0.44
5	GMR Business & Consultancy LLP	805635166	13.35	11.27
6	Mr. Mallikarjuna Rao Grandhi ^	1731330	0.03	0.02
7	Mr. Grandhi Kiran Kumar ^	872160	0.01	0.01
8	Mr. Buchi Sanyasi Raju Grandhi ^	544160	0.01	0.01
9	Mr. Srinivas Bommidala ^	451660	0.01	0.01
10	Mrs. Varalakshmi Grandhi	942660	0.02	0.01
11	Mrs. Grandhi Ragini	638700	0.01	0.01
12	Mrs. B. Ramadevi	250000	0.00	0.00
13	Mrs. Grandhi Satyavathi Smitha	812500	0.01	0.01
14	Grandhi Buchi Sanyasi Raju And Satyavathi Smitha Trust - Mr. G.B.S. Raju, Trustee	1000	0.00	0.00
15	Srinivas Bommidala And Ramadevi Trust - Mr. Srinivas Bommidala, Trustee	1000	0.00	0.00
16	Grandhi Kiran Kumar And Ragini Trust - Mr. G. Kiran Kumar, Trustee	1000	0.00	0.00
17	Grandhi Varalakshmi Mallikarjuna Rao Trust - Mr. G. Mallikarjuna Rao, Trustee	1000	0.00	0.00

^ shares includes the shares held as Karta of HUF

(*) Total share capital/ voting capital to be taken as per the latest filing done by the company to the Stock Exchange under 31(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

(**) Diluted share/voting capital means the total number of shares in the TC assuming full conversion of the outstanding convertible securities/warrants into equity shares of the TC.

