

December 18, 2017

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:

- 42,98,439 equity shares of GMR Infrastructure Limited have been pledged by the Company in favour of Axis Trustee Services Limited on December 15, 2017; and
- 24,67,151 equity shares of GMR Infrastructure Limited held in the name of the Company have been released by IFCI Limited on December 15, 2017.

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, 7th 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 | | December 18, 2017 | | | | | | | | | | | |
| 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 | Type of event (creation / release / invocation) | Date of creation/ release/ invocation of encumbrance | 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 | 2878245098 | 47.69 | 2339857019 | 38.77 | Creation | 15.12.2017 | Pledge | Top up towards residual coupon | 42,98,439 | 0.07 | Debenture holder: VTB Capital PLC | 2341688307 | 38.80 |
| | | | | | Release | 15.12.2017 | Pledge | Towards part payment of the Loans | 24,67,151 | 0.04 | Trustee: Axis Trustee Services Limited | | |
| 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 |
| 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

Place: New Delhi

Date: December 18, 2017

For GMR Enterprises Private Limited



Yogindu Khajuria
Company Secretary

*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.