

**DUNEARN INVESTMENTS (MAURITIUS) PTE LTD**

c/o CIM CORPORATE SERVICES LTD  
Les Cascades, Edith Cavell Street  
Port Louis, Republic of Mauritius  
Tel: (230) 212 9800 Fax: (230) 212 9833

July 31, 2017

To,

1. **The BSE Limited**  
Department of Corporate Services  
1<sup>st</sup> Floor, New Trading Ring  
Rotunda Building, P.J. Towers  
Dalal Street, Fort  
Mumbai 400 001
2. The Secretary  
**National Stock Exchange of India Limited**  
Compliance Department  
Exchange Plaza, C-1, Block-G,  
Bandra Kurla Complex  
Bandra (E), Mumbai 400 051
3. **GMR Infrastructure Limited**  
Skip House, 25/1,  
Museum Road, Bangalore- 560 025

Dear Sirs:

**Sub: Disclosure under Regulation 29(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 ("SEBI (SAST) Regulations") in relation to sale of shares of GMR Infrastructure Limited ("Target Company").**

We write to you in connection with the captioned matter.


This disclosure is being made on account of sale of an aggregate of 152,468,639 equity shares of the Target Company comprising 2.53% of the total shareholding / voting rights of the Target Company, resulting in a change in the shareholding / voting rights held by us in the Target Company exceeding 2% of the total shareholding / voting rights of the Target Company from the date of the last disclosure made by us under Regulation 29(1) of the SEBI (SAST) Regulations.

In compliance with Regulation 29(2) of the SEBI (SAST) Regulations, we are making the attached disclosure in relation to the aforementioned sale of equity shares of the Target Company.

Kindly acknowledge receipt.

Thanking you,

For **Dunearn Investments (Mauritius) Pte Ltd**

  
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**Name: Ashraf Ramtoola**  
**Designation: Director**

**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	Dunearn Investments (Mauritius) Pte Ltd		
Whether the acquirer belongs to Promoter/Promoter group	No		
Name(s) of the Stock Exchange(s) where the shares of TC are Listed	National Stock Exchange of India Limited The BSE Limited		
<b>Details of the acquisition / disposal as follows</b>	<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/disposal under consideration, holding of :</b>			
a) Shares carrying voting rights	513,639,481	8.51% <sup>1</sup>	7.18%
b) Shares in the nature of encumbrance (pledge/lien/non-disposal undertaking/ others)	NIL	NIL	NIL
c) Voting rights (VR) otherwise than by equity shares	NIL	NIL	NIL
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)	NIL	NIL	NIL

<sup>1</sup> The shareholding provided here is as per the last disclosure filed by the Acquirer under Regulation 29(1) of the SEBI (SAST) Regulations, 2011 on September 28, 2015. The shareholding of the Acquirer in the Target Company immediately prior to the sale of shares on July 28, 2017 (pursuant to which this disclosure is being made) was 393,170,842 shares constituting approximately 6.52% of the voting share capital of the Target Company. The sale of shares on July 28, 2017, when combined with sales of shares made after 28 September 2015, resulted in the change in shareholding / voting rights of the Acquirer in the Target Company as compared to its last disclosed shareholding / voting rights on September 28, 2015 exceeding 2%.

<b>e) Total (a+b+c+d)</b>	<b>513,639,481</b>	<b>8.51%</b>	<b>7.18%</b>
<b>Details of acquisition/sale</b>			
a) Shares carrying voting rights acquired/sold	152,468,639 <sup>2</sup>	2.53%	2.13%
	NIL	NIL	NIL
b) VRs acquired /sold otherwise than by shares	NIL	NIL	NIL
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	NIL	NIL	NIL
d) Shares encumbered / invoked/released by the acquirer.			
<b>e) Total (a+b+c+/-d)</b>	<b>152,468,639</b>	<b>2.53%</b>	<b>2.13%</b>
<b>After the acquisition/sale, holding of:</b>			
a) Shares carrying voting rights	361,170,842	5.98%	5.05%
b) Shares encumbered with the acquirer	NIL	NIL	NIL
c) VRs otherwise than by equity shares	NIL	NIL	NIL
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	NIL	NIL	NIL
<b>e) Total (a+b+c+d)</b>	<b>361,170,842</b>	<b>5.98%</b>	<b>5.05%</b>
Mode of acquisition/sale (e.g. open market)	Sale in the open market.		

<sup>2</sup> This disclosure is being filed on account of a sale of 32,000,000 equity shares carrying voting rights of the Target Company by the Acquirer on July 28, 2017, which along with the sale of equity shares by the Acquirer since the date of its last disclosure filed on September 28, 2015 aggregates to 152,468,639 equity shares that have been sold constituting 2.53% of the total shares/voting capital of the Target Company. Prior to the sale of these 32,000,000 equity shares carrying voting rights on July 28, 2017, the Acquirer had sold 120,468,639 equity shares carrying voting rights of the Target Company constituting 1.99% of the total shares/voting capital of the Target Company.

/ off-market / public issue / rights issue / preferential allotment / inter-se transfer etc.)	
Date of acquisition / sale of shares / <del>VR or</del> date of receipt of intimation of allotment of shares, whichever is applicable	July 28, 2017
Equity share capital / total voting capital of the TC before the said acquisition/sale	Rs. 6,035,945,275 comprising 6,035,945,275 equity shares of Rs. 1 each ( <i>based on shareholding pattern of the Target Company as of June 30, 2017 available on the BSE Website</i> ).
Equity share capital/ total voting capital of the TC after the said acquisition/sale	Rs. 6,035,945,275 comprising 6,035,945,275 equity shares of Rs. 1 each ( <i>based on shareholding pattern of the Target Company as of June 30, 2017 available on the BSE Website</i> ).
Total diluted share/voting capital of the TC after the said acquisition/sale	Rs. 7,148,286,886 comprising 7,148,286,886 equity shares of Rs. 1 each ( <i>based on shareholding pattern of the Target Company as of June 30, 2017 available on the BSE Website</i> ).

**Note:**

(\*) Total share capital/ voting capital to be taken as per the latest filing done by the company to the Stock Exchange under Regulation 31 of Securities Exchange Board of India (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.

**Signature of the acquirer / seller / ~~Authorised Signatory~~**



**Place: Mauritius**

**Date: 31 July 2017**