

**DUNEARN INVESTMENTS (MAURITIUS) PTE LTD**  
c/o SGG Corporate Services (Mauritius) Ltd  
33, Edith Cavell Street  
Port Louis, 11324, Mauritius  
Tel: (230) 210 7267 (230) 210 1568 Fax: (230) 212 4063

January 12, 2018

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**  
7th Floor, Naman Centre, Plot No. C-31,  
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 ("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 an aggregate sale of 128,242,628 equity shares of the Target Company comprising 2.12% of the total shareholding of the Target Company, resulting in a change in the shareholding held by us in the Target Company exceeding 2% of the total shareholding of the Target Company, from the date of the last disclosure made by us under Regulation 29(2) 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: Rooksana Shahabally**  
**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 <sup>1</sup>	361,170,842	5.98%	5.05%
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
<b>e) Total (a+b+c+d)</b>	<b>361,170,842</b>	<b>5.98%</b>	<b>5.05%</b>

<sup>1</sup> The shareholding provided here is as per the last disclosure filed by Dunearn Investments (Mauritius) Pte Ltd ("Seller") under Regulation 29(2) of the SEBI (SAST) Regulations, 2011 on July 31, 2017. The shareholding of the Seller in the Target Company immediately prior to the sale of shares on January 10, 2018 (pursuant to which this disclosure is being made) was 242,228,214 equity shares constituting approximately 4.01% of the voting share capital of the Target Company. The sale of equity shares on January 10, 2018, when combined with the sales of equity shares made after July 31, 2017, resulted in the change in shareholding/voting rights of the Seller in the Target Company as compared to its last disclosed shareholding / voting rights on July 31, 2017 exceeding 2%.

<b>Details of acquisition/sale</b>			
a) Shares carrying voting rights acquired/sold <sup>2</sup>	128,242,628	2.12	1.79
	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>128,242,628</b>	<b>2.12</b>	<b>1.79</b>
<b>After the acquisition/sale, holding of:</b>			
a) Shares carrying voting rights	232,928,214	3.86	3.26
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>232,928,214</b>	<b>3.86</b>	<b>3.26</b>
Mode of acquisition/sale (e.g. open market / off-market / public issue / rights issue /preferential allotment / inter-se transfer etc.)	Sale in the open market.		
Date of acquisition / sale of shares / VR or date of receipt of intimation of allotment of shares, whichever is applicable	January 10, 2018		

<sup>2</sup> This disclosure is being filed on account of a sale of 9,300,000 equity shares carrying voting rights of the Target Company by the Seller on January 10, 2018, which along with the sale of equity shares by the Seller since the date of its last disclosure filed on July 31, 2017 aggregates to 128,242,628 equity shares that have been sold constituting 2.12% of the total shares/voting capital of the Target Company. Prior to the sale of these 9,300,000 equity shares carrying voting rights on January 10, 2018, the Seller had sold 118,942,628 equity shares carrying voting rights of the Target Company constituting 1.97% of the total shares/voting capital of the Target Company.

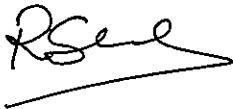
Equity share capital / total voting capital of the TC before the said acquisition/sale	Rs. 6,035,945,275 comprising 6,035,945,275 equity shares of Rs. 1 each ( <i>based on the shareholding pattern of the Target Company as of September 30, 2017 available on the NSE website</i> ).
Equity share capital/ 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 the shareholding pattern of the Target Company as of September 30, 2017 available on the NSE 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 the shareholding pattern of the Target Company as of September 30, 2017 available on the NSE 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: January 12, 2018**