

May 17, 2012

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**

This is to inform you that the company (GMR Holdings Private Limited) has pledged 8,08,43,585 equity shares of GMR Infrastructure Limited in favour of SREI Infrastructure Finance Limited on May 9, 2012.

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 Holdings Private Limited**


Hari Babu Thota
Company Secretary

Encl: As stated above

CC: The Company Secretary
GMR Infrastructure Limited
No.25/1, Skip House
Museum Road
Bangalore - 560025

Format for 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					GMR Infrastructure Limited		
Name of the Promoter(s) on whose shares encumbrance was created/ invoked/ released (tick the relevant one)					GMR Holdings Private Limited		
Date of reporting					May 17, 2012		
Names of the stock exchanges where the shares of the target company are listed					BSE Limited National Stock Exchange of India Ltd.		
Details of the promoters' holding: (The term "event" indicates creation/ invocation/ release of encumbrance, as the case may be)							
Promoter(s) or PACs with him	Pre-event holding		Details of events pertaining to encumbrance		Post event holding (encumbered shares to be excluded)		(*)Details of encumbrance (pledge/lien or other- give details)
Names	Number	% of total Share capital	Type – creation/ invocation/ release	Date (s)	Number	% of Total share capital	
GMR Holdings Private Limited	2,73,62,21,862 (Includes 97,29,02,942 equity shares already under pledge)	70.30 (includes 24.99% already under pledge)	8,08,43,585 Creation	09.05.2012	168,24,75,335	43.22	Creation of Pledge in favour of SREI Infrastructure Finance Limited <hr/> 97,29,02,942 shares pledged prior to 09.5.2012 8,08,43,585 shares (new pledge) 105,37,46,527 total shares pledged
(*) Details shall include the details regarding the person(s) on whose favour the encumbrance has been created and other important features of such encumbrance							

Place: Bangalore
Date: May 17, 2012

For GMR Holdings Private Limited


Hari Babu Thota
Company Secretary