

March 29, 2013

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

Dear Sirs,

**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 as under:

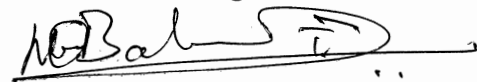
- 4,50,00,000 equity shares of GMR Infrastructure Limited ("GIL") held by the company (GMR Holdings Private Limited) was pledged in favour of SICOM Limited on March 22, 2013;
- 3,13,32,000 equity shares of GIL pledged by the company in favour of Kotak Mahindra Prime Limited was released on March 23, 2013.

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		March 29, 2013			
Names of the stock exchanges where the shares of the target company are listed		BSE Limited National Stock Exchange of India Limited			
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)	% of Total share capital
GMR Holdings Private Limited	2,73,62,21,862 (Includes 98,29,63,555 equity shares already under pledge)	70.30 (includes 25.25% already under pledge)	4,50,00,000 Creation 3,13,32,000 Release	22.03.2013 23.03.2013	44.69
					Creation of Pledge in favour of SICOM Limited Pledged equity shares released by Kotak Mahindra Prime Limited 98,29,63,555 shares pledged prior to 22.03.2013 4,50,00,000 shares pledged on 22.03.2013 3,13,32,000 shares released on 23.03.2013 99,66,31,555 shares pledged as on date
(*) Details shall include the details regarding the person(s) on whose favour the encumbrance has been created and other important features of such encumbrance					

For GMR Holdings Private Limited



Hari Babu Thota
Company Secretary

Place: Bangalore
Date: March 29, 2013