

May 4, 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**

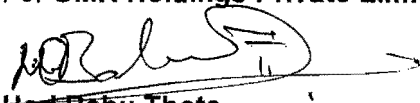
With reference to the above, we wish to inform you as under:

- 6,50,00,000 equity shares of GMR Infrastructure Limited held by the company (GMR Holdings private limited) was pledged infavour of Aditya Birla Finance Limited on April 30, 2012;
- 70,00,000 equity shares of GMR Infrastructure Limited pledged by the company in favour of L&T Finance Limited was released on April 30, 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**


Harl 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 4, 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 91,49,02,942 equity shares already under pledge)	70.30 (includes 23.50% already under pledge)	6,50,00,000 Creation	30.4.2012	1,76,33,18,920	45.30	Creation of Pledge in favour of Aditya Birla Finance Limited.
			70,00,000 Release				Equity shares released by L& T Finance Limited 91,49,02,942 shares pledged prior to 30.4.2012 6,50,00,000 shares (new pledge) 70,00,000 shares released on 30.4.2012 97,29,02,942 total 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							

Place: Bangalore
Date: May 4, 2012

For GMR Holdings Private Limited


Hari Babu Thota
Company Secretary