

November 23, 2011

The Bombay Stock Exchange 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) had pledged 3,05,50,952 equity shares of GMR Infrastructure Limited.

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				November 23, 2011			
Names of the stock exchanges where the shares of the target company are listed				The Bombay Stock Exchange 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)	Number	% of Total Share capital	
GMR Holdings Private Limited	273,62,21,862	70.30	3,05,50,952 Creation	21.11.2011	191,21,15,550	49.12	Creation of pledge in favour of IFCI Financial Services Limited
							79,35,55,360 shares (already pledge) 3,05,50,952 shares (new pledge) 82,41,06,312 shares (total pledge)
(*) 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: November 23, 2011