

August 12, 2016

BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai- 400001

National Stock Exchange of India Limited
Exchange Plaza, 5th Floor, Plot No.C/1,
G-Block, Bandra Kurla Complex,
Bandra (East), Mumbai-400051

Dear Sir,

Sub: Disclosure pursuant to Regulation 31(3) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

Pursuant to Regulation 31(3) of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, we hereby make the requisite disclosure in the prescribed format with respect to the change in the percentage of pledged shares by M/s. GMR Enterprises Private Limited (the Company) pursuant to the Scheme of Amalgamation and Arrangement between GMR Holdings Private Limited (Transferor Company 1 and the Holding Company of GMR Infrastructure Limited {GIL}) and GMR Projects Private Limited (Transferor Company 2) with GMR Enterprises Private Limited (Transferee Company) approved by the Hon'ble High Court of Madras vide its Order No. 8471/16 dated July 06, 2016 effective from August 10, 2016.

In view of above Order, approving the Scheme of Amalgamation and Arrangement, 230,25,70,831 equity shares earlier pledged by GMR Holdings Private Limited (Transferor Company No. 1) will, without any further act or deed, be carried in the name of GMR Enterprises Private Limited (Transferee Company) and also thereby, releasing / nullifying the pledge of shares previously made by GMR Holdings Private Limited in GMR Infrastructure Limited.

This is for your information and record.

Thanking you

Yours faithfully

For GMR Enterprises Private Limited


Company Secretary



Encl: as above

Copy to:

The Company Secretary
GMR Infrastructure Limited
Naman Centre, 7th Floor,
Opp. Dena Bank, Plot No.C-31,
G-Block, Bandra Kurla Complex,
Bandra (East), Mumbai-400051

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 (TC)		GMR Infrastructure Limited												
Names of the Stock Exchanges where the shares of the target company are listed		BSE Limited National Stock Exchange of India Limited												
Date of reporting		August 12, 2016												
Name of the promoter or PAC on whose shares encumbrance has been created/released/invoked		GMR Enterprises Private Limited												
Details of the creation of encumbrance:														
Name of the Promoter (s) or PACs with him(*)	Promoter holding in the target company(1)		Promoter holding already encumbered (2)		Details of events pertaining to encumbrance (3)							Post event holding of encumbered shares {creation (2)+(3)} / release [(2)-(3)] / invocation [(1)-(3)]		
	No. of Shares	% of total share capital	No. of Shares	% of total share capital	Type of event (creation / release / invocation)	Date of creation/ release/ invocation of encumbrance	Type of Encumbrance (pledge/ lien/ non disposal undertaking /others)	Reasons for encumbrance **	No. of shares	% of total share capital	Name of the entity in whose favor shares encumbered ***			
GMR Enterprises Private Limited- (Transferee Company-No of shares held before merger 23400000) (GMR Holdings Private Limited-Transferor Company-No of Shares held before merger 2852072962)	2875472962	47.64	2325848831*	38.54								Pursuant to Scheme of Amalgamation and Arrangement	2325848831*	38.54
GMR Infra Ventures LLP	31321815	0.52	0	0.00	-	-	-	-	-	-	-	-	0	0.00
Mr. Mallikarjuna Rao Grandhi ^	1731330	0.03	0	0.00	-	-	-	-	-	-	-	-	0	0.00
Mrs. Varalakshmi Grandhi	942660	0.02	0	0.00	-	-	-	-	-	-	-	-	0	0.00
Mrs. Grandhi Ragini	638700	0.01	0	0.00	-	-	-	-	-	-	-	-	0	0.00
Mrs. Grandhi Satyavathi Smitha	812500	0.01	0	0.00	-	-	-	-	-	-	-	-	0	0.00



Mr. Grandhi Kiran Kumar ^	872160	0.01	0	0.00	-	-	-	-	-	-	-	-	-	0	0.00
Mr. Srinivas Bommidala ^	451660	0.01	0	0.00	-	-	-	-	-	-	-	-	-	0	0.00
Mr. Buchi Sanyasi Raju Grandhi ^	544160	0.01	0	0.00	-	-	-	-	-	-	-	-	-	0	0.00
Mrs. B. Ramadevi	250000	0.00	0	0.00	-	-	-	-	-	-	-	-	-	0	0.00
Grandhi Buchi Sanyasi Raju And Sanyavathi Smitha Trust - Mr. G.B.S. Raju, Trustee*	1000	0.00	0	0.00	-	-	-	-	-	-	-	-	-	0	0.00
Srinivas Bommidala And Ramadevi Trust - Mr. Srinivas Bommidala, Trustee*	1000	0.00	0	0.00	-	-	-	-	-	-	-	-	-	0	0.00
Grandhi Kiran Kumar And Ragini Trust - Mr. G. Kiran Kumar, Trustee*	1000	0.00	0	0.00	-	-	-	-	-	-	-	-	-	0	0.00
Grandhi Varalakshmi Mallikarjuna Rao Trust - Mr. G. Mallikarjuna Rao, Trustee*	1000	0.00	0	0.00	-	-	-	-	-	-	-	-	-	0	0.00
Cadence Enterprises Private Limited	100000	0.00	0	0.00	-	-	-	-	-	-	-	-	-	0	0.00
GMR Business and Consultancy LLP	805635166	13.35	409310000	6.78	-	-	-	-	-	-	-	-	-	409310000	6.78

* shares are held in the name of Trustees

^ shares includes the shares held as Karta of HUF

For GMR Enterprises Private Limited



Company Secretary

Place: New Delhi
Date: August 12, 2016

*The names of all the promoters, their shareholding in the target company and their pledged shareholding as on the reporting date should appear in the table irrespective of whether they are reporting on the date of event or not.

** For example, for the purpose of collateral for loans taken by the company, personal borrowing, third party pledge, etc.

***This would include name of both the lender and the trustee who may hold shares directly or on behalf of the lender.

* Pursuant to the Scheme of Amalgamation and Arrangement approved by the Hon'ble High Court of Madras vide Order No. 8471/16 dated July 06, 2016 between GMR Holdings Private Limited (Transferor Company 1) and GMR Projects Private Limited (Transferor Company 2) with GMR Enterprises Private Limited (Transferee Company). Consequently, GMR Holdings Private Limited (the holding company of GMR Infrastructure Limited) ceased to exist resulting GMR Enterprises Private Limited (the promoter group company) as the Holding Company of GMR Infrastructure Limited.