

Date: February 2, 2018 (By E-mail)

**The Secretary
BSE Limited**

Phiroze Jeejeebhoy Towers,
25th Floor, Dalal Street
Fort, Mumbai - 400001

The Secretary

**The 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: Reporting under SEBI (Substantial Acquisition of Shares and
Takeovers) Regulations, 2011**

Name of Target Company: (TC) - GTL Infrastructure Limited

In terms of Regulation 29(2) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, we forward herewith our disclosure in respect of promoter / promoter group shareholding, in the prescribed format.

Please acknowledge receipt.

Thanking you,

Yours truly,

for **Global Holding Corporation Private Limited**
(On behalf of Promoter / PAC)



Authorised Signatories

Encl. a/a

cc: The Company Secretary, GTL Infrastructure Limited, Navi Mumbai

Disclosure under Regulation 29(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

1. Name of the Target Company (TC)	GTL Infrastructure Limited		
2. Name(s) of the acquirer and Persons Acting in Concert (PAC) with the acquirer	(i) GTL Limited (<i>Promoter</i>)		
	(ii) Global Holding Corporation Pvt Ltd. (<i>Promoter Group</i>)		
	(iii) Mr. Manoj G. Tirodkar (<i>PAC</i>)		
3. Whether the acquirer belongs to Promoter/Promoter group	Yes		
4. Name(s) of the Stock Exchange(s) where the shares of TC are Listed	BSE Limited National Stock Exchange of India Limited		
5. Details of the acquisition / disposal as follows	Number	% w.r.t. total share/voting capital wherever applicable (*)	% w.r.t. total diluted share / voting capital of the TC(**)
Before the acquisition/disposal under consideration, holding of:			
a) Shares carrying voting rights			
(iii) Mr. Manoj Tirodkar	58,97,783	0.13%	0.12%
b) Shares in the nature of encumbrance (pledge/ lien/ non-disposal undertaking/ others)			
(i) GTL Limited	34,57,63,466	7.62%	7.08%
(ii) Global Holding Corporation Limited	28,30,62,609	6.24%	5.79%
c) Voting rights (VR) otherwise than by shares	-	-	-
d) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the T C (specify holding in each category)	-	-	-
e) Total (a+b+c+d)	63,47,23,858	13.99%	5.09%
Details of acquisition / sale			
a) Shares carrying voting rights acquired / sold			
(i) GTL Limited #	1,70,07,42,399	14.03%	13.63%
(ii) Global Holding Corporation Limited #	3,70,81,407	0.31%	0.30%
b) VRs acquired /sold otherwise than by shares	-	-	-
c) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) acquired/sold	-	-	-
d) Shares encumbered / invoked/released by the acquirer	-	-	-
e) Total (a+b+c+d)	1,73,78,23,806	14.33%	13.93%
After the acquisition / sale, holding of:			
a) Shares carrying voting rights			
(iii) Mr. Manoj Tirodkar	58,97,783	0.05%	0.05%
b) Shares encumbered with the acquirer			
(i) GTL Limited #	2,04,65,05,865	16.88%	16.41%
(ii) Global Holding Corporation Limited #	32,01,44,016	2.64%	2.57%
c) VRs otherwise than by shares	-	-	-
d) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) after acquisition	-	-	-
e) Total (a+b+c+d)	2,37,25,47,664	19.57%	19.02%
6. Mode of acquisition / sale (e.g. open market / off-market / public issue / rights issue / preferential allotment / inter-se transfer etc).	Off-market : On January 27, 2018, GTL Infrastructure Limited (GTLInfra) has allotted equity shares in the ratio 1:1 to the shareholders of Chennai Network Infrastructure Limited (CNIL) <i>inter-alia</i> to GTL Limited (GTL) & Global Holding Corporation Private Limited (GHC), pursuant to the Scheme of Arrangement between CNIL & GTLInfra and their respective shareholders and creditors duly approved by the National Company Law Tribunals, which became effective on December 22, 2017.		
7. Date of acquisition / sale of shares / VR or date of receipt of intimation of allotment of shares, whichever is applicable	January 31, 2018		
8. Equity share capital / total voting capital of the TC before the said acquisition / sale	4,53,64,51,499	Shares	
9. Equity share capital/ total voting capital of the TC after the said acquisition / sale	12,12,52,70,616	Shares	
10. Total diluted share/voting capital of the TC after the said acquisition / sale.	12,47,40,38,964	Shares	

Acquirers shareholding in CNIL is already encumbered, which would be extinguished and the encumbrance will be shifted to their corresponding shareholding in GTLInfra as and when the corporate action is executed for crediting the acquired shares under the Scheme of Arrangement.

For GTL Limited

Vidyardhar A. Apte
Company Secretary

Place: Mumbai

Date: February 2, 2018

For Global Holding Corporation Private Limited

Authorised Signatory

Place: Mumbai

Date: February 2, 2018