ITCL

IL&FS Trust Company Limited

May 05, 2015

To,

National Stock Exchange of India Ltd.
Exchange Plaza,
Plot no. C/1, G Block,
Bandra-Kurla Complex
Bandra (E) Mumbai - 400 051

DISCLOSURE UNDER REGULATION 29(2) OF SEBI (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011

1. Name of the Target Company (TC)	GMR Infrastructure Limited		
2. Name(s) of the acquirer and Persons Acting in Concert (PAC) with the acquirer	IL&FS Trust Company Ltd (In our capacity as Debenture Trustee) IL&FS Financial Centre, Plot C-22, G Block, Bandra-Kurla Complex, Bandra (East), Mumbai 400 051		
3. Whether the acquirer belongs to Promoter/Promoter group	No		
4. Name(s) of the Stock Exchange(s) where the shares of TC are Listed	Bombay Stock Exchange (BSE) National Stock Exchange (NSE)		
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 under consideration, holding of :			
a) Shares carrying voting rights	-----	-----	-----
b) Shares in the nature of encumbrance (pledge/ lien/non-disposal undertaking/ others)	82,12,47,000	15.51%	-----
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 TC (specify holding in each category)	-----	-----	-----
Total (a+b+c+d)	**82,12,47,000**	**15.51%**	-----

Details of acquisition/~~Sale~~ a) Shares carrying voting rights acquired (pledge) / sold	-----	-----	-----
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	76,29,71,000	14.41%	-----
Total (a+b+c+d)	**76,29,71,000**	**14.41%**	___
After the acquisition/~~ sale~~ holding of: a) Shares carrying voting rights	-----	-----	-----
b) Shares encumbered with the acquirer	1,58,42,18,000	29.91%	-----
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	-----	-----	-----
Total (a+b+c+d)	**1,58,42,18,000**	**29.91%**	___
Mode of acquisition/~~ sale~~ (e.g. open market /off market/ public issue / rights issue / preferential allotment / inter-se transfer, etc.)	off market		
Date of acquisition /~~ sale~~ of shares/VR or date of receipt of intimation of allotment of shares, whichever is applicable	April 30, 2015		
Equity share capital / total voting capital of the TC before the said acquisition/ sale	**5,29,58,00,389** Shares		
Equity share capital/ total voting capital of the TC after the said acquisition/ sale	**5,29,58,00,389** Shares		
Total diluted share/voting capital of the TC after the said acquisition	NA		

ITCL

IL&FS Trust Company Limited

Note:

76,29,71,000 Equity Shares of GMR Infrastructure Limited held by GMR Holdings Private Limited have been pledged with IL&FS Trust Company Ltd (ITCL) in capacity as a Debenture Trustee to secure the issue of Non convertible Debentures (NCDs) issued by GMR Holdings Private Limited

As per the Securities Exchange Board of India letter dated August 08, 2014 (enclosed for your reference), the primary onus of complying with the provisions of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 is of the lender and debenture holder and not on the Trustee. However, out of abundant caution, ITCL in its capacity as security trustee and debenture trustee are disclosing and filing this disclosure under Regulation 29 (2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

For **IL&FS Trust Company Ltd**

Narendra Joshi

Head- Legal , Tax, Compliance & Risk

Place: Mumbai

Date : May 05, 2015