June 17, 2015

ITCL
IL&FS Trust Company Limited

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)	1,58,42,18,000 -----	29.91%	-----
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)	**1,58,42,18,000**	**29.91%**	-----

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	12,71,33,000 (3,57,76,000)	2.40% (0.68%)	-----
Total (a+b+c+d)	**9,13,57,000**	**1.72%**	___
After the acquisition~~/ sale~~ holding of:			
a) Shares carrying voting rights	-----	-----	-----
b) Shares encumbered with the acquirer	1,67,55,75,000	31.64%	-----
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)	**1,67,55,75,000**	**31.64%**	___
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	June 16, 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		

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Note:

12,71,33,000 Equity Shares of GMR Infrastructure Limited held by GMR Holdings Private Limited have been pledged with IL&FS Trust Company Ltd (ITCL) as follows in capacity as a Debenture Trustee to secure the issue of Non convertible Debentures (NCDs) issued by GMR Holdings Private Limited

Sr. No	Issuer	No of Shares pledged	Date of pledge
1	GMR Holdings Private Limited	1,78,88,000	26th May, 2015
2	GMR Holdings Private Limited	6,71,29,000	09th June , 2015
3	GMR Holdings Private Limited	4,21,16,000	16th June , 2015
	Total	**12,71,33,000**	

3,57,76,000 Equity Shares of GMR Infrastructure Limited held by GMR Holdings Private Limited have been released as follows from the pledge of 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

Sr. No	Issuer	No of Shares released	Date of pledge
1	GMR Holdings Private Limited	1,78,88,000	26th May, 2015
2	GMR Holdings Private Limited	1,78,88,000	08th June , 2015
	Total	**3,57,76,000**	

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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 : June 17, 2015

Regd. Office : IL&FS Financial Centre, Plot No. C - 22, G Block, 7th Floor, Bandra Kurla Complex, Bandra (East), Mumbai - 400051, INDIA
Bangalore Office : IL&FS Trust Company Ltd., AL-Latheef, 1st Floor, No. 2 Union Street, Off Infantry Road, Bangalore - 560001, INDIA
New Delhi Office : IL&FS Trust Company Ltd., A-268, 1st Floor, Bhishm Pitahamah Marg, Defence Colony, New Delhi - 110024, INDIA
Kolkata Office : IL&FS Trust Company Ltd., IL&FS Constantia, 3rd Floor, 11 Dr. U. N. Bramachari Street, Kolkata - 700017, INDIA
Corporate Identity Number (CIN) : U66020MH1995PLC095507
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