

November 6, 2012

BSE 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) has pledged 2,90,00,000 equity shares of GMR Infrastructure Limited in favour of Kotak Mahindra Prime Limited on November 3, 2012.

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 6, 2012				
Names of the stock exchanges where the shares of the target company are listed		BSE 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	2,73,62,21,862 (Includes 80,66,64,991 equity shares already under pledge)	70.30 (includes 20.72% already under pledge)	2,90,00,000 Creation	03.11.2012	190,05,56,871	48.83
			Creation of Pledge in favour of Kotak Mahindra Prime Limited			
			80,66,64,991 shares pledged prior to 03.11.2012 2,90,00,000 shares pledged on 03.11.2012 83,56,64,991 shares pledged as on date			
(*) 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

10/11/11

Hari Babu Thota
Company Secretary

Place: Bangalore
Date: November 6, 2012