GMR Holdings Pvt. Ltd.

Corporate Office:
IBC Knowledge Park, Phase 2,
"D" Block, 10th Floor, 4/1,
Bannerghatta Road, Bangalore 560 029
CIN U67120MH1993PTC207451
T +91 80 40432000
F +91 80 40432147
W www.gmrgroup.in

June 15, 2015

BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai – 400001

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

Dear Sirs,

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

As required by Regulation 29(2) read with 29(3) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, we send herewith the disclosure in the prescribed format w.r.t. acquisition of 36,00,000, 18,55,000 and 4,00,000 equity shares of GMR Infrastructure Limited in the open market on June 11, 2015, June 12, 2015 and June 15, 2015 respectively.

Thanking you

Yours truly
For GMR Holdings Private Limited

GMR HOLDINGS PRIVATE LIMITED

Ravi Majeti
Authorised Signatory

Encl: as above

Copy to:

The Company Secretary
GMR Infrastructure Limited
Skip House, 25/1, Museum Road
Bangalore – 560 025

Regd. Office:
Naman Centre, 7th Floor,
Opp. Dena Bank, Plot No.C-31, G Block,
Bandra Kurla Complex, Bandra (East)
Mumbai - 400051, Maharashtra, India

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

Name of the Target Company (TC)	GMR Infrastructure Limited		
Name(s) of the acquirer and Persons Acting in Concert (PAC) with the acquirer	GMR Holdings Private Limited		
Whether the acquirer belongs to Promoter/Promoter group	Yes		
Name(s) of the Stock Exchange(s) where the shares of TC are Listed	BSE Limited; and National Stock Exchange of India Limited		
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) 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)	2,77,66,91,862	52.43	50.71
e) Total (a+b+c+d)	**2,77,66,91,862**	**52.43**	**50.71**
Details of acquisition / ~~sale~~ ~~a)~~ Shares carrying voting rights acquired / ~~sold~~ b) VRs acquired / sold otherwise than by equity 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 /	36,00,000 18,55,000 4,00,000	0.07 0.03 0.01	0.07 0.03 0.01

GMR HOLDINGS PRIVATE LIMITED

released by the acquirer			
e) Total (a+b+c+d)	**58,55,000**	**0.11**	**0.11**
After the acquisition / sale, holding of: a) Shares carrying voting rights b) Shares encumbered with the acquirer 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	278,25,46,862	52.54	50.82
e) Total (a+b+c+d)	**278,25,46,862**	**52.54**	**50.82**
Mode of acquisition (e.g. open market / public issue / rights issue / preferential allotment / inter-se transfer etc.)	Open Market		
Date of acquisition ~~/ sale of shares / VR or date of receipt of intimation of allotment of shares, whichever is applicable~~	June 11, 2015, June 12, 2015 & June 15, 2015		
Equity share capital / total voting capital of the TC before the said acquisition~~/ sale~~	Rs. 5,29,58,00,389		
Equity share capital/ total voting capital of the TC after the said acquisition ~~/ sale~~	Rs. 5,29,58,00,389		
Total diluted share/voting capital of the TC after the said acquisition~~/ sale~~	Rs. 5,47,58,00,389***		

Note:

(*) Total share capital/ voting capital to be taken as per the latest filing done by the company to the Stock Exchange under Clause 35 of the listing Agreement.

GMR HOLDINGS PRIVATE LIMITED

(**) Diluted share/voting capital means the total number of shares in the TC assuming full conversion of the outstanding convertible securities/warrants into equity shares of the TC.

(***)The shareholders of Series A CCPS and Series B CCPS become entitled to apply for equity shares on August 26, 2015 and September 26, 2015 respectively, being 17 months and 18 months after the date of allotment of CCPS (March 26, 2014) and the equity shares shall be allotted at the minimum price determined under Regulation 76(1) of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009. The total number of shares of the Company on full conversion will be known only 30 days prior to the date when the investors become entitled to apply for conversion of CCPS, therefore not included in the total diluted capital.

Yours truly
For GMR Holdings Private Limited

GMR HOLDINGS PRIVATE LIMITED

Ravi Majeti
Authorised Signatory

Place: Bangalore
Date : June 15, 2015