Varalakshmi Grandhi

April 24, 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 in respect of the change in the shareholding, i.e., reduction in the percentage of equity shareholding of Ms Varalakshmi Grandhi along with persons acting in concert consequent upon the issue of shares on Rights Basis by GMR Infrastructure Limited.

Thanking you

Yours truly,

Ch. Srinivasa Rao

Varalakshmi Grandhi

Encl: as above

Copy to:

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

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	Varalakshmi Grandhi **Persons Acting in concert:** 1. GMR Holdings Private Limited 2. GMR Business & Consultancy LLP 3. GMR Infra Ventures LLP 4. GMR Enterprises Private Limited 5. Srinivas Bommidala 6. B. Ramadevi 7. Grandhi Buchi Sanyasi Raju 8. Grandhi Kiran kumar 9. Grandhi Mallikarjuna Rao 10. Cadence Enterprises Private Limited 11. Grandhi Smitha Raju 12. Grandhi Ragini 13. Grandhi Varalakshmi Mallikarjuna Rao Trust 14. Srinivas Bommidala And Ramadevi Trust 15. Grandhi Buchi Sanyasi Raju And Satyavathi Smitha Trust 16. Grandhi Kiran Kumar And Ragini Trust		
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)	As per Annexure 1		
e) Total (a+b+c+d)			

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 / released by the acquirer **e) Total (a+b+c+d)**	Not Applicable
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 **e) Total (a+b+c+d)**	As per Annexure 2
Mode of acquisition (e.g. open market / public issue / rights issue / preferential allotment / inter-se transfer etc.)	Rights Issue
~~Date of acquisition / sale of shares / VR or~~ date of receipt of intimation of allotment of shares, whichever is applicable	April 22, 2015
Equity share capital / total voting capital of the TC before the ~~said acquisition / sale~~ Rights Issue	Rs. 4,36,12,47,379
Equity share capital/ total voting capital of the TC after the ~~said acquisition / sale~~ Rights Issue	Rs. 5,29,58,00,389
Total diluted share/voting capital of the TC after the ~~said acquisition / sale~~ Rights Issue	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.

(**) 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,

Ch. Srinivasa Rao

Varalakshmi Grandhi

Place: Bangalore
Date : April 24, 2015

Annexure 1

Sr.No	Name of the Shareholder	Total Shares held		
		Number of Shares	% w.r.t. total share/voting capital wherever applicable(*)	% w.r.t. total diluted share/voting capital of the TC (**)
			($)	(#)
Equity Shares				
1	G Varalakshmi	942660	0.02	0.02
Person Acting in concert				
1	GMR Holdings Private Limited	2752091862	63.10	60.60
2	GMR Business and Consultancy LLP	52973443	1.21	1.17
3	GMR Enterprises Private Limited	23400000	0.54	0.52
4	Mallikarjuna Rao Grandhi	1731330	0.04	0.04
5	GMR Infra Ventures LLP	31321815	0.72	0.69
6	Grandhi Ragini	638700	0.01	0.01
7	Grandhi Satyavathi Smitha	765500	0.02	0.02
8	Grandhi Kirankumar	872160	0.02	0.02
9	Srinivas Bommidala	451660	0.01	0.01
10	Buchi Sanyasi Raju Grandhi	544160	0.01	0.01
11	B Ramadevi	250000	0.01	0.01
12	Cadence Enterprises Private Limited	100000	0.00	0.00
13	Grandhi Buchi Sanyasi Raju and Satyavathi Smitha Trust	1000	0.00	0.00
14	Srinivas Bommidala and Ramadevi Trust	1000	0.00	0.00
15	Grandhi Kiran Kumar and Ragini Trust	1000	0.00	0.00
16	Grandhi Varalakshmi Mallikarjuna Rao Trust	1000	0.00	0.00
Total		**2866087290**	**65.72**	**63.12**
Warrants				
1	GMR Infra Ventures LLP	180000000	4.13	3.96
Total		**180000000**	**4.13**	**3.96**

($)The percentage of shareholding w.r.t. total share capital of GMR Infrastructure Limited (TC) is calculated on the basis of total share/voting capital of the TC before the Rights Issue, i.e., Rs. 4,36,12,47,379

(#)The percentage of shareholding w.r.t. total diluted share capital of GMR Infrastructure Limited (TC) is calculated on the basis of total diluted share/voting capital of the TC before the Rights Issue, i.e., Rs.4,54,12,47,379

Annexure 2

Sr.No	Name of the Shareholder	Total Shares held		
		Number of Shares	% w.r.t. total share/voting capital wherever applicable(*)	% w.r.t. total diluted share/voting capital of the TC (**)
			($)	(#)
Equity Shares				
1	G Varalakshmi	942660	0.02	0.02
Person Acting in concert				
1	GMR Holdings Private Limited	2752091862	51.97	50.26
2	GMR Business and Consultancy LLP	775286166	14.64	14.16
3	GMR Enterprises Private Limited	23400000	0.44	0.43
4	Mallikarjuna Rao Grandhi	1731330	0.03	0.03
5	GMR Infra Ventures LLP	31321815	0.59	0.57
6	Grandhi Ragini	638700	0.01	0.01
7	Grandhi Satyavathi Smitha	765500	0.01	0.01
8	Grandhi Kirankumar	872160	0.02	0.02
9	Srinivas Bommidala	451660	0.01	0.01
10	Buchi Sanyasi Raju Grandhi	544160	0.01	0.01
11	B Ramadevi	250000	0.00	0.00
12	Cadence Enterprises Private Limited	100000	0.00	0.00
13	Grandhi Buchi Sanyasi Raju and Satyavathi Smitha Trust	1000	0.00	0.00
14	Srinivas Bommidala and Ramadevi Trust	1000	0.00	0.00
15	Grandhi Kiran Kumar and Ragini Trust	1000	0.00	0.00
16	Grandhi Varalakshmi Mallikarjuna Rao Trust	1000	0.00	0.00
Total		**3588400013**	**67.76**	**65.53**
Warrants				
1	GMR Infra Ventures LLP	180000000	3.40	3.29
Total		**180000000**	**4.13**	**3.96**

($)The percentage of shareholding w.r.t. total share capital of GMR Infrastructure Limited (TC) is calculated on the basis of total share/voting capital of the TC after the Rights Issue, i.e., Rs. 5,29,58,00,389

(#)The percentage of shareholding w.r.t. total diluted share capital of GMR Infrastructure Limited (TC) is calculated on the basis of total diluted share/voting capital of the TC after the Rights Issue, i.e., Rs.5,47,58,00,389