

April 16, 2021

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

Dear Sir,

**Sub: Submission of disclosure of reasons for encumbrance by promoter of listed companies**

Pursuant to SEBI Circular No. SEBI/HO/CFD/DCR1/CIR/P/2019/90 dated August 7, 2019, please find attached prescribed disclosure as required under Regulation 31(1) read with Regulation 28(3) of SEBI (Substantial Acquisition of Shares & Takeovers) Regulations, 2011, in reportable format for your information and records.

Kindly take note that the changes have been made in Encumbrance 16 on page no. 7 of this disclosure.

Further, the attached disclosures include consolidated encumbrance details of the Company (Promoter) and its PACs (promoter group) whose names are given as below:

1. GMR Business & Consultancy LLP;
2. Varalakshmi Enterprises LLP.

As such this disclosure be treated as compliance of the referred Regulation by all the above referred three entities.

Thanking you

Yours faithfully,

**For GMR Enterprises Private Limited**



**Yogindu Khajuria**  
**Company Secretary**



Encl: as above

**CC:** The Company Secretary  
GMR Infrastructure Limited  
Naman Centre, 7<sup>th</sup> Floor,  
Opp. Dena Bank, Plot No.C-31,  
G-Block, Bandra Kurla Complex,  
Bandra (East), Mumbai-400051

**Format for disclosure of reasons for encumbrance**

Name of listed company	GMR Infrastructure Limited
Name of the recognised stock exchanges where the shares of the company are listed	BSE Limited National Stock Exchange of India Limited
Name of the promoter(s) / PACs whose shares have been encumbered	GMR Enterprises Private Limited <u>Persons Acting in Concert (PAC):</u> 1. GMR Business & Consultancy LLP 2. Varalakshmi Enterprises LLP
Total promoter shareholding in the listed company	No. of shares – <b>Annexure I</b> % of total share capital – <b>Annexure I</b>
Encumbered shares as a % of promoter shareholding	<b>Annexure II</b>
Whether encumbered share is 50% or more of promoter shareholding	YES / <del>NO</del>
Whether encumbered share is 20% or more of total share capital	YES / <del>NO</del>

**Details of all the existing events/ agreements pertaining to encumbrance**

		Encumbrance 1 (Date of creation of encumbrance: _____ )	<b>Please refer Annexure III</b>
Type of encumbrance (pledge, lien, negative lien, non-disposal undertaking etc. or any other covenant, transaction, condition or arrangement in the nature of encumbrance)			
No. and % of shares encumbered		No. of shares: % of total share capital:	
Specific details about the encumbrance	Name of the entity in whose favour shares encumbered (X)		
	Whether the entity X is a scheduled commercial bank, public financial institution, NBFC or housing finance company? If No, provide the nature of the business of the entity.	YES / NO	
	Names of all other entities in the agreement	Listed company and its group companies (if any) - 1. 2. ...  Other entities (if any) - 1. 2. ...	
	Whether the encumbrance is relating to any debt instruments viz. debenture, commercial paper, certificate of deposit etc.? If yes, provide details about the instrument, including credit rating	YES / NO If yes, 1. Name of the issuer 2. Details of the debt instrument 3. Whether the debt instrument is listed on stock exchanges? 4. Credit Rating of the debt instrument 5. ISIN of the instrument	

Security Cover / Asset Cover	Value of shares on the date of event / agreement (A)		
	Amount involved (against which shares have been encumbered) (B)		
	Ratio of A / B		
End use of money	<p>Borrowed amount to be utilized for what purpose –</p> <p>(a) Personal use by promoters and PACs (b) For the benefit of listed company</p> <p>Provide details including amount, purpose of raising money by listed company, schedule for utilization of amount, repayment schedule etc. (a) Any other reason (please specify)</p>		

**For GMR Enterprises Private Limited**



**Yogindu Khajuria  
Company Secretary**



Place: New Delhi

Date: April 16, 2021

**Annexure I****Total promoter shareholding in the listed company**

<b>Promoter/PAC</b>	<b>No. of shares</b>	<b>% of total share capital</b>
GMR Enterprises Private Limited	2,925,543,150	48.47
GMR Infra Ventures LLP	31,321,815	0.52
Mr. Mallikarjuna Rao Grandhi	1,731,330	0.03
Mrs. Varalakshmi Grandhi	942,660	0.02
Mr. Buchi Sanyasi Raju Grandhi	544,160	0.01
Mrs. Grandhi Satyavathi Smitha	2,348,500	0.04
Mr. Grandhi Kiran Kumar	872,160	0.01
Mrs. Grandhi Ragini	2,513,700	0.04
Mr. Srinivas Bommidala	451,660	0.01
Mrs. B. Ramadevi	255,900	0.00
Grandhi Buchi Sanyasi Raju and Satyavathi Smitha Trust - Mr. G.B.S. Raju, Trustee	1,000	0.00
Srinivas Bommidala and Ramadevi Trust - Mr. Srinivas Bommidala, Trustee	1,000	0.00
Grandhi Kiran Kumar and Ragini Trust - Mr. G. Kiran Kumar, Trustee	1,000	0.00
Grandhi Varalakshmi Mallikarjuna Rao Trust - Mr. G. Mallikarjuna Rao, Trustee	1,000	0.00
GMR Business and Consultancy LLP	805,635,166	13.35
Varalakshmi Enterprises LLP	6,704,975	0.11
Cadence Enterprises Private Limited	0	0.00
<b>Total</b>	<b>3,778,869,176</b>	<b>62.61</b>

**Annexure II****Encumbered shares as a % of promoter shareholding**

<b>Promoter/PAC</b>	<b>No. of shares encumbered</b>	<b>% of total share capital encumbered</b>	<b>% of total shareholding</b>
GMR Enterprises Private Limited	2,420,329,271	40.10	82.73
GMR Infra Ventures LLP	0	0.00	0.00
Mr. Mallikarjuna Rao Grandhi	0	0.00	0.00
Mrs. Varalakshmi Grandhi	0	0.00	0.00
Mr. Buchi Sanyasi Raju Grandhi	0	0.00	0.00
Mrs. Grandhi Satyavathi Smitha	0	0.00	0.00
Mr. Grandhi Kiran Kumar	0	0.00	0.00
Mrs. Grandhi Ragini	0	0.00	0.00
Mr. Srinivas Bommidala	0	0.00	0.00
Mrs. B. Ramadevi	0	0.00	0.00
Grandhi Buchi Sanyasi Raju and Satyavathi Smitha Trust - Mr. G.B.S. Raju, Trustee	0	0.00	0.00
Srinivas Bommidala and Ramadevi Trust - Mr. Srinivas Bommidala, Trustee	0	0.00	0.00
Grandhi Kiran Kumar and Ragini Trust - Mr. G. Kiran Kumar, Trustee	0	0.00	0.00
Grandhi Varalakshmi Mallikarjuna Rao Trust - Mr. G. Mallikarjuna Rao, Trustee	0	0.00	0.00
GMR Business and Consultancy LLP	275,100,000	4.56	34.15
Varalakshmi Enterprises LLP	6,704,975	0.11	100.00
Cadence Enterprises Private Limited	0	0.00	0.00
<b>Total (PAC)</b>	<b>2,702,134,246</b>	<b>44.77</b>	<b>71.51</b>

GMR Enterprises Private Limited  
Details of all the existing security agreements pertaining to encumbrance as on April 14, 2023

	Encumbrance 1 (Date of creation of encumbrance: April 14, 2015)	Encumbrance 2 (Date of creation of encumbrance: August 2, 2017)	Encumbrance 3 (Date of creation of encumbrance: March 19, 2016)	Encumbrance 4 (Date of creation of encumbrance: October 5, 2016)	Encumbrance 5 (Date of creation of encumbrance: March 14, 2016)	Encumbrance 6 (Date of creation of encumbrance: March 14, 2016)	Encumbrance 7 (Date of creation of encumbrance: September 26, 2016)	Encumbrance 8 (Date of creation of encumbrance: October 10, 2016)	Encumbrance 9 (Date of creation of encumbrance: November 27, 2016)	Encumbrance 10 (Date of creation of encumbrance: February 28, 2020)	Encumbrance 11 (Date of creation of encumbrance: October 09, 2020)	Encumbrance 12 (Date of creation of encumbrance: November 14, 2020)	Encumbrance 13 (Date of creation of encumbrance: December 22, 2020)	Encumbrance 14 (Date of creation of encumbrance: February 01, 2021)	Encumbrance 15 (Date of creation of encumbrance: February 01, 2021)	Encumbrance 16 (Date of creation of encumbrance: March 14, 2023)	Encumbrance 17 (Date of creation of encumbrance: March 14, 2023)	Encumbrance 18 (Date of creation of encumbrance: March 24, 2023)		
Type of encumbrance (pledge, lien, negative lien, non-disposal undertaking etc. or any other security transaction, condition or arrangement in the nature of encumbrance)	Pledge	Pledge	Pledge	Pledge	Pledge	Pledge	Pledge	Pledge	Pledge	Pledge	Pledge	Pledge	Pledge	Pledge	Pledge	Pledge	Pledge	Pledge		
No. and % of shares encumbered	No. of shares: 778,770,043 % of total share capital: 12.00%	No. of shares: 454,366,067 % of total share capital: 7.15%	No. of shares: 17,500,000 % of total share capital: 0.26%	No. of shares: 13,138,216 % of total share capital: 0.20%	No. of shares: 20,000,000 % of total share capital: 0.31%	No. of shares: 6,024,087 % of total share capital: 0.09%	No. of shares: 13,131,333 % of total share capital: 0.20%	No. of shares: 234,000,000 % of total share capital: 3.72%	No. of shares: 500,000 % of total share capital: 0.00%	No. of shares: 15,111,067 % of total share capital: 0.23%	No. of shares: 100,500,000 % of total share capital: 1.62%	No. of shares: 74,500,000 % of total share capital: 1.13%	No. of shares: 59,433,000 % of total share capital: 0.92%	No. of shares: 16,000,000 % of total share capital: 0.25%	No. of shares: 16,000,000 % of total share capital: 0.25%	No. of shares: 120,150,308 % of total share capital: 1.90%	No. of shares: 27,500,000 % of total share capital: 0.43%	No. of shares: 10,000,000 % of total share capital: 0.15%		
Specific details about the encumbrance	Name of the entity in whose favour share is encumbered (B) DBS Trusteehip Services Limited For the benefit of Primal Enterprise Limited & Babson Investment Holding S.P.A	Carulati Trusteehip Limited For the benefit of ECL Finance Ltd.(Edwinwin Credit Opportunities Fund, Edwinwin Finvest Private Limited)	Times Innovative Media Limited	Life Insurance Corporation of India (LIC)	PTC India Financial Service Limited	FCI Limited	Veira FCI (India) Limited (For the benefit of L&T Infrastructure Trustee Company Limited)	Veira FCI (India) Limited (For the benefit of Housing Development Trustee Corporation Limited)	AB Financial Products Limited	Hero FinCorp Limited	Veira FCI (India) Limited (For the benefit of Nomura Singapore Limited)	Veira FCI (India) Limited (For the benefit of Nomura Singapore Limited)	Veira FCI (India) Limited (For the benefit of Auro Commercial Company Private Limited, Merin Holdings Private Limited, Citinor Fund Limited)	Star Star Build - Cap Private Limited	Chartered Finance & Leasing Limited	Veira FCI (India) Limited (For the benefit of CB International (Asia) Limited)	Catalyst Trusteehip Limited (For the benefit of E&S Special Opportunities Fund & E&S Equities Limited)	AB Financial Products Limited		
Whether the entity is a scheduled commercial bank, public financial institution, NBFC or housing finance company? If yes, provide the nature of the business of the entity	Security Trustee	Security Trustee	Public limited company	Insurance Company	Financial Institution	Financial Institution	Security Trustee	Security Trustee	NBFC	NBFC	Security Trustee	Security Trustee	Security Trustee	NBFC	NBFC	Security Trustee	Security Trustee	NBFC		
Names of all other parties in the agreement	NA	NA	NA	GMR Energy Limited (Borrower)	GMR Infrastructure Limited (Borrower)	GMR Infrastructure Limited (Borrower)	GMR Bioenergy/Pharma Properties Private Limited (Borrower)	GMR Bioenergy/Pharma Properties Private Limited (Borrower)	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA		
Whether the encumbrance is relating to any debt instrument or debenture (commercial paper, certificate of deposit etc.)? If yes, provide details about the instrument, including credit rating	YES F. No. 1. Name of the issuer: GMR Enterprises Private Limited (Formerly GMR Holdings Private Limited prior to merger) with DBS Trusteehip Services Limited 2. Details of the debt instrument: Rated, listed, redeemable, secured, non-convertible market linked principal protected debentures 3. Whether the debt instrument is listed on stock exchange? - YES 4. Credit Rating of the debt instrument: - BAA1 (IC) Series 1: INE00807131 Series 2: INE00807115	YES F. No. 1. Name of the issuer: GMR Enterprises Private Limited (Formerly GMR Holdings Private Limited prior to merger) with DBS Trusteehip Services Limited 2. Details of the debt instrument: Secured, listed, redeemable, non-convertible debentures- DBS INE00807052, INE00807053, INE00807054 3. Whether the debt instrument is listed on stock exchange? - Yes 4. Credit Rating of the debt instrument: - Yes 5. ISIN of the instrument: INE00807039, INE00807037, INE00807123, INE00807115	NO	NO	NO	NO	NO	NO	NO	NO	YES F. No. 1. Name of the issuer: GMR Enterprises Private Limited 2. Details of the debt instrument: Secured, unlisted, redeemable, non-convertible debenture 3. Whether the debt instrument is listed on stock exchange? - NO 4. Credit Rating of the debt instrument: - N.A. 5. ISIN of the instrument: INE00807100	YES F. No. 1. Name of the issuer: GMR Enterprises Private Limited 2. Details of the debt instrument: Secured, unlisted, redeemable, non-convertible debenture 3. Whether the debt instrument is listed on stock exchange? - NO 4. Credit Rating of the debt instrument: - N.A. 5. ISIN of the instrument: INE00807108	YES F. No. 1. Name of the issuer: GMR Enterprises Private Limited 2. Details of the debt instrument: Secured, unlisted, rated, redeemable, non-convertible debenture 3. Whether the debt instrument is listed on stock exchange? - NO 4. Credit Rating of the debt instrument: - N.A. 5. ISIN of the instrument: INE00807106	NO	NO	NO	NO	NO	NO	NO
Security Cover / Asset Cover	Value of shares on the date of event / encumbrance (A)* 900000000	1378423762 8400793346	60487000	203257056	43300000	13842100	22361337	383300000	12000000	103421346	286170000	186000000	348283334	86400000	86400000	30487000	89770000	238000000		
End use of money	Repaid amount to be utilized for what purpose - (a) Personal Use by promoters and RACs (b) For the benefit of listed company Provide details including amount, purpose of raising money by listed company, schedule for utilization of amount, repayment schedule etc. (c) Any other reason (please specify)	General corporate purposes	General corporate purposes	General corporate purposes	General Corporate investment by Target Company	General Corporate investment by Target Company	For extending loans and advances to the group companies and/or making investments in group entities	For extending loans and advances to the group companies and/or making investments in group entities	For extending loans and advances to the group companies and general corporate purposes	Repayment of existing borrowings of the Company or Group companies and general corporate purposes	Repayment of existing borrowings of the Company or Group companies and general corporate purposes	Repayment of existing borrowings of the Company and general corporate purposes	Repayment of existing borrowings of the Company and general corporate purposes	Repayment of existing borrowings of the Company or Group companies and general corporate purposes	Repayment of existing borrowings of the Company or Group companies and general corporate purposes	Repayment of existing borrowings of the Company or Group companies and general corporate purposes	Repayment of existing debt of the Company, other than existing facilities availed from Edelweiss	Repayment of existing borrowings of the Company or Group companies and general corporate purposes	Repayment of existing borrowings of the Company or Group companies and general corporate purposes	

\*Value of shares is calculated on the basis of share price on the date of agreement

GMR Business & Consultancy LLP

Details of all the existing events/ agreements pertaining to encumbrance as on April 16, 2021

		Encumbrance 1 (Date of creation of encumbrance: April 16, 2015)	Encumbrance 2 (Date of creation of encumbrance: September 30, 2019)	Encumbrance 3 (Date of creation of encumbrance: October 10, 2019)	Encumbrance 4 (Date of creation of encumbrance: February 28, 2020)	Encumbrance 5 (Date of creation of encumbrance: April 01, 2021)
Type of encumbrance (pledge, lien, negative lien, non-disposal undertaking etc. or any other covenant, transaction, condition or arrangement in the nature of encumbrance)		Pledge	Pledge	Pledge	Pledge	Pledge
No. and % of shares encumbered		No. of shares: 10,300,000 % of total share capital: 0.17%	No. of shares: 57,000,000 % of total share capital: 0.94%	No. of shares: 740,00,000 % of total share capital: 1.23%	No. of shares: 2,58,00,000 % of total share capital: 0.43%	No. of shares: 10,80,00,000 % of total share capital: 1.79%
Specific details about the encumbrance	Name of the entity in whose favour shares encumbered (X)	IDBI Trusteeship Services Limited (for the benefit of Piramal Enterprises Limited & Baboon Investments Holding B.V.)	Vistra ITCL ( India) Limited (for the benefit of L&T Infrastructure Finance Company Limited)	Vistra ITCL ( India) Limited (for the benefit of Housing Development Finance Corporation Limited )	Hero FinCorp Limited	Vistra ITCL ( India) Limited (for the benefit of Kemwell Biopharma Private Limited, Yadu Hari Dalmia-HUF, Mr. Puneet Yadu Dalmia, Radico NV Distilleries Maharashtra Limited, Raghav Commercial Limited and Avro Commercial Company Private Limited)
	Whether the entity X is a scheduled commercial bank, public financial institution, NBFC or housing finance company? If No, provide the nature of the business of the entity.	Security Trustee	Security Trustee	Security Trustee	NBFC	Security Trustee
	Names of all other entities in the agreement	NA	GMR Bannerghatta Properties Private Limited (Borrower)	GMR Bannerghatta Properties Private Limited (Borrower)	GMR Enterprises Private Limited (Borrower)	GMR Enterprises Private Limited (Borrower) and Vistra ITCL (India) Limited (Debenture Trustee)
	Whether the encumbrance is relating to any debt instruments viz. debenture, commercial paper, certificate of deposit etc.? If yes, provide details about the instrument, including credit rating	YES If yes, 1. Name of the issuer: GMR Enterprises Private Limited (formerly GMR Holdings Private Limited prior to merger) with IDBI Trusteeship Services Limited 2. Details of the debt instrument: Rated, listed, redeemable, secured, non-convertible market linked principal protected debentures 3. Whether the debt instrument is listed on stock exchanges? - YES 4. Credit Rating of the debt instrument - BWR PP-MLD BB (CE) (Stable) 5. ISIN of the instrument: INE908I07073 INE908I07081 INE908I07099 INE908I07107 INE908I07123 INE908I07115	NO	NO	NO	YES If yes, 1. Name of the issuer: GMR Enterprises Private Limited 2. Details of the debt instrument: secured, listed, rated, redeemable, non-convertible debentures 3. Whether the debt instrument is listed on stock exchanges -Yes. 4. Credit Rating of the debt instrument - IVR BB+ (CE)/Stable Outlook 5. ISIN of the instrument: INE908I07255
Security Cover / Asset Cover	Value of shares on the date of event / agreement (A)	18,23,10,000	96,90,00,000	1,27,28,00,000	51,60,00,000	2700000000
	Amount involved (against which shares have been encumbered) (B)	9,00,00,00,000	1,50,00,00,000	3,25,00,00,000	1,35,00,00,000	1250000000
	Ratio of A / B	0.02026	0.6460	0.3916	0.3822	2.1600
End use of money	Borrowed amount to be utilized for what purpose – (a) Personal use by promoters and PACs (b) For the benefit of listed company Provide details including amount, purpose of raising money by listed company, schedule for utilization of amount, repayment schedule etc. (a) Any other reason (please specify)	For Investment in Target Company and / or repayment of the existing loans.	For extending loans and advances to the group companies and/or making investments in group entities	For extending loans and advances to the group companies and/or making investments in group entities	Repayment of existing borrowings of the Company or Group companies and general corporate purposes	To refinance the existing debt of the Company and make investment in group or associate companies

\* Value of shares is calculated on the basis of share price on the date of agreement



Varalakshmi Enterprises LLP

Details of all the existing events/ agreements pertaining to encumbrance as on April 16, 2021

		Encumbrance 1 (Date of creation of encumbrance: March 27, 2019)	Encumbrance 2 (Date of creation of encumbrance: July 29, 2020)	Encumbrance 3 (Date of creation of encumbrance: August 18, 2020)
Type of encumbrance (pledge, lien, negative lien, non-disposal undertaking etc. or any other covenant, transaction, condition or arrangement in the nature of encumbrance)		Pledge	Pledge	Pledge
No. and % of shares encumbered		No. of shares: 454975 % of total share capital: 0.008%	No. of shares: 1880000 % of total share capital: 0.03%	No. of shares: 4370000 % of total share capital: 0.07%
Specific details about the encumbrance	Name of the entity in whose favour shares encumbered (X)	Aditya Birla Finance Limited	Deutsche Investment India Private Limited	Cholamandalam Investment & Finance Company Ltd.
	Whether the entity X is a scheduled commercial bank, public financial institution, NBFC or housing finance company? If No, provide the nature of the business of the entity.	NBFC	NBFC	NBFC
	Names of all other entities in the agreement	Grandhi Mallikarjuna Rao and M/s Varalakshmi Enterprises LLP	Grandhi Mallikarjuna Rao and M/s Varalakshmi Enterprises LLP	Grandhi Mallikarjuna Rao and M/s Varalakshmi Enterprises LLP
	Whether the encumbrance is relating to any debt instruments viz. debenture, commercial paper, certificate of deposit etc.? If yes, provide details about the instrument, including credit rating	NO	NO	NO
Security Cover / Asset Cover	Value of shares on the date of event / agreement (A)	7302349	42300000	92862500
	Amount involved (against which shares have been encumbered) (B)	50000000	250000000	100000000
	Ratio of A / B	0.15	0.17	0.93
End use of money	Borrowed amount to be utilized for what purpose – (a) Personal use by promoters and PACs (b) For the benefit of listed company Provide details including amount, purpose of raising money by listed company, schedule for utilization of amount, repayment schedule etc. (a) Any other reason (please specify)	For the purpose of Investment and to meet promoter requirements	For the purpose of Investment and to meet promoter requirements	For the purpose of Investment and to meet promoter requirements

\* Value of shares is calculated on the basis of share price on the date of agreement