

March 07, 2022

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 11 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, 7th 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 – Annexure I % of total share capital – Annexure I
Encumbered shares as a % of promoter shareholding	Annexure II
Whether encumbered share is 50% or more of promoter shareholding	YES / NO
Whether encumbered share is 20% or more of total share capital	YES / NO

Details of all the existing events/ agreements pertaining to encumbrance

		Encumbrance 1 (Date of creation of encumbrance: _____)	Please refer Annexure III
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 – (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: March 07, 2022

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

Promoter/PAC	No. of shares	% of total share capital
GMR Enterprises Private Limited	2,740,843,150	45.41
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	765,135,166	12.68
Varalakshmi Enterprises LLP	6,704,975	0.11
Hyderabad Jabilli Properties Private Limited	57,500,000	0.95
Cadence Enterprises Private Limited	0	0.00
Total	3,611,169,176	59.83

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

Promoter/PAC	No. of shares encumbered	% of total share capital encumbered	% of total shareholding
GMR Enterprises Private Limited	2,210,778,016	36.63	80.66
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	118,300,000	1.96	15.46
Varalakshmi Enterprises LLP	6,704,975	0.11	100.00
Hyderabad Jabilli Properties Private Limited	0	0.00	0.00
Cadence Enterprises Private Limited	0	0.00	0.00
Total (PAC)	2,335,782,991	38.70	64.68

2024 Executive Payroll List
 List of all Executive Payroll Agreements pertaining to compensation as of March 31, 2024

	Boardmember 1 Date of Appointment: April 16, 2023	Boardmember 2 Date of Appointment: August 1, 2023	Boardmember 3 Date of Appointment: March 24, 2023	Boardmember 4 Date of Appointment: October 1, 2023	Boardmember 5 Date of Appointment: September 4, 2023	Boardmember 6 Date of Appointment: November 21, 2023	Boardmember 7 Date of Appointment: February 29, 2024	Boardmember 8 Date of Appointment: December 22 (2023)	Boardmember 9 Date of Appointment: March 16, 2024	Boardmember 10 Date of Appointment: March 15, 2024	Boardmember 11 Date of Appointment: March 23, 2024	Boardmember 12 Date of Appointment: April 23, 2024	Boardmember 13 Date of Appointment: May 20, 2024	Boardmember 14 Date of Appointment: May 20, 2024	Boardmember 15 Date of Appointment: June 25, 2024	Boardmember 16 Date of Appointment: June 26, 2024	Boardmember 17 Date of Appointment: October 10, 2024	Boardmember 18 Date of Appointment: October 10, 2024	Boardmember 19 Date of Appointment: October 10, 2024	Boardmember 20 Date of Appointment: October 10, 2024	Boardmember 21 Date of Appointment: October 24, 2024	Boardmember 22 Date of Appointment: January 10, 2025	Boardmember 23 Date of Appointment: February 10, 2025	Boardmember 24 Date of Appointment: February 17, 2025	
1. Name of the individual	Mr. James T. [REDACTED]	Mr. James T. [REDACTED]	Mr. James T. [REDACTED]	Mr. James T. [REDACTED]	Mr. James T. [REDACTED]	Mr. James T. [REDACTED]	Mr. James T. [REDACTED]	Mr. James T. [REDACTED]	Mr. James T. [REDACTED]	Mr. James T. [REDACTED]	Mr. James T. [REDACTED]	Mr. James T. [REDACTED]	Mr. James T. [REDACTED]	Mr. James T. [REDACTED]	Mr. James T. [REDACTED]	Mr. James T. [REDACTED]	Mr. James T. [REDACTED]	Mr. James T. [REDACTED]	Mr. James T. [REDACTED]	Mr. James T. [REDACTED]	Mr. James T. [REDACTED]	Mr. James T. [REDACTED]	Mr. James T. [REDACTED]	Mr. James T. [REDACTED]	
2. Title	Chairman	Chairman	Chairman	Chairman	Chairman	Chairman	Chairman	Chairman	Chairman	Chairman	Chairman	Chairman	Chairman	Chairman	Chairman	Chairman	Chairman	Chairman	Chairman	Chairman	Chairman	Chairman	Chairman	Chairman	
3. Executive Payroll Agreement	Mr. James T. [REDACTED] 2023	Mr. James T. [REDACTED] 2023	Mr. James T. [REDACTED] 2023	Mr. James T. [REDACTED] 2023	Mr. James T. [REDACTED] 2023	Mr. James T. [REDACTED] 2023	Mr. James T. [REDACTED] 2023	Mr. James T. [REDACTED] 2023	Mr. James T. [REDACTED] 2023	Mr. James T. [REDACTED] 2023	Mr. James T. [REDACTED] 2023	Mr. James T. [REDACTED] 2023	Mr. James T. [REDACTED] 2023	Mr. James T. [REDACTED] 2023	Mr. James T. [REDACTED] 2023	Mr. James T. [REDACTED] 2023	Mr. James T. [REDACTED] 2023	Mr. James T. [REDACTED] 2023	Mr. James T. [REDACTED] 2023	Mr. James T. [REDACTED] 2023	Mr. James T. [REDACTED] 2023	Mr. James T. [REDACTED] 2023	Mr. James T. [REDACTED] 2023	Mr. James T. [REDACTED] 2023	
4. Executive Payroll Agreement Description	Mr. James T. [REDACTED] 2023	Mr. James T. [REDACTED] 2023	Mr. James T. [REDACTED] 2023	Mr. James T. [REDACTED] 2023	Mr. James T. [REDACTED] 2023	Mr. James T. [REDACTED] 2023	Mr. James T. [REDACTED] 2023	Mr. James T. [REDACTED] 2023	Mr. James T. [REDACTED] 2023	Mr. James T. [REDACTED] 2023	Mr. James T. [REDACTED] 2023	Mr. James T. [REDACTED] 2023	Mr. James T. [REDACTED] 2023	Mr. James T. [REDACTED] 2023	Mr. James T. [REDACTED] 2023	Mr. James T. [REDACTED] 2023	Mr. James T. [REDACTED] 2023	Mr. James T. [REDACTED] 2023	Mr. James T. [REDACTED] 2023	Mr. James T. [REDACTED] 2023	Mr. James T. [REDACTED] 2023	Mr. James T. [REDACTED] 2023	Mr. James T. [REDACTED] 2023	Mr. James T. [REDACTED] 2023	
5. Executive Payroll Agreement Effective Date	04/16/2023	08/01/2023	03/24/2023	10/01/2023	09/04/2023	11/21/2023	02/29/2024	12/22/2023	03/16/2024	03/15/2024	03/23/2024	04/23/2024	05/20/2024	05/20/2024	06/25/2024	06/26/2024	10/10/2024	10/10/2024	10/10/2024	10/10/2024	10/24/2024	01/10/2025	02/10/2025	02/17/2025	
6. Executive Payroll Agreement Expiration Date	03/31/2025	03/31/2025	03/31/2025	03/31/2025	03/31/2025	03/31/2025	03/31/2025	03/31/2025	03/31/2025	03/31/2025	03/31/2025	03/31/2025	03/31/2025	03/31/2025	03/31/2025	03/31/2025	03/31/2025	03/31/2025	03/31/2025	03/31/2025	03/31/2025	03/31/2025	03/31/2025	03/31/2025	03/31/2025
7. Executive Payroll Agreement Compensation Type	Salary	Salary	Salary	Salary	Salary	Salary	Salary	Salary	Salary	Salary	Salary	Salary	Salary	Salary	Salary	Salary	Salary	Salary	Salary	Salary	Salary	Salary	Salary	Salary	Salary
8. Executive Payroll Agreement Compensation Amount	\$[REDACTED]	\$[REDACTED]	\$[REDACTED]	\$[REDACTED]	\$[REDACTED]	\$[REDACTED]	\$[REDACTED]	\$[REDACTED]	\$[REDACTED]	\$[REDACTED]	\$[REDACTED]	\$[REDACTED]	\$[REDACTED]	\$[REDACTED]	\$[REDACTED]	\$[REDACTED]	\$[REDACTED]	\$[REDACTED]	\$[REDACTED]	\$[REDACTED]	\$[REDACTED]	\$[REDACTED]	\$[REDACTED]	\$[REDACTED]	
9. Executive Payroll Agreement Compensation Frequency	Annual	Annual	Annual	Annual	Annual	Annual	Annual	Annual	Annual	Annual	Annual	Annual	Annual	Annual	Annual	Annual	Annual	Annual	Annual	Annual	Annual	Annual	Annual	Annual	
10. Executive Payroll Agreement Compensation Basis	Fixed	Fixed	Fixed	Fixed	Fixed	Fixed	Fixed	Fixed	Fixed	Fixed	Fixed	Fixed	Fixed	Fixed	Fixed	Fixed	Fixed	Fixed	Fixed	Fixed	Fixed	Fixed	Fixed	Fixed	
11. Executive Payroll Agreement Compensation Currency	USD	USD	USD	USD	USD	USD	USD	USD	USD	USD	USD	USD	USD	USD	USD	USD	USD	USD	USD	USD	USD	USD	USD	USD	
12. Executive Payroll Agreement Compensation Status	Active	Active	Active	Active	Active	Active	Active	Active	Active	Active	Active	Active	Active	Active	Active	Active	Active	Active	Active	Active	Active	Active	Active	Active	
13. Executive Payroll Agreement Compensation Notes	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	

*Note: All dates are subject to the Board of Directors and are not guaranteed.

GMR Business & Consultancy LLP

Details of all the existing events/ agreements pertaining to encumbrance as on March 07, 2022

	Encumbrance 1 (Date of creation of encumbrance: April 16, 2015)	Encumbrance 2 (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
No. and % of shares encumbered	No. of shares: 10,300,000 % of total share capital: 0.17%	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.)
	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
	Names of all other entities in the agreement	NA
	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: INE908107073 INE908107081 INE908107099 INE908107107 INE908107123 INE908107115
Security Cover / Asset Cover	Value of shares on the date of event / agreement (A)	18,23,10,000
	Amount involved (against which shares have been encumbered) (B)	9,00,00,00,000
	Ratio of A / B	0.02026
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.
		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 March 07, 2022

		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