

GMR INFRA ENTERPRISES PRIVATE LIMITED

CIN: U43299KA2023PTC175130

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Regd. Address: 25/1, Ground Floor, Skip House, Museum Road, Bangalore, Karnataka- 560025

January 08, 2024

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 of encumbrance of shares under Regulations 31(1) and 31(3) of the SEBI (Substantial Acquisition of Shares & Takeovers) Regulations, 2011

With reference to the captioned subject, we wish to inform that 90,00,00,000 equity shares of GMR Airports Limited (formerly known as GMR Airports Infrastructure Limited) have been pledged by GMR Infra Enterprises Private Limited in favour of Vistra (ITCL) India Private Limited on January 6, 2025 in connection with security for debentures issued by it for Rs. 6300 Cr.

Pursuant to the SEBI Master Circular No. SEBI/HO/CFD/PoD-1/P/CIR/2023/31 dated February 16, 2023 (as amended), 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 record with respect to the above-mentioned transaction.

Kindly take the same on record.

Thanking you

Yours faithfully
For GMR Infra Enterprises Private Limited

Samarpit Agarwal
(Company Secretary)

M. No: A55015

Encl: as above

Disclosures of Reason for Encumbrance as per SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

Part A:

General Details

1.	Name of Listed Company (LC)	GMR Airports Limited		
2.	Stock exchanges where the target company is listed	NSE	BSE	MSEI
		Yes	Yes	NA
3.	Name of the promoter(s) / PACs whose shares have been encumbered	GMR INFRA ENTERPRISES PRIVATE LIMITED		
4.	Total promoter shareholding in the listed company	Number of Shares	6980353187	
		% of total share capital	66.11%	
5.	Encumbered shares as a % of promoter shareholding	39.15%		
6.	Whether encumbered share is 50% or more of promoter shareholding	No		
7.	Whether encumbered share is 20% or more of total share capital	Yes		

Remarks (Optional)

8.	Additional Information (For Public dissemination)		
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Details of all the events/ agreements pertaining to encumbrance

Specific details about the encumbrance		Encumbrance 1	
1.	* Date of Creation of encumbrance	6-Jan-2025	
2.	* Type of encumbrance	Pledge	
3.	* No. of shares encumbered	900000000	
4.	* Shares encumbered as a percentage of total share capital	8.52%	
5.	* Name of the entity in whose favour shares encumbered (X)	VISTRA ITCL (INDIA) LIMITED	
6.	* 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)	No	Debenture Trustee
7.	* Names of all other entities in the agreement (Please fill NA in case there is no other entity)	* Listed company and its group companies (if any)	GMR Enterprises Private Limited
			NA
8.	* 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	
		Name of the issuer	GMR Infra Enterprises Private Limited
		Details of the debt instrument	Secured, Unlisted, Unrated, Redeemable, Optionally-Convertible Debentures
		Whether the debt instrument is listed on stock exchanges?	No
		Credit Rating of the debt instrument	NA
			INEOQJY07014
9.	* Security Cover / Asset Cover	* Value of shares on the date of event / agreement (A)	₹ 70,81,20,00,000
		* Amount involved (against which shares have been encumbered) (B)	₹ 63,00,00,00,000
		* Ratio of A / B	1.12
10.	Utilization of borrowed amount (1. Please tick all that are applicable 2. In case (b) or (c) is selected, please provide details including amount, purpose of raising money by listed company, schedule for utilization of amount, repayment schedule etc.)	(a) Personal use by promoters and PACs	Yes
		(b) For the benefit of listed company	No
		(c) Any other reason (please specify)	No

Place:- New Delhi
Date: 8-Jan-2025

Name
Signature