

October 23, 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 13 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 –</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: October 23, 2021

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	805,635,166	13.35
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	3,651,669,176	60.49

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	2,149,425,520	35.62	78.42
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	125,781,639	2.08	15.61
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)	2,281,912,134	37.81	62.49

GMR Enterprises Private Limited
Details of all the existing event-driven agreements pertaining to encumbrance as on October 23, 2021

	Encumbrance 1 (Date of creation of encumbrance: April 16, 2015)	Encumbrance 2 (Date of creation of encumbrance: August 2, 2017)	Encumbrance 3 (Date of creation of encumbrance: March 19, 2018)	Encumbrance 4 (Date of creation of encumbrance: October 5, 2009)	Encumbrance 5 (Date of creation of encumbrance: September 16, 2019)	Encumbrance 6 (Date of creation of encumbrance: October 10, 2019)	Encumbrance 7 (Date of creation of encumbrance: November 27, 2019)	Encumbrance 8 (Date of creation of encumbrance: February 28, 2020)	Encumbrance 9 (Date of creation of encumbrance: December 22 2020)	Encumbrance 10 (Date of creation of encumbrance: February 01, 2021)	Encumbrance 11 (Date of creation of encumbrance: February 01, 2021)	Encumbrance 12 (Date of creation of encumbrance: March 18, 2021)	Encumbrance 13 (Date of creation of encumbrance: March 19, 2021)	Encumbrance 14 (Date of creation of encumbrance: March 25, 2021)	Encumbrance 15 (Date of creation of encumbrance: April 21, 2021)	Encumbrance 16 (Date of creation of encumbrance: May 24, 2021)	Encumbrance 17 (Date of creation of encumbrance: May 25, 2021)	Encumbrance 18 (Date of creation of encumbrance: May 26, 2021)	Encumbrance 19 (Date of creation of encumbrance: June 21, 2021)	Encumbrance 20 (Date of creation of encumbrance: June 24, 2021)	Encumbrance 21 (Date of creation of encumbrance: June 29, 2021)	Encumbrance 22 (Date of creation of encumbrance: July 02, 2021)	Encumbrance 23 (Date of creation of encumbrance: October 06, 2021)				
Type of encumbrance (pledge, lien, negative lien, non-physical understanding etc., or any other covenant, restriction, 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	Pledge	Pledge	Pledge	Pledge	Pledge				
No. and % of shares encumbered	No. of shares: 778,770,013 % of total share capital: 0.20%	No. of shares: 387,450,000 % of total share capital: 0.29%	No. of shares: 17,500,000 % of total share capital: 0.02%	No. of shares: 13,198,216 % of total share capital: 0.55%	No. of shares: 7,600,000 % of total share capital: 0.02%	No. of shares: 132,000,000 % of total share capital: 2.20%	No. of shares: 500,000 % of total share capital: 0.01%	No. of shares: 30,621,973 % of total share capital: 0.87%	No. of shares: 59,433,000 % of total share capital: 1.60%	No. of shares: 38,000,000 % of total share capital: 1.02%	No. of shares: 39,000,000 % of total share capital: 1.07%	No. of shares: 120,192,308 % of total share capital: 3.37%	No. of shares: 27,500,000 % of total share capital: 0.76%	No. of shares: 10,000,000 % of total share capital: 0.28%	No. of shares: 1,100,000,000 % of total share capital: 30.2%	No. of shares: 1,400,000,000 % of total share capital: 39.2%	No. of shares: 2,050,000,000 % of total share capital: 56.4%	No. of shares: 2,500,000,000 % of total share capital: 68.4%	No. of shares: 1,65,000,000 % of total share capital: 4.6%	No. of shares: 2,500,000,000 % of total share capital: 68.4%	No. of shares: 1,75,000,000 % of total share capital: 4.8%	No. of shares: 1,75,000,000 % of total share capital: 4.8%	No. of shares: 3,50,000,000 % of total share capital: 9.6%				
Specific details about the encumbrance	Name of the entity in whose favour shares encumbered (S) SBI Trusteeship Services Limited (for the benefit of Prasar Enterprises Limited & Balson Investments Holding B.V.)	Catalyst Trusteeship Limited (for the benefit of ECL Finance Ltd. (Edwinco Credit Opportunities Fund Framework Asset Management Limited))	Times Innovative Maba Limited	Life Insurance Corporation of India (LIC)	Vista TFCI (India) Limited (for the benefit of I&T Infrastructure Finance Company Limited)	Vista TFCI (India) Limited (for the benefit of Housing Development Finance Corporation Limited)	AM Financial Products Limited	Hera FinCorp Limited	Vista TFCI (India) Limited (for the benefit of Auro Commercial Company Private Limited, Martin Holdings Private Limited, Citrine Fund Limited)	Shree Star Build Cap Private Limited	Chartered Finance & Leasing Limited	Vista TFCI (India) Limited (for the benefit of DB International (Asia) Limited)	Catalyst Trusteeship Limited (for the benefit of Edwinco Special Opportunities Fund & ECAP Equities Limited)	AM Financial Products Limited	Vista TFCI (India) Limited (for the benefit of Prasar Enterprises Limited, Yashu Hari Sharma P.L.C., Mr. Anand Yashu Dalme, Radico NV (Industria Maharatna Limited, Raghav Commercial Limited and Auro Commercial Company Private Limited).	KL Plastocore Limited	Arand Rathi Global Finance Limited	Shree Star Build Cap Private Limited	KL Plastocore Limited	Shree Star Build Cap Private Limited	Coprum Bagrada Limited	S&S Fincap Private Limited	Virtue Financial Services Private Limited				
Whether the entity 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	Public limited company	Insurance Company	Security Trustee	Security Trustee	NBFC	NBFC	Security Trustee	NBFC	NBFC	Security Trustee	Security Trustee	NBFC	Security Trustee	Manufacturing Company	NBFC	NBFC	Manufacturing Company	NBFC	Mining and Construction equipment	NBFC	NBFC				
Name of all other entities in the agreement	NA	NA	NA	GMR Energy Limited (Borrower)	GMR Banerghatta Properties Private Limited (Borrower)	GMR Banerghatta Properties Private Limited (Borrower)	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA				
Whether the encumbrance is relating to any debt instrument, i.e., indentured 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 SBI Trusteeship Services Limited 2. Details of the debt instrument: Secured, listed, redeemable, non-convertible debentures (Marketable, non-convertible debentures) 3. Whether the debt instrument is listed on stock exchanges? - YES 4. Credit Rating of the debt instrument: BWR BB+ (CEI) 5. ISIN of the instrument: INF09807032 INF09807033 INF09807034 INF09807035 INF09807123 INF09807124 BWR BB (CEI)	YES If yes, 1. Name of the issuer: GMR Enterprises Private Limited 2. Details of the debt instrument: Secured, listed, redeemable, non-convertible debentures (Marketable, non-convertible debentures) 3. Whether the debt instrument is listed on stock exchanges? - YES 4. Credit Rating of the debt instrument: BWR BB (CEI) 5. ISIN of the instrument: INF09807032 INF09807033 INF09807034 INF09807035 INF09807123 INF09807124 BWR BB (CEI)	NO	NO	NO	NO	NO	NO	YES If yes, 1. Name of the issuer: GMR Enterprises Private Limited 2. Details of the debt instrument: Secured, listed, redeemable, non-convertible debentures (Marketable, non-convertible debentures) 3. Whether the debt instrument is listed on stock exchanges? - NO 4. Credit Rating of the debt instrument: N.A., however, the rating will be done as a condition precedent 5. ISIN of the instrument: INF09807036	NO	NO	YES If yes, 1. Name of the issuer: GMR Enterprises Private Limited 2. Details of the debt instrument: Secured, listed, redeemable, non-convertible debentures (Marketable, non-convertible debentures) 3. Whether the debt instrument is listed on stock exchanges? - YES 4. Credit Rating of the debt instrument: BWR BB+ (CEI) 5. ISIN of the instrument: INF09807124 Series 2: INF09807122	YES If yes, 1. Name of the issuer: GMR Enterprises Private Limited 2. Details of the debt instrument: Secured, listed, redeemable, non-convertible debentures (Marketable, non-convertible debentures) 3. Whether the debt instrument is listed on stock exchanges? - YES 4. Credit Rating of the debt instrument: BWR BB (CEI) 5. ISIN of the instrument: INF09807230 Series 2: INF09807248	NO	YES If yes, 1. Name of the issuer: GMR Enterprises Private Limited 2. Details of the debt instrument: Secured, listed, redeemable, non-convertible debentures (Marketable, non-convertible debentures) 3. Whether the debt instrument is listed on stock exchanges? - YES 4. Credit Rating of the debt instrument: BWR BB (CEI) 5. ISIN of the instrument: INF09807255	NO	NO	NO	NO	NO	NO	NO	NO	NO	NO	NO	NO
Security Cover / Asset Cover	Value of shares on the date of event / agreement (A)* 1378422951	679825000	64375000	2315575566	11958000	2270400000	10650000	692439000	1482613350	894600000	894600000	3046879000	5692500000	2390000000	345000000	448100000	551470000	653750000	509850000	793750000	511900000	570500000	1372000000				
Amount involved (against which shares have been encumbered) (B)	900000000	3813000000	300000000	7900000000	1500000000	3250000000	1300000000	1350000000	6500000000	3750000000	3750000000	18750000000	3000000000	1250000000	2500000000	2500000000	2500000000	2500000000	2500000000	2500000000	2500000000	2500000000	2500000000				
Ratio of A/B	1.33181690	0.17826022	1.30879	0.30079509	0.00868660	0.00868771	0.1131616	1.38111284	2.3856	2.3856	2.3856	14.25000004	1.3075	2.9875	0.1760	1.7171	2.3854	2.4161	2.0394	2.3750	2.0394	2.3850	2.3740				
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. (c) Any other reason (please specify)	For investment in Target Company and/ or repayment of the existing loans.	General corporate purposes	Downstream investment purposes	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	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 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 towards payment of transaction related costs and expenses pertaining to the Facility	Repayment of existing borrowings of the Company or Group companies and towards payment of transaction related costs and expenses pertaining to the Facility	General corporate purposes	General corporate purposes	General corporate purposes	General corporate purposes	General corporate purposes	General corporate purposes	General corporate purposes	General corporate purposes	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 October 23, 2021

	Encumbrance 1 (Date of creation of encumbrance: April 16, 2015)	Encumbrance 2 (Date of creation of encumbrance: February 28, 2020)	Encumbrance 3 (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
No. and % of shares encumbered	No. of shares: 10,300,000 % of total share capital: 0.17%	No. of shares: 74,81,639 % of total share capital: 0.12%	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.)	Hero FinCorp 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	NBFC
	Names of all other entities in the agreement	NA	GMR Enterprises Private Limited (Borrower)
	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	NO
Security Cover / Asset Cover	Value of shares on the date of event / agreement (A)	18,23,10,000	14,96,32,780
	Amount involved (against which shares have been encumbered) (B)	9,00,00,00,000	1,35,00,00,000
	Ratio of A / B	0.02026	0.1108
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.	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 October 23, 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
	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
	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
	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
Security Cover / Asset Cover	Value of shares on the date of event / agreement (A)	7302349	42300000
	Amount involved (against which shares have been encumbered) (B)	50000000	250000000
	Ratio of A / B	0.15	0.17
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

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