

April 06, 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 3 and 5 on page no. 8 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<br>National Stock Exchange of India Limited                                                                                               |
| Name of the promoter(s) / PACs whose shares have been encumbered                  | GMR Enterprises Private Limited<br><u>Persons Acting in Concert (PAC):</u><br><br>1. GMR Business & Consultancy LLP<br>2. Varalakshmi Enterprises LLP |
| Total promoter shareholding in the listed company                                 | No. of shares – <b>Annexure I</b><br>% 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 / 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<br>(Date of creation of encumbrance: _____)                                                                                                                                                                 | <p style="text-align: center;">Please refer Annexure III</p>  |
| 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:<br>% 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) –<br>1. ....<br>2. ....<br><br>Other entities (if any) –<br>1. ....<br>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<br>If yes,<br>1. Name of the issuer<br>2. Details of the debt instrument<br>3. Whether the debt instrument is listed on stock exchanges?<br>4. Credit Rating of the debt instrument<br>5. ISIN of the instrument |                                                                                                                                                    |

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

**For GMR Enterprises Private Limited**



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



Place: New Delhi  
Date: April 06, 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

| Promoter/PAC                                                                      | No. of shares encumbered | % of total share capital encumbered | % of total shareholding |
|-----------------------------------------------------------------------------------|--------------------------|-------------------------------------|-------------------------|
| GMR Enterprises Private Limited                                                   | 2,410,136,963            | 39.93                               | 82.38                   |
| 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>2,691,941,938</b>     | <b>44.60</b>                        | <b>71.24</b>            |



[illegible]

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

|                                                                                                                                                                            |                                                                                                                                                                                                                                                                                                                            | Encumbrance 1<br>(Date of creation of encumbrance: April 16, 2015)                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       | Encumbrance 2<br>(Date of creation of encumbrance: September 30, 2019)                              | Encumbrance 3<br>(Date of creation of encumbrance: October 10, 2019)                                | Encumbrance 4<br>(Date of creation of encumbrance: February 28, 2020)                             | Encumbrance 5<br>(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<br>% of total share capital: 0.17%                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             | No. of shares: 57,000,000<br>% of total share capital: 0.94%                                        | No. of shares: 740,00,000<br>% of total share capital: 1.23%                                        | No. of shares: 2,58,00,000<br>% of total share capital: 0.43%                                     | No. of shares: 10,80,00,000<br>% 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, Violet Buidwell Private Limited and Radico NV Distilleries Maharashtra 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<br>If yes,<br>1. Name of the issuer: GMR Enterprises Private Limited (formerly GMR Holdings Private Limited prior to merger) with IDBI Trusteeship Services Limited<br>2. Details of the debt instrument: Rated, listed, redeemable, secured, non-convertible market linked principal protected debentures<br>3. Whether the debt instrument is listed on stock exchanges? - YES<br>4. Credit Rating of the debt instrument - BWR PP-MLD BB (CE) (Stable)<br>5. ISIN of the instrument: INE908I07073<br>INE908I07081<br>INE908I07099<br>INE908I07107<br>INE908I07123<br>INE908I07115 | NO                                                                                                  | NO                                                                                                  | NO                                                                                                | YES<br>If yes,<br>1. Name of the issuer: GMR Enterprises Private Limited<br>2. Details of the debt instrument: secured, listed, rated, redeemable, non-convertible debentures<br>3. Whether the debt instrument is listed on stock exchanges - Proposed to be listed .<br>4. Credit Rating of the debt instrument - Provisional IVR BB+ (CE)/Stable Outlook<br>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 –<br>(a) Personal use by promoters and PACs<br>(b) For the benefit of listed company<br>Provide details including amount, purpose of raising money by listed company, schedule for utilization of amount, repayment schedule etc.<br>(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                                                                                                                                                                                                                                                                                                      |

**Varalakshmi Enterprises LLP**
**Details of all the existing events/ agreements pertaining to encumbrance as on April 06, 2021**

|                                                                                                                                                                            |                                                                                                                                                                                                                                                                                                                            | Encumbrance 1<br>(Date of creation of encumbrance: March 27, 2019) | Encumbrance 2<br>(Date of creation of encumbrance: July 29, 2020) | Encumbrance 3<br>(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<br>% of total share capital: 0.008%          | No. of shares: 1880000<br>% of total share capital: 0.03%         | No. of shares: 4370000<br>% 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 –<br>(a) Personal use by promoters and PACs<br>(b) For the benefit of listed company<br>Provide details including amount, purpose of raising money by listed company, schedule for utilization of amount, repayment schedule etc.<br>(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