GMR Enterprises Private Limited

Corporate Office:
New Udaan Bhawan, Opp. Terminal 3
Indira Gandhi International Airport
New Delhi 110 037
CIN U74900TN2007PTC102389
P +91 11 42532600
E contact@holdinggepl.in
W www.holdinggepl.in

March 26, 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 18 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

Registered Office:
Third floor, Old No. 248/ New No. 114
Royapettah High Road, Royapettah
Chennai 600014

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 Persons Acting in Concert (PAC): 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	

GMR ENTERPRISES PRIVATE LIMITED

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	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 GMR Enterprises Private Limited

Yogindu Khajuria
Company Secretary

Place: New Delhi
Date: March 26, 2021

Annexure I

Total promoter shareholding in the listed company

Promoter/PAC	No. of shares	% of total share capital
GMR Enterprises Private Limited	2,942,043,150	48.74
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
Total	**3,795,369,176**	**62.88**

GMR ENTERPRISES PRIVATE LIMITED

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	2,415,136,963	40.01	82.09
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	333,100,000	5.52	41.35
Varalakshmi Enterprises LLP	6,704,975	0.11	100
Cadence Enterprises Private Limited	0	0.00	0.00
Total (PAC)	**2,754,941,938**	**45.64**	**72.59**

GMR ENTERPRISES PRIVATE LIMITED

GMR Enterprises Private Limited
Details of all the existing events/ agreements pertaining to encumbrance as on March 26, 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, 2019)	Encumbrance 4 (Date of creation of encumbrance: October 5, 2009)	Encumbrance 5 (Date of creation of encumbrance: March 14, 2014)	Encumbrance 6 (Date of creation of encumbrance: March 14, 2014)	Encumbrance 7 (Date of creation of encumbrance: September 26, 2019)	Encumbrance 8 (Date of creation of encumbrance: October 10, 2019)	Encumbrance 9 (Date of creation of encumbrance: November 27, 2019)	Encumbrance 10 (Date of creation of encumbrance: February 28, 2020)	Encumbrance 11 (Date of creation of encumbrance: October 09, 2020)	Encumbrance 12 (Date of creation of encumbrance: November 19, 2020)	Encumbrance 13 (Date of creation of encumbrance: December 22 2020)	Encumbrance 14 (Date of creation of encumbrance: February 01, 2021)	Encumbrance 15 (Date of creation of encumbrance: February 01, 2021)	Encumbrance 16 (Date of creation of encumbrance: March 18, 2021)	Encumbrance 17 (Date of creation of encumbrance: March 19, 2021)	Encumbrance 18 (Date of creation of encumbrance: March 25, 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	Pledge	Pledge	Pledge	Pledge	Pledge	Pledge	Pledge	Pledge	Pledge	Pledge	Pledge	Pledge	Pledge
No. and % of shares encumbered		No. of shares: 778,770,043 % of total share capital: 12.90%	No. of shares: 454,366,667 % of total share capital: 7.53%	No. of shares: 37,500,000 % of total share capital: 0.62%	No. of shares: 33,198,216 % of total share capital: 0.55%	No. of shares: 20,000,000 % of total share capital: 0.33%	No. of shares: 6,024,097 % of total share capital: 0.10%	No. of shares: 13,133,333 % of total share capital: 0.22%	No. of shares: 224,000,000 % of total share capital: 3.71%	No. of shares: 500,000 % of total share capital: 0.01%	No. of shares: 56,211,607 % of total share capital: 0.93%	No. of shares: 100,500,000 % of total share capital: 1.67%	No. of shares: 74,500,000 % of total share capital: 1.23%	No. of shares: 59,433,000 % of total share capital: 0.98%	No. of shares: 36,000,000 % of total share capital: 0.60%	No. of shares: 36,000,000 % of total share capital: 0.60%	No. of Shares 110,000,000 % of total share capital: 1.82%	No. of Shares 27,50,00,000 % of total share capital: 4.56%	No. of Shares 10,00,00,000 % of total share capital: 1.65%
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.)	Catalyst Trusteeship Limited (for the benefit of ECL Finance Ltd,Edelweiss Credit Opportunities fund; Edelweiss Finvest Private Limited)	Times Innovative Media Limited	Life Insurance Corporation of India (LIC)	PTC India Financial Service Limited	FCI Limited	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)	JM Financial Products Limited	Hero FinCorp Limited	Vistra ITCL (India) Limited (For the benefit of Nomura Singapore Limited)	Vistra ITCL (India) Limited (For the benefit of Nomura Singapore Limited)	Vistra ITCL (India) Limited (For the benefit of Avro Commercial Company Private Limited; Merlin Holdings Private Limited; Citrine Fund Limited)	Shine Star Build- Cap Private Limited	Chartered Finance & Leasing Limited	Vistra ITCL (India) Limited (For the benefit of DB International (Asia) Limited)	Catalyst Trusteeship Limited (For the benefit of Edelweiss Special Opportunities Fund & ECAP Equities Limited)	JM Financial Products 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	Public limited company	Insurance Company	Financial Institution	Financial Institution	Security Trustee	Security Trustee	NBFC	NBFC	Security Trustee	Security Trustee	Security Trustee	NBFC	NBFC	Security Trustee	Security Trustee	NBFC
	Names of all other entities in the agreement	NA	NA	NA	GMR Energy Limited (Borrower)	GMR Infrastruture Limited (Borrower)	GMR Infrastruture Limited (Borrower)	GMR Bannerghatta Properties Private Limited (Borrower)	GMR Bannerghatta Properties Private Limited (Borrower)	NA	NA	NA	NA	NA	NA	NA	NA	NA	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: INE90B07073 INE90B07081 INE90B07099 INE90B07107 INE90B07123 INE90B07115	YES If yes, 1. Name of the issuer: GMR Enterprises Private Limited 2. Details of the debt instrument: Secured, Rated, redeemable, marketable, non-convertible debentures- ISIN INE90B07032; INE90B07040; INE90B07057; and Listed, rated, redeemable, secured, non-convertible debentures - ISIN INE90B07065 3. Whether the debt instrument is listed on stock exchanges? - Yes- ISIN INE90B07065 4. Credit Rating of the debt instrument - Yes- ISIN INE90B07065; BWR BB (CE) (Stable)	NO	NO	NO	NO	ND	NO	NO	NO	YES If yes, 1. Name of the issuer: GMR Enterprises Private Limited 2. Details of the debt instrument: Secured, unlisted, redeemable, non-convertible debentures 3. Whether the debt instrument is listed on stock exchanges? - NO 4. Credit Rating of the debt instrument - N.A. 5. ISIN of the instrument: INE90B07180	YES If yes, 1. Name of the issuer: GMR Enterprises Private Limited 2. Details of the debt instrument: Secured, unlisted, redeemable, non-convertible debentures 3. Whether the debt instrument is listed on stock exchanges? - NO 4. Credit Rating of the debt instrument - N.A. 5. ISIN of the instrument: INE90B07198	YES If yes, 1. Name of the issuer: GMR Enterprises Private Limited 2. Details of the debt instrument: Secured, unlisted, redeemable, 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 subsequent 5. ISIN of the instrument: INE90B07206	NO	NO	YES If yes, 1. Name of the issuer: GMR Enterprises Private Limited 2. Details of the debt instrument: Secured, rated, listed, redeemable, non-convertible Bonds 3. Whether the debt instrument is listed on stock exchanges? - Proposed to be listed 4. Credit Rating of the debt instrument - Series 1 Bond, "BWR BB (CE) Stable" & Series 2 Bond: BWR B+ Stable 5. ISIN of the Instrument: Series 1: INE90B107214 Series 2: INE90B107122	YES If yes, 1. Name of the issuer: GMR Enterprises Private Limited 2. Details of the debt instrument: Secured, rated, listed, redeemable, non-convertible Debentures 3. Whether the debt instrument is listed on stock exchanges? - Yes 4. Credit Rating of the debt instrument - Series 1 & Series 2 Debentures: IVR BB+ (CE) 5. ISIN of the instrument: Series 1: INE90B07230 Series 2: INE90B07248	NO
Security Cover / Asset Cover	Value of shares on the date of event / agreement (A)*	13784229761	8405783340	654375000	2315575566	433000000	130421700	223923327.7	3852800000	10050000	1124232140	2361750000	1869950000	1482853350	894600000	894600000	2788500000	6957500000	2390000000
	Amount involved (against which shares have been encumbered) (B)	9000000000	3813000000	500000000	7000000000	1950000000	1000000000	1500000000	3250000000	1200000000	1350000000	2000000000	1500000000	650000000	375000000	375000000	1875000000	3000000000	800000000
	Ratio of A / B	1.531582085	2.20450651	1.30875	0.330796059	0.222051282	0.13042172	0.149282718	1.185476923	0.008875	0.832705	1.180875	1.246633	2.283132846	2.3856	2.3856	1.4872	2.319166667	2.9875
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.	General corporate purposes	General corporate purposes	Downstream investment	General Corporate usage, Downstream investment by the Target Company	General Corporate usage, Downstream investment by the Target Company	For extending loans and advances to the group companies and/or making investments in group entities	For extending loans and advances to the group companies and/or making investments in group entities	Repayment of existing borrowings of the Company or Group companies and general corporate purposes	Repayment of existing borrowings of the Company or Group companies and general corporate purposes	Repayment of existing borrowings of the Company and general corporate purposes	Repayment of existing borrowings of the Company and general corporate purposes	Repayment of existing borrowings of the Company; general corporate purposes and towards the payment of fees, costs, charges and expenses pertaining to the issue of the Debentures	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	Refinancing 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

*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 March 26, 2021

		Encumbrance 1 (Date of creation of encumbrance: April 16, 2015)	**Encumbrance 2 (Date of creation of encumbrance: September 30, 2019)**	**Encumbrance 3 (Date of creation of encumbrance: October 10, 2019)**	**Encumbrance 4 (Date of creation of encumbrance: February 28, 2020)**
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
No. and % of shares encumbered		No. of shares: 10,300,000 % of total share capital: 0.17%	No. of shares: 57,000,000 % of total share capital: 0.94%	No. of shares: 240,000,000 % of total share capital: 3.98%	No. of shares: 2,58,00,000 % of total share capital: 0.43%
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
	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
	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)
	Whether the encumbrance is relating to any debt instruments viz. debenture, commercial paper, certificate of deposit etc.? If yes, provide details about the instrument, including credit rating	YES If yes, 1. Name of the issuer: GMR Enterprises Private Limited (formerly GMR Holdings Private Limited prior to merger) with IDBI Trusteeship Services Limited 2. Details of the debt instrument: Rated, listed, redeemable, secured, non-convertible market linked principal protected debentures 3. Whether the debt instrument is listed on stock exchanges? - YES 4. Credit Rating of the debt instrument - BWR PP-MLD BB (CE) (Stable) 5. ISIN of the instrument: INE908I07073 INE908I07081 INE908I07099 INE908I07107 INE908I07123 INE908I07115	NO	NO	NO
Security Cover / Asset Cover	Value of shares on the date of event / agreement (A)	18,23,10,000	96,90,00,000	4,12,80,00,000	51,60,00,000
	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
	Ratio of A / B	0.02026	0.6460	1.2702	0.3822
End use of money	Borrowed amount to be utilized for what purpose – (a) Personal use by promoters and PACs (b) For the benefit of listed company Provide details including amount, purpose of raising money by listed company, schedule for utilization of amount, repayment schedule etc. (a) Any other reason (please specify)	For Investment in Target Company and / or repayment of the existing loans.	For extending loans and advances to the group companies and/or making investments in group entities	For extending loans and advances to the group companies and/or making investments in group entities	Repayment of existing borrowings of the Company or Group companies and general corporate purposes

* 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 26, 2021

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

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