

March 01, 2022

BSE Limited  
Phiroze Jeejeebhoy Towers  
Dalal Street  
Mumbai - 400 001

National Stock Exchange of India Ltd.  
Exchange Plaza  
Plot no. C/1, G Block  
Bandra-Kurla Complex  
Bandra (E)  
Mumbai - 400 051

Dear Sir,

**Sub: Submission of disclosure of reasons for encumbrance by promoter of listed companies**

Pursuant to SEBI Circular No. SEBI/HO/CFD/DCR1/CIR/P/2019/90 dated August 7, 2019, please find attached prescribed disclosure as required under Regulation 31(1) read with Regulation 28(3) of SEBI (Substantial Acquisition of Shares & Takeovers) Regulations, 2011, in reportable format for your information and records.

Kindly take note that the changes have been made in Encumbrance 7 on page no. 7 and Encumbrance 2 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 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 – <b>Annexure I</b> % 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 / <del>NO</del>
Whether encumbered share is 20% or more of total share capital	YES / <del>NO</del>

**Details of all the existing events/ agreements pertaining to encumbrance**

		Encumbrance 1 (Date of creation of encumbrance: _____ )	<b>Please refer Annexure III</b>
Type of encumbrance (pledge, lien, negative lien, non-disposal undertaking etc. or any other covenant, transaction, condition or arrangement in the nature of encumbrance)			
No. and % of shares encumbered		No. of shares: % of total share capital:	
Specific details about the encumbrance	Name of the entity in whose favour shares encumbered (X)		
	Whether the entity X is a scheduled commercial bank, public financial institution, NBFC or housing finance company? If No, provide the nature of the business of the entity.	YES / NO	
	Names of all other entities in the agreement	Listed company and its group companies (if any) - 1. 2. ...  Other entities (if any) - 1. 2. ...	
	Whether the encumbrance is relating to any debt instruments viz. debenture, commercial paper, certificate of deposit etc.? If yes, provide details about the instrument, including credit rating	YES / NO If yes, 1. Name of the issuer 2. Details of the debt instrument 3. Whether the debt instrument is listed on stock exchanges? 4. Credit Rating of the debt instrument 5. ISIN of the instrument	

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

**For GMR Enterprises Private Limited**

**Yogindu Khajuria  
Company Secretary**

Place: New Delhi

Date: March 01, 2022

**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	2,740,843,150	45.41
GMR Infra Ventures LLP	31,321,815	0.52
Mr. Mallikarjuna Rao Grandhi	1,731,330	0.03
Mrs. Varalakshmi Grandhi	942,660	0.02
Mr. Buchi Sanyasi Raju Grandhi	544,160	0.01
Mrs. Grandhi Satyavathi Smitha	2,348,500	0.04
Mr. Grandhi Kiran Kumar	872,160	0.01
Mrs. Grandhi Ragini	2,513,700	0.04
Mr. Srinivas Bommidala	451,660	0.01
Mrs. B. Ramadevi	255,900	0.00
Grandhi Buchi Sanyasi Raju and Satyavathi Smitha Trust - Mr. G.B.S. Raju, Trustee	1,000	0.00
Srinivas Bommidala and Ramadevi Trust - Mr. Srinivas Bommidala, Trustee	1,000	0.00
Grandhi Kiran Kumar and Ragini Trust - Mr. G. Kiran Kumar, Trustee	1,000	0.00
Grandhi Varalakshmi Mallikarjuna Rao Trust - Mr. G. Mallikarjuna Rao, Trustee	1,000	0.00
GMR Business and Consultancy LLP	765,135,166	12.68
Varalakshmi Enterprises LLP	6,704,975	0.11
Hyderabad Jabilli Properties Private Limited	57,500,000	0.95
Cadence Enterprises Private Limited	0	0.00
<b>Total</b>	<b>3,611,169,176</b>	<b>59.83</b>

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

<b>Promoter/PAC</b>	<b>No. of shares encumbered</b>	<b>% of total share capital encumbered</b>	<b>% of total shareholding</b>
GMR Enterprises Private Limited	2,310,028,016	38.27	84.28
GMR Infra Ventures LLP	0	0.00	0.00
Mr. Mallikarjuna Rao Grandhi	0	0.00	0.00
Mrs. Varalakshmi Grandhi	0	0.00	0.00
Mr. Buchi Sanyasi Raju Grandhi	0	0.00	0.00
Mrs. Grandhi Satyavathi Smitha	0	0.00	0.00
Mr. Grandhi Kiran Kumar	0	0.00	0.00
Mrs. Grandhi Ragini	0	0.00	0.00
Mr. Srinivas Bommidala	0	0.00	0.00
Mrs. B. Ramadevi	0	0.00	0.00
Grandhi Buchi Sanyasi Raju and Satyavathi Smitha Trust - Mr. G.B.S. Raju, Trustee	0	0.00	0.00
Srinivas Bommidala and Ramadevi Trust - Mr. Srinivas Bommidala, Trustee	0	0.00	0.00
Grandhi Kiran Kumar and Ragini Trust - Mr. G. Kiran Kumar, Trustee	0	0.00	0.00
Grandhi Varalakshmi Mallikarjuna Rao Trust - Mr. G. Mallikarjuna Rao, Trustee	0	0.00	0.00
GMR Business and Consultancy LLP	118,300,000	1.96	15.46
Varalakshmi Enterprises LLP	6,704,975	0.11	100.00
Hyderabad Jabilli Properties Private Limited	0	0.00	0.00
Cadence Enterprises Private Limited	0	0.00	0.00
<b>Total (PAC)</b>	<b>2,435,032,991</b>	<b>40.34</b>	<b>67.43</b>

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

	Boardmember 1 Date of Appointment: April 16, 2023	Boardmember 2 Date of Appointment: August 1, 2023	Boardmember 3 Date of Appointment: October 14, 2023	Boardmember 4 Date of Appointment: October 14, 2023	Boardmember 5 Date of Appointment: September 4, 2023	Boardmember 6 Date of Appointment: November 15, 2023	Boardmember 7 Date of Appointment: February 29, 2024	Boardmember 8 Date of Appointment: February 22, 2024	Boardmember 9 Date of Appointment: March 16, 2024	Boardmember 10 Date of Appointment: March 15, 2024	Boardmember 11 Date of Appointment: March 22, 2024	Boardmember 12 Date of Appointment: April 23, 2024	Boardmember 13 Date of Appointment: May 20, 2024	Boardmember 14 Date of Appointment: May 20, 2024	Boardmember 15 Date of Appointment: June 27, 2024	Boardmember 16 Date of Appointment: June 26, 2024	Boardmember 17 Date of Appointment: July 25, 2024	Boardmember 18 Date of Appointment: October 10, 2024	Boardmember 19 Date of Appointment: October 10, 2024	Boardmember 20 Date of Appointment: October 22, 2024	Boardmember 21 Date of Appointment: October 24, 2024	Boardmember 22 Date of Appointment: January 29, 2025	Boardmember 23 Date of Appointment: February 29, 2025	Boardmember 24 Date of Appointment: February 27, 2025	
<p>1. Name of the individual (Last, First, Middle Initial, or any other name used in connection with the individual's employment)</p> <p>2. Title of the individual</p> <p>3. Date of the agreement</p> <p>4. Type of agreement</p>	Mr. James T. [Name]	Mr. James T. [Name]	Mr. James T. [Name]	Mr. James T. [Name]	Mr. James T. [Name]	Mr. James T. [Name]	Mr. James T. [Name]	Mr. James T. [Name]	Mr. James T. [Name]	Mr. James T. [Name]	Mr. James T. [Name]	Mr. James T. [Name]	Mr. James T. [Name]	Mr. James T. [Name]	Mr. James T. [Name]	Mr. James T. [Name]	Mr. James T. [Name]	Mr. James T. [Name]	Mr. James T. [Name]	Mr. James T. [Name]	Mr. James T. [Name]	Mr. James T. [Name]	Mr. James T. [Name]	Mr. James T. [Name]	
<p>5. Description of the agreement (e.g., Employment Agreement, Retention Agreement, Severance Agreement, etc.)</p> <p>6. Key terms of the agreement (e.g., Term, Compensation, Benefits, etc.)</p> <p>7. Date of the agreement</p> <p>8. Type of agreement</p>	Employment Agreement	Employment Agreement	Employment Agreement	Employment Agreement	Employment Agreement	Employment Agreement	Employment Agreement	Employment Agreement	Employment Agreement	Employment Agreement	Employment Agreement	Employment Agreement	Employment Agreement	Employment Agreement	Employment Agreement	Employment Agreement	Employment Agreement	Employment Agreement	Employment Agreement	Employment Agreement	Employment Agreement	Employment Agreement	Employment Agreement	Employment Agreement	Employment Agreement
<p>9. Compensation (Salary, Bonus, etc.)</p> <p>10. Benefits (Health, Life, Disability, etc.)</p> <p>11. Other terms (Severance, etc.)</p> <p>12. Date of the agreement</p> <p>13. Type of agreement</p>	Salary: \$[Amount]	Salary: \$[Amount]	Salary: \$[Amount]	Salary: \$[Amount]	Salary: \$[Amount]	Salary: \$[Amount]	Salary: \$[Amount]	Salary: \$[Amount]	Salary: \$[Amount]	Salary: \$[Amount]	Salary: \$[Amount]	Salary: \$[Amount]	Salary: \$[Amount]	Salary: \$[Amount]	Salary: \$[Amount]	Salary: \$[Amount]	Salary: \$[Amount]	Salary: \$[Amount]	Salary: \$[Amount]	Salary: \$[Amount]	Salary: \$[Amount]	Salary: \$[Amount]	Salary: \$[Amount]	Salary: \$[Amount]	Salary: \$[Amount]
<p>14. Date of the agreement</p> <p>15. Type of agreement</p>	2023	2023	2023	2023	2023	2023	2023	2023	2023	2023	2023	2023	2023	2023	2023	2023	2023	2023	2023	2023	2023	2023	2023	2023	2023

\*Note: All dates are subject to the Board of Directors' approval.

GMR Business & Consultancy LLP

Details of all the existing events/ agreements pertaining to encumbrance as on March 01, 2022

	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: 0 % of total share capital: 0%	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	-
	Amount involved (against which shares have been encumbered) (B)	9,00,00,00,000	-
	Ratio of A / B	0.02026	0.0000
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 March 01, 2022

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

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