GMR Enterprises Private Limited

GMR

Corporate Office:
New Udaan Bhawan, Ground Floor,
Opp. Terminal 3, IGI Airport,
New Delhi, India 110037
CIN: U74900TN2007PTC102389
T +91 11 42532600
E contact@holdinggepl.com

February 28, 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

W www.holdinggepl.com

Dear Sir,

Sub: <u>Submission of disclosure of reasons for encumbrance by promoter of listed</u> 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 Encumbrances 1, 22, 23 and 26 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	BSE Limited
company are listed	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):
	 GMR Business & Consultancy LLP 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

		En eu ma h we ra ea 1	
		Encumbrance 1 (Date of creation	
		of encumbrance:	
)	
Type of encumbrance	(pledge, lien, negative	/	
lien, non-disposal und			
other covenant, transa			
arrangement in the na			
No. and % of shares e	encumbered	No. of shares:	
		% of total share	
		capital:	
Specific details about	Name of the entity in		
the encumbrance	whose favour shares		
	encumbered (X)		
	MI II II II X	\/FC / NO	
	Whether the entity X is a scheduled	YES / NO	
	commercial bank,		
	public financial		
	institution, NBFC or		-
	housing finance		H
	company? If No,		Ģ
	provide the nature of		5
	the business of the) X
	entity.		ב
	Names of all other	Listed company	Please refer Annexure
	entities in the	and its group	e
	agreement	companies (if any)	ef
		1.	o L
		2	as.
		21	<u>ë</u>
		Other entities (if	•
		any) –	
		1.	
		2	
	Whether the	YES / NO	
	encumbrance is	If yes,	
	relating to any debt	1. Name of the	
	instruments viz. debenture,	issuer 2. Details of the	
	commercial paper,	debt instrument	
	certificate of deposit	3. Whether the	
	etc.? If yes, provide	debt instrument is	
	details about the	listed on stock	
	instrument, including	exchanges?	
	credit rating	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	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: February 28, 2022

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	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
Total	3,611,169,176	59.83

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	2,327,449,969	38.56	84.92
GMR Infra Ventures LLP	2,327,449,909	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	0	0.00	0.00
Satyavathi Smitha Trust - Mr. G.B.S. Raju, Trustee	O	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)	2,459,936,583	40.75	68.12

	Encumbrance 1	Encumbrance 2	Encumbrance I	Incombanies!			Encumbrance 7	Incombrance I.	Incumbrance f	Emisymbrania 20	Encumbrance 11			Encumbrance 14	Encumbrance 15	Ensymbrance 16	Encumbrance 17	Incombrance 18		Encumbrance 20	Encumbrance 23	Encumbrance 22	Enquebrance 25	Encumbrance 26	Encumbrance 25	Encumbrance 26
	(Date of creation of	Date of oradion of	Date of creation of	(Date of creation of	Date of creation of	(Sate of greation of		Date of creation of encuebrance	(Sate of gradien of	(Date of creation of	(Sate of product of	Date of creation of	(Date of creation of	Date of continued	(Date of creation of	Date of creation of	(2ute of creation of engagescance)	(Extent oration of	Quireforation of	(Date of creation of	Date of creation of encumbrance	(Date of creation of encumbran	ie: (Date of creation of	(Date of creation of encumbrance:	(Date of creation of ensumbrance:	Date of creation of encumber
	encumbrance April 36, 2015)	encumbrance Jugard 2,	encumbrance March 18,	encombrance Oxfolier 1, 2001	encumbrance September 2	26, encumbrance November 27,	encumbrance Pelaruary 28, 2020)	December 22 2020	encumbrance March 18,	ensumbrance March 15, 2021)	encumbrance March 35, 3021)	encumbrismon April 23, 2005)	encumbrance: May 34, 3021)	ensumbrance May 25, 2021)	encumbrance May 28, 2021)	ensumbranse June 21, 2021)	June 34, 2021)	encumbrance June 29, 2021)	encumbrance: July 93, 3021)	encumbrance: October 06, 2001	November EJ, 2021)	December 23, 3005)	ensumbranie January 05, 300	() January 28, 3023)	Retriary Ot, 2022)	February 17, 3003)
		2007		2001	2009	200)			2000)																	
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	K of lotal share capital 1180%	Not total draw capital: 6.60%	K of total draw capital 0.62%	N of total share capital 0.55N	N of total share capital 0.00	2N: N. of total share capital G.CEN	N of total share capital 0.28%	Nofistal dave capital SSEN	Noftstatuhare capital 1.99%	% of total share capital 3.75%	Kof total share capital: 1.65%	K of total there capital 0.20%	N of total share capital 0.28%	N of bital share capital 0.30%	N of brisishare capital 0.62%	% efforted share capitals 0.27%	N of total share capital 0.42%	N. of total-share capital: 0.28%	Kofteté dan capité 0.39%		N of total share capital 0.36%	K of total draw capital: 0.62%	% of total chare-capital E-SWC		N. of total charactepital G. 60%	N of total dury capital: 0
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Whether the entity X is a scheduled someowise bank, public framisal entitudion, NEPC or handing framise sompony? If his, provide the nature of 8 business of the entitle.	Security Trustee the	Security Trustee	Public Smiled samplany	Insurance Company	SelarityTradee	MARC	MIC	Security Trustee	Security Trustee	Security Trustee	MARC	Security Souther	Manufacturing Company	sasc	sanc	Manufacturing Company	Sanc	Mong and Continuation equipment	MARC	MIK	MIC	Security Trustee	Security Trustee	MPC	NAPC	Marc
Names of all other evittles in the agreement	NA.	NA.	SA.	GMX Energy Limited (Birrower)	CASE Euromyhalia Properti Private Limited (Eurowen)	im M.	NA.		NA.	NA.	NA.	SA.	NA.	NA.	NA.	NA.	NA.	NA.	M.	NA.	NA.	NA.	NA.	MA.	NA.	S.E.
Whether the encombrance is relating to	103	VES.	NO.	NO.	NO.	100	NO.	WA	VII.	VIII.	NO.	en.	NO.	10	10	NO	NO.	NO.	NO.	NO.	NO.	VES.	183	10	NO.	10
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Sale of A/E	1.09090	0.188382166	1.308%	0.330796505	0.0088380	667 0.00879	0.301300	2.381112600	1429000004	1885	2 8871	0.2%0	1773	3 7436	3.4350	2.091	3.176	2.00%	2.3820	2.3660	2.696	1.5	14	52 2.865	1.00026660	
Instance amount is be salled for who purpose — [(r) Personal and by promising and FIGCs (b) for the fement in Maria Company Provide details including amount, purposed of critical emission of amount, expanyers of selection of amount, expanyers of shelder (i.e., [(r), lony when recent (pleaser specify)	Company and / or registered of the existing bians.	General surporate purposes	dennid carpoide purposes	Downbram Investment	For extending bions and advances, to the group compares and/or miding investments in group existing investments in group existing		of the Companyor Group companies and peneral consociale	Repayment of existing borousings of the Company general corps ale purposes and lower shifts payment of ben, costs, stangers and expenses, periating bothe issue of the Defendures.	Someones of the Company or Group companies, and personal	Refinancing existing debt of the Company, other than existing for Eller availed from Edelmeric.	Repayment of existing bornwings of the Companyor Cangoingswine and linearity payment of transpitter related soils and expenses perfairing to the Facility	the Company and make (summare)	Corecial corporative purposes.	General corporate purposes	General corporate purposes.	Several corporate purposes	General composite purposes	General conjunctor gruposes.	Onnexal singurate purposes.	Ceneral corporate purposes.	Ceneral corporate purposes.		s referencing existing debt of the plasser, when then existing faulti awaited from Edeburess in		General corporate purposes	General conjunite purp

GMR Business & Consultancy LLP

Details of all the existing events/ agreements pertaining to encumbrance as on February 28, 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 encur	mbered	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	Vistra ITCL (India) Limited (for the benefit of Kemwell Biopharma Private Limited, Yadu Hari Dalmia-HUF, Mr. Puneet Yadu Dalmia, Radico NV Distilleries Maharashtra Limited, Raghav Commercial Limited and Avro Commercial Company 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.	Security Trustee	NBFC	Security Trustee
	Names of all other entities in the agreement	NA	GMR Enterprises 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: INE908107073 INE908107081 INE908107099 INE908107115		YES If yes, 1. Name of the issuer: GMR Enterprises Private Limited 2. Details of the debt instrument: secured, listed, rated, redeemable, non-convertible debentures 3. Whether the debt instrument is listed on stock exchanges -Yes. 4. Credit Rating of the debt instrument - IVR BB+ (CE)/Stable Outlook 5. ISIN of the instrument: INE908I07255
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	1,35,00,00,000	1250000000
	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

 $[\]ensuremath{^{*}}\xspace\ensuremath{\text{Value}}\xspace$ 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 February 28, 2022

		Encumbrance 1	Encumbrance 2	Encumbrance 3		
		(Date of creation of encumbrance: March 27, 2019)	(Date of creation of encumbrance: July 29, 2020)	(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	No. of shares: 1880000	No. of shares: 4370000		
		% of total share capital: 0.008%	% of total share capital: 0.03%	% 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.		
encumbrance Whether the entity X is a scheduled commerci bank, public financial institution, NBFC or hou finance company? If No, provide the nature of business of the entity.			NBFC	NBFC		
		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 a instruments viz. debenture, commercial p certificate of deposit etc.? If yes, provide about the instrument, including credit rat		NO	NO	NO		
Security Cover / Asset Cover	Value of shares on the date of event / agreement (A)	7302345	42300000	928625		
	Amount involved (against which shares have been encumbered) (B)	50000000	250000000	1000000		
	Ratio of A / B	0.15	0.17	0.9		
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		