## **GMR Enterprises Private Limited**



Corporate Office:
New Udaan Bhawan, Ground Floor,
Opp. Terminal 3, IGI Airport,
New Delhi, India 110037
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contact@holdinggepl.com
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March 15, 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: <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 Encumbrance 2 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, 7<sup>th</sup> Floor,
Opp. Dena Bank, Plot No.C-31,
G-Block, Bandra Kurla Complex,
Bandra (East), Mumbai-400051

Amports | Energy | Transportation | Urban Infrastructure | Foundation

Regd. Office: Third Floor, Old No.248/New No.114, Royapettah High Road, Royapettah, Chennai - 600 014

## 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):
	<ol> <li>GMR Business &amp; Consultancy LLP</li> <li>Varalakshmi Enterprises LLP</li> </ol>
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	Annexure II
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 / NO

2:200

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

Type of encumbrance	(pledge, lien, negative	Encumbrance 1 (Date of creation of encumbrance:)	
lien, non-disposal und other covenant, transa arrangement in the na	ertaking etc. or any action, condition or		
No. and % of shares e	ncumbered	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	nnexure III
	Names of all other entities in the agreement	Listed company and its group companies (if any) - 1. 2 Other entities (if any) - 1.	Please refer Annexure
	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	a

Security Cover / Asset Cover	Value of shares on the date of event / agreement (A)	5 E.	
	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 15, 2022

#### Total promoter shareholding in the listed company

Promoter/PAC	No. of shares	% of total share capital
GMR Enterprises Private Limited	2,72,08,43,150	45.08
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	3,591,169,176	59.50

#### **Annexure II**

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#### 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	2193511375	36.34	80.62
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	-70	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
Total (PAC)	2,318,516,350	38.41	64.56

GMR Enterprises Private Limited

Details of all the existing events/ agreements pertaining to encumbrance as on March 15, 2022

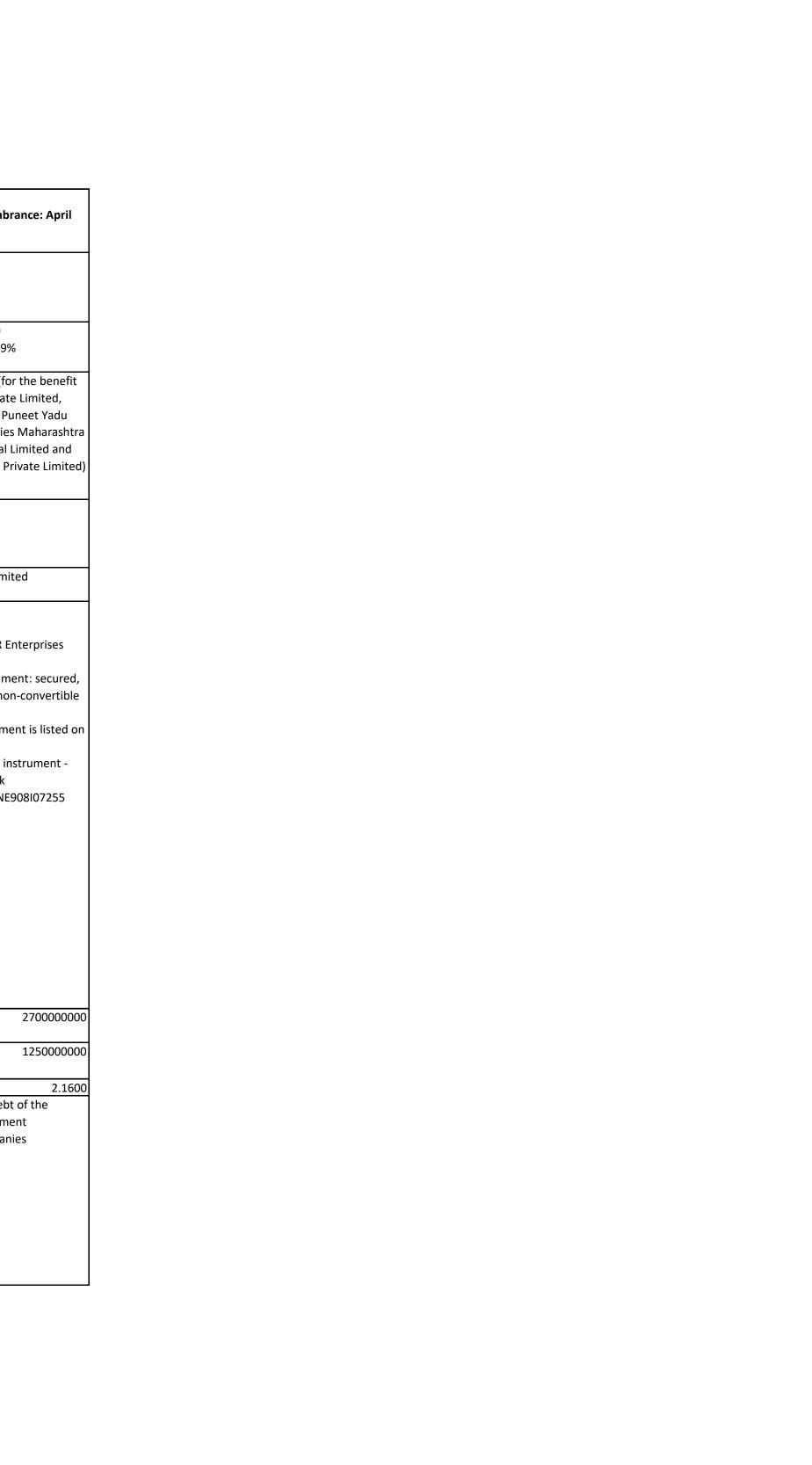
	Encumbrance 1 (Date of creation of encumbrance: April 16, 201	Encumbrance 2 (Date of creation of encumbrance: August 2 2017)	Encumbrance 3 (Date of creation of encumbrance: March 2 2019)	Encumbrance 4 (Date of creation of 19, encumbrance: October 2009)	Encumbrance 5 (Date of creation of 5, encumbrance: Septem 2019)	Encumbrance 6 (Date of creation of er 26, encumbrance: Novemb 2019)	-	Encumbrance 8 ce: (Date of creation of encumbrance December 22 2020)	•	Encumbrance 10 (Date of creation of 2021) encumbrance: March 19, 2	Encumbrance 11 (Date of creation of encumbrance: April 23, 202	Encumbrance 12 (Date of creation of 1) encumbrance: May 24, 20	Encumbrance 13 (Date of creation of encumbrance: May 25, 2021	Encumbrance 14 (Date of creation of encumbrance: May 28, 2021)	Encumbrance 15 (Date of creation of encumbrance: June 21, 2021	Encumbrance 16 (Date of creation of encumbrar June 24, 2021)	1.	Encumbrance 18 (Date of creation of encumbrance: July 02, 2021)	Encumbrance 19 (Date of creation of encumbrance: October 06, 20	Encumbrance 20 (Date of creation of encumbra (Date of creation of encumbra) (Date of creation of encumbra)	Encumbrance 21 nce: (Date of creation of encumbrar December 23, 2021)	Encumbrance 22 (Date of creation of encumbrance January 05, 2022)	Encumbrance 23 : (Date of creation of encumbranc January 28, 2022)	Encumbrance 24 e: (Date of creation of encumbrance February 05, 2022)	Encumbrance 25 e: (Date of creation of encumbrance 17, 2022)	Encumbrance 26 nce: (Date of creation of encumbrance 09, 2022)
brance (pledge, lien, negative lien, non-disposal cc. or any other covenant, transaction, condition or n the nature of encumbrance)	Pledge	Pledge	Pledge	Pledge	Pledge	Pledge	Pledge	Pledge	Pledge	Pledge	Pledge	Pledge	Pledge	Pledge	Pledge	Pledge	Pledge	Pledge	Pledge	Pledge	Pledge	Pledge	Pledge	Pledge	Pledge	Pledge
nares encumbered	No. of shares: 711,855,944 % of total share capital: 11.8	No. of shares: 24837190 % of total share capital: 4.11%	' '	, ,	, ,	No. of shares: 500,000 % of total share capital:		No. of shares: 59,433,000 % of total share capital: 0.98%	· · ·	No. of Shares 22,50,00,000 % of total share capital: 3.7			No. of Shares 2,05,00,000 % of total share capital: 0.349		No. of Shares 1,65,00,000 % of total share capital: 0.27%	No. of Shares 2,50,00,000 % of total share capital: 0.41%	No. of Shares 1,70,00,000 % of total share capital: 0.28%	No. of Shares 1,75,00,000 % of total share capital: 0.29%	No. of Shares 3,50,00,000 % of total share capital: 0.58%	No. of Shares 1,60,00,000 % of total share capital: 0.26%	No. of shares: 37,500,000 % of total share capital: 0.62%	No. of shares: 403,500,000 % of total share capital: 6.69%	No. of Shares: 26,500,000 % of total share capital: 0.44%	No. of shares: 26,500,000 % of total share capital: 0.44%	No. of shares: 42,500,000 % of total share capital: 0.70%	No. of shares: 16,000,000 % of total share capital: 0.26%
Name of the entity in whose favour share encumbered (X)	res IDBI Trusteeship Services Lin (for the benefit of Piramal Enterprises Limited & Baboo Investments Holding B.V.)	(for the benefit of ECL	Limited	Life Insurance Corporation of India (LIC)	vistra ITCL (India) Limit the benefit of L&T Infrastructure Finance Company Limited)	d (for JM Financial Products Lir	mited Hero FinCorp Limited	Vistra ITCL (India) Limited (For the benefit of Avro Commercial Company Private Limited; Merlin Holdings Private Limited; Citrine Fur Limited)	International (Asia) Limited	the benefit of Edelweiss Spe	d (For Vistra ITCL ( India) Limited (for the benefit of Kemwell Biopharma Private Limited, Year Dalmia-HUF, Mr. Punee Yadu Dalmia, Radico NV Distilleries Maharashtra Limi Raghav Commercial Limited Avro Commercial Company Private Limited)	/adu t	Anand Rathi Global Finance Limited	Shine Star Build- Cap Private Limited	KLJ Plasticizers Limited	Shine Star Build- Cap Private Lim	ited Cuprum Bagrodia Limited	SKS Fincap Private Limited	Virtue Financial Services Private Limited	e N M Finance and Investments Consultancy Limited	Beacon Trusteeship Limited (For the benefit of JM Financial Products Limited and JM Financial Yield Enhancer (Distressed Opportunity) Fund I - Series I)		Shine Star Build- Cap Private Limit	ed Chartered Finance & Leasing Limit	ed STCI Finance Limited	P.P. Suppliers and Agencies Privat
Whether the entity X is a scheduled commercial bank, public financial institution, NBFC or housing finance company? If No, provide the nature of t business of the entity.	Security Trustee	Security Trustee	Public limited company	Insurance Company	Security Trustee	NBFC	NBFC	Security Trustee	Security Trustee	Security Trustee	Security Trustee	Manufacturing Company	NBFC	NBFC	Manufacturing Company	NBFC	Mining and Construction equipment	NBFC	NBFC	NBFC	Security Trustee	Security Trustee	NBFC	NBFC	NBFC	Manufacturing Company
Names of all other entities in the agreement	NA	NA	NA	GMR Energy Limited (Borrower)	GMR Bannerghatta Pro Private Limited (Borrow		NA	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA
Whether the encumbrance is relating to any debt instruments viz. debenture, commercial paper, certificate of deposit etc.? If yes, provide details about the instrument, including credit rating	If yes,  1. Name of the issuer: GMR Enterprises Private Limited (formerly GMR Holdings Priv Limited prior to merger) with IDBI Trusteeship Services Lin 2. Details of the debt instrun Rated, listed, redeemable, secured, non-convertible ma linked principal protected debentures 3. Whether the debt instrum	instrument: Secured, Ra redeemable, marketable non-convertible debentu ISIN INE908I07032 (redeemed); INE908I07040; INE908I07057, and - YES Listed, rated, redeemab secured, non-convertible	ted, e, ures- lle, e cock	NO	NO	NO	NO	If yes,  1. Name of the issuer: GMR Enterprises Private Limited  2. Details of the debt instrument: Secured, unlisted, rated, 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: INE908107206	is listed on stock exchanges Yes 4. Credit Rating of the debt instrument - Series 1 Bond: BB (CE) Stable & Series 2 Bo BWR B+ Stable	Enterprises Private Limited 2. Details of the debt instruction I, Secured, rated, listed, redeemable, non-convertible Debentures 3. Whether the debt instruction is listed on stock exchanges 4. Credit Rating of the debt	Enterprises Private Limited  2. Details of the debt instrument: secured, listed, rated, redeemable, non- convertible debentures 3. Whether the debt instrum ? - Yes is listed on stock exchanges - 4. Credit Rating of the debt instrument - IVR BB+ (CE)/Sta	Yes.	NO	NO	NO	NO	NO	NO	NO	NO	If yes,  1. Name of the issuer: GMR Enterprises Private Limited  2. Details of the debt instrument Unrated, unlisted, secured, redeemable, non-convertible debentures  3. Whether the debt instrument listed on stock exchanges? - NO  4. Credit Rating of the debt instrument - N.A.  5. ISIN of the instrument: INE908107263	Secured, Rated, listed, redeemable non-convertible debentures 3. Whether the debt instrument is listed on stock exchanges? - Listed	, NO	NO	NO	NO
/ Asset Value of shares on the date of event / agreement (A)*	2996913		0280 654375	000 2315575	566 12	958000	10650000 4000	000 14828533	304687	75008 569250	00000 345000	0000 4430	025000 55247	75000 65375000	5098	0000 79375	0000 52190	57050	0000 1372000	0000 6736	00000 1597500	0000 1819785000	0 1074575	000 11434	75000 17148	75000
Amount involved (against which shares have been encumbered) (B)	900000	0000 3813000	500000	700000	000 1500	000000 120	00000000 1350000	6500000	00 187500	300000	00000 1250000	2500	20000	2500000	25000	0000 25000	25000	25000	500000	2500	500000	500000000	375000	000 37500	7500	00000
Ratio of A / B	3.32990	3916 0.12050	5646 1.30	875 0.330796	509 0.008	538667	0.008875 0.002	963 2.2813128	1.62500	00004 1	.8975 0.2	2760	1.7721 2.	7624 2.615	0 2	0394 3.	1750 2.	0876 2	2820 2.7	7440 2	6944 3	.195 3.6395	7 2.8	655 3.04920	56667 2	2.2865
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, purpo of raising money by listed company, schedule for utilization of amount, repayment schedule etc.  (a) Any other reason (please specify)	Company and / or repayment the existing loans.		oses General corporate purposes	Downstream investment	For extending loans and advances to the group companies and/or making investments in group en	borrowings of the Compa g Group companies and ge	any or of the Company or Group compa	Repayment of existing borrowings of the Company; general corporate purposes and towards the payment fees, costs, charges and expenses pertaining to the issue of the Debentures	borrowings of the Company of Group companies and gene	y or Company, other than existing	ng the Company and make		es General corporate purposes	General corporate purposes	General corporate purposes	General corporate purposes	General corporate purposes	General corporate purposes	General corporate purposes	General corporate purposes			General corporate purposes	General corporate purposes	General corporate purposes	General corporate purposes

#### **GMR Business & Consultancy LLP**

Details of all the existing events/ agreements pertaining to encumbrance as on March 15, 2022

	Encumbrance 1 (Date of creation of encumbrance: April 16, 2015)	Encumbrance 2 (Date of creation of encumbrance: April 01, 2021)			
	Pledge	Pledge			
cumbered	No. of shares: 10,300,000 % of total share capital: 0.17%	No. of shares: 10,80,00,000 % of total share capital: 1.79%			
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 Kemwell Biopharma Private Limited, Yadu Hari Dalmia-HUF, Mr. Puneet Yadu Dalmia, Radico NV Distilleries Maharashi 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	Security Trustee			
Names of all other entities in the agreement	NA	GMR Enterprises Private Limited (Borrower)			
- ,	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 INE908I07107 INE908I07123 INE908I07115	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			
Value of shares on the date of event / agreement (A)	18,23,10,000	2700000000			
Amount involved (against which shares have been encumbered) (B)	9,00,00,00,000	1250000000			
		2.1600 To refinance the existing debt of the			
(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)	or repayment of the existing loans.	Company and make investment in group or associate companies			
(	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.  Names of all other entities in the agreement  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  Value of shares on the date of event / agreement (A)  Amount involved (against which shares have been encumbered) (B)  Ratio of A / B  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.	pledge, lien, negative lien, non-disposal undertaking etc. or any cition, condition or arrangement in the nature of encumbrance)  No. of shares: 10,300,000 % of total share capital: 0.17%  IDBI Trusteeship Services Limited (for the benefit of Piramal Enterprises Limited & Baboon Investments Holding B.V.)  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.  Names of all other entities in the agreement  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  Trusteeship Services United 1. Name of the issuer: GMR Enterprises Private Limited (formerly GMR Holdings Private Limited prior to merger) with IDBI Trusteeship Services United 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? - VES 4. Credit Rating of the debt instrument in INE908107107 INE908107123 INE908107115  Value of shares on the date of event / agreement (A)  Value of shares on the date of event / agreement (A)  Value of shares on the date of event / agreement (A)  Value of shares on the date of event / agreement (A)  For Investment in Target Company and / or repayment of the existing loans.			

<sup>\*</sup> 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 15, 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 (ple	edge, lien, negative lien, non-disposal undertaking	Pledge	Pledge	Pledge
etc. or any other covenant, transaction, condition or arrangement in the nature of encumbrance)				
No. and % of shares encu	mbered	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.
	. ,	NBFC	NBFC	NBFC
	bank, public financial institution, NBFC or housing			
	finance company? If No, provide the nature of			
	the business of the entity.			
	Names of all other entities in the agreement	Grandhi Mallikarjuna Rao	Grandhi Mallikarjuna Rao	Grandhi Mallikarjuna Rao
		and M/s Varalakshmi Enterprises LLP	and M/s Varalakshmi Enterprises LLP	and M/s Varalakshmi Enterprises LLP
	Whether the encumbrance is relating to any debt	NO	NO	NO
	instruments viz. debenture, commercial paper, certificate of deposit etc.? If yes, provide details about the instrument, including credit rating			
Security Cover / Asset	Value of shares on the date of event / agreement	7302349	42300000	92862500
Cover	Amount involved (against which shares have been encumbered) (B)	50000000	250000000	10000000
	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