GMR Enterprises Private Limited



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

March 17, 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> <u>companies</u>

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 9 and 27 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

Yoqindu 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

Arpons | Energy | Transportation | Urban Infrastructure | Foundation

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

Format for disclosure of reasons for encumbrance

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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):
	 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

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Details of all the existing events/ agreements pertaining to encumbrance

encumbrance			
		Encumbrance 1 (Date of creation of encumbrance:	
Type of encumbrance lien, non-disposal und other covenant, transa arrangement in the na	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	nexure 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	 2 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 	

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Security Cover /	Value of shares on	
Asset Cover	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 17, 2022

<u>Annexure I</u>

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Total promoter shareholding in the listed company

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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

Promoter/PAC	No. of shares encumbered	% of total share capital encumbered	% of total shareholding
GMR Enterprises Private Limited	2157922039	35.75	79.31
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 v= y c
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
Total (PAC)	2,282,927,014	37.82	63.57

Encumbered shares as a % of promoter shareholding

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	Encumbrance 1	Encumbrance 2	Encumbrance 3	Encumbrance 4	Encumbrance 5	Encumbrance 6	Encumbrance 7	Encumbrance 8	Encumbrance 9	Encumbrance 10	Encumbrance 11	Encumbrance 12	Encumbrance 13	Encumbrance 14	Encumbrance 15	Encumbrance 16	Encumbrance 17	Encumbrance 18	Encumbrance 19	Encumbrance 20	Encumbrance 21	Encumbrance 22	Encumbrance 23	Encumbrance 24	Encumbrance 25	Encumbrance 26	Encumbrance 27
	(Date of creation of encumbrance: April 16, 2015	(Date of creation of encumbrance: August 2 2017)	(Date of creation of encumbrance: Marc 2019)	(Date of creation of n 19, encumbrance: Octobe 2009)	(Date of creation of encumbrance: September 2 2019)	(Date of creation of encumbrance: November 2 2019)	(Date of creation of encumb 7, February 28, 2020)	ance: (Date of creation of encumbran December 22 2020)		(Date of creation of 1) encumbrance: March 19, 203	(Date of creation of encumbrance: April 23, 2021)	(Date of creation of encumbrance: May 24, 2	(Date of creation of encumbrance: May 25, 2	(Date of creation of 021) encumbrance: May 28, 20	(Date of creation of encumbrand June 21, 2021)	ce: (Date of creation of encum June 24, 2021)	rance: (Date of creation of encumbrance: June 29, 20	(Date of creation of end July 02, 2021)	cumbrance: (Date of creation of encumbrance: October 06, 2	(Date of creation of encumi 2021) November 02, 2021)	brance: (Date of creation of encum December 23, 2021)	Ibrance: (Date of creation of encumbrance) January 05, 2022)	e: (Date of creation of encumbrance: January 28, 2022)	: (Date of creation of encumbrance February 05, 2022)	: (Date of creation of encumbrance: February 17, 2022)	: (Date of creation of encumbrance: M 09, 2022)	rch (Date of creation of encumbrance: N 17, 2022)
of encumbrance (pledge, lien, negative lien, non- osal undertaking etc. or any other covenant, transaction, ition 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	Pledge	Pledge	Pledge	Pledge	Pledge	Pledge	Pledge	Pledge	Pledge
d % of shares encumbered	No. of shares: 711,855,944 % of total share capital: 11.80%			% of total share cap	8,216 No. of shares: 7,60,000 ital: % of total share capital: 0.02%		No. of shares: 200,000 % of total share capital: 0	No. of shares: 59,433,000 % of total share capital: 0.98	No. of Shares 74602972 % of total share capital: 1.24%	No. of Shares 22,50,00,000 % of total share capital: 3.73%	No. of shares: 1,50,00,000 % of total share capital: 0.25%	No. of Shares 1,65,00,0 % of total share capita 0.28%	00 No. of Shares 2,05,00,0 al: % of total share capit	00 No. of Shares 2,50,00,00 1: 0.34% % of total share capital 0.41%	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 No. of Shares 1,75,00, : 0.28% % of total share capit		No. of Shares 1,60,00,000 0.58% % of total share capital: (No. of shares: 37,500,000 0.26% % of total share capital:		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%	No. of shares: 10000000 % of total share capital: 0.17%
cific details about Name of the entity in whose favour shares encumbered (X)	IDBI Trusteeship Services Limited (for the benefit of Piramal Enterprises Limited & Baboon Investments Hold B.V.)	Limited I (for the benefit of ECI Finance Ltd; Edelweis	Media Limited s	Life Insurance Corporation of India (LIC)		JM Financial Products Lir	nited Hero FinCorp Limited	Vistra ITCL (India) Limited (For the benefit of Avro Commercial Company Private Limited; Merlin Holdings Pri Limited; Citrine Fund Limited	vate)	(For the benefit of Edelwe	ted Vistra ITCL (India) Limited eiss (for the benefit of Kemwell nd & Biopharma Private Limited, Yadu Hari Dalmia-HUF, Mr. Puneet Yadu Dalmia, Radi NV Distilleries Maharashtr Limited, Raghav Commercia Limited and Avro Commerci Company Private Limited)	co ra al al	d Anand Rathi Global Fi Limited	nance Shine Star Build- Cap Private Limited	KLJ Plasticizers Limited	Shine Star Build- Cap Priv	te Cuprum Bagrodia Limit	ed SKS Fincap Private Lin	nited Virtue Financial Services Private Limited	N M Finance and Investm Consultancy Limited	Products Limited and JM Financial Yield Enhance	nancial (for the benefit of ESOF III Investment Fund	Shine Star Build- Cap Private Limited	Chartered Finance & Leasing Limited	STCI Finance Limited	P.P. Suppliers and Agencies Privat Limited	Badjate Stock Broking Private Lim
Whether the entity X is a scheduled commercial bank, public financial institution, NBFC or housing finance company? If No, provide the nature o the business of the entity		Security Trustee	Public limited com	pany Insurance Company	Security Trustee	NBFC	NBFC	Security Trustee	Security Trustee	Security Trustee	Security Trustee	Manufacturing Compa	ny NBFC	NBFC	Manufacturing Company	NBFC	Mining and Constructio	n NBFC	NBFC	NBFC	Security Trustee	Security Trustee	NBFC	NBFC	NBFC	Manufacturing Company	Stock Broking
the business of the entity. Names of all other entities in the agreement	NA	NA	NA	GMR Energy Limited (Borrower)	GMR Bannerghatta Properties Private Limited (Borrower)	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA
	 If yes, Name of the issuer: GM Enterprises Private Limite (formerly GMR Holdings Private Limited prior to merger) with IDBI Trusteeship Services Limit Details of the debt instrument: Rated, listed, redeemable, secured, nor convertible market linked principal protected debentures Whether the debt instrument is listed on state exchanges? - YES Credit Rating of the deb instrument - BWR PP-MLD (CE) (Stable) ISIN of the instrument: INE908107073 INE908107099 INE908107107 INE908107123 	d GMR Enterprises Priva Limited 2. Details of the debt instrument: Secured, ted Rated, redeemable, marketable, non- convertible debentur n- ISIN INE908107032 (redeemed); INE908107040; INE908107040; INE908107040; INE908107057, and ock Listed, rated, redeemable, secured non-convertible BB debentures - ISIN INE908107065 3. Whether the debt instrument is listed of stock exchanges? - Ye ISIN INE908107065 4. Credit Rating of the debt instrument - Yes	te 25- ,	NO	NO	NO	NO	YES If yes, 1. Name of the issuer: GMR Enterprises Private Limited 2. Details of the debt instrum Secured, unlisted, rated, redeemable, non-convertibl debentures 3. Whether the debt instrum is listed on stock exchanges NO 4. Credit Rating of the debt instrument - N.A.; however, t rating will be done as a condition subsequent 5. ISIN of the instrument: INE908107206	Enterprises Private Limited nent: 2. Details of the debt instrument: Secured, rated listed, redeemable, non- convertible Bonds ent 3. Whether the debt ? - instrument is listed on stock exchanges? - Yes 4. Credit Rating of the debt instrument - Series 1 Bond	 Enterprises Private Limite 2. Details of the debt instrument: Secured, rate listed, redeemable, non- convertible Debentures 3. Whether the debt instrument is listed on st exchanges? - Yes 4. Credit Rating of the debt 	 2. Details of the debt instrument: secured, listed rated, redeemable, non- convertible debentures 3. Whether the debt ock instrument is listed on sto exchanges -Yes. 4. Credit Rating of the debt instrument - IVR BB+ (CE)/Stable Outlook 5. ISIN of the instrument: 	l, ck	NO	NO	NO	NO	NO	NO	NO	NO	YES If yes, 1. Name of the issuer: GI Enterprises Private Limit 2. Details of the debt instrument: Unrated, unl secured, redeemable, no convertible debentures 3. Whether the debt inst is listed on stock exchan NO 4. Credit Rating of the de instrument - N.A. 5. ISIN of the instrument INE908107263	tedEnterprises Private Limited 2. Details of the debtlisted,instrument: Secured, Rated, listed, redeemable, non- convertible debenturestrument3. Whether the debt instrume is listed on stock exchanges? Listed	nt -	NO	NO	NO	NO
urity Cover / Asset Value of shares on the date of event er agreement (A)*	INE908107115 :/ 29969135	ISIN INE908107065;	0280 6543	75000 23155	75566 12958	000 106	50000 40	00000 14828	53350 18911853	40 569250	3450000	000 443	5025000 55	2475000 65375	0000 5098500	000 79	3750000 52	1900000	570500000 13720	000000 67		97500000 18197850	000 10745750	000 114347	5000 17148750	63440	0000 3850
Amount involved (against which shares have been encumbered) (B)	900000	0000 3813000	0000 5000	00000 70000	00000 1500000	12000	13500	6500	00000 18750000	00 300000	0000 12500000	250	20000000 20	0000000 25000	250000	25	25	0000000	25000000 5000	25	0000000 50	5000000 500000	3750000	000 37500	0000 7500000	25000	2500
Ratio of A / B 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)	Company and / or repaymond of the existing loans.	General corporate	5646 1. General corporate purposes	30875 0.3307 Downstream invest	96509 0.008638 ment For extending loans and advances to the group companies and/or makin investments in group entities	g Group companies and	0.0 Repayment of existing ny or borrowings of the Compar Group companies and ger corporate purposes	2.2813 Repayment of existing borrowings of the Company; general corporate purposes towards the payment of fees costs, charges and expenses pertaining to the issue of th Debentures	Repayment of existing borrowings of the Compan and or Group companies and general corporate purpose	Refinancing existing debt the Company, other than existing		General corporate pur	1.7721 poses General corporate pu	2.7624 2. poses General corporate purposes	6150 2.03 General corporate purposes	General corporate purpo	3.1750 es General corporate purp	2.0876 oses General corporate pu	2.2820 Irposes General corporate purpo	2.7440 ses General corporate purpos	2.6944 ses Repayment of existing borrowings of the Compa Promoter Group includin interest thereon or fundi transaction related costs expenses	any or Issuer, other than existing any facilities availed from ing of Edelweiss	2.86 he General corporate purposes	655 3.04926 General corporate purposes	6667 2.28 General corporate purposes	General corporate purposes	5376 Refinancing

GMR Business & Consultancy LLP

Details of all the existing events/ agreements pertaining to encumbrance as on March 17, 2022

		Encumbrance 1 (Date of creation of encumbrance: April 16, 2015)	Encumbrance 2 (Date of creation of encumbrance: April 01 2021)				
	edge, lien, negative lien, non-disposal undertaking etc. or any other ndition or arrangement in the nature of encumbrance)	Pledge	Pledge				
No. and % of shares encu	mbered	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%				
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 o 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	Security Trustee				
	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: 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 - IVI BB+ (CE)/Stable Outlook 5. ISIN of the instrument: INE908I07255				
Security Cover / Asset Cover	Value of shares on the date of event / agreement (A)	182,310,000	27000000				
	Amount involved (against which shares have been encumbered) (B)	9,000,000,000	12500000				
	Ratio of A / B	0.02026					
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.	To refinance the existing debt of the Company and make investment in group or associate companies				

 $\ensuremath{^*}$ 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 17, 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	dge, lien, negative lien, non-disposal undertaking	Pledge	Pledge	Pledge
etc. or any other covenant nature of encumbrance)	t, transaction, condition or arrangement in the			
No. and % of shares encur	nbered	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%
	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	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	9286250
Cover	(A)			
	Amount involved (against which shares have been	5000000	25000000	1000000
	encumbered) (B)			
	Ratio of A / B	0.15	0.17	0.9
End use of money	Borrowed amount to be utilized for what purpose	For the purpose of Investment and to meet promoter	For the purpose of Investment and to meet promoter	For the purpose of Investment and to meet promoter
	-	requirements	requirements	requirements
	(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)			