GMR Enterprises Private Limited



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March 30, 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 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 2 and Encumbrance 21 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	No. of shares – Annexure I
listed company	% 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

Type of encumbrance lien, non-disposal und other covenant, transa arrangement in the na No. and % of shares e	action, condition or ture of encumbrance)	Encumbrance 1 (Date of creation of encumbrance:) 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	Please refer Annexure
		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	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 30, 2022

Annexure I

Total promoter shareholding in the listed company

Promoter/PAC	No. of shares	% of total share capital
GMR Enterprises Private Limited	2,68,48,43,150	44.48
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	3,555,169,176	58.90

Annexure II

Encumbered shares as a % of promoter shareholding

Promoter/PAC	No. of shares en,cumbered	% of total share capital encumbered	% of total shareholding
GMR Enterprises Private Limited	2,082,666,570	34.50	77.57
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
Total (PAC)	2,207,671,545	36.58	62.10

	Encumbrance 1 (Date of creation of encumbrance: April 16, 20	Encumbrance 2 (Date of creation of encumbrance: August 2, 20	(Date of creation of encumbrance: March 2019)	(Date of creation of encumbrance: Octobe 2009)	(Date of creation of encumbrance: September 2019)	Encumbrance 6 (Date of creation of encumbrance: Novembe 2019)	Encumbrance 7 (Date of creation of encumbra	nce: (Date of creation of encumbrance: December 22 2020)	(Date of creation of encumbrance: March 18,	Encumbrance 10 (Date of creation of encumbrance: March 19, 202	(Date of creation of encumbrance: April 23, 2021)	Encumbrance 12 (Date of creation of encumbrance: May 24, 202	(Date of creation of encumbrance: May 25, 2021)	Encumbrance 14 (Date of creation of encumbrance: May 28, 2021	Encumbrance 15 (Date of creation of encumbran June 21, 2021)	Encumbrance 16 (Date of creation of encumbrance 14, 2021)	Encumbrance 17 (Date of creation of encumbrance: June 29, 202	Encumbrance 18 (Date of creation of end) July 02, 2021)	Encumbrance 19 (Date of creation of encumbrance: October 06, 202	(Date of creation of encumb November 02, 2021)	Encumbrance 21 (Date of creation of encum December 23, 2021)	Encumbrance 22 (Date of creation of encum) January 05, 2022)	brance: (Date of creation of encumb January 28, 2022)	prance: (Date of creation of e February 05, 2022)	Encumbrance 25 (Date of creation of February 17, 2022)	encumbrance: (Date of creation of encumbrance: March 09, 2022)	ncumbrance: (Date of creation of enc March 17, 2022)	umbrance
oe of encumbrance (pledge, lien, negative lien, non- sposal undertaking etc. or any other covenant, transactior ndition 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	
and % of shares encumbered	No. of shares: 711,855,94 % of total share capital:	4 No. of shares: 165616438 % of total share capital:			8,216 No. of shares: 7,60,000 bital: % of total share capital:			I	No. of Shares 74602972 % of total share capital	I	No. of shares: 1,50,00,000 % of total share capital:	No. of Shares 1,65,00,000 % of total share capital:	No. of Shares 2,05,00,000 % of total share capital: 0.	No. of Shares 2,50,00,000 % of total share capital:	No. of Shares 1,65,00,000 % of total share capital: 0.27	No. of Shares 2,50,00,000 % of total share capital: 0.419	•	No. of Shares 1,75,00, 0.28% of total share capi	No. of Shares 3,50,00,000 (al: 0.29%) % of total share capital: 0.5	No. of Shares 1,60,00,000 % of total share capital: 0	No. of shares: 45,000,000 .26% % of total share capital:	No. of shares: 403,500,000 0.75% % of total share capital:						
pecific details about he encumbrance Name of the entity in whose favour shares encumbered (X)	Limited (for the benefit of Piram Enterprises Limited &	Limited		Life Insurance Corporation of Indi (LIC)	Vistra ITCL (India) Limit (for the benefit of L&T Infrastructure Finance Company Limited)		Limited Hero FinCorp Limited	Vistra ITCL (India) Limited (For the benefit of Avro Commercial Company Private Limited; Merlin Holdings Private Limited; Citrine Fund Limited)	I .		ed Vistra ITCL (India) Limited (for the benefit of Kemwell & Biopharma Private Limited, Yadu Hari Dalmia-HUF, Mr. Puneet Yadu Dalmia, Radio NV Distilleries Maharashtra Limited, Raghav Commercia Limited and Avro Commercia Company Private Limited)	co a	Anand Rathi Global Finand Limited	ce Shine Star Build- Cap Private Limited	KLJ Plasticizers Limited	Shine Star Build- Cap Private Limited	Cuprum Bagrodia Limite	d SKS Fincap Private Lir	Virtue Financial Services Private Limited	N M Finance and Investme Consultancy Limited	Beacon Trusteeship Lim (For the benefit of JM Fir Products Limited and JM Financial Yield Enhance (Distressed Opportunity Series I)	nancial (for the benefit of ESOF II Investment Fund r and Edelweiss Alternativ	ve	chartered Finance Limited	& Leasing STCI Finance Limite	P.P. Suppliers and Apprivate Limited	gencies Badjate Stock Broking Limited	Private
Whether the entity X is a scheduled commercial bank, public financial institution, NBFC or housing finance		Security Trustee	Public limited comp	any 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	n NBFC	NBFC	NBFC	Security Trus tee	Security Trustee	NBFC	NBFC	NBFC	NBFC	Stock Broking	
company? If No, provide the nature of the business of the entity. Names of all other entities in the		NA	NA	GMR Energy Limited	GMR Bannerghatta	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA	
	If yes, 1. Name of the issuer: Genterprises Private Limit (formerly GMR Holdings Private Limited prior to merger) with IDBI Trusteeship Services Line 2. Details of the debt instrument: Rated, listeredeemable, secured, not convertible market linker principal protected debentures 3. Whether the debt instrument is listed on exchanges? - YES 4. Credit Rating of the deinstrument - BWR PP-ML (CE) (Stable) 5. ISIN of the instrument INE908107073 INE908107099 INE908107107 INE908107123 INE908107115	Enterprises Private Limit 2. Details of the debt instrument: Secured, Rarredeemable, marketable non-convertible debente ISIN INE908107032 d, (redeemed); INE908107040; d INE908107057, and Listed, rated, redeemable secured, non-convertible debentures - ISIN INE908107065 3. Whether the debt instrument is listed on stock exchanges? - Yes- INE908107065 4. Credit Rating of the definstrument - Yes-ISIN INE908107065; BWR BB (CE) (Stable) 5. ISIN of the instrument INE908107032; INES08107032; INE	ted, ted, e, ures- ISIN ebt	NO NO 22155	NO NO	NO NO	0650000 400	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	Enterprises Private Lim 2. Details of the debt instrument: Secured, ra listed, redeemable, no convertible Bonds 3. Whether the debt instrument is listed on stock exchanges? - Yes 4. Credit Rating of the c instrument - Series 1 B BWR BB (CE) Stable & S 2 Bond: BWR B+ Stable 5. ISIN of the instrume Series 1: INE908107214 Series 2: INE908107122	2. Details of the debt instrument: Secured, rated listed, redeemable, non- convertible Debentures 3. Whether the debt instrument is listed on sto exchanges? - Yes 4. Credit Rating of the debt instrument - Series 1 & Series 2 Debentures: IVR B (CE) nt: 5. ISIN of the instrument: Series 1: INE908107230 Series 2: INE908107248	Enterprises Private Limited 2. Details of the debt instrument: secured, listed, rated, redeemable, non- convertible debentures 3. Whether the debt instrument is listed on stoce exchanges -Yes. 4. Credit Rating of the debt instrument - IVR BB+	,	NO 552475	NO 6527500	NO 509850	NO 792750	NO 521	NO NO	570500000 1272000	NO 873	YES If yes, 1. Name of the issuer: G Enterprises Private Limit 2. Details of the debt instrument: Unrated, un secured, redeemable, no convertible debentures 3. Whether the debt inst is listed on stock exchar NO 4. Credit Rating of the de instrument - N.A. 5. ISIN of the instrument INE908107263	Enterprises Private Limite 2. Details of the debt instrument: Secured, Rate listed, redeemable, non- convertible debentures 3. Whether the debt instrument is listed on stock exchan Listed 4. Credit Rating of the de instrument - IVR BB+ (CE) 5. ISIN of the instrument: INE908107271, INE908107297, and INE908107305	ed, - rument iges?	745.75.000	1143475000	1714875000	NO	28150000
Security Cover / Asset Value of shares on the date of even agreement (A)* Amount involved (against which	t / 299691	35242 306390	4103 65	1375000 23155	75566 1295	8000 1	0650000 400	0000 148285335 0000 6500000		.85340 5692500i	000 34500000 000 125000000	00 44302	25000 552475	6537500 0000 2500000		000 793750 000 250000		0000000	570500000 1372000 250000000 500000	250	3600000 193 0000000 60	17000000 1819		74575000	375000000	750000000	634400000 250000000	381500000
Amount involved (against which shares have been encumbered) (B) Ratio of A / B	90000	00000 3813000 03916 0.0803		0000000 70000 1.30875 0.3307			0000000	0000 65000000 2963 2.28131284		3000000	275	60	7721	7624	250000	250000	1750	2 0876	2 2820 2 2 2820	7440	2 6944	3 105	0000000	75000000	3 049266667	2 2865	2,50000000	1.53
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	Company and / or repay of the existing loans.	General corporate purpo			ment For extending loans and advances to the group	Repayment of existing borrowings of the Com	pany or borrowings of the Company	Repayment of existing or borrowings of the Company; ral general corporate purposes and	Repayment of existing borrowings of the Comport or Group companies ar	Refinancing existing debt	· · · · · · · · · · · · · · · · · · ·	General corporate purpo	oses General corporate purpose	es General corporate purposes	General corporate purposes	General corporate purposes	General corporate purpo	oses General corporate pu	rposes General corporate purpose	s General corporate purpos	• • • • • • • • • • • • • • • • • • •	lssuer, other than existing any facilities availed from Edelweiss	t of the General corporate purpos	ses General corporate	ourposes General corporate	purposes General corporate p	eurposes Refinancing	1.520

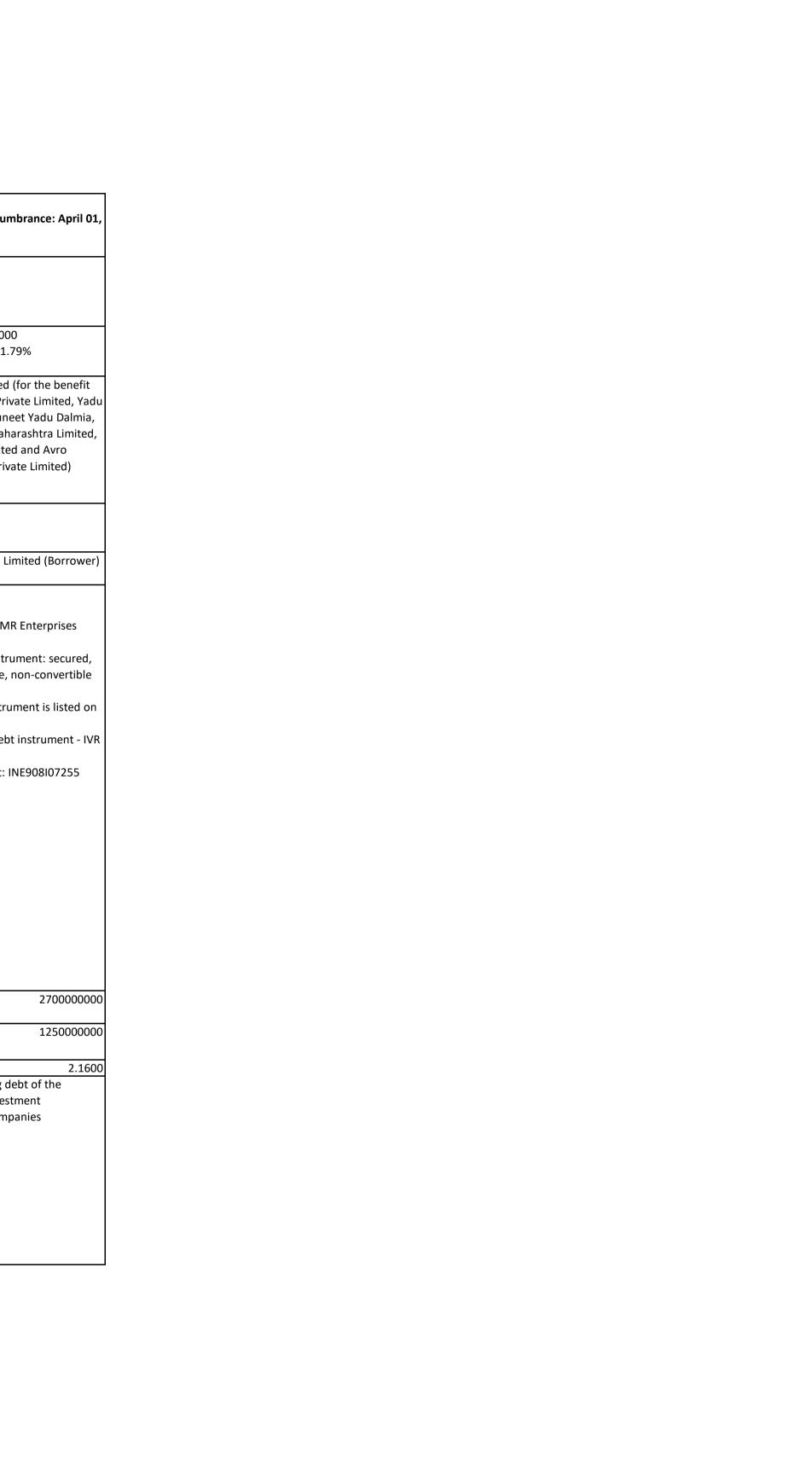
*Value of shares is calculated on the basis of share price on the date of agreement

GMR Business & Consultancy LLP

Details of all the existing events/ agreements pertaining to encumbrance as on March 30, 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 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	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 INE908I07099 INE908I07107 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
Security Cover / Asset Cover	Value of shares on the date of event / agreement (A)	182,310,000	270000000
Cover	Amount involved (against which shares have been encumbered) (B)	9,000,000,000	1250000000
	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

^{*} 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 30, 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 encu	umbered	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.
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 de instruments viz. debenture, commercial paper, certificate of deposit etc.? If yes, provide detail 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	9286250
	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