GMR Enterprises Private Limited



Corporate Office:
New Udaan Bhawan, Opp. Terminal 3
Indira Gandhi International Airport
New Delhi 110 037
CIN U74900TN2007PTC102389
P +91 11 42532600

E contact@holdinggepl.in
W www.holdinggepl.in

March 19, 2021

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 12, 13 & 17 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

Your faithfully,

For GMR Enterprises Private Limited

Yogindu Khajuria Company Secretary

Encl: as above

CC: The Company Secretary

GMR Infrastructure Limited

Namapn 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:	
the encumbrance	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. 2	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	





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)	

SPRIV

For GMR Enterprises Private Limited

Yogindu Khajuria Company Secretary

Place: New Delhi Date: March 19, 2021



Annexure I Total promoter shareholding in the listed company

Promoter/PAC	No. of shares	% of total share capital
GMR Enterprises Private Limited	2,942,043,150	48.74
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	805,635,166	13.35
Varalakshmi Enterprises LLP	6,704,975	0.11
Cadence Enterprises Private Limited	0	0.00
Total	3,795,369,176	62.88





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	2,202,135,944	36.49	74.85
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	333,100,000	5.52	41.35
Varalakshmi Enterprises LLP	6,704,975	0.11	100
Cadence Enterprises Private Limited	0	0.00	0.00
Total (PAC)	2,541,940,919	42.11	66.97



GMR Enterprises Private Limited

Details of all the existing events/ agreements pertaining to encumbrance as on March 19, 2021

		Encumbrance 1 (Date of creation of encumbrance: April 16, 2015)	Encumbrance 2 (Date of creation of encumbrance: August 2, 2017)	Encumbrance 3 (Date of creation of encumbrance: March 19 2019)	Encumbrance 4 (Date of creation of encumbrance: October 5, 2009)	Encumbrance 5 (Date of creation of encumbrance: March 14, 2014)	Encumbrance 6 (Date of creation of encumbrance: March 14, 2014)	Encumbrance 7 (Date of creation of encumbrance: September 26, 2019)	Encumbrance 8 (Date of creation of encumbrance: October 10, 2019)	Encumbrance 9 (Date of creation of encumbrance: October 29, 2019)	Encumbrance 10 (Date of creation of encumbrance: November 27, 2019)	Encumbrance 11 (Date of creation of encumbrance: February 28, 2020)	Encumbrance 12 (Date of creation of encumbrance: October 09, 2020)	Encumbrance 13 (Date of creation of encumbrance: November 19, 2020)	Encumbrance 14 (Date of creation of encumbrance: December 22 2020)	Encumbrance 15 (Date of creation of encumbrance: February 01, 2021)	Encumbrance 16 (Date of creation of encumbrance: February 01, 2021)	Encumbrance 17 (Date of creation of encumbrance: March 18, 2021)
Tune of encumbrance in	ledge, lien, negstive lien, non-disposal	Nertoe	Pledge	Piedae	Piedze	Pledge	Pledge	District	Nation	Pledge	Pledee	Diorine	Pledge	Nedao	Piedze	Pledge	Pledge	Nortee
undertaking etc. or any o arrangement in the natu	other covenant, transaction, condition or	rauge	range .	rauge	riadge	rinage	rauge	rinage	- range	, and	, radio	rinage	rauge	range	rauge	r maga	r and a	range
No. and % of shares enco	umbered	No. of shares: 823,381,024 % of total share capital: 13.64%	No. of shares: 454,366,667 % of total share capital: 7.53%	No. of shares: 37,500,00 % of total share capital: 0.62%	No. of shares: 33,198,216 % of total share capital: 0.55%	No. of shares: 20,000,000 % of total share capital: 0.33%	No. of shares: 6,024,097 % of total share capital: 0.10%	No. of shares: 13,133,333 % of total share capital: 0.22%		No. of shares: 117,388,000 % of total share capital: 1.94%	No. of shares: 500,000 % of total share capital: 0.01%	No. of shares: 56,211,607 % of total share capital: 0.93%	No. of shares: 100,500,000 % of total share capital: 1.67%	No. of shares: 74,500,000 % of total share capital: 1.23%	No. of shares: 59,433,000 % of total share capital: 0.98%	No. of shares: 36,000,000 % of total share capital: 0.60%	No. of shares: 36,000,000 % of total share capital: 0.60%	No. of Shares 110,000,000
Specific details about the encumbrance	In Kerne of the entity in whose facour shares encumbered (C)	(for the benefit of Prismal Enterprises: Limited & Baboon Investments Holding E.V.)	Catalyst Trusteeship Limited (for the banefit of ECL Finance Littlifelowiss Credit Opportunities Fund, Edelowiss Fineest Private Limited)	Limited	of India (LX)	Umited	If a Limited	the brenk of LET Infrastructure Finance Company Limited)	the based of housing Development finance Carporation Limited)	Visites IECI, India) Limited (For the benefit of SAS) display of the Financial Services Limited)	M Financial Products United	Mero FinCorp Limited	Limited)	Visitor IEC, (Includ) Limited (Por the baselfs of Nomura Singapore Limited)	Votes ITC, priedal Limited (For the Bearliff own Commercial Company Private Limited, Medin Indidags (Private Limited, Medin Indidags (Private Limited, Chrime Fund Limited)		Chartened Finance & Leasing Limited	Vistra (TCL (India) Limited (For the basefit of DB International (Asia) 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	Public limited company	Insurance Company	Financial Institution	Financial Institution	Security Trustee	Security Trustee	Security Trustee	NBFC	NBFC	Security Trustee	Security Trustee	Security Trustee	NBFC	NBFC	Security Trustee
	Names of all other entities in the agreement	NA.	NA	NA	GMR Energy Limited (Borrower)	GMR Infrastruture Limited (Borrower)	GMR Infrastruture Limited (Borrower)	GMR Bannerghatta Properties Private Limited (Borrower)	GMR Bannerghatta Properties Private Limited (Borrower)	GMR Bannerghatta Properties Private Limited (Borrower)	NA	NA	NA	NA	NA .	NA	NA	NA
	Whether the excentions in nating to any dest extraorment, which destinate, and extraorment of the extraorment of the extraorment, and the extraorment, minuting credit rating	HS Service of the Issuer CAR Street, and Issuer CAR STRE	markeatik, non- convertible debentures- ISN NESOBIOTOS; I	NO.	NO.	NO.	NO	NO	NO NO	NO	100	NO .	-N.A. S. ISN of the instrument: REPORIST 180	Provide Limited 2. Details of the deel minutessis. 2. Details of the deel minutessis. Details of	TES "Aware of the issuer CAM Energines Protes Limited "During of the distance CAM Energine Committee Campaigness A Campaigness Campaigness A Campaigness Campaigness	00	no	NS if you, of the issue: CMA
Security Cover / Asset Cover	Value of shares on the date of event / agreement (A)*	14573844125	8405783340	65437500	2315575566	43300000	13042170	223923327.7	3852800000	2441670400	10650000	1124232140	2361750000	1869950000	1482853350	894600000	894600000	
	Amount involved (against which shares have been encumbered) (8)	9000000000	38130000000	500000000	700000000	1950000000	100000000	1500000000	3250000000	2200000000	1200000000	1350000000	2000000000	1500000000	650000000	375000000	375000000	1875000
End use of money	Ratio of A / B	1.619316014	0.220450651	1.3087					1.18547692		0.008875		1.180875					Repayment of existing
LINE WAS OF PROPERTY	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, replyiment schedule etc. (a) Any other reason (please specify)	For Investment in Target Company and J or repayment of the existing loans.	General corporate purposes	General corporate purposes	Downstream investment	General Corporate usage, Downstream investment by the Yarget Company	General Corporate usage, Downstream investment by the Target Company	For extending loans and advances to the group companies and/or making investments in group entities	For extending loans and advances to the group companies and/or making investments in group entities	For extending loans and advances to the group companies and/or making investments in group entities	Repayment of existing borrowings of the Company or Group companies and general corporate purposes	Repayment of existing borrowings of the Company or Group companies and general corporate purposes		Repayment of existing borrowings of the Company and general corporate purposes	Repayment of existing borrowings of the Company; general corporate purposes an towards the payment of feet, costs, charges and expenses pertaining to the issue of the Debentures		Repayment of existing borrowings of the Company or Group companies and general corporate purposes	

is 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 19, 2021

	ondition or arrangement in the nature of encumbrance)	Encumbrance 1 (Date of creation of encumbrance: April 16, 2015) Pledge 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.) Security Trustee	Encumbrance 2 (Date of creation of encumbrance: September 30, 2019) Pledge No. of shares: 57,000,000 % of total share capital: 0.94% Vistra ITCL (India) Limited (for the benefit of L&T Infrastructure Finance Company Limited) Security Trustee	Encumbrance 3 (Date of creation of encumbrance: October 10, 2019) Pledge No. of shares: 240,000,000 % of total share capital: 3.98% Vistra ITCL (India) Limited (for the benefit of Housing Development Finance Corporation Limited) Security Trustee	Encumbrance 4 (Date of creation of encumbrance: February 28, 2020) Pledge No. of shares: 2,58,00,000 % of total share capital: 0.43% Hero FinCorp Limited
	provide the nature of the business of the entity. Names of all other entities in the agreement	NA	GMR Bannerghatta Properties Private	GMR Bannerghatta Properties Private	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 INE908107107 INE908107123 INE908107115	Limited (Borrower) NO	Limited (Borrower) NO	NO
Security Cover / Asset Cover	Value of shares on the date of event / agreement (A)	18,23,10,000	96,90,00,000	4,12,80,00,000	51,60,00,000
	Amount involved (against which shares have been encumbered) (B)	9,00,00,00,000	1,50,00,00,000	3,25,00,00,000	1,35,00,00,000
End use of money	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. (a) Any other reason (please specify)	0.02026 For Investment in Target Company and / or repayment of the existing loans.	0.6460 For extending loans and advances to the group companies and/or making investments in group entities	1.2702 For extending loans and advances to the group companies and/or making investments in group entities	0.3822 Repayment of existing borrowings of the Company or Group companies and general corporate purposes

 $[\]ensuremath{^{*}}\xspace$ 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 19, 2021

		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
	t, transaction, condition or arrangement in the	rieuge	rieuge	rieuge
nature of encumbrance)	t, transaction, condition or arrangement in the			
nature of encumbrance)				
No. and % of shares encur	mharad	No. of shares: 454975	No. of shares: 1880000	No. of shares: 4370000
No. and % of shares encur	libered	% of total share capital: 0.008%	% of total share capital: 0.03%	% of total share capital: 0.07%
Enocific dotails about the	Name of the entity in whose favour shares	Aditya Birla Finance Limited	Deutsche Investment India Private Limited	Cholamandalam Investment & Finance Company Ltd.
	encumbered (X)	Aditya biria Firiance Limited	Deutsche investment india Frivate Limited	cholamandalam investment & Finance Company Etd.
		NBFC	NBFC	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 Mallikariuna Rao	Grandhi Mallikariuna Rao	Grandhi Mallikariuna 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			
	about the instrument, including treaterating			
Security Cover / Asset	Value of shares on the date of event / agreement	7302349	42300000	92862500
Cover	(A)			
	Amount involved (against which shares have	50000000	250000000	100000000
	been encumbered) (B)			
	Ratio of A / B	0.15		
End use of money	Borrowed amount to be utilized for what	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
	purpose –	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)			
	, , , , , , , , , , , , , , , , , , , ,			
* Value of shares is calculate	d on the basis of share price on the date of agreement	·	·	