GMR Enterprises Private Limited



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March 23, 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</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 18 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 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

		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		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	inexure 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 	





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	
	Ratio of A / D	
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

Yogindu Khajuria Company Secretary

Place: New Delhi Date: March 23, 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

Promoter/PAC	No. of shares encumbered	% of total share capital encumbered	% of total shareholding
GMR Enterprises Private Limited	2,477,135,944	41.04	84.20
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)	2,816,940,919	46.67	74.22

Encumbered shares as a % of promoter shareholding



GMR Enterprises Private Limited Details of all the existing events/ agreements pertaining to encumbrance as on March 23, 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)	Encumbrance 18 (Date of creation of encumbrance: Ma 19, 2021)
pe of encumbrance (pi idertaking etc. or any o rangement in the natu	pledge, lien, negative lien, non-disposal other covenant, transaction, condition or ture of encumbrance)	Pledge	Pledge	Pledge	Pledge	Pledge	Pledge	Plecige	Plecige	Pledge	Pledge	Pledge	Pledge	Piedge	Pledge	Pledge	Pledge	Pledge	Piedge
and % of shares enco	cumbered	No. of shares: 823,381,024 % of total share capital: 13.64%	No. of shares: 454,366,66 % of total share capital: 7.53%	7 No. of shares: 37,500,00 % of total share capital: 0.62%	No. of shares: 33,158,216 % 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: 224,000,000 % of total share capital: 3.72%	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: 200,500,000 % 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: 0.58%	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 % of total share capital: 1.829	No. of Shares % 27,50,00,000 % of total share
secific details about se encumbrance	Name of the entity in whose favour shares encorribered (0)	IDB Trusteeship Services Limited (for the benefit of Pizamal Enterprises Limited & Baboon Investments Holding B.V.)	Catalyst Trusteenhip Limited for the benefit of ECL Finance Ltd,Edelweiss Credit Opportunities Fund; Edelweiss Finvest Private Limited)	Times Innovative Media Limited	Life Insurance Corporation of India (LIC)	PTC India Financial Service Limited	IFCI Limited	Watra ITCL (India) Limited (for the benefit of L&T Infrastructure Finance Company Limited)	Watra ITCL (India) Limited (for the benefit of Nousing Development Finance Corporation Limited)	Vistra ITCL (India) Limited (For the banefit of XX India Financial Services Limited)	JM Financial Products Limited	Hero FinCorp Limited	Vistra ITCL (India) Linsted (Por the banelit of Nornura Singspor Limited)	Vistra ITCL (India) Limited (For the basefit of Nomura Singapore Limited)	Vistra (TCL (India) Linsited (Por the basefit of Aves Commercial Company Private Limited; Merlin Holdings Private Limited; Chrine Fund Limited)	Shine Star Build- Cap Private Limited	Durtered Finance & Leasing Limited	Vietra ITCL (India) Limited (For the banefit of CB International (Asia) Limited)	Catalynt Trusteer Umited (For the benefit of Edelle Special Opportur Fund & ECAP Equ Umited)
	Whether the entity X is a scheduled commercial bank, public financial institution, NBF or housing finance company? If No, provide the nature of the	Security Trustee	Security Trustee	Public limited company	Insurance Company	Financial Institution	financial Institution	Security Trustee	Security Trustee	Security Trustee	NBFC	NERC	Security Trustee	Security Trustee	Security Trustee	NEFC	NBPC	Security Trustee	Security Truste
	business of the entity. 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	NA
	Network the exceedences is noting to applied in the exceedence of the exceedence of the exceedence of the exceedence of the exceedence of the exceedence of the exceedence of the exceedence of the exceedence of	15 14 No., 13 North March Lindler, 2010 13 North March Lindler, 2010 14 North March Lindler, 2010 14 North March Lindler, 2010 14 North March Lindler, 2010 15 North March Lindler, 2010 15 North March Lindler, 2010 16 North March Lindler,	Listed, rated, redeemable secured, non-convertible debentures - SIN INTEGROUTES J. Whether the debt instrument is listed on stock exchanges? - Yes- SIN INTEGROUTES A. Credit Rating of the debt instrument - Yes- SIN INTEGROUTES SIN INTEGROUTES SIN INTEGROUTES	ND	NO	80	NG -	NG .	NG .	80	NO	60	HS HYM, THYM, Distance Minds Landed Distance	151 474 474 475 476 476 476 476 476 476 476 476	He He Alexand the locate CMM Entreprises Protect Unit Details of the details Protect Unit Details Details	NO	NO	FS Fyre, 1. Names of DMM Fyre, 2. Names of Names Colom Fyre, 2. Details of the Action Internet Standy, etc., 2. Details of the Action Internet Standy, etc., 2. Walker the data mathematical indications of the column 7. Jones Test, 2016 2. Column Fare and Action Internet Jones Test, 2016 Internet Jones Test, 2016 Internet Jones Test, 2016 3. Staff of the Internet Internet Jones Test, 2016 3. Staff of the Internet Staff St	redeemable, no convertible De 3. Whether the instrument is it stock exchange Proposed to be 4. Credit Rating debt instrument Series 1.8. Serie Debentures: Pro VR BB- 5. DIN of the instrument Instrument Instrument Instrument Instrument Instrument Instrument Instrument Instrument Instrument Instrument
ecurity Cover / Asset	Value of shares on the date of event / ameement (A)*	1457384412	540578334	65437500	2315575566	433000000	130421700	223923327.3	3852800000	2441670400	1055000	0 112423214	10 236175000	1869950000	148285335	894600000	89460000	0 278850000	00 695
	Amount involved (against which shares have been encumbered) (8)	900000000	3813000000	50000000	700000000	1950000000	100000000	1500000000	325000000	2200000000	120000000	0 135000000	200000000	150000000	65000000	375000000	37500000	0 187500000	30 30
d use of money	Ratio of A / B Borrowed amount to be utilized for what		0.22045065 General corporate purposes	1 1.3067 General corporate	0.33079650 Downstream investment	0.222051282 General Corporate usage, Downstream investment by	0.1304217 General Corporate usage,	0.149282218 For extending loans and	1.185476921 For extending loans and advances to the eroup	1.10985018 For extending loars and advances to the eroup	2 0.00887 Repayment of existing borrowings o the Company or Group companies	of Repayment of existing borrowings	Repayment of existing borrowings of		Repayment of existing borrowings of the	Repayment of existing borrowings of	Repayment of existing borrowings of	Repayment of existing	
	purpose – (a) Personal use by promoters and PACs (b) For the basefit 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 repayment of the existing loans.	purposes	purpous		Downstream investment by the Target Company	Downstream investment by the Target Company	advances to the group companies and/or making investments in group entities	advances to the group comparies and/or making investments in group entities	advances to the group companies and/or making investments in group entities	the Company or Group companies and general corporate purposes	of the Company or Group companies and general corporate purposes	the Company and general corporate purposes	one company and general corporate purposes	Company, general corporate purposes and towards the purposed frees, costs, charges and expenses pertaining to the issue of the Debentures	the company or droup companies and general corporate purposes	the Company or Group companies and general corporate purposes	d borrowiegs of the Company or Group companies and general corporate purposes	Refinancing ex debt of the Co other than exi facilities avails

GMR Business & Consultancy LLP

Details of all the existing events/ agreements pertaining to encumbrance as on March 23, 2021

	edge, lien, negative lien, non-disposal undertaking etc. or any other ondition or arrangement in the nature of encumbrance) imbered Name of the entity in whose favour shares encumbered (X)	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	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)	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)	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
	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.	B.V.) Security Trustee	Security Trustee	Security Trustee	NBFC
	Names of all other entities in the agreement	NA	GMR Bannerghatta Properties Private Limited (Borrower)	GMR Bannerghatta Properties 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: INE908I07073 INE908I07099 INE908I07123 INE908I07115	NO	NO	NO
Security Cover / Asset Cover	Value of shares on the date of event / agreement (A)	182,310,000	969,000,000	4,128,000,000	516,000,000
	Amount involved (against which shares have been encumbered) (B)	9,000,000,000	1,500,000,000	3,250,000,000	1,350,000,000
	Ratio of A / B	0.02026	0.6460	1.2702	0.3822
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.	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

* 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 23, 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 (pl	edge, lien, negative lien, non-disposal undertaking	Pledge	Pledge	Pledge
etc. or any other covenan	t, 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	Name of the entity in whose favour shares	Aditya Birla Finance Limited	Deutsche Investment India Private Limited	Cholamandalam Investment & Finance Company Ltd.
encumbrance	encumbered (X)			
	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	4230000	92862500
Cover	(A)			
	Amount involved (against which shares have been	5000000	25000000	10000000
	encumbered) (B)			
	Ratio of A / B	0.15	0.17	0.93
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)			
	., ,			
1				
* Value of shares is calculate	d on the basis of share price on the date of agreement	•	1	•