GMR Enterprises Private Limited

GMR

Corporate Office:
New Udaan Bhawan, Ground Floor,
Opp. Terminal 3, IGI Airport,
New Delhi, India 110037
CIN: U74900TN2007PTC102389
T+91 11 42532600

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March 24, 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 01 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

Airports | 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):
	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

lien, non-disposal und other covenant, transa arrangement in the na No. and % of shares e	action, condition or ture of encumbrance) ncumbered	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 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	



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 24, 2021



Annexure I <u>Total promoter shareholding in the listed company</u>

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	2,432,524,963	40.30	82.68
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)	2,772,329,938	45.93	73.05

Details of all the existing events/ agreements pertaining to encumbrance as on March 24, 2021

		Encumbrance 1 (Date of creation of	Encumbrance 2 (Date of creation of	Encumbrance 3 (Date of creation of	Encumbrance 4 (Date of creation of	Encumbrance 5 (Date of creation of	Encumbrance 6 (Date of creation of	Encumbrance 7 (Date of creation of	Encumbrance 8 (Date of creation of	Encumbrance 9 (Date of creation of	Encumbrance 10 (Date of creation of encumbrance	Encumbrance 11 : (Date of creation of encumbra	Encumbrance 12 nce: (Date of creation of encumbrance:	Encumbrance 13 (Date of creation of encumbrance:	Encumbrance 14 (Date of creation of encumbrance:	Encumbrance 15 (Date of creation of encumbrance:	Encumbrance 16 : (Date of creation of encumbrance:	Encumbrance 17 (Date of creation of	Encumbrance 18 (Date of creation of
		encumbrance: April 16, 2015)	•	•	19, encumbrance: October 5 2009)	-	•	encumbrance: September 26, 2019)	encumbrance: October 10, 2019)	encumbrance: October 29, 2019)	November 27, 2019)	February 28, 2020)	October 09, 2020)	November 19, 2020)	December 22 2020)	February 01, 2021)	February 01, 2021)	encumbrance: March 18, 2021)	encumbrance: March 19, 2021)
	lien, negative lien, non-disposal covenant, transaction, condition or	Pledge	Pledge	Pledge	Pledge	Pledge	Pledge	Pledge	Pledge	Pledge	Pledge	Pledge	Pledge	Pledge	Pledge	Pledge	Pledge	Pledge	Pledge
rangement in the nature of e	encumbrance)	No. of the rest 770 770 042	No. of shows 454 366 6	267 No. of shower	No. of the control 22 400 24	.6 No. of shares: 20.000.000	No. of the rest C 024 007	No. of the 222 422 222	No. of above 224 000 000	No. of all array 117, 200, 000	No of the rest 500 000	No. of the rest FC 244 CO7	No. of the way 100 500 000	No. of the rest 74 500 000	No. of above 50 422 000	No. of the rest 26 000 000	No. of the rest 26 000 000	No. of Shares 440,000,000	No. of Change
o. and % of shares encumbere		No. of shares: 778,770,043 % of total share capital: 12.909	No. of shares: 454,366,6 % of total share capital: 7.53%	37,500,000 % of total share capita 0.62%	% of total share capital: 0.55%	% 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: 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 % of total share capital: 1.82%	27,50,00,000 % of total share capit 4.56%
	e of the entity in whose favour es encumbered (X)	IDBI Trusteeship Services Limited (for the benefit of Piramal Enterprises Limited & Baboon Investments Holding B.V.)	Catalyst Trusteeship Limited (for the benefit of ECL Finance Ltd;Edelweiss Credit Opportunities Fund; Edelweiss Finvest Private Limited)	Times Innovative Med Limited	ia Life Insurance Corporation of India (LIC)	ion PTC India Financial Service Limited	IFCI Limited	Vistra ITCL (India) Limited (for the benefit of L&T Infrastructure Finance Company Limited)	Vistra ITCL (India) Limited (for the benefit of Housing Development Finance Corporation Limited)	Vistra ITCL (India) Limited (Fo the benefit of KKR India Financial Services Limited)	r JM Financial Products Limited	Hero FinCorp Limited	Vistra ITCL (India) Limited (For the benefit of Nomura Singapore Limited)	Vistra ITCL (India) Limited (For the benefit of Nomura Singapore Limited)	Vistra ITCL (India) Limited (For the benefit of Avro Commercial Company Private Limited; Merlin Holdings Private Limited; Citrine Fund Limited)	Shine Star Build- Cap Private Limited	Chartered Finance & Leasing Limite	ed Vistra ITCL (India) Limited (For the benefit of DB International (Asia) Limited	Limited (For the
comm	ther the entity X is a scheduled nercial bank, public financial ution, NBFC or housing finance	Security Trustee	Security Trustee	Public limited compan	y Insurance Company	Financial Institution	Financial Institution	Security Trustee	Security Trustee	Security Trustee	NBFC	NBFC	Security Trustee	Security Trustee	Security Trustee	NBFC	NBFC	Security Trustee	Security Trustee
the bu	pany? If No, provide the nature of usiness of the entity. es of all other entities in the ement	NA	NA	NA	GMR Energy Limited (Borrower)	GMR Infrastruture Limited (Borrower)	GMR Infrastruture Limited (Borrower)	GMR Bannerghatta Properties Private Limited (Borrower)	,	s GMR Bannerghatta Properties Private Limited (Borrower)	s NA	NA	NA	NA	NA	NA	NA	NA	NA
any de commetc.? I instru	ther the encumbrance is relating to lebt instruments viz. debenture, nercial paper, certificate of deposit If yes, provide details about the ument, including credit rating	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 debenture 3. Whether the debt instrume 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 INE908I07123 INE908I07115	2. Details of the debt instrument: Secured, Rated, redeemable, marketable, non-convertible debentures-ISIN INE908I07032; INE908I07040; INE908I07057, and Listed, rated, redeemab secured, non-convertible debentures - ISIN INE908I07065 3. Whether the debt instrument is listed on stock exchanges? - Yes-ISIN INE908I07065 4. Credit Rating of the debt instrument - Yes-ISIN INE908I07065; BWR BB (CE) (Stable)	ole, e	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: Secured, unlisted, redeemable, not convertible debentures 3. Whether the debt instrument is listed on stock exchanges? - NO 4. Credit Rating of the debt instrument - N.A. 5. ISIN of the instrument: INE908I07180	YES If yes, 1. Name of the issuer: GMR Enterprises Private Limited 2. Details of the debt instrument: Secured, unlisted, redeemable, non convertible debentures 3. Whether the debt instrument is listed on stock exchanges? - NO 4. Credit Rating of the debt instrument - N.A. 5. ISIN of the instrument: INE908I07198	YES If yes, 1. Name of the issuer: GMR Enterprise Private Limited 2. Details of the debt instrument: Secured, unlisted, rated, redeemable, non-convertible debentures 3. Whether the debt instrument is list on stock exchanges? - NO 4. Credit Rating of the debt instrumen N.A.; however, the rating will be done as a condition subsequent 5. ISIN of the instrument: INE908I0720	ed t - 6	NO	YES If yes, 1. Name of the issuer: GMR Enterprises Private Limited 2. Details of the debt instrument: Secured, rated, listed, redeemable, non- convertible Bonds 3. Whether the debt instrument is listed on stoc exchanges? - Proposed to b listed 4. Credit Rating of the debt instrument - Series 1 Bond, "BWR BB (CE) Stable" & Series 2 Bond: BWR B+ Stab 5. ISIN of the instrument: Series 1: INE908I07214 Series 2: INE908I07222	If yes, 1. Name of the issue GMR Enterprises Private Limited 2. Details of the de instrument: Secure rated, listed, redeemable, nonconvertible Debentures 3. Whether the debinstrument is listed stock exchanges? - Proposed to be list. 4. Credit Rating of the debt instrument - Series 1 & Series 2 Debentures: Provision IVR BB+ 5. ISIN of the instrument: Series 1 INE908107230 Series 2: INE908107
over agree	e of shares on the date of event / ement (A)*	137842297	84057833	6543750	00 23155755	566 43300000	13042170	0 223923327.	7 385280000	244167040	106500								0000 6957500
have I	unt involved (against which shares been encumbered) (B)	90000000			7000000	000 195000000	100000000	150000000	325000000	220000000	12000000	135000							
d use of money Borro purpo (a) Pe (b) Fo Provic purpo compo	of A / B owed amount to be utilized for what ose — ersonal use by promoters and PACs or the benefit of listed company de details including amount, ose of raising money by listed oany, schedule for utilization of unt, repayment schedule etc. ny other reason (please specify)	Company and / or repayment	General corporate	General corporate purposes	Downstream investment	t General Corporate usage,	General Corporate usage, y 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	Repayment of existing borrowings of the Company or Group companies and general corporate purposes	Repayment of existing borrowi	ngs Repayment of existing borrowings the Company and general corporations		f Repayment of existing borrowings of		Repayment of existing borrowings the Company or Group companies		
																			facilities Edelweis

GMR Business & Consultancy LLP

Details of all the existing events/ agreements pertaining to encumbrance as on March 24, 2021

	ledge, lien, negative lien, non-disposal undertaking etc. or any ion, condition or arrangement in the nature of encumbrance) umbered	•	Encumbrance 2 (Date of creation of encumbrance: September 30, 2019) Pledge No. of shares: 57,000,000 % of total share capital: 0.94%		Encumbrance 4 (Date of creation of encumbrance: February 28, 2020) Pledge No. of shares: 2,58,00,000 % of total share capital: 0.43%
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 L&T Infrastructure Finance Company Limited)	Vistra ITCL (India) Limited (for the benefit of Housing Development Finance Corporation Limited)	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.	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	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 INE908I07115	NO	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
	Ratio of A / B	0.02026	0.6460		
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 24, 2021

		Encumbrance 1 (Date of creation of encumbrance: March 27, 2019)	Encumbrance 2 (Date of creation of encumbrance: July 29, 2020)	Encumbrance 3 (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
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
	1	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 debt instruments viz. debenture, commercial paper, certificate of deposit etc.? If yes, provide details 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	· · · · · · · · · · · · · · · · · · ·	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

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