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 W www.holdinggepl.com

May 26, 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 20 and 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

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

	1
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

			1
		Encumbrance 1 (Date of creation	
		of encumbrance:	
)	
	(pledge, lien, negative		
lien, non-disposal und			
other covenant, transa			
arrangement in the na No. and % of shares e		No. of shares:	-
	incumbered	% of total share	
		capital:	
Specific details about	Name of the entity in		
the encumbrance	whose favour shares		
	encumbered (X)		
	Whether the entity X	YES / NO	
	is a scheduled		
	commercial bank,		
	public financial		
	institution, NBFC or housing finance		II
	company? If No,		
	provide the nature of		Ľ n
	the business of the		ex
	entity.		Please refer Annexure
	Names of all other entities in the	Listed company and its group	A
	agreement	companies (if any)	fei
		-	Le la
		1.	Se
		2	ea
		Other entities (if	Ā
		any) –	
		1.	
		2	
	Whether the	YES / NO	
	encumbrance is relating to any debt	If yes, 1. Name of the	
	instruments viz.	issuer	
	debenture,	2. Details of the	
	commercial paper,	debt instrument	
	certificate of deposit	3. Whether the	
	etc.? If yes, provide details about the	debt instrument is listed on stock	
	instrument, including	exchanges?	
	credit rating	4. Credit Rating of	
		the debt	
		instrument	
		5. ISIN of the instrument	
		mounnent	
L	1	I	1

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: May 26, 2021

<u>Annexure I</u>

Total promoter shareholding in the listed company

Promoter/PAC	No. of shares	% of total share capital
GMR Enterprises Private Limited	2,925,543,150	48.47
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	3,778,869,176	62.61

Annexure II

Encumbered shares	<u>as a %</u>	of promoter	<u>shareholding</u>
		-	

Promoter/PAC	No. of shares encumbered	% of total share capital	% of total shareholding
		encumbered	
GMR Enterprises Private Limited	2,46,98,29,271	40.92	84.42
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	275,100,000	4.56	34.15
Varalakshmi Enterprises LLP	6,704,975	0.11	100.00
Cadence Enterprises Private Limited	0	0.00	0.00
Total (PAC)	2,751,634,246	45.59	72.82

GMR Enterprises Private Limited
Details of all the existing events/ agreements pertaining to encumbrance as on May

		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 S (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 November 27, 2019)	Encumbrance 10 (Date of creation of encumbrance: February 28, 2020)	Encumbrance 11 (Date of creation of encumbrance: October 09, 2020)	Encumbrance 12 (Date of creation of encumbrance: November 19, 2020)	Encumbrance 13 (Date of creation of encumbrance: December 22 2020)	Encumbrance 14 (Date of creation of encumbrance: February 01, 2021)	Encumbrance 15 (Date of creation of encumbrance: February 01, 2021)	Encumbrance 16 (Date of creation of encumbrance: March 18, 2021)	Encumbrance 17 (Date of creation of encumbrance: March 19, 2021)	Encumbrance 18 (Date of creation of encumbrance: March 25, 2021)	Encumbrance 19 [Date of creation of encumbrance: April 23, 2021]	Encumbrance 20 (Date of creation of encumbrance: May 24, 2021)	Encumbrance 21 (Date of creation of encumbrance: May 25, 20
taking etc. or any	pledge, lien, negative lien, non-disposal other covenant, transaction, condition or are of encumbrance)	Fiedge	Piedge	Piedge	Piedge	Piedge	Piedge	Piedge	Piedge	Piedge	Pindge	Pindge	Piedge	Piedge	Redge	Piedge	Piedge	Piedge	Piedge	Piedgo	Piedge	Piedge
d % of shares end	oumbered	No. of shares: 778,770,043 % of total share capital: 12.90%	No. of shares: 454,366,667 % of total share capital: 7.53%	No. of shares: 37,500,000 % of total share capital: 0.62%		No. of shares: 20,000,000 % of total share capital: 0.22%			No. of shares: 224,000,000 % of total share capital: 3.72%	No. of shares: 500,000 16 of total share capital: 0.05%	No. of shares: \$1,211,607 % of total share capital: 0.85%	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 120,192,308 % of total share capital: 1.99%	No. of Shares 27,50,00,000 % of total share capital: 4.56%	No. of Shares 10,00,00,000 % of total share capital: 1.65%		No. of Shares 2,40,00,000 % of total share capital: 0.40%	No. of Shares 2,05,00,0 % of total share capital
ic details about combrance	Name of the entry in whose favour theres encountered (0)	IGBI Trustreehb Services Limited (for the benefit of Picanal Enterprises Limited & Enboon Investments Holding B.V.)	Catalyst Thuttewhip Limited (for the benefit of ECL Risence Lid, Schweiss Fundt, Edelweiss Fundt, Edelweiss Finnest Private Limited)	Times incoustive Media Limited	Life Insurance Corporation of India (LIC)	PTC India Financial Service	IFCI Linsted	Vitra ITCL (Inda) Linited (for the herefor of Linited (for Infratricture Finance Company Linited)	Vitro ITCL India Limited Jion the haven of a Hawing Development Founce Corporation Limited)	IM Financial Products Limited	Hero FinCorp Limited	Vitoz (19.2.) jenda junited Garrhe beneti Gromza Sngupon Limbre()	Visto TCC, Ipdia) Linited (for the benefit of Namura Singapore Linited)	Vitzn (Hz, Jinda) Limited (jior the benetic for Wan Connercial Company Phase Limited, Merlin Holdings Phase Limited, Chrine Fund Limited)	Shine Star Build- Cap Private Limited	Chatered Finance & Lessing Limited	Vites ITCL (Inde) Limited (For the banel of CG International (Ada) Limited (Catalyn Trusterebb Linnier For the bonef of Salavien Spical Opportunities Fund B ECAP Equities Linnierd)	Limited	Vetra ITCL (India) Linited (for the banefic of Kamwell Biopharma Prinate Linited, Yudasi Jasta Davies ARS), Mr. Punere Yuda Dalimia, Radico NY Dialifaries Maharasatta Limited, Raghue Commercial Limited and Anno Commercial Company Private Limited)	RJ Pasticizers Limited	Anand Rathi Global Finan 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 basiness of the entity.	Security Trustee	Security Trustee	Public limited company	Insurance Company	Financial Institution	Reancial Institution	Security Trustee	Security Trustee	NBFC	NEFC	Security Triatee	Security Trustee	Security Trustee	NEFC	NEFC	Security Trustee	Security Trustee	NEFC	Security Trustee	Manufacturing Company	NBFC
	Names of all other entities in the agreement	NA	NA	NA	GMR Energy Limited (Romower)	GMR infrastruture Limited (Rorrower)	GMR Infrastruture Limited (Borrower)	GMR Bannerghatta Properties Private Limited (Borrower)	GMR Bannerghatta Properties Private Limited (Borrower)	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA
	What are exceeding on a single of a data structures of data data data with a structure of data data data with the structure of data data data data with the structure of data data data data with a structure of data and data data data data balance of datas so who data of a cost of	115 Files of the human CAM Energy Line Market Lineads Linear Line	165 // PVA 17 PVA 1. DesCroth Teles Insue: Linetacion Solutione Linetacione Li	NO 654375000	NO 2115579566	ND 413000001	13041700	22991227.7	NO 341300000	NO	N0	HS Prof. of the same CAM Comprise Names CAM Comprise Names Limited Comprise Names Limited Comprise Names Limited Research Comprise Names Names Cambridge Names Limited and Comprise Names Names Cambridge Names Cambridge Names Names Cambridge Names Cambridge Names Names Cambridge Names Cambridge Names Names Cambridge Names Cam	11 June, of the same CAR foregoint A how have CAR foregoint A how have CAR foregoint A how have the Second, of the show have the same of the same of the Second A show have the same of the same of the same of the same of the same of the same of the same of the same of the same of the same of th	195 197 197 Annow Tele National CAM Extremplanes Provide Limited 2010 Annow Tele National Annowa 2010 Annow Tele National Annowa 2010 Annowa Annowa Annowa Annowa 2010 Annowa Annowa 2010 Annowa Annowa 2010 Annowa Annowa 2010 Annowa Annowa 2010 Annowa Annowa 2010		80	115 11 Perce 12 Approximation Code 13 Approximation Product Linear 14 Percent 14 Perc	(CL) S. ISIN of the instrument: Series 2: INECOED7220 Series 2: INECOED7248	NO	15 16 16 Nesser of Poisson - CAR Entryprise Learner, Link Entryprise Learner, Link Indexemption - CAR 20 - Details of the deb 10 - Network - CAR 20 - Network - CAR 20 - CAR 2	N0	NO 0 51
ty Cover / Asset	agreement (A)*										1014232140									11500000		
	Amount involved (against which shares have been encumbered) (iii)	9000000000	38130000000	500000000	700000000	195000000	0.1304217	1500000000	125000000	12000000		200000000	150000000	65000000	2.355	27500000	162500000	2.319066667	2.987	10,000000	25000000	~ ~ ~
e of money	Batis of A / B Bornowd amount to be utilized for what purpose – (a) Personal use by promotions 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) Avy other mason bylease specify		d 22040000 General corporate purposes	1.99875 General corporate purposes	0.220796509 Downstream investment	0.222661282 General Corporate usage, Downstream insestment by the Target Company	0.1302/7 General Corporate usage, Downstream levestment by the Target Company	O 14022218 For extending loans and advances to the group companies and/or making investments in group estilles	For extending loans and advances to the group companies and/or making	© COBP Repayment of existing borrowing of the Company or Group companies and general corporate purposes	Repayment of existing borrowings of the Company or Group	Repayment of existing borrowings of	Repayment of existing borrowings of	Repayment of existing borrowing, of the Company, general corporate purposes and towards the puryment of fees, costs, charges and expenses pertaining to the issue of the Debentanes	Repayment of existing borrowings of the Company or Group companies and general corporate	Repayment of existing bonowings of the Company or Group companies and general corporate purposes	Repayment of existing	Refinancing existing debt of the Company, other than	Repayment of existing	To refinance the existing debt of the Company and make investment ingroup or associate companies	General corporate purposes	General corporate purp

GMR Business & Consultancy LLP Details of all the existing events/ agreements pertaining to encumbrance as on May 26, 2021

		Encumbrance 1 (Date of creation of encumbrance: April 16, 2015)	Encumbrance 2 (Date of creation of encumbrance: September 30, 2019)	Encumbrance 3 (Date of creation of encumbrance: October 10, 2019)	Encumbrance 4 (Date of creation of encumbrance: February 28, 2020)	Encumbrance 5 (Date of creation of encumbrance: April 01, 2021)
ype of encumbrance (pledge, lien, negative lien, non-disposal undertaking etc. or any other ovenant, transaction, condition or arrangement in the nature of encumbrance)		Pledge	Pledge	Pledge	Pledge	Pledge
No. and % of shares encu	umbered	No. of shares: 10,300,000 % of total share capital: 0.17%	No. of shares: 57,000,000 % of total share capital: 0.94%	No. of shares: 740,00,000 % of total share capital: 1.23%	No. of shares: 2,58,00,000 % of total share capital: 0.43%	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 L&T Infrastructure Finance Company Limited)	Vistra ITCL (India) Limited (for the benefit of Housing Development Finance Corporation Limited)	Hero FinCorp Limited	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	Security Trustee	NBFC	Security Trustee
	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)	GMR Enterprises Private Limited (Borrower) and Vistra ITCL (India) Limited (Debenture Trustee)
	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, I. Name of the issuer: GMR Enterprises Private Limited (formerly GMR Holdings Private Limited prior to merger) with IDBI Trustesship 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 INE908107107 INE908107107 INE908107115	NO	NO	NO	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 B8+ (CE)/Stable Outlook 5. ISIN of the instrument: INE908I07255
Security Cover / Asset Cover	Value of shares on the date of event / agreement (A)	18,23,10,000	96,90,00,000	1,27,28,00,000	51,60,00,000	270000000
	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	125000000
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	0.3916 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	2.1600 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 May 26, 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	•