GMR Enterprises Private Limited



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June 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 23 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

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: June 23, 2021

Annexure I

Total promoter shareholding in the listed company

Promoter/PAC	No. of shares	% of total share capital
GMR Enterprises Private	2,925,543,150	48.47
Limited		
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 as a % of promoter shareholding

Promoter/PAC	No. of shares encumbered	% of total share capital	% of total shareholding
CMD 5 1 1 1 1 1 1 1	2 525 455 020	encumbered	06.22
GMR Enterprises Private Limited	2,525,455,938	41.85	86.32
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	218,100,000	3.62	27.07
Varalakshmi Enterprises LLP	6,704,975	0.11	100.00
Cadence Enterprises Private Limited	0	0.00	0.00
Total (PAC)	2,750,260,913	45.56	72.78

GMREvierprises Private Limited

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Details of all the existing exects	All the nating queening queening particular queening particular queening particular queening																							
		Encumbrance 1 (Date of creation of encumbrance: April 16, 2016)	Encombrance 2 (Date of creation of encombrance: August 2, 2011)	Encumbrance 1 (Date of creation of encumbrance: March 25, 2016)	Ecombisses 6 (Date of orealism of ecombisses: October 5, 2006)	Encardicionic S (Date of creation of encardirance: Manh 16, 2016)	Enterthines 6 (Date of weather of encumbrance September 26, 2016)	Secundrance 7 (Date of creation of encundrance: October 10, 3226)	Socuedarios II (Date of oradion of encumbrance: November 27, 2009)	Secumbiance 9 (Sate of creation of encumbrance February 26, 2000)	Encumbracia ID (Date of creation of ensumbrance: October 09, 2000)	Encirelezace 11 (Exist of creation of endumbrance: Nonember 18, 2000)	Encumbrance 22 (Exter of creation of encumbrance: December 22 XESS)	Encumbrance II (Date of creation of encumbrance: Pelancary III, 2011)	Encumbrance 24 (Exits of creation of encumbrance: February ST, 2021)	Encumbrance 15 (Date of creation of encumbrance March 26, 2021)	Encumbranio 18 (Date of creation of encumbranio: March 18, 3000)	Encumbrance 17 (Date of creation of encumbrance: March 25, 3000)	Teambrance 18 (Date of overline of econobrance: April 28, 2021)	Incumbrace 19 (Dute of crystion of encumbrane: May 36, 2021)	Encumbrance 20 (Date of crystion of encumbrance: May 26, 2021)	Incumbrance 21 (Date of coupling of encumbrance: May 26, 2221)	Secumbrance 22 (Date of credition of encumbrance: June 05, 2001)	Encumbrance 23 (Sate of creation of encumbrance: June 21, 2021)
Type of enoundrance (stedge, to undertaking etc. or any other cau arrangement in the nature of exc	everant, transaction, condition or	Piedge	Piedge	Fiedge	Medge	Piedge	Tiedge	Findge	Medge	Fiedge	Piedge	Pledge	Findge	Piedge	Pledge	Pledge	Findge	Findge	Pledge	Medge	Pleáge	Findge	Medge	Piedge
No. and N of charecencumbered		No. of share: TR, TR, OEB N: of total share capital: 12 NOS.	No. of shares IDS, NS, NST NS of total share capital: 7.58%	No. of charec 37,500,000 N of total chare capital 0.60%	No. of charec 33,198,216 N of tatal share capital 0.35N	No. of state class capital 0 32%	No. of shares: 7,60,000 N of tural share capital: 0.02%	No. of charec 200,000,000 N of total share capital: 8 TEN	No. of shares 500,000 No. of social chaire capital, 0.22%	No. of shares 51,251,857 N of total share capital 5,85N	No. of share: 300,000,000 No. of total chare capital: 1.676.	No. of share: 10,500,000 No. of total share capital: 1.25%	No. of charec 18,000 No. of social chare capital: 0.80%	No. of charec 16,000,000 You'l total chare capital: 0.60%	No. of share: 38,000,000 No of socal chare capital: 0 80%	No. of Shares 120,182,838 % of Social share capital: 1.89%	No. of there 27,00,00,000 N of total share capital 6 NO.		% of total share capital. 0.20%	No. of Share: 2,85,00,000 No of Social chare capital: 0.60%	No. of Share-12/01/00/00 No. of Social chare-capital: 0.80%	No. of Shawe 2,50,00,000 No. of Social shaw capital: 0.02%	No. of Shares 2,90,00,000 No of Social Share capital: D-SEN.	No. of Shares 2,85,00,000 N of total share capital: 5.62%
	ne of the entity in whose favour shares unsheed (D)	ONE STATEMENT STATEMENT STATEMENT OF STATEMENT STA	Catalyst thromeologic lamined (for the benefit of BCL throanes tall platfer and Credit Capportunities funds, defendent, florvest Private lamined (Times transactive Medical Smithed	Life tecuminal comparation of testa (UC)	PG Limited	Water PEC, Imale Journel (Ser the Benefits of EAT Medicinal and Produce Company University)		M Francial Modulitionshell	Recar Participa Consisted	Vivilla Titz, Ijinidiq Laviniud (Fur Chih aheed Cod Toomusa Singippare Laviniud)	VYGER TEC, Jondey Levened (For the Sweet of Yannus Singapore Linitise)	Viscottic (Inhalpiumbad grunt the benefit dura Commercial Company Private Sonited (benits Holding Private Landon), Coline Hund Sonited (Inhalpiumbad, Coline Hund Sonited)	Shine NEW Multi-Cay Physics concled	Chartered Financia & Lesching Limited	Visios PECE, (India) Limited (per the benefit of ER intervisional (Acad) Limited (CASING Trailments Limited from the base for distillation, Special Dyportunities Fund & ECAP Equities Limited)	TAT Missack of Products Commen	Visiou TECL (Initial) unique flut be beneficial fresiment Biophoma Protes Limited, Yadi and Silder Self, Self Self Self Self Self Self Self Self	SEL PERCENTIANS SERVED	Artisel Eaths disblad Process consisted	Store Start Bubb - Cap Provide Clarated	Volum Promotel Service (Prootel Service)	62 Pladicions Limited
00 MH	other the entity X is a scheduled innertial bank, public financial libition, NBPC or bousing financia ingany? If No., provide the nature of the libert of the author.	Security Truckee	Security Trustee	Public limited company	Incurance Company	Proposal Inditation	Security Trustee	Security Trudee	Narc	AMPC	Security Trustee	Security Tructee	Security Tousee	Name	NEFC	Security Trustee	Security Trudee	Marc	SecurityTrialee	Manufacturing Company	Narc	Nurc	NAPC	Manufacturing Company
	nes of all other entities in the rement	MA	NA.	MA.	(Manage Limited (Banamer)	(Barrower)	OM Earne-ghatta Properties Private Similed (Barrower)	GMR Bannerghatta-Properties Private Limited (Borrower)	NA.	NA.	MA	NA	NA.	NA.	NA	As.	NA.	NA.	A.E.	NA.	NA.	NA.	NA.	NA.
indicate in the second of the	whether the residence is never the content of the c	If yet, I same of the yount GMM Interprose Proute Limited (Samely GMM studing Prod Limited year to mergerly with TOB Trusted year to mergerly with TOB Trusted year to mergerly with TOB Trusted year to be determined. Indeed, both of, well-emaked, indeed years years to the department the department of the department In Whether the delict inchurance is In Whether the delict inchurance?	Kated, redeemable, marketable, non- convertible debentures	NO.	NO.	100	NO.	50	60		Private standard of continued and continued	Private Limited 3. Details of the debt instrument:	N.A.) Newword, the dating will be done as conditions included by the condition of the conditions included by In TRN of the inclusioner. INSTRUCTION	50	100	THE STATE OF THE S	HATUMENT KINDS OR GLOB. WARRINGS OF THE STATE OF T	563	THS If the sear of the section CARS It requires the section CARS	50	10	MS	100	40
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have	e been encumbered (18)	********		\$200000		10000000		1,000,000	1,000,000	0.70000	11000		2.0031200	2.000	2.000			197						
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*value of chares is calculated on the back of chare price on the date of agreene

GMR Business & Consultancy LLP

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

		Encumbrance 1	Encumbrance 2	Encumbrance 3	Encumbrance 4
		(Date of creation of encumbrance: April	(Date of creation of encumbrance: October	(Date of creation of encumbrance: February	(Date of creation of encumbrance: April 01,
		16, 2015)	10, 2019)	28, 2020)	2021)
Type of encumbrance (plea	dge, lien, negative lien, non-disposal undertaking etc. or any other	Pledge	Pledge	Pledge	Pledge
covenant, transaction, con	ndition or arrangement in the nature of encumbrance)				
No. and % of shares encum	mbered	No. of shares: 10,300,000	No. of shares: 740,00,000	No. of shares: 2,58,00,000	No. of shares: 10,80,00,000
		% of total share capital: 0.17%	% of total share capital: 1.23%	% of total share capital: 0.43%	% 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 Housing Development Finance Corporation Limited)	Hero FinCorp Limited	Vistra ITCL (India) Limited (for the benefit or 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)
f	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	NBFC	Security Trustee
Ī	Names of all other entities in the agreement	NA	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 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 INE908I07089 INE908I07127 INE908I07123 INE908I07123 INE908I07123 INE908I07115	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 BB+ (CE)/Stable Outlook 5. ISIN of the instrument: INE908I07255
Cover	Value of shares on the date of event / agreement (A)	18,23,10,000		51,60,00,000	2700000000
(Amount involved (against which shares have been encumbered) (B) Ratio of A / B	9,00,00,00,000	3,25,00,00,000	1,35,00,00,000	1250000000
	Borrowed amount to be utilized for what purpose –	For Investment in Target Company and /	For extending loans and advances to the	0.3822 Repayment of existing borrowings of the	To refinance the existing debt of the
, () 	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)	or repayment of the existing loans.	For extending loans and advances to the group companies and/or making investments in group entities	Repayment or existing borrowings of the Company or Group companies and general corporate purposes	To reinfance the existing dect 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 June 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 (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 encur		No. of shares: 454975 % of total share capital: 0.008%	No. of shares: 1880000 % of total share capital: 0.03%	No. of shares: 4370000 % of total share capital: 0.07%
	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 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	928625
COVCI	Amount involved (against which shares have been encumbered) (B)	50000000	250000000	1000000
	Ratio of A / B	0.15	0.17	0.
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