### **GMR Enterprises Private Limited**



Corporate Office:
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Opp. Terminal 3, IGI Airport,
New Delhi, India 110037
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June 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 3 on page no.8 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, 7<sup>th</sup> 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):
	<ol> <li>GMR Business &amp; Consultancy LLP</li> <li>Varalakshmi Enterprises LLP</li> </ol>
Total promoter shareholding in the	No. of shares - Annexure I
listed company	% of total share capital – <b>Annexure I</b>
Encumbered shares as a % of promoter shareholding	Annexure II
Whether encumbered share is 50% or more of promoter shareholding	YES <del>/ NO</del>
Whether encumbered share is 20% or more of total share capital	YES <del>/ NO</del>

# 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 24, 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	199,781,639	3.31	24.80
Varalakshmi Enterprises LLP	6,704,975	0.11	100.00
Cadence Enterprises Private Limited	0	0.00	0.00
Total (PAC)	2,731,942,552	45.26	72.30

GMRErie-prises Private Limited

Details of all the existing events a	All file existing questions precision to the process of the proces																							
		Incombrance 1 (Date of creation of encombrance: April 16, 2016)	Encumbrance 2 (Date of creation of encumbrance August 2, 2011)	Encumbrance II (Date of creation of encumbrance: March 18, 2018)	Encumbrance 6 (Date of creation of encumbrance October 5, 2006)	Encarelisance S (Date of creation of encarelisance: Mach 16, 2016)	Enterthine E (Date of weather of encumbrance September 25, 2016)	Secundrance 7 (Date of creation of encundrance: October 10, 3226	Browellerance S (Date of oradion of encumbrance: Numerabor 27, 2009)	Encumbrance 9 (State of ore attanced encumbrance: Pelansary 28, 2000)	Encumbrance 10 (Date of crustion of ensumbrance: Oxisiber 06, 2020)	Encirelates 11 (Este of cratice of endundrance: Nonember 18, 2020)	Encumbrance 22 (Sate of creation of encumbrance: December 22 3000)	Encumbrance II (Date of creation of encumbrance: Pelancey CL, 2011)	Encumbrance 21 (External conditions of encumbrance: Pelincary SS, 3821)	Encentrace 13 (Date of areation of encumbrance March 18, 2021)	Encumbrance 18 (Date of creation of encumbrance: March 18, 2000)	Encumbrania 17 (Date of creation of encumbrania: March 25, 2000)	Teambrance 18 (Date of overtime of econobrance: April 28, 2021)	Incombines 19 (Date of creation of encumbines: May 36, 2021)	Encumbrance 20 (Date of creation of encumbrance: May 25, 2021)	Incumbrance 23 (Date of coupling of encumbrance: May 28, 3323)	Secumbrance 22 (Date of creation of encumbrance June 05, 2021)	Encumbrance II (Date of creation of encumbrance: June II, 2011)
Type of encumbrance (yiedge, ben undertaking etc. or any other cover arrangement in the nature of encu	erant, transaction, condition or	Pindge	Piedge	Fiedge	Piedge	Piedge	Hedge	Findge	Medge	Medge	Piedge	Piedge	Pindge	Piedge	Piedge	Piedge	Pindge	Findge	Piedge	Medge	Piedge	Pindge	Piedge	Piedge
No. and N of chares encombered		No. of shares: 779,775,068 N. of total chare capital: 12.80%	No. of shares stid, bid, bid? No of turbl share capital: 7.58%.	No. of charec 37,500,000 N of total share capital: 0.62N	D No. of charec 88,189,256 N of total chare capital: 0.38N	No. of shares 6,036,087 No. of social share capital 0.30%	No. of shares 7,60,000 No of turbs share capital: 0.02%	No. of charec 235,000,000 N of total share capital: 8.75N	No. of shares 100,000 N. of State chare capital, 0.02%	No. of shares 33,233,637 N of tatal share capital 5,85N	No. of shares: 200,000,000 N. of sotal chare capital: 1.676	No. of share: 70,500,000 No. of social share capital: 1.22%	No. of charec 59,688,000 No. of social chare-capitals 0.98%	No. of share: 18,000,000 No of total chare capital 0.60%	No. of charec 36,000,000 No of socal chare capital: 0.60%	No. of Shares 120,183,838 No. of Social chare capital: 1.89%	No. of Shares 27,10,00,000 N of total share capital 4,58N	No. of Shares 10,00,00,000 N of total share-capital 1,65N	No. of share: 1,10,00,000 % of total draw capital 0.25%	No. of Shares 2,40,00,000 % of Social chare capitals 0.40%	No. of Share-12,01,00,000 No of Social chare capital, 0.36%	No. of Shares 2,50,00,000 No. of Social Share-Capital: 0.62%	No. of Shares 2,80,00,000 No of total share capital: 0.08%	Soc. of Shares 2,02,00,000 to of total share capital 0.02%
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comme montal compa	ther the entity X is a scheduled nevtral tonic, public financial iction, NEPC or housing finance samp <sup>1</sup> if No. proude the nature of the last of the service.	Security Trustee	Security Trustee	Public limited company	Browance Company	Pinancul Incitation	SecurityTrustee	Security Tructive	Nanc	harc	Security Trustee	Security Studies	Security Studies	Nanc	NIFC	Security Trustee	Security trustee	MBFC	SecurityTrustee	Manufacturing Company	Narc	NIFC	NAFC	Manufacturing Company
Names	es of all other entities in the smeat	NA.	NA.	NA .	GMK Energy Limited (Barrower)	(Barrower)	OME Earneighalta Properties Private Smited (Barrower)	GMX Bannerghatta Properties Private Limited (Borrower)	NA.	SA.	NA.	NA.	NA.	NA.	NA.	NA.	NA.	NA.	NA.	NA.	NA.	NA	NA.	NA.
inhibition in the control of the con	The the executions of vertically in the procurency of confidence of vertical and evertical purpose of the confidence of deposit purpose of the confidence of deposit was a confidence of the confidence of the purpose of the confidence of the confidence of the confidence of the purpose of the confidence of the confidenc	If yet, I Some of the yount GMM Interprise Product United (Somery CMM solding Product Limited prior to merged with 1998 Studenship tervices Limited 1. Details of the deal (softwares). Interest, fortid, redeemable, secured, some convertible market intelligency protected disbensives.	IN TOWN .  1. Name of the Name	NO	NO 2240-700	HO MANUAL PARTY.	MO.	100			Provide Limited  2. Details of the debt instrument: Secured, writished, indemnativ, non- convertible debetains.  3. Whether the debt instrument is instead on clock auchanged? - NO  4. Credit Rating of the debt instrument is N.A.	Private Limited  3. Details of the debt instrument:	N.A.; however, the rating will be done as a			THE STATE OF THE S	instrument is total on stack exchanges? - Yes 6. Credit Kizing of the debt instrument - Series 1. 6. Series 2. Debentures: SYE 88+ (ET) 3. SING of the Instrument.	100 E	THE STATE OF THE S		40	eo	NO PROMISED IN	
Count Manager	of shares on the date of event / security services of strongwed (against which shares	10900000	802378880	autho:	m 20000000	100170	110000000	1000000	100000	1000000	2002/000	0 10000000	1000000	2 2740000	0 2700000	27100000	891750000 800000000	2000000	1200000	2900000	0 3000000	2000000	N180000 8000000	7020000
	been encumbered (III)	900000000		\$200000	-	13330000		1,000,000	1,000,000	0.70000	1.000		2.0031200	2.000	2.000			197						
Bind use of maney Borrow purpos (c) Period of ratio schedule pages (c) and provide a schedule pages (c) and c) are schedule pages (c) are schedule pages	of A.7 is weed amount to be utilized for what lose—  some and the by promoters and PACS in the benefit of loand company the default recting amount, purpose singmones by total company, that for institution of amount, preset schedule etc. ny other reason (please specify)	Poi Investment in Target Company and J or exployment of the existing laser.	0.2200m3m1 General corporate purposes	Sales Services	Downsteam sive-timest	Description of Composition	Par extending black and advances to the group sompanies and for making aventments in group entities.	For extending basis and advances to the group component and/or making street/ments is group entitled.	G. Dobby   Rejolyment of existing borowings of  the Company or though companies and  greend disporable purposes.	Repayment of ewiting borrowings of	Replayment of existing Borovange of the Company and general surposate purposes	Repayment of existing burns usings of	Repayment of existing barrowings of the	Repayment of existing borrowings of	Repayment of existing borrowings.	Repayment of existing barrawings of the Company or Group companies and greecal disporate purposes.	2.TSTANSAGE  Befinancing existing defor of the Company, other than existing Existence availed from EdinbursE.	Repayment of existing Somewings of the Companyor Group componers and Sowards	To refragance the vaccing debt of the Company and make investigated in group at accounte companies	3.377 General corporate purposes	te 2.742l Denecal corporate purposes	2.6330 Connecid corporate purposes	2.881 teneral surpurate purposes	2 лик вание по сопределя в разрочен

\*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 24, 2021

	edge, lien, negative lien, non-disposal undertaking etc. or any other ndition 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 B.V.)	Pledge  No. of shares: 740,00,000 % of total share capital: 1.23%	Encumbrance 3 (Date of creation of encumbrance: February 28, 2020)  Pledge  No. of shares: 74,81,639 % of total share capital: 0.12%  Hero FinCorp Limited	Encumbrance 4 (Date of creation of encumbrance: April 01, 2021)  Pledge  No. of shares: 10,80,00,000 % of total share capital: 1.79%  Vistra ITCL ( India) Limited (for the benefit of Kemwell Biopharma Private Limited, Yadu Hari Dalmia-HUF, Mr. Puncet 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	NBFC	Security Trustee
	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)
	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 INE908I07081 INE908I07123 INE908I07123 INE908I07123 INE908I07123 INE908I07123 INE908I07115		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
Security Cover / Asset Cover	Value of shares on the date of event / agreement (A)	18,23,10,000	1,27,28,00,000	14,96,32,780	2700000000
	Amount involved (against which shares have been encumbered) (B)	9,00,00,00,000	3,25,00,00,000	1,35,00,00,000	1250000000
	Ratio of A / B	0.02026	0.3916	0.1108	2.1600
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	Repayment of existing borrowings of the Company or Group companies and general corporate purposes	To refinance the existing debt of the Company and make investment in group or associate companies

<sup>\*</sup> 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 24, 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