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

July 01, 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 25 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		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: July 01, 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	2,868,143,150	47.52
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	3,721,469,176	61.66

<u>Annexure II</u>

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	2,572,455,938	42.61	89.69
GMR Infra Ventures LLP	2,372,433,938	0.00	0.00
Mr. Mallikarjuna Rao Grandhi	0	0.00	0.00
Mrs. Varalakshmi Grandhi	0	0.00	0.00
	0	0.00	0.00
Mr. Buchi Sanyasi Raju Grandhi 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	0	0.00	0.00
Satyavathi Smitha Trust - Mr.	0	0.00	0.00
G.B.S. Raju, Trustee			
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)	2,778,942,552	46.04	74.67

	Encambranie 1 (Date of creation of encambrance: April 18, 2003)	Encombrance 2 (Date of constant of encombrance: Augest 2, 2007)		Encontense 6 (Date of creation of encontenses: October 1, 2029)	Encombrance 1 (Date of creation of encombrance: March 36, 203	Encumbrance 6 (Date of cenation of (Encumbrance: September 26, 2029)		Encombrance X (2ate of constinued encombrance: November 27, 32216)	Rocardinance 1 (Date of unation of encambrance Nebmany 28, 2020)	Enconfectance 13 (Date of centries of enconfectance: October 26, 2020)	Excardence 11 (Date of oreation of excardence: Numeriller 35, 2000)	Teconheses 12 (Tate of weation of encambring) December 22 2020)	Eccambrane 11 (Date of creation of encombrance: February 05, 2023)	Encumbrance 35 (Date of cenation of encumbranc Pelerany 05, 2023)	Encontrance 25 (Date of creation of encontrance March 28, 2021)		Incurdicance 17 (Date of constant of encombrance: March 23, 2021)		Encombrance 28 (Date of couldon of encombrance May 26, 2021)	Encumbrance 20 (Date of creation of encumbrance: May 23, 2011)	Recondenses 25 (Sale of constion of encombranie: May 28, 2021)	Recombision of (Date of constant of encombision in June 05, 2013)	Encumbrance 21 (Exte of creation of encumbran June 21, 2013)	Encombranes 25 (2xte of creation of encombrance June 24, 2021)	Encombrance 25 ex (Date of seaton of encombrance June 26, 202
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rangement in the nature of encontraince) is and N of charecencombered	No. of diame: 778,770,008 N of total diame capital: 12,829	No. of charec. dbd, MA, MI N of Sotal chare capital: Y NPA	No. of chares: 37,500,000	No. of chares: 33, 208, 216 % of total chare capital: 0.1995	No. of charrys 4,000,007 'N of tatal chare capital: 0.109	No. of chares: 7,60,000 N of total chare capital 0.029	No. of chare-c 228,000,000 Nof total chare-capital: 3.70%	No. of charec 100,000 N of total share capital 3.02N	No. of clares 10,212,607 Third fotal chare capital 0.89%	No. of chares: 300,500,000 N of factal chare-capital: 1.675	No. of shares: N,NE,000 % of tartel share capital 1.23%	No. of charact 39,000,000 N of total chara capital: 2,985	No. of chares: 30,000,000 N of total share capital 0.60%	No. of shares: NJ,200,200 N of tatal share capital 0.40N	No. of Shares 120, 193, 828 % of fatal share capital 1.99%	No. of Shares 27,50,00,000 N of total share capital: 4 Nov	No. of Shares 32,02,30,000 N of Social chare capital: 1 400	No. of chares: 3, 53,00,000 N of total chare-capital 0.20N	No. of Shares 2,40,80,800 To of Salar Salar Capital 0.42%	No. of Shares 2,01,00,000 % of Social share capital: 0.32%	No. of blarws 3,30,00,000 N of total share capital: 0.42N	No. of Shares 2,80,00,000 N of total share capital: 0.00%	No. of Shares 3,00,00,000 N of Sotal share capital: 0.02%	No. of Shares 2, NJ, 00, 800 N of total share capital: 0.42N	No. of Shares 2,30,00,000 To af Satal chare capital: 0.3
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Whether the entity X is a scheduled connected back, public financial indibution, NITC or housing finance company? If No, provide the nature of the backets of the entity.	feasity tradee	becarily Tractee	Public limited company	Incurance Company	Firanzal Institution	Security Truckee	Security Nuclee	NIFC .	NEPC	Security Socies	Security Trudiee	Networky Trustee	Narc	NIPC	Security Toolee	Security Tradee	NMPC	Security Trudae	Manufacturing Company	NIPC	MBPC	NUPC	Menufacturing Company	harc.	Mining and Condruction equipment
Names of all other endlines in the agreement	NA .	NA	NA	GMR Energy Lanited (Borrower)	GMR Infrastruture Limited (Bornawer)	GMR BannerghattaPropertie Private Limited (Barrawer)		NA .	NA	NA	NA.	NA.	NA	MA.	NA.	NA	NA	NA.	NA.	NA.	NA	NA	NA	NA	5A
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GMRENIerprises Private Limited

GMR Business & Consultancy LLP

Details of all the existing events/ agreements pertaining to encumbrance as on July 01, 2021

		Encumbrance 1 (Date of creation of encumbrance: April 16, 2015)	Encumbrance 2 (Date of creation of encumbrance: October 10, 2019)	Encumbrance 3 (Date of creation of encumbrance: February 28, 2020)	Encumbrance 4 (Date of creation of encumbrance: April 01, 2021)		
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	Pledge		
No. and % of shares encu	mbered	No. of shares: 10,300,000 % of total share capital: 0.17%	No. of shares: 740,00,000 % of total share capital: 1.23%	No. of shares: 74,81,639 % of total share capital: 0.12%	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 Housing Development Finance Corporation Limited)	Hero FinCorp Limited	Vistra ITCL (India) Limited (for the benefit c 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	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, 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	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 - IVI 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			
	Amount involved (against which shares have been encumbered) (B)	9,00,00,00,000	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.	0.3916 For extending loans and advances to the group companies and/or making investments in group entities	0.1108 Repayment of existing borrowings of the Company or Group companies and general corporate purposes	2.160 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 July 01, 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	•