### **GMR Enterprises Private Limited**



Corporate Office:
New Udaan Bhawan, Ground Floor,
Opp. Terminal 3, IGI Airport,
New Delhi, India 110037
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E contact@holdinggepl.com
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July 03, 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 26 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, 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: July 03, 2021

#### **Annexure I**

#### Total promoter shareholding in the listed company

Promoter/PAC	No. of shares	% of total share capital
GMR Enterprises Private Limited	2,858,243,150	47.35
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	3,711,569,176	61.49

#### **Annexure II**

#### **Encumbered shares as a % of promoter shareholding**

Promoter/PAC	No. of shares encumbered	% of total share capital	% of total shareholding
0115 5	2 504 555 222	encumbered	00.77
GMR Enterprises Private Limited	2,594,555,938	42.99	90.77
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)	2,801,042,552	46.41	75.47

Ortals of all the existing	An Pada/sin/aid An Pada/sin/aid Managaranty (managaranty) and an Angaranty (managaranty) and																										
		Ensumbranse 1 (Date of creation of ensumbranse: April 26, 2011)	encumbrance August 2.		Encumbrance 6 (Date of creation of encumbrance: October 5, 2009)	Enumbrance S (Extre of condition of enumbrance March 14, 2014)	Enumbranie 6 (Cole showalies of enumbranie: Explender 26 3029)	Encumbrance 7 (Date of smallist of encumbrance: October 10, 2020)	Decembers 2 Date of credition of encumbrania Necember 27, 2019	Encumbrance 9 (Enterof smallers of encumbrance February 28, 2000)	Ensumbranes 13 (Eule of creation of ensumbranes Outsides 29, 3030)	Encumbrance 11 (Date of creation of encumbrance Nevember 24, 2020)	Encombranio 12 Date shireation of encombrance December 23 2000)	Encombrance 15 (Oute of creation of encombrance: February 00, 2002)	Ensumbrance 14 (Date of condition of ensumbrances Princety EL, 2021)	Ensumbrance 25 (Date of creation of ensumbrance March 18, 2022)	Enumbrance 36 (Date of oracion of enumbrance March 15, 2021)		Date of creation of	Brownbrance 29 (Date of credition of encumbrance: May 26, 2001)	Encumbrance 20 (Date of counties of encumbrance: May 25, 2005)	Ensumbrance 21 (Date of credition of ensumbrance: May 28, 3002)		Ensumbrance 23 (Date of creation of ensumbrance: June 21, 2021)	Ensumbrance 26 (Date of creation of ensumbrance June 24, 2021)		Encumbrance 26 (Date of condition of encumbrance: July 20, 2001)
Tomas de composition de la composition della com	nder len resulter ten non-dramal	Parks.	Produce	Photo:	- Contract	Pader	Finder	Plate				No.		Finder		No. to	Patra	Balla	Finise	No. to	Tarin .	Table .	no.	Plate			la de
underlaking etc. or any of arrangement in the natur	itter coverant, transaction, condition or re of encumbrance)																		-			-					
No. and K of shares excu	mineral	No. of charge 778,770,065 N of total charg capital: 12,901	No. of charec G. 654, 964, 667 Staff botal share causes	No. of diame. 17,000,000 To if total diameteristics.		No. of shares 6,006,087 Not total there capital 0,109		No. of total there capital: 3.725	No. of charge 100,000 Noticed share capital 0.01%	No. of charge \$1,251,827 Nof total draw capital G.RIN	No. of shares 200,500,000 % of total share capital 1.67%	No. of shares 74,500,000 No fisher share capital 1.21%	No. of shares 59,611,000 No of total share capital: 0.98%	No. of Salaries SE,000,000 Not Salaries saystat C-80%	No. of shares: 35,000,000 No. of ballot share capital: 0.80%							No. of Shares 2,50,00,000 Nofitation have capital 0.425			No. of Shares 2,50,00,000 Nofitation have capital 0.62%	No. of Shares 2, 20,00,000 Nof total share capital 0, MIN	No. of Shares 2,11,00,000 K of lotal share capital -0.17K
Specific details about the	Name of the entity in whose favour shares.	IDEI Trustentiny Services	Catalya Truspendip	0.000	Life Insurance Corporation	(K) Limited	Visits (TCL) (india) Limited (for	Unit a FTCL ( India) Comited (for	M Feanual Products Limited	Here FoCorp Limited	Visito FFCL (Instal) Limited	Visio ITS (reda) Limited	Vision ITES (Institute Limited	United State Studio Cop Principle Limited	Charlesed Pinance & Leading	Vision ITG. (India) Limited	Catalysi Trusteeship Control	Jill Financial Products Limited	Visitor (TCL ( India) Consted (for	KJ Finishers United	Anend Kathi Clobal Finance	Share Star Build Cap Private		GJ Resistant Limited	Share Star Build Cay Private Cimited	Caprum Regnal a Combed	SES Private Limited
encumbrance	enconduced(II)	Limited (Frank) (Brite level) of Frank) (Interpres Limited & Edition (newtimed s holding E.W.)	Uminia (Inc.)  Bur the level's of EC.  Finance 13d Salmens.  Coroll: Opportunities from 1  Salmens/Timeral Private  Lincoln()	Limited	of India (IIC)		the benefit of LEE individual and an individual and arm Present Company Limited)	The Sewell of Housing Development (Finance Corporation Limited)			(for the breefit of Niemonk Engapore Limited)	that the femalit of Samura Engapore (uniform)	For the levelli of Livus Commoniat Company Private Existency, Merica Holdings Private Limited, Clinice Fund Limited,		Landoni	(for the benefit of DB International (Mail Limited)	(for the benefit of Edinary) Special Opportunists hand & SCAF Equilies, Limited)		the benefit of termont laughaman Natura Continet, Yada Yada Catimia HCP, Mr. Puned Valui-Catimia HCP, Mr. Puned Valui-Catimia HCP, Mr. Catimiani, Raghiar Commencial Limited and Sure Commencial Company Private Limited Company Private Limited (Inc.)		Limited	Landard	Prode Instal				
	Whether the extity X is a scheduled commercial bank, public framisal excitation, NETC, or housing frames company? If NC, or housing frames company? If NC, or provide the nature of the house of the extite.	Security Trustee	Security Trustee	Public Smilled company	Incurance Company	Financial indibation	Security Trustee	Security Trustee	NAPC	NAPC	Security Trustee	Security Trustee	Security Trustee	MIPC	MARC	Security Trustee	Security Trustee	MIPC	Security Trustee	Manufacturing Company	NANC	Nanc	MARC	Manufacturing Company	Marc	Mining and Combruition equipment	NAME
	Names of all other entities in the agreement	NA.	No.	NA.	GMR Energy Control (Surrower)	(Bovare)	GMI Barreghitta Properties Proate Limited (Borrower)	GMX Earnerghatta Properties Private Limited (Borrower)	NA.	NA.	NA.	NA.	MA.	NA.	NA.	NA.	NA.	A.E.	NA.	NA.	NA.	NA.	NA.	MA.	NA.	NA.	NA.
Installa Caper / Base	Mother for an another in relief of the another for the another for another for the another for the 5.5 pm, provide default along the 5.5 pm, provide default along the another for the another for the another for the	1933 — "Summer of the house clothe following products of the control of the contr	2. Diedah of the dela policiamenti. Biolani, colemando, flatini, colemando, mantatalato, morro somenda dela colemando, son del suspensione son del sus	NO 65437700	2513734	180017	NO	NO STATE OF THE ST	NO INVESTIGATION	NO	1932  Same of the tours - SUR Entered for the tours - SUR Entered for tours - SUR Entered for the tours - SUR Entered for the tours - SUR Entered for the tours, during the to	SIL Section of the base (SIA) therepears have been cold the proposed by the base (SIA) therepears have been cold to the proposed by the subsection of the su	1932  Jackson of the Inspect SSM Enterprises Provide States Facilities States of the American States States States of the States States States States States of the States Sta	50		VSS   From of the bases (SSM)  Entire park of the bases (SSM)	Steepenschware Lindenschware Lin		TES   A South of the States COST  Foreign and the States COST  States COST	NO AMOUNT	NO NACON	NO 81/200	100	National	NO NAMES OF THE PROPERTY OF TH	NO PARAMETER AND ADMINISTRATION OF THE PARAMETER AND ADMINISTRATIO	724400
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#### GMR Business & Consultancy LLP

Details of all the existing events/ agreements pertaining to encumbrance as on July 03, 2021

	edge, lien, negative lien, non-disposal undertaking etc. or any other	Encumbrance 1 (Date of creation of encumbrance: April 16, 2015) Pledge	Encumbrance 2 (Date of creation of encumbrance: October 10, 2019)	Encumbrance 3 (Date of creation of encumbrance: February 28, 2020) Pledge	Encumbrance 4 (Date of creation of encumbrance: April 01, 2021) Pledge
covenant, transaction, co	ondition or arrangement in the nature of encumbrance)				
No. and % of shares encu	umbered	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 o Kemwell Biopharma Private Limited, Yadu Hari Dalmia-HUF, Mr. Punedr 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 INE908I07089 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 - IVF 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	270000000
	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	2.1600 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 July 03, 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	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%
	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	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	42300000	9286250
Cover	(A)			
	Amount involved (against which shares have been encumbered) (B)	50000000	250000000	10000000
	Ratio of A / B	0.15	0.17	0.93
		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
Life ase of money	_	requirements	requirements	requirements
	(a) Personal use by promoters and PACs	requirements	requirements	requirements
	(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)			
	(a) Any other reason (please specify)			
* Value of shares is calculated	d on the basis of share price on the date of agreement			