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.in W www.holdinggepl.in

August 18, 2020

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 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

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 listed company	No. of shares – Annexure I % 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

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		Encumbrance 1 (Date of creation			
		of encumbrance:			
Type of encumbrance	(pledge, lien, negative	//			
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other covenant, transa					
arrangement in the na			-		
No. and % of shares e	incumbered	No. of shares: % 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				
	company? If No,				
	provide the nature of		l n		
	the business of the		l Se l		
	entity.		Please refer Annexure		
	Names of all other entities in the	Listed company and its group	<		
agreement		companies (if any)	fer		
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		Other entities (if			
		any) – 1.			
		2			
	Whether the	YES / NO			
	encumbrance is	If yes,			
	relating to any debt	1. Name of the			
	instruments viz.	issuer			
	debenture, commercial paper,	2. Details of the debt instrument			
	certificate of deposit	3. Whether the			
	etc.? If yes, provide	debt instrument is			
	details about the	listed on stock			
	instrument, including	exchanges?			
	credit rating	4. Credit Rating of			
		the debt			
		instrument 5. ISIN of the			
		instrument			
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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: August 18, 2020

<u>Annexure I</u>

Total promoter shareholding in the listed company

Promoter/PAC	No. of shares	% of total share capital
GMR Enterprises Private Limited	3,101,143,150	51.38
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	3,954,469,176	65.52

<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	2,492,491,967	41.30	80.37
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	435,110,000	7.21	54.01
Varalakshmi Enterprises LLP	25,34,975	0.04	37.81
Cadence Enterprises Private Limited	0	0.00	0.00
Total (PAC)	2,930,136,942	48.54	74.10

GMR Enterprises Private Limited Details of all the existing events/ agreements pertaining to encumbrance as on August 18, 2020

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*Value of shares is calculated on the basis of share price on the date of agreement

GMR Business & Consultancy LLP Details of all the existing events/ agreements pertaining to encumbrance as on August 18, 2020

	ondition or arrangement in the nature of encumbrance)	Encumbrance 1 (Date of creation of encumbrance: April 16, 2015) Piedge No. of shares: 10,300,000 % of total share capital: 0.17% IDBI Trusteeship Services Limited (for the benefit of Piramal Enterprises	Encumbrance 2 (Date of creation of encumbrance: September 30, 2019) Pledge No. of shares: 57,000,000 % of total share capital: 0.94% Vistra ITCL (India) Limited (for the benefit of L&T Infrastructure Finance Company Limited)	10, 2019) Pledge No. of shares: 240,000,000 % of total share capital: 3.98% Vistra ITCL (India) Limited (for the benefit of Housing Development Finance Corporation	Encumbrance 4 (Date of creation of encumbrance: October 25, 2019) Pledge No. of shares: 102,010,000 % of total share capital: 1.69% Vistra ITCL (India) Limited (for the benefit of KKR India Financial Services Limited)	Encumbrance 5 (Date of creation of encumbrance: February 28, 2020) Pledge No. of shares: 2,58,00,000 % of total share capital: 0.43% Hero FinCorp 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.	Limited & Baboon Investments Holding B.V.) Security Trustee	Security Trustee	Limited) Security Trustee	Security Trustee	NBFC
	Names of all other entities in the agreement 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	NA 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 INE908I07123 INE908I07123 INE908I07115	GMR Bannerghatta Properties Private Limited (Borrower) NO	GMR Bannerghatta Properties Private Limited (Borrower) NO	GMR Bannerghatta Properties Private Limited (Borrower) NO	GMR Enterprises Private Limited (Borrower)
Security Cover / Asset Cover	Value of shares on the date of event / agreement (A)	18,23,10,000	96,90,00,000	4,12,80,00,000	2,02,48,98,500	51,60,00,000
	Amount involved (against which shares have been encumbered) (B)	9,00,00,00,000	1,50,00,00,000	3,25,00,00,000	2,20,00,00,000	1,35,00,00,000
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	For extending loans and advances to the	0.9204 For extending loans and advances to the group companies and/or making investments in group entities	Repayment of existing borrowings of the

* 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 August 18, 2020

		Encumbrance 1	Encumbrance 2
		(Date of creation of encumbrance: March 27, 2019)	(Date of creation of encumbrance: July 29, 2020)
Type of encumbrance (ple	dge, lien, negative lien, non-disposal undertaking	Pledge	Pledge
etc. or any other covenant	t, transaction, condition or arrangement in the		
nature of encumbrance)			
No. and % of shares encur	nbered	No. of shares: 654975	No. of shares: 1880000
		% of total share capital: 0.01%	% of total share capital: 0.03%
Specific details about the encumbrance	Name of the entity in whose favour shares encumbered (X)	Aditya Birla Finance Limited	Deutsche Investment India Private Limited
	Whether the entity X is a scheduled commercial	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
		and M/s Varalakshmi Enterprises LLP	and M/s Varalakshmi Enterprises LLP
		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	10512349	4230000
Cover	(A)		
	Amount involved (against which shares have been	5000000	2500000
	encumbered) (B)		
	Ratio of A / B	0.21	0.1
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
	-	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)		
* Value of shares is calculate	ed on the basis of share price on the date of agreement		