GMR Enterprises Private Limited



Corporate Office:
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New Delhi, India 110037
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August 13, 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 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 2 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 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

Type of encumbrance lien, non-disposal und other covenant, transaarrangement in the na No. and % of shares e	action, condition or ture of encumbrance)	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) -	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	1. 2 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: August 13, 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
CMD 5 1 1 1 1 1 1 1	2 226 645 474	encumbered	01.10
GMR Enterprises Private Limited	2,326,615,174	38.55	81.40
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	0,704,975	0.00	0.00
Limited			
Total (PAC)	2,533,101,788	41.97	68.25

GMEEtinguises Private Limited

Details of all the existing events/ agreements pertaining to encur	of the exiting ventral queeness, positiving the consideration as on shaped 14, 2001																						
	Encumbrance 1 (Date of creation of encumbrance: April 18, 2211)	Encumbrance I (Date of creation of encumbrance: August I, 2017)	Encumbrance 2 (Date of creation of encumbrance: March 28 2008)	Encumbrance 6 (Date of unation of encumbrance: October 5, 2006)	Encumbrance 5 (Date of creation of encumbrance: September 28, 2008)		teaumbrance 7 (Sate of creation of exambrance Sovensker 27, 2239)	Encumbrace S (Date of creation of ecountrians): Pelevisiry 28, 2835)	Encumbrance 9 (Date of westion of encumbrance: December 22.2225)	Encumbrance 23 (East of creation of encumbrance: Pelensery St., 2021)	Endumbrance II (Date of creation of encumbrance: Pelersary CE, 2001)	Recumbrance 12 (Date of creation of encumbrance: March 18, 2021)	Representation II (Date of creation of encombrance March 19, 2011)	Enountrance 36 (Date of creation of enountrance March 28, 2021)	Encumbrance 33 (Date of creation of encumbrance: April 28, 3020)	Encumbrance 36 (Date of creation of encumbrance: May 26, 2001)	Encumbrance 17 (Date of creation of encumbrance: May 28, 2005)	Encumbrance IX (Date of creation of encumbrance: May 26, 2011)	Encumbrance 28 (Eate of creation of encumbrance: June 01, 3000)	tocumbrance 35 (Sate of condition of encumbrance: June 21, 2011)	Encumbrance 21 (Date of creation of ensumbrance: Jame 34, 2000)	tincumbrance 23 (Date of smallow of encumbrance: June 28, 2002)	Encumbrance 23 (Sixte of creation of encumbrance: July 53, 2021)
Type of encumbrance (pledge, their negative ties, non-disposal undertaking etc. or any other coverant, transaction, condition or arrangement in the nature of encumbrance)	Piedge	Piedge	Piedge	Hedge	Piedge	Medge	Findge	Piedge	Piedge	Piedgo	Piedge	Medge	Piedge	Piedge	Piedge	Pledge	riedge	Pledge	Piedge	Medge	Piedgo	Medge	Pindge
No. and N of sharecensumbered	No. of drawn: TTR, TTR, DES N: of total drawn capital: 12 NOS.	No. of share: NO,000,000 N of total share capital: 6.0%	No. of charec 27,500,000 N of total chare capital: 0.62%	No. of charec \$3,198,256 N of total chare capital: 0.55N	No. of charec 7,60,000 No of social chare capital 0.02%	No. of shares 224,000,000 % of total share capital. 3.72%	No. of chares 100,000 N of total share capital 1.00%	No. of drawn 11,311,607 No of total chare capital 0.805	No. of Shares SEASS,000 No of Setal-share capital CERN	No. of shares 36,000,000 No of social share capital Catris	No. of shares: 86,000,000 N of total share capital: 0.60%	No. of Stores 120,300,508 No. of Social Chare Capital 1995.	No. of Shares 27,50,00,000 Ni of Satal share capital. 6.56%	No. of Shares 10,00,00,000 Ni. of tarial chare capital: 1,65%	No. of charec 1,50,00,000 to of tartal chare capital 0.28%	No. of Shares 2,40,00,000 No. of Satal share capitals 0.40%	No. of Shares 2,05,00,000 % of total chare capital 0.30%	No. of Shares 2,50,00,000 No of total chare capital ID-EDS.	No. of Shares 2,80,00,000 No. of Social chare capital: 0.00%	No. of Shares 2,85,00,000 No. of Social Share Capitals C-52%	No. of Shares 2,50;32,000 No of Social chare capital ID-E26.	No. of Shares 2,30,00,000 % of social chare capital. 0.36%	No. of Shares 2,71,00,000 No of Sotal chare capital 0.376.
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Whether the entity X is a scheduled connected back, public financial institution, NEPC or housing finance company it file, provide the nature of humans of the autitus.	Security Studies	SecurityTrustee	Public limited company	browance Company	Security Studies	Security Trustee	NAPC	NIFC	Security Truckee	NIFC	Marc	Security Studies	Security Trustee	Nanc	Security Trustee	Manufacturing Company	Nasc	Narc	Narc	Manufacturing Company	Narc	Mining and Conditionson equipment	NIFC
Names of all other entities in the agreement	MA	NA.	NA.	(Banower)	GMR Bannerghatta Properties Private Limited (Borrower)	OMERannerghata Properties Private Limited (Borrower)	NA.	NA.	NA.	NA.	NA.	NA.	NA.	NA.	NA.	NA.	NA.	NA.	NA	NA.	NA.	NA.	MA
matter for examination or review, and construction of the conference of the conferen	If yet, If 1 Name of the source ONE	MIGHT, and eventually, moi- convertible debendures— man family and processing and an analysis of the processing and an analysis of management, and land management, and land management, land management,	100	30	M5	io.	io		Fig. 1, have of the source GBM. In these of the source GBM, t			IN FIFTH OF THE PROPERTY OF T	IS ROAD dO STOCK EXTRAGED. "THE CONSTRUCTION OF the Girl CONSTRUCTION OF THE GIRL CONSTRUCTION OF THE CONSTRUCTION OF THE CONSTRUCTION OF THE CONSTRUCTION OF THE STOCK OF THE STOCK OF THE STOCK OF THE STOCK OF THE STOCK OF THE STOCK OF THE STOCK OF STOCK OF STOC	NO.	THE STATE OF THE S	to .	NO.	100	NO	io	an and an	and the second	in and a second
Security Cover / Asset Value of shares on the date of event.) From: Introduced in the date of event.) Amount involved (against which share)		0 80,000,000	0.0000	2111766	6 179900	m 80.30000	100000	10000000	146361800	894600000 87900000	27100000	30087900 18760000	895.750000	2800000		2500000	30000000	21000000	NESHBOOK NESHBOOK	703600000 210000000	2100000	2100000	73080000
Name Seen encombined (18)	1,112,913	0 9150000	1300	-	9 0.000.000		0.0000	0.79899	2,280(1280)	2.804	2.899	14700000	2.070000	7 197		2,577	2.700	240	100	2.990	1179	1.90	2.891
Bod use of making purpose. It is received a behavior to be utilized for in purpose. It is received as a first purpose to the control of purpose of the control of the control of purpose of the control of purpose of a desire for institution of animals, pulpose of purpose of purpose pu	Company and / or repayment of the existing loans.	General corporator purpose	Serveral conjunction purposes:	Sownite aris investment	Por extending trains and advances to the group companies angles making since strends to group entitles to be strends to group entitles and the strends of the strends of the trains of the strends of the trains of the strends of the trains of trains of	Nor extending lides and advances to the group companies and, for making investments in group extitles.	of the Company or Group		Regayment of evicting biomounings of the Company, general corporate purposes and Issuands the payment of fees, costs, sharpes and expenses personning to the source of the Debentures	Repayment of existing borrowings of the Company or Group companies and	tegayment of existing borrowings	Repayment of existing	Refinancing existing detail the Company, other than existing facilities assisted from obelianity.		To refrance the existing debt of the Company and make investment	General corporate purposes			Dene Of corgosite purposes:	Deneral surplicate purposes	Сенесії гаровіе рироне	General corporate purposes	General surporate purposes

*take of charecic calculated on the basis of chare price on the date of agreement

GMR Business & Consultancy LLP

Details of all the existing events/ agreements pertaining to encumbrance as on August 13, 2021

	edge, lien, negative lien, non-disposal undertaking etc. or any other indition 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.)	Encumbrance 2 (Date of creation of encumbrance: October 10, 2019) Pledge No. of shares: 740,00,000 % of total share capital: 1.23% Vistra ITCL (India) Limited (for the benefit of Housing Development Finance Corporation Limited)	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. Puneet Yadu Dalmia, Radico NV Distilleries Maharashtra Limited, Radico NV Distilleries Maharashtra 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	Raghav Commercial Limited and Avro Commercial Company Private Limited) 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 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: INE908107255
Security Cover / Asset Cover	Value of shares on the date of event / agreement (A)	18,23,10,000		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
Ford one of more	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

^{*} 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 13, 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 (plea	dge, lien, negative lien, non-disposal undertaking	Pledge	Pledge	Pledge
etc. or any other covenant, transaction, condition or arrangement in the nature of encumbrance)				
No. and % of shares encun	nbered	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
	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			
	Value of shares on the date of event / agreement (A)	7302349	42300000	9286250
	Amount involved (against which shares have been encumbered) (B)	50000000	250000000	10000000
	Ratio of A / B	0.15	0.17	0.9
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)			
* Value of charge is calculated	on the basis of share price on the date of agreement			