### **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

December 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> companies

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, 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 listed company	No. of shares – <b>Annexure I</b> % 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

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: December 24, 2021

#### **Annexure I**

#### Total promoter shareholding in the listed company

Promoter/PAC	No. of shares	% of total share capital
GMR Enterprises Private Limited	2,740,843,150	45.41
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
Hyderabad Jabilli Properties Private Limited	57,500,000	0.95
Cadence Enterprises Private Limited	0	0.00
Total	3,651,669,176	60.49

#### **Annexure II**

#### **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	2,197,925,520	36.42	80.19
GMR Infra Ventures LLP	2,197,923,320	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	0	0.00	0.00
Satyavathi Smitha Trust - Mr. G.B.S. Raju, Trustee	O	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	125,781,639	2.08	15.61
Varalakshmi Enterprises LLP	6,704,975	0.11	100.00
Hyderabad Jabilli Properties Private Limited	0	0.00	0.00
Cadence Enterprises Private Limited	0	0.00	0.00
Total (PAC)	2,330,412,134	38.61	63.82

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	encumbrance: April 18, 2000)	encumbrance: August 2,	encombrance: March 18,	encumbrance October 5,	encumbrance: September 25,	Oxtober 33, 3009)	encumbrance: November 27,	February 28, 2020)	December 22 3020)	February 01, 2021)	Pelaruary CE, 2021)	encumbrance March 18, 2021)	encumbrance: March 28, 2021)	encumbrance March 21, 2011)	encumbrance: April 21, 2021)	encumbrance: May 24, 2021)	encumbrance: May 25, 2021)	encumbrance May 28, 2001)	Jume 21, 2021)	June 26, 2020)	encumbrance: June 29, 2001)	encumbrance: July EX, 2021)	encumbrance: Oxforber (N, 2021)	November 02, 2021)	December 21, 2023)
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of charecenounibered	No. of charec 278,770,000 N of total share capital: 13.82%	No. of charec 367,650,00 Nof total chare capital: 6.00%	No. of charec 37,600,000 N of total share capital 0.62%	No. of charac 88,198,316 % of lotal chara capital. 0.35%	No. of charac. 7,60,000 % of total chara capital. 0.32%	No. of shares 133,000,000 N of total share capital: 2,30%	No. of shares 100,000 N of testifoliary capital 0.00N	No. of shares: 84,623,953 % of total share capital 0.37%	No. of charec 18,655,000 % of total chare capital 0.98%	No. of charec Mc00;000 N of total chare-capital: 2.60%	No. of chares: \$6,000,000 N of total chare capital: \$.60%	No. of Shares 120, 302, 828 % of Satal share capital: 1.89%	No. of Shares 23,50,00,000 N of Social share capital 3,78%	No. of Shares 10,00,00,000 N of Strainhaw capital 1,65N	No. of charec 1,50,00,000 % of total chare capital: 0,20%	No. of Shares 1,65,00,000 N of total share capital: 0.28%	No. of Shares 2,05,00,000 N of Sotal Share capital: 0.50%	No. of Shares 2,50,00,000 No of Satal chare capital, 0.62%	No. of Shares 1,61,00,000 % of total share capital 0.27%	No. of Shares 2,50,00,000 No of Social chare capital ID. EZN	No. of Shares 1,70,00,000 N of Social share capitals 0.28%	No. of Shares 1,75,00,000 Ni of total chare capital D 29%	No. of Shares 5,50,00,000 N of Strainhaw capital -0.58%	No. of Shares 1,60,00,000 N. of Sotal Chare capital D 26%	No. of charec 32,500,000 No of total chare capital: 0.1
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Whether the entity X is a sched- commercial bank, public financi inclination, NBPC or housing the company? If No, provide the rai the business of the entity.	sal	Security Trustee	Public limited company	Sicurator Company	Security Trustee	Security Trudee	NBFC	NEC	Security Studies	NAPC	Nanc	Security Trustee	Security Youtse	MAPC	Security Trustee	Manufacturing Company	MAPC	NIFC	Manufacturing Company	NIFC	Mining and Construction equipment	NIFC	Narc	NIFC	Security Trustee
Names of all other entities until agreement	to NA	NA	NA.	(Borower)	OMERamorghatia Properties Private Smited (Borrower)	OME Same globs Properties Private Limited (Birrower)	NA.	NA.	NA.	NA.	NA	NA.	NA.	SA.	MA.	NA.	NA.	NA.	NA.	NA.	NA.	NA.	SA.	NA.	NA.
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#### GMR Business & Consultancy LLP

Details of all the existing events/ agreements pertaining to encumbrance as on December 24, 2021

		Encumbrance 1 (Date of creation of encumbrance: April 16, 2015)	Encumbrance 2 (Date of creation of encumbrance: February 28, 2020)	Encumbrance 3 (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
No. and % of shares enco	umbered	No. of shares: 10,300,000 % of total share capital: 0.17%	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.)	Hero FinCorp Limited	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, 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	NBFC	Security Trustee
	Names of all other entities in the agreement	NA	GMR Enterprises Private Limited (Borrower)	GMR Enterprises Private Limited (Borrower)
Consider Course (Assess	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, 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? - VES 4. Credit Rating of the debt instrument - BWR PP-MLD BB (CE) (Stable) 5. ISIN of the instrument: INE908I07073 INE908I07031 INE908I07107 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		2700000000
	Amount involved (against which shares have been encumbered) (B)	9,00,00,00,000	1,35,00,00,000	1250000000
	Ratio of A / B	0.02026	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.	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 December 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	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 encumbrance	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
l l	Whether the encumbrance is relating to any debt		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	0.9
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
* Volum of charge is calculated	(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)  d on the basis of share price on the date of agreement	requirements	requirements	requirements