GMR Enterprises Private Limited



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December 31, 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 06 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

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

Type of encumbrance lien, non-disposal und other covenant, transa		Encumbrance 1 (Date of creation of encumbrance:)	
arrangement in the na No. and % of shares e		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. 2	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: December 31, 2021

<u>Annexure I</u>

Total promoter shareholding in the listed company

Promoter/PAC						
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	778,635,166	12.90				
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	3,624,669,176	60.05				

<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	2,078,925,520	34.45	75.85
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	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)	2,211,412,134	36.64	61.01

	Encumbrance 1 (Date of creation of encumbrance: April 16, 2015	Encumbrance 2 (Date of creation of encumbrance: August 2017)	Encumbrance 3 (Date of creation of 2, encumbrance: March 19 2019)	•	Encumbrance 5 (Date of creation of encumbrance: September 26, 2019)	Encumbrance 6 (Date of creation of encumbrance: October 10, 20	Encumbrance 7 (Date of creation of 19) encumbrance: November 2 2019)	Encumbrance 8 (Date of creation of 7, encumbrance: February 28, 20	Encumbrance 9 (Date of creation of encumbrance 020) December 22 2020)	Encumbrance 10 (Date of creation of encumbran February 01, 2021)	Encumbrance 11 ce: (Date of creation of encumbrance: February 01, 2021)	Encumbrance 12 (Date of creation of encumbrance: March 18, 2021)	Encumbrance 13 (Date of creation of encumbrance: March 19, 20	Encumbrance 14 (Date of creation of 21) encumbrance: March 25, 2021	Encumbrance 15 (Date of creation of) encumbrance: April 23, 2021)	Encumbrance 16 (Date of creation of) encumbrance: May 24, 2021)	(Date of creation of	Encumbrance 18 (Date of creation of l) encumbrance: May 28, 2	Encumbrance 19 (Date of creation of 2021) encumbrance: June 21, 2021	Encumbrance 20 (Date of creation of encumbrance: June 24, 2021)	Encumbrance 21 (Date of creation of encumbrance: June 29, 2021)	Encumbrance 22 (Date of creation of) encumbrance: July 02, 2021)	Encumbrance 23 (Date of creation of encumbrance: October 06, 2021)	Encumbrance 24 (Date of creation of encumbrance: November 02, 2021)	Encumbrance 25 (Date of creation of encumbrance: December 2021)
e of encumbrance (pledge, lien, negative lien, non-disposal ertaking etc. or any other covenant, transaction, condition rrangement in the nature of encumbrance)	I Pledge	Pledge	Pledge	Pledge	Pledge	Pledge	Pledge	Pledge	Pledge	Pledge	Pledge	Pledge	Pledge	Pledge	Pledge	Pledge	Pledge	Pledge	Pledge	Pledge	Pledge	Pledge	Pledge	Pledge	Pledge
and % of shares encumbered	No. of shares: 778,770,043 % of total share capital: 12.90%	No. of shares: 367,450,000 % of total share capita	% of total share capital:	No. of shares: 33,198,216 % of total share capital: 0.55%		No. of shares: 13,000,000 % of total share capital: 0.22%	No. of shares: 500,000 % of total share capital: 0.0	No. of shares: 34,621,953 % of total share capital: 0.57%	No. of shares: 59,433,000 % of total share capital: 0.98%	No. of shares: 36,000,000 % of total share capital: 0.60%	No. of shares: 36,000,000 % of total share capital: 0.60%	No. of Shares 120,192,308 % of total share capital: 1.99%		No. of Shares 10,00,00,000 % of total share capital: 1.65%				No. of Shares 2,50,00,00 % of total share capital: 0.41%		No. of Shares 2,50,00,000 % of total share capital: 0.41%	No. of Shares 1,70,00,000 % of total share capital: 0.28	No. of Shares 1,75,00,000 % of total share capital: 0.29	No. of Shares 3,50,00,000 % of total share capital: 0.58%	No. of Shares 1,60,00,000 % of total share capital: 0.26%	No. of shares: 32,500,000 % of total share capital: 0
cific details about encumbrance Name of the entity in whose favour shares encumbered (X)	IDBI Trusteeship Services Limited (for the benefit of Piramal Enterprises Limited & Baboo Investments Holding B.V.)	on Finance Ltd; Edelweis	Times Innovative Media Limited		Vistra ITCL (India) Limited (for the benefit of L&T Infrastructure Finance Company Limited)	Vistra ITCL (India) Limited (for the benefit of Housing Development Finance Corporation Limited)	or JM Financial Products Limit	ed Hero FinCorp Limited	Vistra ITCL (India) Limited (For the benefit of Avro Commercial Company Private Limited; Merlin Holdings Private Limited; Citrine Fund Limited)	Shine Star Build- Cap Private Limited	Chartered Finance & Leasing Limited	Vistra ITCL (India) Limited (For the benefit of DB International (Asia) Limited	(For the benefit of Edelwei		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 Commercia Company Private Limited)		Anand Rathi Global Finance Limited	Shine Star Build- Cap Pri	ivate KLJ Plasticizers Limited	Shine Star Build- Cap Private Limited	Cuprum Bagrodia Limited	SKS Fincap Private Limited	Virtue Financial Services Private Limited	N M Finance and Investments Consultancy Limited	Beacon Trusteeship Limit (For the benefit of JM Fin Products Limited and JM Financial Yield Enhancer (Distressed Opportunity) Series I)
Whether the entity X is a scheduled commercial bank, public financial institution, NBFC or housing finance company? If No, provide the nature of		Security Trustee	Public limited company	Insurance Company	Security Trustee	Security Trustee	NBFC	NBFC	Security Trustee	NBFC	NBFC	Security Trustee	Security Trustee	NBFC	Security Trustee	Manufacturing Company	NBFC	NBFC	Manufacturing Company	NBFC	Mining and Construction equipment	NBFC	NBFC	NBFC	Security Trustee
the business of the entity. Names of all other entities in the agreement	NA	NA	NA	GMR Energy Limited (Borrower)	GMR Bannerghatta Properties Private Limited	GMR Bannerghatta Properties Private Limited (Borrower)	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA
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 Trusteesh 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 B (CE) (Stable) 5. ISIN of the instrument: INE908I07073 INE908I07099 INE908I07107 	GMR Enterprises Priva Limited 2. Details of the debt instrument: Secured, Rated, redeemable, marketable, non- convertible debentur ISIN INE908I07032 (redeemed); INE908I07040; INE908I07057, and Listed, rated, redeemable, secured non-convertible	2S- 1 5-						 YES If yes, 1. Name of the issuer: GMR Enterprises Private Limited 2. Details of the debt instrument Secured, unlisted, rated, redeemable, non-convertible debentures 3. Whether the debt instrument i listed on stock exchanges? - NO 4. Credit Rating of the debt instrument - N.A.; however, the rating will be done as a condition subsequent 5. ISIN of the instrument: INE908I07206 	s		Enterprises Private Limited 2. Details of the debt instrument: Secured, rated listed, redeemable, non- convertible Bonds 3. Whether the debt instrument is listed on stor exchanges? - Yes 4. Credit Rating of the debt instrument - Series 1 Bond	 2. Details of the debt instrument: Secured, rated, listed, redeemable, non- convertible Debentures 3. Whether the debt instrument is listed on stock exchanges? - Yes 4. Credit Rating of the debt instrument - Series 1 & Series 2 Debentures: IVR BB+ (CE) 5. ISIN of the instrument: 		 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 			NU							 YES If yes, 1. Name of the issuer: GN Enterprises Private Limit 2. Details of the debt insi Unrated, unlisted, secure redeemable, non-conver debentures 3. Whether the debt inst is listed on stock exchang NO 4. Credit Rating of the de instrument - N.A. 5. ISIN of the instrument INE908I07263
rity Cover / Asset Value of shares on the date of event /	INE908107123 INE908107115	debt instrument - Yes ISIN INE908I07065;		2315575566	5 129580	0 223600	000 10650	000 692439	060 148285335	0 894600	000 8946000	00 30468750	008 5692500	000 23900000	0 34500000	00 44302500) 552475	5000 6537	50000 50985	0000 79375	0000 521900	0000 57050	00000 13720000	00 6736000	00 138
er agreement (A)* Amount involved (against which shares	s 9000000	00 38130000	5000000	70000000	1500000	0 3250000	120000	1350000	0000 6500000	0 375000	000 3750000	00 1875000	000 3000000	000 8000000	12500000	00 2500000	20000	0000 25000	00000 25000	25000	0000 250000	0000 25000	00000 500000	00 2500000	00 50
have been encumbered) (B) Ratio of A / B	1.5315810			5 0.330796509			688 0.002	875 0 512	2.28131284	6 2.2	856 2.20	56 1.625000	004 1 00	275 2 00-	5 0.274	60 1 772		7624 2	2 6150 2	7394 2	1750 2.0)876	بح د	40 2.60	14
se of money Borrowed amount to be utilized for what purpose –	For Investment in Target Company and / or repaymen of the existing loans.	General corporate	General corporate purposes		For extending loans and advances to the group companies and/or making investments in group entities	For extending loans and advances to the group companies and/or making investments in group entities	Repayment of existing borrowings of the Compan Group companies and gene	Repayment of existing or borrowings of the Company o ral Group companies and general corporate purposes	Repayment of existing borrowing	s Repayment of existing borrowi of the Company or Group companies and general corpora purposes	borrowings of the Company or	Repayment of existing borrowings of the Compan	Refinancing existing debt o the Company, other than existing		r of the Company and make	bt General corporate purposes	General corporate purpose:	s General corporate purp	oses General corporate purposes	General corporate purposes	General corporate purposes	General corporate purposes	General corporate purposes	General corporate purposes	Repayment of existing borrowings of the Compa Promoter Group includin interest thereon or fundi transaction related costs expenses

GMR Business & Consultancy LLP Details of all the existing events/ agreements pertaining to encumbrance as on December 31, 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)							
No. and % of shares encu		No. of shares: 10,300,000 % of total share capital: 0.17%		No. of shares: 10,80,00,000 % of total share capital: 1.79%			
Specific details about the encumbrance		IDBI Trusteeship Services Limited (for the benefit of Piramal Enterprises Limited & Baboon Investments Holding B.V.)		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)			
	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 INE908I07115		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	14,96,32,780	270000000			
	Amount involved (against which shares have been encumbered) (B)	9,00,00,00,000	1,35,00,00,000	125000000			
	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			

* 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 31, 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 encumbered		No. of shares: 454975	No. of shares: 1880000	No. of shares: 4370000		
Specific details about the encumbrance	Name of the entity in whose favour shares encumbered (X)	% of total share capital: 0.008% Aditya Birla Finance Limited	% of total share capital: 0.03% Deutsche Investment India Private Limited	% of total share capital: 0.07% Cholamandalam Investment & Finance Company Ltd.		
		NBFC	NBFC	NBFC		
	Names of all other entities in the agreement	Grandhi Mallikarjuna Rao and M/s Varalakshmi Enterprises LLP	Grandhi Mallikarjuna Rao and M/s Varalakshmi Enterprises LLP	Grandhi Mallikarjuna Rao and M/s Varalakshmi Enterprises LLP		
	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	NO	NO	NO		
Security Cover / Asset Cover	Value of shares on the date of event / agreement (A)	7302349	9 4230000	9286250		
	Amount involved (against which shares have been encumbered) (B)	5000000	25000000	1000000		
	Ratio of A / B	0.15	5 0.17	0.9		
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 the purpose of Investment and to meet promoter requirements	For the purpose of Investment and to meet promoter requirements	For the purpose of Investment and to meet promoter requirements		

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