GMR Enterprises Private Limited



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Opp. Terminal 3, IGI Airport,
New Delhi, India 110037
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February 01, 2022

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 Encumbrances 1, 10 and 27 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

		En eu ma h we in a a 1	
		Encumbrance 1 (Date of creation	
		of encumbrance:	
)	
Type of encumbrance	(pledge, lien, negative	/	
lien, non-disposal und			
other covenant, transa			
arrangement in the na			
No. and % of shares e	encumbered	No. of shares:	
		% of total share	
		capital:	
Specific details about	Name of the entity in		
the encumbrance	whose favour shares		
	encumbered (X)		
	MI II II II X	\/FC / NO	
	Whether the entity X is a scheduled	YES / NO	
	commercial bank,		
	public financial		
	institution, NBFC or		-
	housing finance		H
	company? If No,		Ģ
	provide the nature of		5
	the business of the) X
	entity.		ב
	Names of all other	Listed company	Please refer Annexure
	entities in the	and its group	e
	agreement	companies (if any)	ef
		1.	o L
		2	as.
		21	<u>ë</u>
		Other entities (if	•
		any) –	
		1.	
		2	
	Whether the	YES / NO	
	encumbrance is	If yes,	
	relating to any debt	1. Name of the	
	instruments viz. debenture,	issuer 2. Details of the	
	commercial paper,	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	

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: February 01, 2022

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	765,135,166	12.68
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	3,611,169,176	59.83

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	2,199,501,903	36.44	80.25
GMR Infra Ventures LLP		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)	2,331,988,517	38.63	64.58

DATE Enterprises Private Limited Drieds of all the existing prenty' agreements are takning to a supervise any as Indon

Details of all the existing exercity agreements portains	ning to ensuminator as on Pelmany 26, 2022																										
	Snowheave I (Sain of expline of extendiance April 16, 2015)	Secundance 2 (Sale of creditor of encombrance August 2, 2017)	Ensuringues 3 (Date of creation of ensuringues March 26 3020)	Snumbrane & (Date of meation of 8, anomhrane Cristier I, 2009)	Enumbrane S (Date of vession of enumbrane September 2 2008)	Ensenhouse S (Sain of exation of , ensembaseure Orisker 18, 2019)	Snowthness 7 (Inter of continued encode man Nasamber 27, 2019)	Encombonne E (Sale elloration of encombonne February 28, 2000)	Streember stop 9 (Dale of creation of encumbrance: Consenter 22 2620)	Encombrance 16 (Sale of oraclion of encombrance Palmany 61, 2001)	Enumbrane 11 (Date of creational enumbrane: Pelevary 25, 2001)	Snownia was 12 (Date of weather of anounin was March 18, 2011)	Snorthress 13 (Sale of evalua of anounthress March 16, 2021)	Enumbrane 14 (Date of westlessel enumbranes March 25, 3001)	Ensumbranze 15 (Date of session of ansumbranze: April 26, 2021)	Encontrasse III (Date of availies of encontrasse May 24, 2021)	Encontrasse 37 (Sale of seation of encontrasse May 26, 2021)	Ensymbosome 18 (Sale of creation of annumbrance May 26, 2020	Encontrace IP (Date of evolution of () encontrace chara 21, 2021)	Encombrance 20 (Sales of a making of annuarily annu- lance 24, 2021)	Encumbrance 21: (Date of coastline of encumbrance: June 29, 2021)	Ensumbasser 23 [Oute of sensition of ensumbasser: July \$2,2021)	Encontrator 23 (Date of available of ancombrance Ocidate OS, 2021)	Enumberors 24 (Exist of creation of mounteurs Neverther E2, 2022)	Ensembranar 25 (Date of creation of ensembrano Decembra 21, 2021)	Ensembrance 26 (Sain of ensembrance: James y St., 2012)	Doubleans 27 (Sale of oradion of ensuels and Invary 28, 2002)
Type of enuminance (plotter, lien, regular lien, non- undertaking do. or any other common, transaction, or an ungeneral in the nature of enuminance)	ritagenal Finige condition or	Pinige	Pinter	Finige	Finige	Pinige	Poly	Finige	Redge	Finige	Platige	Hedge	Folge	Finige	Prolips	Pintge	Finige	Pinige	Finige	Findge	Finige	Pintge	Fedge	Pinige	Polipe	Finipe	Pintige
No. and Kof shares ensuelsened	No. of charge 755,868,626 % of brist charge capital 12,36%	No. of shares 367,450,000 % of total share capital c.com	No. of charge 27,000,000 % of total share sopilal curse	Kaffetal share capital: 655K	No. of change 7,60,000 N official charge applica- 6.00%	No. of shares 13,000,000 K of total share capital 0,22K	K of total share capital -0.00%	No. of shares: 17,621,663 K. of latel share sapital: 0,39K	No. of charms 59,003,000 National charm capital: EREX	No. of shares 0 K of total share suprisel OK	No. of shares: \$6,000,000 K of total sharesayital: \$60%	Kalledal share capital: 1895		Kalintal share septial: 1818.	Kalintal sharecapital 0.30	An of Shares 1,65,00,000 Keef total sharerapital 0,200	'Kef total share capital 0.309	C of total chare capital 0.63%	Kel total share capital 0.27%	So of Shares 2,14,00,000 Keel total sharerapital 0,625	No. of Oharon 1,70,30,000 Nof Intel sharenagital-0.28%		Kinf total share capital: 0.58%	No. of Starm 1,63,85,000 K of total characoptist 0.36K	No of shares 13,000,000 K of total sharescapital -0.50%	No. of shares 180,000,000 K of total share capital 188K	No. of Shares 3,61,00,000 K of Intel share capital -3,605.
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Names of all other entities in agreement	Initial No.	NA.	NA.	GMI Energy Limited (Services)	EMREumorghatia Properti- Private Smitel (Borneum)	CMR Savverghalta Properties Private Limited (Barrower)	NA.	NA.		NA.	NA.		M.	NA.	NA.	84	NA.	NA.	NI.	44	NA.	44	NA.	NA.	sa	NA.	NA.
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Sales Server encountered SE	Leancas	8176960	4 1300		6 0.00EXE		0.006871	0.361066	3.381312006		2.00	H 1425000004	1805		6379	1779	3.96	243	1000	3179	9 1007	124	2.364	2.094	2.90	52413	180
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blue of shares is saleulated on the basis of share prior on the date of agreeme

GMR Business & Consultancy LLP

Details of all the existing events/ agreements pertaining to encumbrance as on February 01, 2022

		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)
	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 INE908I07081 INE908I07107 INE908I07115	NO AAG STORE	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

^{*} 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 February 01, 2022

		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%
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 bank, public financial institution, NBFC or housing finance company? If No, provide the nature of the business of the entity.	NBFC	NBFC	NBFC
	,	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	42300000	928625
cover	Amount involved (against which shares have been encumbered) (B)	50000000	250000000	1000000
	Ratio of A / B	0.15	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