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

February 04, 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> <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 Encumbrances 2, 6 and 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, 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: February 04, 2022

<u>Annexure I</u>

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

<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	2,295,908,903	38.04	83.77
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)	2,428,395,517	40.23	67.25

	Encumbrance 1	Encumbrance 2	Encumbrance 3	Encumbrance 4	Encumbrance 5	Encumbrance 6	Encumbrance 7	Encumbrance 8	Encumbrance 9	Encumbrance 10	Encumbrance 11	Encumbrance 12	Encumbrance 13	Encumbrance 14	Encumbrance 15	Encumbrance 16	Encumbrance 17	Encumbrance 18	Encumbrance 19	Encumbrance 20	Encumbrance 21	Encumbrance 22	Encumbrance 23	Encumbrance 24	Encumbrance 25	Encumbrance 26
	(Date of creation of encumbrance: April 16, 20	(Date of creation of encumbrance: Augus 2017)	(Date of creation of 2, encumbrance: March 2019)	(Date of creation of 19, encumbrance: Octo 2009)	N	(Date of creation of ber encumbrance: October 10	(Date of creation of 2019) encumbrance: November 2019)	(Date of creation of 27, encumbrance: February 28, 20	(Date of creation of encumbra 20) December 22 2020)	nce: (Date of creation of encumbrance: February 2021)	(Date of creation of 91, encumbrance: March 18 2021)	(Date of creation of encumbrance: March 19,	(Date of creation of 2021) encumbrance: March 25	(Date of creation of , 2021) encumbrance: April 23, 2021)	•	(Date of creation of encumbrance: May 25, 20	(Date of creation of 021) encumbrance: May 28, 202	(Date of creation of 1) encumbrance: June 21, 2021)	(Date of creation of encumbrance: June 24, 2021)	(Date of creation of encumbrance: June 29, 2021	(Date of creation of encumbrance: July 02, 2021)	(Date of creation of encumbrance: October 06 2021)	(Date of creation of 6, encumbrance: November 02, 2021)	(Date of creation of encumbrance: December 23, 2021)	(Date of creation of encumbrance January 05, 2022)	e: (Date of creation of encumbra January 28, 2022)
pe of encumbrance (pledge, lien, negative lien, non-disposal 1	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	Pledge
dertaking etc. or any other covenant, transaction, condition arrangement in the nature of encumbrance)				incuge								i i cuge				i leage	i leage	i leage			i leage	i i cuge	i i cuge			
	No. of shares: 745,846,426 % of total share capital: 12.36%	 No. of shares: 306,857,000 % of total share capit 5.08% 	% of total share capita		8,216 No. of shares: 7,60,000 ital: % of total share capita 0.02%	: % of total share capital: 09	No. of shares: 500,000 % of total share capital: 0.	No. of shares: 17,621,953 01% % of total share capital: 0.29%	No. of shares: 59,433,000 % of total share capital: 0.98%	No. of shares: 36,000,000 % of total share capital: (.60% % of total share capital: 1.99%	% of total share capital: 3	, , ,	1.65% % of total share capital: 0.25%	% of total share capital: 0.28	No. of Shares 2,05,00,000 % of total share capital: 0		No. of Shares 1,65,00,000 % of total share capital: 0.27%	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.		No. of shares: 32,500,000 % % of total share capital: 0.54%		No. of Shares 2,65,00,000 % of total share capital: 0.44%
e encumbrance shares encumbered (X) (•	Limited I (for the benefit of EC oon Finance Ltd; Edelweis	Limited s	lia Life Insurance Corporation of India	Vistra ITCL (India) Lim a (LIC) (for the benefit of L&T Infrastructure Finance Company Limited)	the benefit of Housing	(for JM Financial Products Lim	ited Hero FinCorp Limited	Vistra ITCL (India) Limited (For the benefit of Avro Commercial Company Private Limited; Merlin Holdings Priva Limited; Citrine Fund Limited)	Chartered Finance & Lea Limited	(For the benefit of DB	, , ,	eiss	mited 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 Finan Limited	nce Shine Star Build- Cap Priva Limited	E 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	s Beacon Trusteeship Limited (For the benefit of JM Financi Products Limited and JM Financial Yield Enhancer (Distressed Opportunity) Fun Series I)	al (for the benefit of ESOF III Investment Fund and Edelweiss Alternative Asset	Shine Star Build- Cap 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	Security Trustee	Public limited compa	ny Insurance Company	y Security Trustee	Security Trustee	NBFC	NBFC	Security Trustee	NBFC	Security Trustee	Security Trustee	NBFC	Security Trustee	Manufacturing Company	NBFC	NBFC	Manufacturing Company	NBFC	Mining and Construction equipment	NBFC	NBFC	NBFC	Security Trustee	Security Trustee	NBFC
the business of the entity. Names of all other entities in the agreement	NA	NA	NA	GMR Energy Limited (Borrower)		GMR Bannerghatta Proper ited Private Limited (Borrower		NA	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA
certificate of deposit etc.? If yes, provide details about the instrument, including credit rating	Enterprises Private Limite (formerly GMR Holdings Private Limited prior to merger) with IDBI Trustee Services Limited 2. Details of the debt instrument: Rated, listed, redeemable, secured, no convertible market linked principal protected debentures 3. Whether the debt instrument is listed on sto exchanges? - YES 4. Credit Rating of the del instrument - BWR PP-MLE (CE) (Stable) 5. ISIN of the instrument: INE908I07073 INE908I07099 INE908I07107	Limited 2. Details of the debt ship instrument: Secured, Rated, redeemable, marketable, non- convertible debentur n- ISIN INE908107032 (redeemed); INE908107040; INE908107040; INE908107057, and DCK Listed, rated, redeemable, secured ot non-convertible debentures - ISIN INE908107065 3. Whether the debt instrument is listed of stock exchanges? - Yet ISIN INE908107065 4. Credit Rating of the	es-	NO	NO	NO	NO	NO	YES If yes, 1. Name of the issuer: GMR Enterprises Private Limited 2. Details of the debt instrume Secured, unlisted, rated, redeemable, non-convertible debentures 3. Whether the debt instrume listed on stock exchanges? - N 4. Credit Rating of the debt instrument - N.A.; however, th rating will be done as a condit subsequent 5. ISIN of the instrument: INE908I07206	nt is O	Enterprises Private Limit 2. Details of the debt instrument: Secured, rat listed, redeemable, non convertible Bonds 3. Whether the debt instrument is listed on s exchanges? - Yes 4. Credit Rating of the de instrument - Series 1 Bo	 listed, redeemable, non-convertible Debentures Whether the debt Whether the debt Whether the debt Instrument is listed on st exchanges? - Yes Credit Rating of the de Instrument - Series 1 & Series 2 2 Debentures: IVR BB+ (C ISIN of the instrument Series 1: INE908I07230 	d d, ock ot ries :)	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	NO	NO	NO	NO	NO	NO	NO	NO	NO	Unrated, unlisted, secured, redeemable, non-convertible debentures	3. Whether the debt instrument is ent listed on stock exchanges? -	NO s
	INE908I07123 INE908I07115 3140013	debt instrument - Yes ISIN INE908107065; 34535 5676854	- 654375	000 23155	575566 12	958000	0 106	50000 3524390	060 148285	3350 89	4600000 30468	75008 56925	0000 2390	000000 34500000	0 44302500	00 5524	475000 6537500	00 50985000	0 7937500	00 52190	0000 570500	0000 13720	2000000 67360	00000 138450	0000 15785000	000 107457
ver agreement (A)* Amount involved (against which shares have been encumbered) (B)	90000				000000 1500	000000	0 12000	00000 1350000	000 65000		5000000 18750		800	12500000			000000 2500000		0 2500000			5000	0000000 25000			37500
Ratio of A / B	3.48890	0.14888	576 1.30	875 0.3307	796509 0.008	638667	0 0.00	0.261	2.28131	2846	2.3856 1.6250	00004 1	8975	2.9875 0.276	0 1.772	21	2.7624 2.61	50 2.034	4 3.17	50 2	0876 2 2	2820	2.7440	.6944	2.769 3	157 2.
d use of money Borrowed amount to be utilized for what purpose –	For Investment in Target Company and / or repaym of the existing loans.	General corporate	General corporate purposes		ment For extending loans ar advances to the group companies and/or mal investments in group entities	d For extending loans and advances to the group	Repayment of existing borrowings of the Compar Group companies and ger	Repayment of existing ny or borrowings of the Company or neral Group companies and general corporate purposes	Repayment of existing borrow of the Company; general corporate purposes and towar the payment of fees, costs, charges and expenses pertain to the issue of the Debenture	borrowings of the Comp ds Group companies and ge corporate purposes ing	neral or Group companies and	any the Company, other than		oany or of the Company and make owards investment in group or associate ses companies	t General corporate purposes	General corporate purpos	ses General corporate purpose	s General corporate purposes	General corporate purposes	General corporate purposes	General corporate purposes	General corporate purpos	ses General corporate purposes	borrowings of the Company o	refinancing existing debt of the lssuer, other than existing facilitie availed from Edelweiss f	

GMR Business & Consultancy LLP Details of all the existing events/ agreements pertaining to encumbrance as on February 04, 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)							
No. and % of shares enc	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 th encumbrance	e 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, 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					
	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					
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 04, 2022

		Encumbrance 1 (Date of creation of encumbrance: March 27, 2019)	Encumbrance 2 (Date of creation of encumbrance: July 29, 2020)	Encumbrance 3 (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 encu	mbered	No. of shares: 454975 % of total share capital: 0.008%	No. of shares: 1880000 % of total share capital: 0.03%	No. of shares: 4370000 % 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
	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	4230000	92862500
	Amount involved (against which shares have been encumbered) (B)	5000000	25000000	10000000
	Ratio of A / B	0.15	0.17	0.93
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