GMR Enterprises Private Limited



Corporate Office: New Udaan Bhawan, Opp. Terminal-3 Indira Gandhi International Airport

New Delhi = 110 037 CIN U74900TN2007PTC102389

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February 03, 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: Submission of disclosure of reasons for encumbrance by promoter of listed 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 15 and Encumbrance 16 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

Yogineu 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, transa arrangement in the na	action, condition or ture of encumbrance)	Encumbrance 1 (Date of creation of encumbrance:) No. of shares:	
	Name of the entity in	% of total share capital:	
Specific details about the encumbrance	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	nnexure III
	Names of all other entities in the agreement	Listed company and its group companies (if any) - 1. 2	Please refer Annexure
		Other entities (if any) – 1. 2	-
	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 03, 2021

Annexure I

Total promoter shareholding in the listed company

Promoter/PAC	No. of shares	% of total share capital
GMR Enterprises Private Limited	2,986,143,150	49.47
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	3,839,469,176	63.61



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	2,244,520,155	37.19	75.16
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	333,100,000	5.52	41.35
Varalakshmi Enterprises LLP	6,704,975	0.11	100
Cadence Enterprises Private Limited	0	0.00	0.00
Total (PAC)	2,58,43,25,130	42.82	67.31



GMR Enterprises Private Limited
Details of all the existing events/ agreements pertaining to encumbrance as on February 03, 2021

		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
		(Date of creation of	(Date of creation of	(Date of creation of	(Date of creation of	(Date of creation of		(Date of creation of	(Date of creation of	(Date of creation of	(Date of creation of encumbrance:		(Date of creation of encumbrance:	(Date of creation of encumbrance:	(Date of creation of encumbrance:	(Date of creation of encumbrance:	(Date of creation of encumbrance:
		encumbrance: April 16, 2015)	encumbrance: August 2,	encumbrance: March 19	encumbrance: October 5,	encumbrance: March 14,	encumbrance: March 14, 2014)		encumbrance: October 10,	encumbrance: October 29,	November 27, 2019)	February 28, 2020)	October 09, 2020)	November 19, 2020)	December 22 2020)	February 01, 2021)	February 01, 2021)
			2017)	2019)	2009)	2014)		2019)	2019)	2019)							
	edge, lien, negative lien, non-disposal	Pledge	Pledge	Pledge	Pledge	Pledge	Pledge	Pledge	Pledge	Pledge	Pledge	Pledge	Pledge	Pledge	Pledge	Pledge	Pledge
	ther covenant, transaction, condition or																
arrangement in the nature	re of encumbrance)																
No. and % of shares encur	ımbered	No. of shares: 823,381,024						No. of shares: 13,133,333	No. of shares: 224,000,000	No. of shares: 117,388,000	No. of shares: 500,000	No. of shares: 90,595,818	No. of shares: 173,000,000	No. of shares: 120,000,000	No. of shares: 59,433,000	No. of shares: 36,000,000	No. of shares: 36,000,000
		% of total share capital: 13.64%	% of total share capital:		% of total share capital:	% of total share capital:	% of total share capital: 0.10%	% of total share capital: 0.22%	% of total share capital: 3.71%	% of total share capital: 1.94%	% of total share capital: 0.01%	% of total share capital: 1.50%	% of total share capital: 2.87%	% of total share capital: 1.99%	% of total share capital: 0.98%	% of total share capital: 0.60%	% of total share capital: 0.60%
			7.53%	0.62%	0.55%	0.33%											
Specific details about the	Name of the entity in whose favour shares	IDBI Trusteeship Services Limited	Catalyst Trusteeship	Times Innovative Media	Life Insurance Corporation	PTC India Financial Service	IFCI Limited		Vistra ITCL (India) Limited (for		JM Financial Products Limited	Hero FinCorp Limited	Vistra ITCL (India) Limited	Vistra ITCL (India) Limited	Vistra ITCL (India) Limited	Shine Star Build- Cap Private Limited	Chartered Finance & Leasing Limited
encumbrance	encumbered (X)	(for the benefit of Piramal	Limited	Limited	of India (LIC)	Limited		the benefit of L&T	the benefit of Housing	the benefit of KKR India			(For the benefit of Nomura Singapore	(For the benefit of Nomura Singapore	(For the benefit of Avro Commercial		
		Enterprises Limited & Baboon	(for the benefit of ECL					Infrastructure Finance	Development Finance	Financial Services Limited)			Limited)	Limited)	Company Private Limited; Merlin Holdings		
		Investments Holding B.V.)	Finance Ltd;Edelweiss					Company Limited)	Corporation Limited)						Private Limited; Citrine Fund Limited)		
			Credit Opportunities Fund;														
			Edelweiss Finvest Private														
			Limited)														
		1	,	1			1				1	1	1	1	1		
									1	1	1	1	1	1			
									1	1	1	1	1	1			
		1		1			1				1	1	1	1	1		
									1	1	1	1	1	1			
	1	1		1			1	I	I	1	1	1	1	1			
									1	1	1	1	1	1			
1		1		1			1				1	1	1	1	1		
1		1		1			1				1	1	1	1	1		
	Whether the entity X is a scheduled	Security Trustee	Security Trustee	Public limited company	Insurance Company	Financial Institution	Financial Institution	Security Trustee	Security Trustee	Security Trustee	NBFC	NBFC	Security Trustee	Security Trustee	Security Trustee	NBFC	NBFC
	commercial 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	NA	NA	NA	GMR Energy Limited	GMR Infrastruture Limited	GMR Infrastruture Limited	GMR Bannerghatta Properties	GMR Bannerghatta Properties	GMR Bannerghatta Properties	NA	NA	NA	NA	NA	NA	NA
	agreement				(Borrower)	(Borrower)	(Borrower)	Private Limited (Borrower)	Private Limited (Borrower)	Private Limited (Borrower)							
	-8				(,	,	(,	,	,							
	Whether the encumbrance is relating to	YES	YES	NO	NO	NO	NO	NO	NΩ	NO	NΩ	NΩ	YES	YES	YES	NO	NΩ
	any debt instruments viz. debenture.	If you	If yes	110						1.0		1.0	If you	If wee	If yes		
	commercial paper, certificate of deposit	Name of the issuer: GMR	Name of the issuer:										Name of the issuer: GMR	Name of the issuer: GMR	Name of the issuer: GMR Enterprises		
	etc.? If yes, provide details about the	Enterprises Private Limited	GMR Enterprises Private										Enterprises Private Limited	Enterprises Private Limited	Private Limited		
	instrument, including credit rating	(formerly GMR Holdings Private	Limited										2. Details of the debt instrument:	2. Details of the debt instrument:	Details of the debt instrument: Secured	,	
		Limited prior to merger) with											Secured, unlisted, redeemable, non-	Secured, unlisted, redeemable, non-	unlisted, rated, redeemable, non-		
		IDBI Trusteeship Services Limited											convertible debentures	convertible debentures	convertible debentures		
		2. Details of the debt instrument											3. Whether the debt instrument is	3. Whether the debt instrument is	3. Whether the debt instrument is listed		
		Rated, listed, redeemable,	marketable, non-										listed on stock exchanges? - NO	listed on stock exchanges? - NO	on stock exchanges? - NO		
		secured, non-convertible market	convertible debentures-										Credit Rating of the debt instrument	 4. Credit Rating of the debt instrumen 	t 4. Credit Rating of the debt instrument -		
		linked principal protected	ISIN INE908I07032;										- N.A.	- N.A.	N.A.; however, the rating will be done as a		
		debentures	INE908I07040;										5. ISIN of the instrument:	5. ISIN of the instrument:	condition subsequent		
		3. Whether the debt instrument	INE908I07057,										INE908I07180	INE908I07198	5. ISIN of the instrument: INE908I07206		
		is listed on stock exchanges? -	and						1	1	1	1	1	1			
1		YES	Listed, rated, redeemable,	1			1				1	1	1	1	1		
		4. Credit Rating of the debt	secured, non-convertible						1	1	1	1	1	1			
		instrument - BWR PP-MLD BB	debentures - ISIN						1	1	1	1	1	1			
	1	(CE) (Stable)	INE908I07065	1			1	I	I	1	1	1	1	1			
		5. ISIN of the instrument:	3. Whether the debt						1	1	1	1	1	1			
		INE908I07073	instrument is listed on						1	1	1	1	1	1			
		INE908I07081	stock exchanges? - Yes-						1	1	1	1	1	1			
1		INE908107099	ISIN INE908107065	1			1				1	1	1	1	1		
1		INE908107107	Credit Rating of the debt	t l			1				1	1	1	1	1		
		INE908I07123	instrument - Yes- ISIN						1	1	1	1	1	1			
	1	INE908I07115	INE908I07065;	1			1	I	I	1	1	1	1	1			
			BWR BB (CE)						1	1	1	1	1				
1		1	(Stable)	1			1				1	1	1	1	1		
			,			43300000											
Security Cover / Asset	Value of shares on the date of event /	1457384412	5 8405783340	65437500	0 231557556	433000000	130421700	223923327.	7 385280000	244167040	0 10650000	0 1811916360	4065500000	301200000	0 1482853350	894600000	894600000
Lover	agreement (A)*	+	+	+	+	1	+			1	+						
	Amount involved (against which shares	900000000	0 38130000000	50000000	700000000	1950000000	1000000000	150000000	325000000	220000000	0 1200000000	0 135000000	200000000	150000000	650000000	375000000	375000000
	have been encumbered) (B)																
	Ratio of A / B	1.61931601		1 1.3087				0.14928221									
End use of money	Borrowed amount to be utilized for what	For Investment in Target	General corporate	General corporate	Downstream investment	General Corporate usage,	General Corporate usage,	For extending loans and	For extending loans and	For extending loans and	Repayment of existing borrowings of	Repayment of existing borrowings	Repayment of existing borrowings of	Repayment of existing borrowings of	Repayment of existing borrowings of the	Repayment of existing borrowings of	Repayment of existing borrowings of
	purpose –	Company and / or repayment of	purposes	purposes		Downstream investment by	Downstream investment by the	advances to the group	advances to the group	advances to the group	the Company or Group companies				Company; general corporate purposes and		
1	(a) Personal use by promoters and PACs	the existing loans.	Ι.	Ι.		the Target Company	Target Company	companies and/or making	companies and/or making	companies and/or making	and general corporate purposes	companies and general corporate	purposes	purposes	towards the payment of fees, costs,	and general corporate purposes	general corporate purposes
	(b) For the benefit of listed company			1			3	investments in group entities	investments in group entities	investments in group entities		purposes	[[charges and expenses pertaining to the	3	
1	Provide details including amount, purpose	1		1			1	brook civiles	group childes	group chattes	1		1	1	issue of the Debentures		
	of raising money by listed company.	1		1			1				1	1	1	1	13300 of the Debendies		
		1		1			1				1	1	1	1	1		
	schedule for utilization of amount,	1		1			1				1	1	1	1	1		
	repayment schedule etc.										1		1	1	1		1 '
	(a) Any other reason (please specify)																1
	1			1		1	1	I	1	I	1	1	1	1	1	1	
	ated on the basis of share price on the date of																

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

GMR Business & Consultancy LLP

Details of all the existing events/ agreements pertaining to encumbrance as on February 03, 2021

		Encumbrance 1 (Date of creation of encumbrance: April 16, 2015)	Encumbrance 2 (Date of creation of encumbrance: September 30, 2019)	Encumbrance 3 (Date of creation of encumbrance: October 10, 2019)	Encumbrance 4 (Date of creation of encumbrance: February 28, 2020)
	edge, lien, negative lien, non-disposal undertaking etc. or any other ondition or arrangement in the nature of encumbrance)	Pledge	Pledge	Pledge	Pledge
No. and % of shares encu	ımbered	No. of shares: 10,300,000 % of total share capital: 0.17%	No. of shares: 57,000,000 % of total share capital: 0.94%	No. of shares: 240,000,000 % of total share capital: 3.98%	No. of shares: 2,58,00,000 % of total share capital: 0.43%
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.)	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)	Hero FinCorp 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	Security Trustee	NBFC
	Names of all other entities in the agreement	NA	GMR Bannerghatta Properties Private Limited (Borrower)	GMR Bannerghatta Properties 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, 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? - YES 4. Credit Rating of the debt instrument - BWR PP-MLD BB (CE) (Stable) 5. ISIN of the instrument: INE908I07073 INE908I07081 INE908I07107 INE908I07115	NO	NO	NO
Security Cover / Asset Cover	Value of shares on the date of event / agreement (A)	18,23,10,000	96,90,00,000	4,12,80,00,000	51,60,00,000
	Amount involved (against which shares have been encumbered) (B)	9,00,00,00,000	1,50,00,00,000	3,25,00,00,000	1,35,00,00,000
	Ratio of A / B	0.02026	0.6460	1.2702	0.3822
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	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

 $[\]ensuremath{^{*}}\xspace$ 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 03, 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	mbered	No. of shares: 454975	No. of shares: 1880000	No. of shares: 4370000
	1	% 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
	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			
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 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 calculate	(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