## **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

October 08, 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 19 and Encumbrance 22 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

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):
	<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

Encumbrance 1 (Date of creation of encumbrance: )
of encumbrance:      )       Type of encumbrance (pledge, lien, negative
Type of encumbrance (pledge, lien, negative
ien, non-disposal undertaking etc. or any
other covenant, transaction, condition or
arrangement in the nature of encumbrance)
No. and % of shares encumbered No. of shares:
% of total share capital:
Specific details about Name of the entity in
the encumbrance whose favour shares
encumbered (X)
Whether the entity X YES / NO
is a scheduled
commercial bank,
public financial
institution, NBFC or Housing finance
provide the nature of
the business of the
entity.
company? If No, provide the nature of the business of the entity.Listed company and its group companies (if any)Names of all other entities in the agreementListed company and its group companies (if any)- 
entities in the and its group
agreement companies (if any)
2 <b>S</b>
Other entities (if <b>A</b>
any) –
1.
2
Whether the YES / NO encumbrance is If yes,
relating to any debt 1. Name of the
instruments viz.
debenture, 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: October 08, 2021

#### <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	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

#### <u>Annexure II</u>

#### Encumbered shares as a % of promoter shareholding

Promoter/PAC	No. of shares encumbered	% of total share capital	% of total shareholding
CMD Esternariase Drivete Linsited		encumbered	00.25
GMR Enterprises Private Limited	2,199,425,520	36.45	80.25
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)	2,331,912,134	38.63	63.86

		Encambrance 1 (Date of creation of encambrance: April 16, 3003)	Incontract 2 (Date of courses of encontracts August 2, 2017)	Encontrance 3 (Sate of creation of encontrance: March 19 2009)	Encumbrance 4 (Date of creation of , encumbrance: October 1, 2001)	Encombrance 1 (Date of creation of encombrance Taytember 2 2029)	Encombrance 6 (Date of creation of encombrance 8, Oxbulser 10, 3228)	Encondenses 7  Date of creation of encondenses: November 27, 2029	Encombrance E (2ate of unration of encombrance: Pebruary 25, 2023)	Enconference 1 (Date of creation of enconference: December 22 2000)	Incomformer 33 (2ate of cection of encomformers: Pelanuary00, 2023)	Reconficance 13 (Date of creation of exacellarance Petrology 00, 3000)	Boomhrana: 12  Date of creation of encombrance: March 18, 2021	fecandranis 13 (Date of creatice of encumbranis: March 18, 2005)	Inconference 35 (Date of creation of encombrance: March 25, 2023)	Enconference 35 (Date of creation of enconference April 23, 2021)	Incombrance 18 (Date of creation of encombrance: May 24, 2021)	Encombrance 17 (Date of constant of encombrance: May 25, 2021)	Encambrana: 18 (Date of creation of encambrana: May 26, 2011)	Incumbranae 19 (Date of creation of encombrance: Lone 10, 2021)	Beiambrines 20 (Date of creation of encombring June 21, 2021)	Encombrance 21 (Date of creation of excambrance: June 26, 2021)	Becandicance 22 (Date of creation of encondicione: June 29, 2023)	Encombrance 28 (Date of certains of encombrance: Judy 65, 2021)	Recondence 28 (246 of creation of encombrance: October 0),
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and N of charecensure	nbered	No. of shares: 778,770,008 N of total share capital: 12 876	No. of charec 387,838,00 N of total share capital 6.0%	T No. of shares: 17,300,000 N of total share capital 0.42N	No. of charec 33, 298, 216 % of total chare capital 0.35%	No. of shares: 7,60,300 No of tatal share capital: 0.2	No. of chares: 132,000,000 Th. N of total share capital 2.32N		No. of charec 30,621,953 N of total-share capital-0.375	No. of shares 18,688,000 To of total share capital: 0.1885	No. of chares: 36(200)200 N of total share capital: 0.92%	No. of total share-capital:0.62N	No. of Shares 120, 190, 808 N of faital chara capital: 1.995.	No. of there: 27,16;00,000 N of total share capital: 6,58N	No. of Mares 32,05,00,000 N of total draw-capitali 1.68N	No. of shares: 1,50,00,000 % of total share capital: 0,20%	No. of total share capital 0.28%	No. of Shares 3,05,00,000 N of Sotal share capital: 0.30%	No. of Shares 2,50,02,000 % of tartel charge capital 0.42%	No. of Shares 0 N of task share capital (N	Na. of Shares 1,88,00,000 N of tatle share capital: 0.37%	No. of Shares 2,50,000 % of Social chare capital: 0.07%	No. of Shares 1,75,00,000 N of total share capital: 0.28%	Nu. of Shares 1,75,00,000 To of Satal share capital: 0.29%	No. of Shares 8, 30, 00,000 N of Social share capital: 0
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	Whether the entity X is a scheduled commercial bank, public financial institution, NIPC or housing finance company? If No, provide the rature of the business of the entity.	Security Tructee	Security Tructee	Public limited company	Incurance Company	Security Trustee	Security Tructure	NIPC	Marc.	Seculty Tustee	NUPC	NIPC	Security Tradee	Security Trudee	NIPC	Seculty Tucker	Manufacturing Company	NUFC	NBC	MINC	Manufacturing Campany	Narc	Menng and Condruction equipment	NIPC	NEPC
	Names of all other endlies in the agreement.	NA.	NA	NA	GMR Energy Landed (Borrower)	GMR Bannerghadta Property Private Cimited (Borrower)	es dAM Bannerghatta Properties Prisade Landed (Barrawer)	84	50.	NA	NA.	NA.	NA.	SA.	NA.	NA.	NA.	NA.	NJ.	NA.	NA.	84	NA.	NA.	NA
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byCover/Asset	Value of shares on the date of event /	18786228762	679782300	0 61437300	0 23133,7884	12958	300 337060830	30692000	00083080	10/28/110	81680000	#9460000	80467508	em maxxxx	21800000	5 M502002	4480,000	\$53675000	45175000		0 53983000	71876000	520908000	\$7052000	
	Amount involved (against which shares have been encombered) (8)	100000000				1100000		1200000000	13500000	65000000	8750000	8%00000	2875430000	80000000	820020		230002000	2000000	21000000	800000	0 2100000	2502002	21000000	2102000	
use of maney	Ratio of A / B Barrowerd annuerts to be utilized for what pappale – (k)Personal use by prioritizer and PACs (k)Personal use by prioritizer and PACs (k)Personal use by prioritizer and paper prioritize details including annuals, pappales of cargosignessity by bind company, schedule for utilization of annuest, support checkula etc. (k)Any other masos (pincle specify)	1.5 NEW 2010 Per Sweet in Taget Company and or repayment of the existing Scane.	6.1760K03 Dene of carpacite purples	6 1.3007 Detectif corporate purposes	s 0.3807680 DownElinam Investment	<ul> <li>G.OBKB Par extending tions and advances to the group compares to the group investments in group entits</li> </ul>	For extending loans and advance to the group companies and/or making investments in group	<ul> <li>B. G.OBRTS</li> <li>Repayment of existing borrowings of the Company or Droup companies and general corporate purposes</li> </ul>	of the Company or Group	2.32102388 Registrator of excisions and the Company, general supporter purpore and baseds the payment offere, cost, Charges and expenses pertaining to the issue of the Debentumes	2.208 Repayment of exciting borvaring: of the Company or droup campanes and general sceparate purposes	2.888 Repayment of existing borneasings of the Company or Orange samplemes and general composite purposes	LATINGCOM Repayment of existing borrowing of the Company or Oriespication and general originate purposes		2.887 Repayment of exciting borrowings of the Company or Group campanies and boards payment of translation-related satis and expenses pertaining to the Facility	To refinance the existing debt of the Company and make insections in process and accord	1.7725 Deneral scriptcale purposes	2.788 Denesis Surpactor purposes		6.000 General corganite purposec	0 2.019	e A 2016 Denesal corporate purposes	tenneticorpacite purposec	3.380 General corporate purposes	0 Deneral corporate purp

#### GMR Business & Consultancy LLP

Details of all the existing events/ agreements pertaining to encumbrance as on October 08, 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)
	ledge, lien, negative lien, non-disposal undertaking etc. or any other ondition 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 Danima-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 Trusteeshjs Services Limited 2. Details of the debt instrument: Rated, listed, redeemable, secured, non- convertible market linkde 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: INE908/0703 INE908/07081 INE908/07107 INE908/07115	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 B8+ (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 October 08, 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 (pl	edge, lien, negative lien, non-disposal undertaking	Pledge	Pledge	Pledge
etc. or any other covenan	t, transaction, condition or arrangement in the	-		-
nature of encumbrance)				
No. and % of shares encumbered		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	Name of the entity in whose favour shares	Aditya Birla Finance Limited	Deutsche Investment India Private Limited	Cholamandalam Investment & Finance Company Ltd.
encumbrance	encumbered (X)			
	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	4230000	92862500
Cover	(A)			
	Amount involved (against which shares have been	5000000	25000000	10000000
	encumbered) (B)			
	Ratio of A / B	0.15	0.17	0.93
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
	-	requirements	requirements	requirements
	(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)			
	., ,			
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* Value of shares is calculate	d on the basis of share price on the date of agreement	•	1	•