GMR Enterprises Private Limited



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New Delhi, India 110037
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October 06, 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> 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 8, Encumbrance 16, Encumbrance 20, Encumbrance 23 and Encumbrance 24 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

Type of encumbrance lien, non-disposal und other covenant, transaarrangement in the na No. and % of shares e	action, condition or ture of encumbrance)	Encumbrance 1 (Date of creation of encumbrance:) 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) -	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	1. 2 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: October 06, 2021

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	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

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	2,233,425,520	37.01	81.49
GMR Infra Ventures LLP	2,233,423,320	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)	2,365,912,134	39.20	64.79

		Encumbrance 1 (Date of creation of encumbrance: April 18, 2001)	treumbeance 2 Date of constitut of encombrance: August 2, 1007)	Encombrance 3 (Date of continu of encombrance March 3) 2009	Encumbrance 6 (Date of creation of encumbrance: October 5, 2009)	Encombrance 5 (Date of covation of countries are September 25, 2019)	Encombrance 6 (Date of creation of encombrance Children 10, 2028)	teambraner 7 (Date of creation of encandrame: November 27, 2029)	Encumbrane E (Sate of avadius of encumbrance: Pelessary 25, 3000)	Boundaries 9 (Date of oradion of encumbrance: December 23 3000)	Tricombination 12 (Date of credition of encumbination Pelminary CG, 2023)	Encumbrance 11 (Pate of creation of encumbrance: February 00, 2000)	Tecumbranes 12 (Date of creation of encumbranes: March 15, 2021)	Encambrance 13 (Date of creation of encambrance: March 18, 2005)	Entenderance 35 (Date of creation of enconderance: March 25, 2021)	Encombrance 25 (Date of creation of encombrance: April 28, 2021)	tecumbrance 16 (Date of credition of encumbrance May 24, 2021)	Encombication of (Date of creation of encombination May 25, 2021)	Enounhance 38 (Date of creation of enounhance: May 26, 2011)	Enumérona 29 (Date of creation of encumérance : June ES, 2011)	Encumbrance 20 (Date of one attion of encumbrance June 23, 2023)	Encombismo 23 (Date of creation of encumbismos. June 26, 2022)	Decembrance 22 (Date of condition of encumbrance; June 29, 2022)	Encumbrance 23 (Data of creation of encumbrance Judy EE, 2003)	Encumbrance 28 (Date of condition of encumbrance: October 06, 20
ype of encumbrance (p ndertaking etc. or any o trangement in the natu	ledge, lies, negative lies, non-disposal other coverant, transaction, condition or ne of encumbrance)	Findge	riedge	Pintige	Piedge	Piedge	Piedge	Findge	Piedge	Pintge	Medge	Findge	Heage	Findge	Findge	Piedge	Medge	Hedge	Piedge	Piedge	Piedge	Hedge	Findge	Pindge	Findge
u and K of charge end		N of total share capital: 12 MIN.	LORK	87,300,000 N of total share capitals 0.62%	0.58%	% of total share capital, 0.27%	No. of share: 132,000,000 N of total share capital: 2.20%	N of total share capital 0.00N	to of turni share capital 0.57%	Not statistary optic CRES	No. of charec 36,000,000 No of total chare capital: E40%	No. of Ocare: Nijoto; 000 N of total chare-capital: 0.60%	% of tastel share capital: 1.99%	N of total share capital: 4 MIN	N of total share capital 1.66N	No. of share: 1,10,00,000 to of total share capital: 0,29%	N. of total share capital. 0.28%	N of total share capital EXPL	% of total share capital 0.62%		N of tassi share capital: 0.27%	No. of Shares 2,50,00,000 No. of Sotal chare capitals 0.67%	N of total share capital: 0.38%	No. of Shares 1,75,00,000 No. of Satal share capital, 0,29%	No. of Shares 3,30,00,000 N. of Social share capital: 0.585
tyrotic detait about the ecountrains	Name of the westy or whole Steady claims of the westy or whole Steady claims or ends without STE	ISB Trustreckly Service: Lamited (for the herefit of Fricand Intelligence Lamid Intelligence Lamid Intellige	Citalys, Twicheeling, Jainted Sir the benefit of ECI. Holland SUI, Edeburisi. Hell Opportunities Hell Opportunities Hand, Edeburisi Chiar Management Limited)	Trimes trindustive Media consted	tafe intervance corporation of make (IXC)	Vesion TCC, Institut Lamined plica the benefits of life and the service of the toficaci within this hance company Limited()	India (TEL) solal Limited (for the benefit of housing Development Housing Conjustion Limited)	M Products Dreshed	neva ProCaryConsted	Visios TES, Jedaig Lented (Visit the Seed of Juno Commescul Company Friedric Lented, Medica Andready Friedric Lented, Clotice Pand Lented)	Shine Stir Bulli- Cap Private Linifed	Chartened Risance & Leacing Limited	wisto TEC (Initial) Limited printle benefits of the nonenational (Asia) Limited (Catalys Trude-eithig Linited (part the benefit of Malekens Special Opportunities Fundik BCRP Reputies Linited)	ad/Financial Products control	Visious PTCL (Institu) Limited (file the benefit of fictowers!) Bioglamma Private Limited, Yada Hell Collans-HEP, Mil. Pulmed Yada Salman, Addass HAY, Mil. Pulmed Yada Salman, Radissa MAY, Mil. Visitalines, Majasahita Limited, Ragistra Commercial Limited and Americani Company Private Limited()	ED Plicitions Limited	Ananal Kathi Global Finance Limited	None translate Cop Province	Yorke Handolfshedor Prodie Sindrel	RJ Placedows Switted	Stone Stat Build - Cap Private Constant	Caprum Eagradia Gimited	SIGS Principle Samited	Virlam Rissancial Services Provinced
	Whether the entity X is a scheduled commercial bank, public financial institution, NSPC or housing finance company? If the provide the rature of the business of the entity.	Security Truckee	lecurity Trustee	Public limited company	Incurance Company	Security Trustee	Security Truckee	Nanc	Marc	Security Trustee	NEFC	MBFC	SecurityTrustee	Security Trustee	NIPC	Security Studies	Manufacturing Company	NAPC	ABC	MIC	Manufacturing Campany	NAPC	Mining and Condituation equipment	NIFC	NAME
	Names of all other entities on the agreement	NA.	ex.	NA.	GMX Energy Limited (Borrower)	GMK Bannerghatta Properties Povate Circled (Borrower)	DAN Banneylotta Properties Private Limited (Borrawer)	NA.		NA.	NA.	NA.	NA.	NA .	NA.	NA.	NA.	NA.	NA.	NA.	M.	NA.	NA.	NA.	NA.
labour b Court / James	whether the measurement is missingly and place of the measurement of t	Enterplace Provide Limited (Jenneyley GMR William) Provide Limited Januari Colmeggel with Colmedy Colmeggel with Colmedy Colmeggel with Colmedy Colmedia Colmedia (Jenneyley C		MO (0.04)	22333336	10	25/2000		60,000	THE CONTROL OF THE CO	865000	NO.	NS TOWNS OF REAL COMP. TOWNS OF THE REAL COMP	THE STATE OF THE S	200000	THE STATE OF THE S	GER CONTRACTOR OF THE CONTRACT	NO SALAMAN	40	2040000	NO N	80	50	NO MONITOR OF THE PROPERTY OF	100
Year / Asset	Amount Invoked (against which shares	90000000	81930000	10000000	202007000	11000000		120000000	18000000	45000000	17900000	1700000	3879000000	80000000	##00000	125000000	21000000	200000	250000000	8000000	29000000	2000000	29000000	2000000	50000
	have been encumbered) (E) Kobu of A / E	1.511382083	617636036	1.897	0.807600	0.0000000	r communi	5.00875	0.512918	2,910,386	2.884	2.006	147500000	2.12554667	2.007	5 02%0	1222	2.76	2.6000	2.0801	2.00%	8176	2.904	2,380	
nd use of money	Barrowed amount to be utilized for what purpose — (1) present use by primaters and PACS (1) has the benefit of fraction company. Provided details including amount, purpose of raising money by form company, cohesing for the provided by a company of the provided for an absolute or amount, repayment otherwise set. (3) Any other making (provide specify)	For himechinest in Target Company and for regayment of the existing boson.	Several corporate	Servicial corporative purposes:	Downstream severament	For expressing loans and advances to the group companies and/or making swe-streets in group existins.	For extending blank and advances to the group companies and/or making time-state ets in group endities.	Repayment of existing borrowings of the Company or drowp campanes and general surporate purposes	tegayment of eviding barrowings of the Company of Driving companies and green'd corporate purposes	Repayment of exiting borrowings of the company general asposta- purposes and Sowards the payment of feet, outs, charges and expenses pertaining to the issue of the Debestures.	companies and general corporate	Repayment of existing borrowning of the Company or Group campoints and general composite purposes.	Repayment of existing bontwengs of the Company or through companies and general composite purposes.	Befixancing existing debt of the Company, other than existing facilities awaited from Edelwess.	Repayment of existing borrowings of the Company or Stroop companies and Stocatic payment of Stocation related sizes and expenses pertaining to the facility	IN proce or assectable	De-heral surgociate purposes	deneral surposes	deveral corporate purposes	General corporate purposes:	Фенесай сопроложе диграсия:	deneral corporate purposes	Beneral corporate gusposes	denedi corporate purpoces	(вененай сомужаве ушировек

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GMR Business & Consultancy LLP

Details of all the existing events/ agreements pertaining to encumbrance as on October 06, 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)		Pledge	Pledge	Pledge
No. and % of shares encu	imbered	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, 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 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	14,96,32,780	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 October 06, 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
		% 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 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		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	-	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
	(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)			
	(a) Any other reason (please specify)			
* Value of shares is calculated	d on the basis of share price on the date of agreement			<u> </u>