

December 29, 2022

Mr. Vishal Kumar Sinha
Chief Financial Officer,
GMR Enterprises Private Limited
Ground Floor, New Udaan Bhavan,
Opp. Terminal 3, IGI Airport,
New Delhi – 110 037.

Dear Sir,

**Conversion of provisional rating to final rating to the NCD issuance of
GMR Enterprises Private Ltd (GEPL)**

After taking into account all the relevant recent developments including operational and financial performance of your company for FY22 and H1FY23 and your request dated December 27, 2022 for conversion of the provisional rating into final rating and after taking into account final term sheet thereof.

1. Our Rating Committee has reviewed the following ratings:

Facilities	Amount (Rs. crore)	Current Ratings	Previous Ratings	Rating Action
Long Term Fund based facilities Proposed Non-Convertible Debentures*	150.00	IVR BB+ (CE)/ Stable [IVR Double B Plus (Credit Enhancement) with Stable Outlook]	Provisional IVR BB+ (CE)/ Stable [Provisional IVR Double B Plus (Credit Enhancement) with Stable Outlook]	Final Rating
Long Term Fund based facilities Non-Convertible Debentures^	350.00	IVR BB+ (CE)/ Stable [IVR Double B Plus (Credit Enhancement) with Stable Outlook]	IVR BB+ (CE)/ Stable [IVR Double B Plus (Credit Enhancement) with Stable Outlook]	Reaffirmed
Long Term Fund based facilities Non-Convertible Debentures^	500.00	IVR BB+ (CE)/ Stable [IVR Double B Plus (Credit Enhancement) with Stable Outlook]	IVR BB+ (CE)/ Stable [IVR Double B Plus (Credit Enhancement) with Stable Outlook]	Reaffirmed

Facilities	Amount (Rs. crore)	Current Ratings	Previous Ratings	Rating Action
Long Term Fund based facilities Non-Convertible Debentures^	125.00	IVR BB+ (CE)/ Stable [IVR Double B Plus (Credit Enhancement) with Stable Outlook]	IVR BB+ (CE)/ Stable [IVR Double B Plus (Credit Enhancement) with Stable Outlook]	Reaffirmed
Long Term Fund based facilities Non-Convertible Debentures^	280.00	IVR BB+ (CE)/ Stable [IVR Double B Plus (Credit Enhancement) with Stable Outlook]	IVR BB+ (CE)/ Stable [IVR Double B Plus (Credit Enhancement) with Stable Outlook]	Reaffirmed
Long Term Fund based facilities Non-Convertible Debentures^	475.00	IVR BB+ (CE)/ Stable [IVR Double B Plus (Credit Enhancement) with Stable Outlook]	IVR BB+ (CE)/ Stable [IVR Double B Plus (Credit Enhancement) with Stable Outlook]	Reaffirmed
Total	1,880.00 (Rupees One thousand eight hundred eighty crore only)			

* CE Rating based on the security provided by way of pledge over listed equity shares of GMR Airport Infrastructure Limited (erstwhile GMR Infrastructure Ltd) held by the Pledgor. The stipulated asset cover for this instrument is atleast 2.5 times of the outstanding investment amount through listed shares of the Security Company.

Rating in the absence of the pending steps/ documents	IVR C (IVR C)
--	---------------

#As stipulated vide SEBI circular no. SEBI/ HO/ MIRSD/ MIRSD_CRADT/ P/ CIR/ 2021/ 554 dated April 27, 2021.

NCDs [^]	ISIN	CE rating based on:
Rs. 150 Cr. Rs. 150 Cr. Rs. 50 Cr.	INE908107354 INE908107370 INE908107388	CE Rating based on the first and exclusive pledge with effect from the Closing Date of each Series over such a number of fully paid-up lock-in free/ unencumbered shares of GMR Infrastructure Limited ["Pledged Securities"] carrying voting rights held by GEPL (GMR Enterprises Private Limited) and/or GBCL (GMR Business and Consultancy LLP) which are sufficient to maintain the collateral value of 2.00x of outstanding obligations of Debentures ["Required Collateral Value"]. Corporate Guarantee from a GMR Business and Consultancy LLP, Hyderabad. # The proposed NCDs of GEPL are Unlisted, rated, secured, redeemable, Non-Convertible Debentures issued under the VRR route as per the RBI guidelines.
Rs. 21.20 Cr. Rs. 88.20 Cr. Rs. 74.40 Cr. Rs. 66.20 Cr. Rs. 21.20 Cr. Rs. 88.20 Cr. Rs. 74.40 Cr. Rs. 66.20 Cr.	INE908107271 INE908107289 INE908107297 INE908107305 INE908107313 INE908107321 INE908107339 INE908107347	CE Rating based on the security provided by pledge over listed equity shares of GMR Infrastructure Limited (GIL) held by the Pledgor. The stipulated asset cover for this instrument is 2.75 times of the outstanding investment amount through listed shares of the Security Company (lock-in of free fully paid up listed dematerialized equity shares carrying voting rights of GMR Infrastructure Limited ("Pledged Securities")). On the completion of demerger of GIL and the subsequent listing of the demerged entities, the Pledged Securities shall comprise of the lock-in free fully paid up listed dematerialized shares of the listed entity that owns the airport business ("New GIL") and the 2.75x cover requirement shall apply to such shares.

NCDs^	ISIN	CE rating based on:
Rs. 280.00 Cr.	INE908107248	CE Rating based on the security in the form of pledge of fully paid-up listed dematerialized equity shares, carrying voting rights of GMR Infrastructure Limited (GIL) held by Promoter Group. The stipulated asset cover for this instrument is 2.25x of the outstanding investment amount (comprising of the Investment Amount and any amounts that have accrued, when calculated at the investor return, whether or not they are due).
Rs. 125.00 Cr.	INE908107255	CE Rating based on the security provided by way of first ranking exclusive pledge over listed equity shares of GMR Infrastructure Limited (GIL) held by the Pledgor. The stipulated asset cover for this instrument is 2 times of the outstanding investment amount through listed shares of the Security Company (Accrued Interest Security creation to be done through listed shares of the Security Company on quarterly basis for the purpose of meeting security cover) and at least 0.25 time of the outstanding amount as first ranking exclusive mortgage over Property.
Rs. 475.00 Cr.	INE908107453	CE Rating based on the security provided by way of first ranking exclusive pledge over listed equity shares of GMR Infrastructure Limited (GIL) held by the Pledgor. The stipulated asset cover for this instrument is 2 times of the outstanding investment amount through listed shares of the Security Company. Corporate guarantee from GMR Business and Consultancy LLP, which shall explicitly include negative restrictions/ undertakings for holding such a number of fully paid-up lock-in free/unencumbered shares of GMR Infrastructure Limited carrying voting rights which are sufficient to maintain a collateral value of 0.25x of outstanding obligations under the Debentures.
Rs. 1730.00 Cr.		Grand Total

2. Details of the credit facilities are attached in **Annexure I**. Our rating symbols for long-term and short-term ratings and explanatory notes thereon are attached in **Annexure II**.
3. The press release for the rating(s) will be communicated to you shortly.
4. The above rating is normally valid for a period of one year from the date of communication of rating to you (that is. **December 19, 2023**).
5. If the proposed long term / short term facility (if any) is not availed within a period of six months / three months respectively from the date of this letter, then the rating may please be revalidated from us before availing the facility.
6. INFOMERICS reserves the right to undertake a surveillance/review of the rating(s) from time to time, based on circumstances warranting such review, subject to at least one such review/surveillance every year.
7. A formal surveillance/review of the rating is normally conducted within 12 months from the date of initial rating/last review of the rating. However, INFOMERICS reserves the right to undertake a surveillance/review of the rating more than once a year if in the opinion of INFOMERICS, circumstances warrant such surveillance/review.
8. **You shall provide us with a No Default Statement as at the last date of the month on the first date of succeeding month without fail.** The NDS shall be mailed every month to nds@Infomerics.com and to the mail id of the undersigned.
9. **You shall provide the quarterly performance results/quarterly operational data (being submitted to Banks) to us within 6 weeks from the close of each calendar quarter for our review/monitoring.**
10. You shall furnish all material information and any other information called for by INFOMERICS in a timely manner, for monitoring the rating assigned by INFOMERICS. In the event of failure on your part in furnishing such information, to carry out continuous monitoring of the rating of the bank facilities, INFOMERICS shall carry out the review/annual surveillance based on best available information throughout the lifetime of such bank facilities as per the policy of INFOMERICS.
11. Please note that INFOMERICS ratings are not recommendations to buy, sell or hold any security or to sanction, renew, disburse or recall the bank facilities. INFOMERICS do not take

into account the sovereign risk, if any, attached to the foreign currency loans, and the ratings are applicable only to the rupee equivalent of these loans.

12. Users of this rating may kindly refer our website www.infomerics.com for latest update on the outstanding rating.
13. Further, this is to mention that all the clauses mention in the initial rating letter **dated March 06, 2021**, are also stands applicable. If you need any clarification, you are welcome to approach us in this regard.

Thanking you.

Yours faithfully,

For. 
Sejal Patil

Rating Analyst

Email: sejal.patil@infomerics.com

For. 

Prakash Kabra

Senior Director & Head - Rating Operations

Email: prakash.kabra@infomerics.com

Disclaimer: Infomerics ratings are based on information provided by the issuer on an 'as is where is' basis. Infomerics credit ratings are an opinion on the credit risk of the issue / issuer and not a recommendation to buy, hold or sell securities. Infomerics reserves the right to change, suspend or withdraw the credit ratings at any point in time. Infomerics ratings are opinions on financial statements based on information provided by the management and information obtained from sources believed by it to be accurate and reliable. The credit quality ratings are not recommendations to sanction, renew, disburse or recall the concerned bank facilities or to buy, sell or hold any security. We, however, do not guarantee the accuracy, adequacy or completeness of any information, which we accepted and presumed to be free from misstatement, whether due to error or fraud. We are not responsible for any errors or omissions or for the results obtained from the use of such information. Most entities whose bank facilities/instruments are rated by us have paid a credit rating fee, based on the amount and type of bank facilities/instruments. In case of partnership/proprietary concerns/Association of Persons (AOPs), the rating assigned by Infomerics is based on the capital deployed by the partners/proprietor/ AOPs and the financial strength of the firm at present. The rating may undergo change in case of withdrawal of capital or the unsecured loans brought in by the partners/proprietor/ AOPs in addition to the financial performance and other relevant factors.

ANNEXURE I

Details of Instruments

Long Term Facilities

Non-Convertible Debentures (NCD's)

Name of the instrument	ISIN	Date of issuance	IRR	Maturity Date	Size of the issue (Rs. crore)
NCD	INE908I07537	Dec. 28, 2022	Zero Coupon	Sept. 30, 2026	9.00
NCD	INE908I07545	Dec. 28, 2022	Zero Coupon	Mar. 31, 2027	38.00
NCD	INE908I07552	Dec. 28, 2022	Zero Coupon	Mar. 31, 2026	6.00
NCD	INE908I07560	Dec. 28, 2022	Zero Coupon	Sept. 30, 2025	6.00
NCD	INE908I07578	Dec. 28, 2022	Zero Coupon	Mar. 31, 2025	30.00
NCD	INE908I07586	Dec. 28, 2022	Zero Coupon	Jul. 31, 2024	3.00
NCD	INE908I07594	Dec. 28, 2022	Zero Coupon	Mar. 31, 2024	58.00
NCD	INE908I07370	Jun. 09, 2022	12%	09-Jun-2024	150.00
NCD	INE908I07388	Jun. 09, 2022	12%	09-Jun-2024	50.00
NCD	INE908I07354	May 02, 2022	12%	03-May-2025	150.00
NCD	INE908I07271	Jan. 18, 2022	Zero Coupon	13-Feb-2023	21.20
NCD	INE908I07289	Jan. 18, 2022	Zero Coupon	18-Apr-2024	88.20
NCD	INE908I07297	Jan. 18, 2022	Zero Coupon	18-Oct-2024	74.40
NCD	INE908I07305	Jan. 18, 2022	Zero Coupon	13-Apr-2025	66.20
NCD	INE908I07313	Feb. 09, 2022	Zero Coupon	09-Mar-2023	21.20
NCD	INE908I07321	Feb. 09, 2022	Zero Coupon	09-May-2024	88.20
NCD	INE908I07339	Feb. 09, 2022	Zero Coupon	09-Nov-2024	74.40
NCD	INE908I07347	Feb. 09, 2022	Zero Coupon	09-May-2025	66.20
NCD	INE908I07255	Apr, 05, 2021	Zero Coupon	06-May-2024	125.00
NCD	INE908I07248	Mar. 24, 2021	Zero Coupon	31-Dec-2022	280.00
NCD	INE908I07453	Sept. 23, 2022	12%	23-Sep-2025	475.00
Total					1880.00

Synopsis of the Term Sheet - Amount: INR 150 crores

Issuer	GMR ENTERPRISES PRIVATE LIMITED
Issue	Secured, Listed, Rated, Zero Coupon, Redeemable, Non-Convertible Debentures issued on Private Placement
Issue Size	INR 150,00,00,000 (Indian Rupees One Hundred and Fifty Crores Only)
ISIN number	INE908I07537, INE908I07545, INE908I07552, INE908I07560, INE908I07578, INE908I07586 and INE908I07594
Series	Series 7
Quantity	1500
Face Value (per instrument)	INR 10,00,000/- (Indian Rupees Ten Lakh Only) Each
Date of Allotment	Dec. 28, 2022
Financial Covenants	
Date of Redemption	Sept. 30, 2026, Mar. 31, 2027, Mar. 31, 2026, Sept. 30, 2025, Mar. 31, 2025, Jul. 31, 2024, Mar. 31, 2024
Coupon Rate	Zero coupon
Non-Financial Covenants	
Purpose	Refinancing part of the Existing Financial Indebtedness

ANNEXURE II

INFOMERICS Rating Scale for Long Term Instruments & Borrowing Programmes

Rating Scale	Definition
IVR AAA	Instruments with this rating are considered to have the highest degree of safety regarding timely servicing of financial obligations. Such instruments carry lowest credit risk
IVR AA	Instruments with this rating are considered to have high degree of safety regarding timely servicing of financial obligations. Such instruments carry very low credit risk
IVR A	Instruments with this rating are considered to have adequate degree of safety regarding timely servicing of financial obligations. Such instruments carry low credit risk
IVR BBB	Instruments with this rating are considered to have moderate degree of safety regarding timely servicing of financial obligations. Such instruments carry moderate credit risk
IVR BB	Instruments with this rating are considered to have moderate risk of default regarding timely servicing of financial obligations
IVR B	Instruments with this rating are considered to have high risk of default regarding timely servicing of financial obligations
IVR C	Instruments with this rating are considered to have very high risk of default regarding timely servicing of financial obligations
IVR D	Instruments with this rating are in default or are expected to be in default soon

INFOMERICS may apply '+' (plus) or '-' (minus) signs for ratings assigned 'IVR AA' to 'IVR C' to indicate their relative standing within the category.

INFOMERICS may assign rating outlooks for ratings from IVR 'AAA' to IVR 'C'.