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GREAT TERRAIN INVESTMENT LTD

Registered Office: C/o Warburg Pincus Asia Ltd, 8th Floor, Newton Tower, Sir William Newton Street, Port Louis, Mauritius

Dated: October 6, 2020

BSE Limited

Corporate Relationship Department
Phiroze Jeejeebhoy Towers,
Dalal Street, Fort,
Mumbai – 400 001

Computer Age Management Services Limited

New No 10, Old No. 178, M.G.R Salai,
Nungambakkam, Chennai 600 034,
Tamil Nadu, India

National Stock Exchange of India Limited

Exchange Plaza, 5th Floor, Plot No. C/1
G Block, Bandra Kurla Complex,
Bandra (East)
Mumbai – 400 051

**Sub: Disclosure under Regulation 31(1) of the Securities and Exchange Board of India
(Substantial Acquisition of Shares and Takeovers) Regulations, 2011**

Dear Sir / Madam,

Please find enclosed our disclosure under Regulation 31(1) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.

We request you to take this on record and acknowledge receipt of the same.

Thanking you,

Yours faithfully,

For and on behalf of **Great Terrain Investment Ltd**



Authorized Signatory

Name: Sharmila Baichoo

Annexure I - Disclosure by the Promoter(s) to the stock exchanges and to the Target Company for release of encumbrance, in terms of Regulation 31(1) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

Name of the Target Company(TC)		Computer Age Management Services Limited	
Names of the stock exchanges where the shares of the target company are listed		BSE Limited	
Date of reporting		October 6, 2020	
Name of the promoter or PAC on whose shares encumbrance has been created/ ~~released~~ / ~~invoked~~		Great Terrain Investment Ltd (“GTIL”) (the promoter of the TC) is a wholly owned subsidiary of Harmony River Investment Ltd (“HRIL”). HRIL created a pledge on its entire shareholding in GTIL in favour of Deutsche Bank AG, Singapore Branch (acting as security agent of Nomura Singapore Limited and Deutsche Bank AG, Singapore Branch, being the lenders under the facility agreement dated January 11, 2018 entered into with GTIL and HRIL, amongst others, as amended and/or restated from time to time) pursuant to a deed of fixed and floating charge dated January 11, 2018 and supplemental fixed charges dated September 7, 2018, September 17, 2018, December 19, 2018 and April 15, 2019 in relation to certain offshore facilities availed by GTIL. This pledge, read with the terms of the above-mentioned financing documentation, is an encumbrance in favour of the security agent/lenders under Regulation 28(3) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.	
Details of creation of encumbrance:			
Name of the promoter (s) or PACs with him *	Promoter holding in the target company (1)	Promoter holding already encumbered (2)	Details of events pertaining to encumbrance (3)
			Post event holding of encumbered shares {creation [(2)+(3)] / release [(2)-(3)] / invocation [(1)-(3)]}

	Number	% of total share capital (b)	Number	% of total share capital (b)	Type of event (creation / release / invocation)	Date of creation / release / invocation of encumbrance	Type of encumbrance (pledge / lien / non disposal undertaking / others)	Reasons for encumbrance**	Number	% of share capital (b)	Name of entity in whose favour shares are encumbered***	Number	% of total share capital (b)
Great Terrain Investment Ltd	15115600	30.98	NIL	NIL	Creation	January 11, 2018, September 7, 2018 September 17, 2018 December 19, 2018 April 15, 2019 ¹	Refer Note (a) below	Refer Note (a) below	15115600	30.98	Deutsche Bank AG, Singapore Branch (acting as the security agent on behalf of Nomura Singapore Limited and Deutsche Bank AG, Singapore Branch)	15115600	30.98

¹ Target Company was listed on October 1, 2020.

Note:

- (a) HRIL created a pledge on its entire shareholding in GTIL in favour of Deutsche Bank AG, Singapore Branch (acting as security agent of Nomura Singapore Limited and Deutsche Bank AG, Singapore Branch, being the lenders under the facility agreement dated January 11, 2018 entered into with GTIL and HRIL, amongst others, as amended and/or restated from time to time) pursuant to a deed of fixed and floating charge dated January 11, 2018 and supplemental fixed charges dated September 7, 2018, September 17, 2018, December 19, 2018 and April 15, 2019 in relation to certain offshore facilities availed by GTIL. This pledge, read with the terms of the above-mentioned financing documentation, is an encumbrance in favour of the security agent/lenders under Regulation 28(3) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.
- (b) The percentage of total share capital / voting share capital is based on the total number of outstanding shares and voting rights of the Target Company as on October 1, 2020.

S. Baichoo

Signature of Authorized Signatory

Name: Sharmila Baichoo

Place: Mauritius

Date: October 6, 2020

- (*) The names of all the promoters, their shareholding in the target company and their pledged shareholding as on the reporting date should appear in the table irrespective of whether they are reporting on the date of event or not.
- (**) For example, for the purpose of collateral for loans taken by the company, personal borrowing, third party pledge, etc.
- (***) This would include name of both the lender and the trustee who may hold shares directly or on behalf of the lender.

Annexure - II

Format for disclosure of reasons for encumbrance pursuant to SEBI Circular no. SEBI/HO/CFD/DCR1/CIR/P/2019/90 dated August 07, 2019

*(In addition to Annexure - I prescribed by way of circular dated August 05,
2015)*

Name of listed company	Computer Age Management Services Limited ("CAMS") Date of listing : October 1, 2020
Name of the recognised stock exchanges where the shares of the company are listed	BSE Limited
Name of the promoter(s) / PACs whose shares have been encumbered	Great Terrain Investment Ltd ("GTIL") (the promoter of CAMS) is a wholly owned subsidiary of Harmony River Investment Ltd ("HRIL"). HRIL created a pledge on its entire shareholding in GTIL, in favour of Deutsche Bank AG, Singapore Branch (acting as security agent of Nomura Singapore Limited and Deutsche Bank AG, Singapore Branch, being the lenders under the facility agreement dated January 11, 2018 entered into with GTIL and HRIL, amongst others, as amended and/ or restated from time to time) pursuant to a deed of fixed and floating charge dated January 11, 2018 and supplemental fixed charges dated September 7, 2018, September 17, 2018, December 19, 2018 and April 15, 2019 in relation to offshore facilities availed by GTIL. This pledge, read with the terms of the above-mentioned financing documentation, is an encumbrance in favour of the security agent/lenders under Regulation 28(3) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.
Total promoter shareholding in the listed company	The details of shareholding of GTIL in CAMS are as follows: No. of shares – 15115600 % of total share capital – 30.98%

Encumbered shares as a % of promoter shareholding	HRIL created a pledge on its entire shareholding in GTIL, in favour of Deutsche Bank AG, Singapore Branch (acting as security agent of Nomura Singapore Limited and Deutsche Bank AG, Singapore Branch, being the lenders under the facility agreement dated January 11, 2018 entered into with GTIL and HRIL, amongst others, as amended and/ or restated from time to time) pursuant to a deed of fixed and floating charge dated January 11, 2018 and supplemental fixed charges dated September 7, 2018, September 17, 2018, December 19, 2018 and April 15, 2019 in relation to offshore facilities availed by GTIL. This pledge, read with the terms of the above-mentioned financing documentation, is an encumbrance in favour of the security agent/lenders under Regulation 28(3) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011. As on date, GTIL holds 30.98% of the total share capital of CAMS (“Note”).
Whether encumbered share is 50% or more of promoter shareholding	Please refer to the Note set out above.
Whether encumbered share is 20% or more of total share capital	Please refer to the Note set out above.

Details of all the existing events/ agreements pertaining to encumbrance

	Encumbrance (Date of creation of encumbrance: January 11, September 7 and 17 and December 19, 2018 and April 15, 2019²)
Type of encumbrance (pledge, lien, negative lien, non-disposal undertaking etc. or any other covenant, transaction, condition or arrangement in the nature of encumbrance)	Please refer to the Note set out above.
No. and % of shares encumbered	Please refer to the Note set out above.

² CAMS was listed on October 1, 2020.

Specific details about the encumbrance	Name of the entity in whose favour shares encumbered (X)	Deutsche Bank AG, Singapore Branch (acting as security agent of Nomura Singapore Limited and Deutsche Bank AG, Singapore Branch)
	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
	Names of all other entities in the agreement	Listed company and its group companies (if any) 1. Harmony River Investment Ltd 2. Great Terrain Investment Ltd Other entities (if any) 1. Deutsche Bank AG, Singapore Branch 2. Nomura Singapore Limited 3. Nomura International (Hong Kong) Limited
	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 The encumbrance is in respect of US dollar term loan facilities availed by GTIL. If yes, 1. Name of the issuer NA 2. Details of the debt instrument: NA 3. Whether the debt instrument is listed on stock exchanges? NA 4. Credit Rating of the debt instrument NA 5. ISIN of the instrument NA

Security Cover / Asset Cover	Value of shares on the date of event / agreement (A)	INR 21,186,024,960 ³
	Amount involved (against which shares have been encumbered) (B)	USD 51,140,000 (INR 3,752,827,076 ⁴)
	Ratio of A / B	5.645
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)	Utilized for financing the acquisition of equity shares in CAMS by GTIL. Not utilized for the benefit of CAMS.



Signature of Authorized Signatory

Name: Sharmila Baichoo

Place: Mauritius

Date: October 6, 2020

³ For the purpose of this disclosure, value has been arrived at by multiplying the number of shares by the closing price as on October 1, 2020.

⁴ For the purpose of this disclosure, value has been arrived at by using the INR – USD exchange rate (i.e., 1 USD = INR 73.3834) as on October 1, 2020 as available on the website of Financial Benchmarks India Pvt. Ltd.