



GPT Sons Private Limited

Regd. Office : GPT Centre, JC-25, Sector-III, Salt Lake, Kolkata – 700 106, India CIN: U65990WB2010PTC151906
Tel: +91-33-4050-7000 Fax: +91-33-4050-7999 Email: info@gptgroup.co.in Visit us: www.gptgroup.co.in

Date: 03.09.2020

To,
National Stock Exchange of India Ltd.
Exchange Plaza
Plot No.C/1, 'G'Block,
BandraKurla Complex, Bandra (E),
Mumbai- 400 051

To,
**The Department of Corporate Services,
BSE Limited,**
PhirozeJeejeebhoy Towers,
Dalal Street
Mumbai - 400001

Dear Sir / Madam,

Sub: Disclosure under Regulation 31(1) and 31(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011:

Please find enclosed herewith the disclosure as required in terms of Regulation 31(1) & 31(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 in the prescribed format, in respect of creation of pledge of 3708465 equity shares of **GPT Infraprojects Limited**.

Further, pursuant to SEBI Circular no.SEBI/HO/CFD/DCR1/CIR/P/2019/90 dated 7th August, 2019, please also find reasons for pledge of shares in prescribed format.

This is for your information and records please.

Thanking you,

Yours faithfully,

For and on behalf of Promoter and Promoter Groups of GPT Infraprojects Limited.

For GPT Sons Private Limited

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Company Secretary

Encl: As above

CC to:
The Company Secretary
GPT Infraprojects Limited
GPT Centre, JC-25, Sector-III,
Salt Lake, Kolkata-700106

Format for disclosure by the Promoter(s) to the stock exchanges and to the Target Company for encumbrance of shares / invocation of encumbrance/ release of encumbrance, in terms of Regulation 31(1) and 31(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

ANNEXURE – 1

Name of the Target Company (TC)	GPT Infraprojects Limited
Names of the Stock Exchanges where the shares of the target company are listed	BSE Limited, National Stock Exchange of India Limited.
Date of reporting	03.09.2020
Name of the promoter or PAC on whose shares encumbrance has been created /released/invoked	GPT Sons Private Limited & Others

Details of the creation/invocation/release 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 [(2)-(3)]}	
						Type Of Event (creation / release / Invocation)	Date of creation/ Invocation	Type Of encumbrance (pledge/ lien/ non disposal undertaking/ others)	Reasons For Encumbrance	No. of Shares	% of total share capital	Name Of the entity in whose Favor Shares encumbered	No. of shares	% Of Total Share Capital
GPT Sons Private Limited	11314204	38.8991	NA	11125395	38.2500	Creation	03.09.2020	Pledge of additional shares as per agreement with lenders	Security for loan	188808	0.6491	Axis Trustee Services Limited (A Security Trustee, acting on behalf of lenders “SBI Consortium”)*	11314203	38.8991

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Shree Gopal Tania & Vinita Tania	1631624	5.6097	NA	NIL	NIL	Creation	03.09.2020	Pledge of additional shares as per agreement with lenders	Security for loan	1173219	4.0336	Axis Trustee Services Limited (A Security Trustee, acting on behalf of lenders "SBI Consortium")*	1173219	4.0336
Om Tania & Aruna Tania	749008	2.5751	NA	NIL	NIL	Creation	03.09.2020	Pledge of additional shares as per agreement with lenders	Security for loan	749008	2.5751	Axis Trustee Services Limited (A Security Trustee, acting on behalf of lenders "SBI Consortium")*	749008	2.5751
Vaibhav Tania & Radhika Tania	684752	2.3542	NA	NIL	NIL	Creation	03.09.2020	Pledge of additional shares as per agreement with lenders	Security for loan	538307	1.8507	Axis Trustee Services Limited (A Security Trustee, acting on behalf of lenders "SBI Consortium")*	538307	1.8507
Atul Tania & Kriti Tania	634912	2.1829	NA	NIL	NIL	Creation	03.09.2020	Pledge of additional shares as per agreement with lenders	Security for loan	634912	2.1829	Axis Trustee Services Limited (A Security Trustee, acting on behalf of lenders "SBI Consortium")*	634912	2.1829
Anurag Tania & Aruna Tania	601932	2.0695	NA	NIL	NIL	Creation	03.09.2020	Pledge of additional shares as per agreement with lenders	Security for loan	424211	1.4584	Axis Trustee Services Limited (A Security Trustee, acting on behalf of lenders "SBI Consortium")*	424211	1.4584

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Dwarika Prasad Tantia & Pramila Tantia	665100	2.2867	NA	NIL	NIL	-	-	-	-	-	-	-	-	-
Amrit Jyoti Tantia & Vinita Tantia	947680	3.2582	NA	NIL	NIL	-	-	-	-	-	-	-	-	-
Vinita Tantia & Shree Gopal Tantia	920648	3.1653	NA	NIL	NIL	-	-	-	-	-	-	-	-	-
Pramila Tantia & Dwarika Prasad Tantia	888624	3.0552	NA	NIL	NIL	-	-	-	-	-	-	-	-	-
Aruna Tantia & Om Tantia	792148	2.7235	NA	NIL	NIL	-	-	-	-	-	-	-	-	-
Mridul Tantia & Aruna Tantia	756864	2.6022	NA	NIL	NIL	-	-	-	-	-	-	-	-	-
Harshika Tantia	600000	2.0628	NA	NIL	NIL	-	-	-	-	-	-	-	-	-
Kriti Tantia & Atul Tantia	426564	1.4666	NA	NIL	NIL	-	-	-	-	-	-	-	-	-
Radhika Tantia & Vaibhav Tantia	200000	0.6876	NA	NIL	NIL	-	-	-	-	-	-	-	-	-

* **“SBI Consortium”** consists of 9 banks i.e. State Bank of India(Lead Bank), ICICI Bank Limited, Axis Bank Limited, IDBI Bank Limited, Standard Chartered Bank, Indian Bank(erstwhile Allahabad Bank),UCO Bank, Punjab National Bank(erstwhile United Bank of India) and Bank of India.

Signature of the Authorized Signatory:

For GPT Sons Private Limited

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Company Secretary

Place : Kolkata

Date :03-09-2020

Annexure - II
Format for disclosure of reasons for encumbrance
(In addition to Annexure - I prescribed by way of circular dated August 05, 2015)

Name of listed company	GPT Infraprojects Limited
Name of the recognised stock exchanges where the shares of the company are listed	BSE Limited (BSE) National Stock Exchange of India Limited (NSE)
Name of the promoter(s) / PACs whose shares have been encumbered	GPT SONS PRIVATE LIMITED & Others
Total promoter shareholding in the listed company	No. of shares – 21814060 % of total share capital –75.00 %
Encumbered shares as a % of promoter shareholding	No. of shares – 14833860 % of promoter shareholding –68.00 %
Whether encumbered share is 50% or more of promoter shareholding	YES
Whether encumbered share is 20% or more of total share capital	YES

Details of all the existing events/ agreements pertaining to encumbrance

		Encumbrance 1 (Date of creation of encumbrance:30.10.2018)	Encumbrance 2 (Date of creation of encumbrance:16.01.2020)	Encumbrance 3 (Date of creation of encumbrance:03.09.2020)
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 of additional shares as per agreement with lenders	Pledge of additional shares as per agreement with lenders
No. and % of shares encumbered		No. of shares: 11091256 % of total share capital: 38.1326	No. of shares: 34139 % of total share capital: 0.1174	No. of shares: 3708465 % of total share capital: 12.75
Specific details about the encumbrance	Name of the entity in whose favour shares encumbered (X)	Axis Trustee Services Limited (A Security Trustee , acting on behalf of SBI Consortium of GPT Infraprojects Limited*)	Axis Trustee Services Limited (A Security Trustee , acting on behalf of SBI Consortium of GPT Infraprojects Limited*)	Axis Trustee Services Limited (A Security Trustee , acting on behalf of SBI Consortium of GPT Infraprojects 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.	YES (scheduled commercial banks)	YES (scheduled commercial banks)	YES (scheduled commercial banks)
	Names of all other entities in the agreement	Listed company and its group companies (if any) – 1. GPT Infraprojects Limited Other entities (if any) – 1. NIL 2. NIL	Listed company and its group companies (if any) – 1. GPT Infraprojects Limited Other entities (if any) – 1. NIL 2. NIL	Listed company and its group companies (if any) – 1. GPT Infraprojects Limited Other entities (if any) – 1. NIL 2. NIL

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	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	NO	NO	NO
Security Cover / Asset Cover	Value of shares on the date of event / agreement (A)	Rs.64, 49,56,536/- based on closing market price of NSE @58.15.	Rs14,06,527/- based on closing market price of NSE @41.20.	Rs13,18,35,931/- based on closing market price of NSE @35.55.
	Amount involved (against which shares have been encumbered) (B)	Rs.554,21,00,000/-	Rs.554,21,00,000/-	Rs.554,21,00,000/-#
	Ratio of A / B	0.1164	0.0002	0.0238
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.	NO The amount was borrowed for meeting working capital requirements of the Listed Company.	NO The amount was borrowed for meeting working capital requirements of the Listed Company.	NO The amount was borrowed for meeting working capital requirements of the Listed Company.
	(c) Any other reason (please specify)	NA	NA	NA

* “SBI Consortium” consists of 9 banks i.e. State Bank of India(Lead Bank), ICICI Bank Limited, Axis Bank Limited, IDBI Bank Limited, Standard Chartered Bank, Indian Bank(erstwhile Allahabad Bank),UCO Bank, Punjab National Bank(erstwhile United Bank of India) and Bank of India.

As per agreement with lenders i.e.”SBI Consortium” additional 3708465 equity shares of GPT Infraprojects Limited are pledged to secure existing credit facilities of Rs. 554.21 Crores.

For GPT Sons Private Limited

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Company Secretary

Place: Kolkata

Date:03.09.2020