# G. R. A. Enterprises Pvt. Ltd.

K-20, Lajpat Nagar-II, New Delhi-110024, Phone: 011 29840905, Fax: 011 29840908
CIN No. : U70100DL2007PTC168866

**October 03, 2019**

To
Listing Department,
**BSE Limited,**
Floor 25, P J Towers,
Dalal Street,
Mumbai- 400 001
**Scrip Code: 530135**

Listing Department
**National Stock Exchange of India Ltd**
Exchange Plaza, C-1 Block G
Bandra Kurla Complex, Bandra (E)
Mumbai – 400 051
**Symbol: OPTIEMUS**

**Subject: Intimation in compliance of Regulation 31 of SEBI (Substantial Acquisition of Shares & Takeovers) Regulations, 2011 read with SEBI Circular No.: SEBI/HO/CFD/DCR1/CIR/P/2019/90 dated August 07, 2019**

Dear Sir/Madam,

In Compliance with Regulation 31(1) of SEBI (Substantial Acquisition of Shares & Takeovers) Regulations, 2011 read with SEBI Circular No.: SEBI/HO/CFD/DCR1/CIR/P/2019/90 dated August 07, 2019, please find enclosed herewith, the disclosure of reason of encumbrance of shares held by the undersigned promoter of the Target Company **"Optiemus Infracom Limited"**.

Kindly take the same on your records.

Thanking you,

Yours Faithfully,
**For G R A Enterprises Private Limited**

G. R. A. ENTERPRISES PVT. LTD. New Delhi

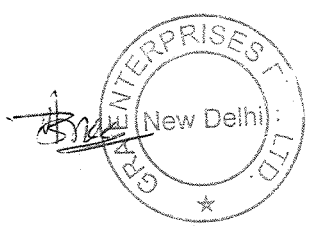
**Ashok Gupta**
**Director**
**DIN: 00277434**

- *Encl as above*

**Annexure – II**

## Disclosure of reasons for encumbrance

| Name of Listed Company | **OPTIEMUS INFRACOM LIMITED** |
|---|---|
| Names of the recognised stock exchanges where the shares of the company are listed | **BSE Limited**<br>**National Stock Exchange of India Ltd.** |
| Name of the promoter(s) / PACs whose shares have been encumbered | G R A Enterprises Private Limited |
| Total promoter shareholding in the listed company | No. of shares – 38738500<br>% of total share capital – 45.14% |
| Encumbered shares as a % of promoter shareholding | 33.93% |
| Whether encumbered share is 50% or more of promoter shareholding | No |
| Whether encumbered share is 20% or more of total share capital | Yes |



**Details of all the existing events/ agreements pertaining to encumbrance**

| | | Encumbrance 1 | Encumbrance 2 |
|---|---|---|---|
| | | (Date of creation of encumbrance: 22.12.2015) | (Date of creation of encumbrance: 25.06.2019) |
| 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 on shares | Pledge on shares |
| No. and % of shares encumbered | | No. of shares: 10000000<br>% of total share capital: 11.65% | No. of shares: 11820000<br>% of total share capital: 13.77% |
| Specific details about the encumbrance | Name of the entity in whose favour shares encumbered (X) | Indusind Bank Ltd. | Tata Capital Financial Services 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. | Scheduled Commercial Bank | Non-Banking Financial Company |
| | Names of all other entities in the agreement | 1. Optiemus Infracom Limited<br>2. Optiemus Electronics Limited<br>3. MPS Telecom Retail Private Limited<br>4. Teleecare Network India Private Limited | 1. Optiemus Infracom Limited<br>2. Teleecare Network India Private 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 | No | No |

<table>
<tr><td rowspan="3">Security Cover / Asset Cover</td><td>Value of shares on the date of event / agreement (A)</td><td>Rs. 74.95 Crore</td><td>Rs. 59.10 Crore</td></tr>
<tr><td>Amount involved (against which shares have been encumbered) (B)</td><td>Rs. 41.00 Crore</td><td>Rs. 39.40 Crore</td></tr>
<tr><td>Ratio of A / B</td><td>1.83:1</td><td>1.5:1</td></tr>
<tr><td>End use of money</td><td>Borrowed amount to be utilized for what purpose –<br><br>a) Personal use by promoters and PACs<br><br>b) For the benefit of listed company<br>Provide details including amount, purpose of raising money by listed company, schedule for utilization of amount, repayment schedule etc.<br><br>Any other reason (please specify)</td><td>Borrowed amount of Rs. 41 Crore used for the benefit of Listed Company 'Optiemus Infracom Limited' and its group companies.
<table>
<tr><th>S. No.</th><th>Name of Listed Entity / Group Company</th><th>Purpose</th><th>Schedule of Utilisation/Repayment Schedule</th></tr>
<tr><td>1.</td><td>Optiemus Infracom Limited</td><td rowspan="3">Working Capital</td><td rowspan="3">NA</td></tr>
<tr><td>2.</td><td>Optiemus Electronics Limited</td></tr>
<tr><td>3.</td><td>Teleecare Network India Private Limited</td></tr>
<tr><td>4.</td><td>MPS Telecom Retail Private Limited</td><td>Term Loan</td><td>Repayment instalments commenced from 31.07.2016 and will end on 31.12.2021</td></tr>
</table></td><td>Borrowed amount of Rs. 39.40 Crore used for the benefit of Listed Company 'Optiemus Infracom Limited' and its group companies.
<table>
<tr><th>S. No.</th><th>Name of Listed Entity / Group Company</th><th>Purpose</th><th>Schedule of Utilisation/Repayment Schedule</th></tr>
<tr><td>1.</td><td>Optiemus Infracom Limited</td><td rowspan="2">Working Capital</td><td rowspan="2">NA</td></tr>
<tr><td>2.</td><td>Teleecare Network India Private Limited</td></tr>
</table></td></tr>
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**Signature of the Promoter**
**For G R A Enterprises Private Limited**

**Ashok Gupta**
**Director**
**DIN: 00277434**

**Place: New Delhi**
**Date: 03.10.2019**