

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

To,
The Department of Corporate Services,
BSE Limited,
Phiroze Jeejeebhoy 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 34,139 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 GPT Sons Private Limited

Gopal Sandg

Company Secretary



Encl: As above

CC to:
The Company Secretary
GPT Infraprojects Limited
GPT Centre, JC-25, Sector-III,
Salt Lake, Kolkata-700098

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	17 th January, 2020
Name of the promoter or PAC on whose shares encumbrance has been created / released/ invoked	GPT SONS PRIVATE LIMITED

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)]}		
	No. of shares	% of total share capital	% w.r.t diluted share capital	No. of shares	% of total share capital	Type of event (creation / release / invocation)	Date of creation/ invocation release of encumbrance	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 Private Limited	11314204	38.8991	NA	11091256	38.1326	Creation	16.01.2020	Pledge of additional shares as per agreement with lenders	Security for loan	34139	0.1174	Axis Trustee Services Limited (A Security Trustee, acting on behalf of lenders "SBI Consortium")*	11125395	38.2500

For GPT Sons Pvt. Limited

Chopra Sandeep

Company Secretary

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
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 – 11125395 % of promoter shareholding – 51.00 %
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	Encumbrance 2
		(Date of creation of encumbrance:30.10.2018)	(Date of creation of encumbrance:16.01.2020)
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
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
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*)
	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)

For GPT Sons Pvt. Limited

Gopal Sanda

Company Secretary

	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
	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
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.
	Amount involved (against which shares have been encumbered) (B)	Rs.554,21,00,000/-	Rs.554,21,00,000/-#
	Ratio of A / B	0.1164	0.0002
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. (c) Any other reason (please specify)	NO The amount was borrowed for meeting working capital requirements of the Listed Company. NA	NO The amount was borrowed for meeting working capital requirements of the Listed Company. 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, Allahabad Bank, UCO Bank, United Bank of India and Bank of India.

As per agreement with lenders i.e."SBI Consortium" additional 34139 equity shares of GPT Infraprojects Limited are pledged to secure existing credit facilities of Rs. 554.21 Crores.

For GPT Sons Private Limited

Chopra Sandeep



Company Secretary

Place: Kolkata
Date: 17.01.2020