

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
The Board of Directors
Optiemus Infracom Limited,
K-20, Second Floor,
Lajpat Nagar Part – 2,
New Delhi-110 024

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



Ashok Gupta
Director
DIN: 00277434

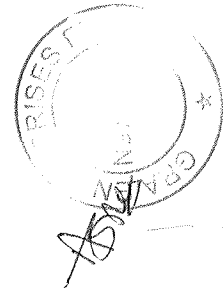


- Encl as above

Annexure - II

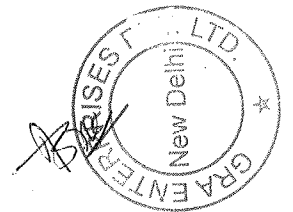
Disclosure of reasons for encumbrance

Name of Listed Company	OPTIEMUS INFRACOM LIMITED
Names of the recognised stock exchanges where the shares of the company are listed	BSE Limited 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 % 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



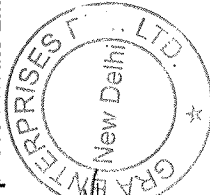
Details of all the existing events/ agreements pertaining to encumbrance

		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 % of total share capital: 11.65%	No. of shares: 11820000 % 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 2. Optiemus Electronics Limited 3. MPS Telecom Retail Private Limited 4. Telecare Network India Private Limited	1. Optiemus Infracom Limited 2. Telecare Network India Private Limited
	Whether the encumbrance is relating to any debt instruments viz. debenture, commercial 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. 74.95 Crore	Rs. 59.10 Crore																															
	Amount involved (against which shares have been encumbered) (B)	Rs. 41.00 Crore	Rs. 39.40 Crore																															
	Ratio of A / B	1.83:1	1.5:1																															
End use of money	Borrowed amount to be utilized for what purpose –	Borrowed amount of Rs. 41 Crore used for the benefit of Listed Company 'Optimus Infracom Limited' and its group companies.																																
	<p>a) Personal use by promoters and PACs</p> <p>b) For the benefit of listed company</p> <p>Provide details including amount, purpose of raising money by listed company, schedule for utilization of amount, repayment schedule etc.</p> <p>Any other reason (please specify)</p>	<table border="1"> <thead> <tr> <th>S. No.</th> <th>Name of Listed Entity / Group Company</th> <th>Purpose</th> <th>Schedule of Utilisation/Repayment Schedule</th> </tr> </thead> <tbody> <tr> <td>1.</td> <td>Optimus Infracom Limited</td> <td>Working Capital</td> <td>NA</td> </tr> <tr> <td>2.</td> <td>Optimus Electronics Limited</td> <td></td> <td></td> </tr> <tr> <td>3.</td> <td>Telecare Network India Private Limited</td> <td></td> <td></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> </tbody> </table>	S. No.	Name of Listed Entity / Group Company	Purpose	Schedule of Utilisation/Repayment Schedule	1.	Optimus Infracom Limited	Working Capital	NA	2.	Optimus Electronics Limited			3.	Telecare Network India Private Limited			4.	MPS Telecom Retail Private Limited	Term Loan	Repayment instalments commenced from 31.07.2016 and will end on 31.12.2021	<table border="1"> <thead> <tr> <th>S. No.</th> <th>Name of Listed Entity / Group Company</th> <th>Purpose</th> <th>Schedule of Utilisation/Repayment Schedule</th> </tr> </thead> <tbody> <tr> <td>1.</td> <td>Optimus Infracom Limited</td> <td>Working Capital</td> <td>NA</td> </tr> <tr> <td>2.</td> <td>Telecare Network India Private Limited</td> <td></td> <td></td> </tr> </tbody> </table>	S. No.	Name of Listed Entity / Group Company	Purpose	Schedule of Utilisation/Repayment Schedule	1.	Optimus Infracom Limited	Working Capital	NA	2.	Telecare Network India Private Limited	
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Signature of the Promoter
For G R A Enterprises Private Limited



Ashok Gupta
Ashok Gupta
Director
DIN: 00277434

Place: New Delhi
Date: 03.10.2019