

CL/MUM/24-25/SEC/11357

November 08, 2024

BSE Limited Phiroze Jeejeebhoy Towers Dalal Street, Mumbai- 400001	National Stock Exchange of India Limited – Corporate Office Exchange Plaza, C-1, Block G, Bandra Kurla Complex, Bandra (East), Mumbai – 400051
Company Name	AFCONS INFRASTRUCTURE LIMITED
Pledgor Name	1. SHAPOORJI PALLONJI AND COMPANY PRIVATE LIMITED (Pledgor 1) 2. FLOREAT INVESTMENTS PRIVATE LIMITED (Pledgor 2) 3. RENAISSANCE COMMERCE PRIVATE LIMITED (Pledgor 3) 4. HERMES COMMERCE PRIVATE LIMITED (Pledgor 4)

Dear Sir/Madam,

Sub: Disclosure pursuant to Regulation 29 (1) of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 in relation to pledge of equity shares of AFCONS INFRASTRUCTURE LIMITED.

Pursuant to the disclosure required to be made under Regulation 29 (1) of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, please find attached the disclosure in respect of the encumbrance / pledge over the equity shares of “**AFCONS INFRASTRUCTURE LIMITED**” in favour of “**Catalyst Trusteeship Limited**” in the capacity of Security Trustee for the benefit of Lenders.

For Catalyst Trusteeship Ltd

For CATALYST TRUSTEESHIP LIMITED



Authorised Signatory

Authorised Signatory

Name: Saloni Murudkar

Designation: Manager

Date: November 08, 2024

CATALYST TRUSTEESHIP LIMITED

Registered Office : GDA House, Plot No. 85, Bhusari Colony (Right), Paud Road, Pune - 411 038 Tel : +91 (20) 6680 7200

Delhi Office : 910-911, 9th Floor, Kailash Building, 26 Kasturba Gandhi Marg, New Delhi - 110 001 Tel : +91 (11) 4302 9101/02

Corporate Office : 901, 9th Floor, Tower-B, Peninsula Business Park, Senapati Bapat Marg, Lower Parel (W), Mumbai - 400013

Tel : +91 (22) 4922 0555 Fax : +91 (22) 4922 0505

CIN No. U74999PN1997PLC110262 Email : dt@ctltrustee.com Website : www.catalysttrustee.com

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An ISO: 9001 Company

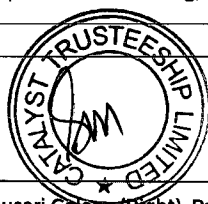


Part A
Annexure

Format for disclosures under Regulation 29(1) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

Part- A – Details of Acquisition

1. Name of the Target Company (TC)	Afcons Infrastructure Limited		
2. Name(s) of the acquirer and Persons Acting in Concert (PAC) with the acquirer	5. Pledge of Equity shares of Afcons Infrastructure Limited held by Shapoorji Pallonji and Company Private Limited (Pledgor 1) and Floreat Investments Private Limited (Pledgor 2), Renaissance Commerce Private Limited (Pledgor 3) and Hermes Commerce Private Limited (Pledgor 4), with Catalyst Trusteeship Ltd acting as Security Trustee on behalf of Lenders		
3. Whether the acquirer belongs to Promoter/Promoter group	No		
4. Name(s) of the Stock Exchange(s) where the shares of TC are Listed	BSE Limited, National Stock Exchange of India Limited		
5. Details of the acquisition as follows	Number	% w.r.t. total share/voting capital wherever applicable	% w.r.t. total diluted share/voting capital of the TC(*)
<u>Before the acquisition under consideration, holding of acquirer along with PACs of:</u>			
a) Shares carrying voting rights	-	-	-
b) Shares in nature of encumbrance (pledge/lien/non-disposal undertaking/others)	-	-	-
c) Voting rights (VR) otherwise than by shares	-	-	-
d) Warrants/convertible securities/ any other instrument that entitles the acquirer to receive shares carrying voting rights in the T C (specify holding in each category)	-	-	-
e) Total (a+b+c+d)	-	-	-
<u>Details of acquisition:</u>			
a) Shares carrying voting rights acquired/ sold	-	-	-
b) VRs acquired/sold otherwise than by shares	-	-	-
c) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) acquired/sold	-	-	-
d) *Shares in nature of encumbrance (pledge/lien/non-disposal undertaking/others)	* 8,01,94,003	* 21.80	* 21.80
e) Total (a+b+c+d)	8,01,94,003	21.80	21.80



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Tel : +91 (22) 4922 0555 **Fax :** +91 (22) 4922 0505
CIN No. U74999PN1997PLC110262 Email : dt@ctitrustee.com **Website :** www.catalysttrustee.com

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After the acquisition, holding of acquirer along with PACs of:			
a) Shares carrying voting rights	-	-	-
b) VRs otherwise than by shares	-	-	-
c) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) after acquisition.	-	-	-
d) Shares in nature of encumbrance (pledge/lien/non-disposal undertaking/others)	8,01,94,003	21.80	21.80
e) Total (a+b+c+d)	8,01,94,003	21.80	21.80
6. Mode of acquisition (e.g. open market / public issue / rights issue / preferential allotment / inter-se transfer/ encumbrance, etc.)	By way of pledge of equity shares		
7.Salient features of the securities acquired including time till redemption, ratio at which it can be converted into equity shares, etc.	-		
8. Date of acquisition of/ date of receipt of intimation of allotment of shares/ VR/ warrants/ convertible securities/ any other instrument that entitles the acquirer to receive shares in the TC	07-11-2024		
9.Equity share capital /total voting capital of the TC before the said acquisition	Rs. 367,78,46,310 /- comprising 36,77,84,631 equity shares of Rs. 10/- each.		
10. Equity share capital/ total voting capital of the TC after the said acquisition	Rs. 367,78,46,310 /- comprising 36,77,84,631 equity shares of Rs. 10/- each..		
11. Total diluted share/voting capital of the TC after the said acquisition.	Rs. 367,78,46,310 /- comprising 36,77,84,631 equity shares of Rs. 10/- each.		

Note:

The Equity Shares of Afcons Infrastructure Limited("Afcons") held by Shapoorji Pallonji and Company Private Limited ("Pledgor 1"), Floreat Investments Private Limited ("Pledgor 2"), Renaissance Commerce Private Limited (Pledgor 3) and Hermes Commerce Private Limited (Pledgor 4) had been pledged in favour of security Trustee (i.e. Catalyst Trusteeship Limited) for securing the term loan facility sanction by certain Lenders (namely HDFC Bank Limited , ICICI Bank Limited, Aditya Birla Finance Limited and Indus Ind Bank Limited) under the Syndicate Term Loan Agreement dated 30th March 2022 and Unattested Pledge Agreement dated 30th March 2022 executed with them.

Pursuant to the Initial Public Offering of the Securities of Afcons, prior to the filing of Red Herring Prospectus by Afcons, the Company vide its letter dated 24th September 2024 to the Lenders had requested for release of pledge on the Afcons Securities with the assurance for re-pledging in favour of the Lenders within 7 days of the listing of Afcons.



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Accordingly, pursuant to consent letters dated October 7, 2024 issued by IndusInd Bank Limited and ICICI Bank Limited, and the consent letters dated October 9, 2024 issued by Aditya Birla Finance Ltd, and HDFC Bank Limited 44,446,470 pledged Equity Shares of Afcons held by the Shapoorji Pallonji and Company Private Limited ("Pledgor 1") and 2,76,67,944 held by the Floreat Investments Private Limited ("Pledgor 2"), 40,24,619 held by the Renaissance Commerce Private Limited (Pledgor 3) and 40,54,970 held by Hermes Commerce Private Limited (Pledgor 4) , had been released by the Lenders pursuant to and subject to the terms and conditions set out in the aforesaid consent letters of the respective Lenders .

Pursuant to the listing of Afcons on 4th November 2024, the Company, as per the terms of the aforesaid consent letters of the above Lenders, is required to re-pledge the 44,446,470 pledged Equity Shares of Afcons held by the Shapoorji Pallonji and Company Private Limited ("Pledgor 1"), 2,76,67,944 held by the Floreat Investments Private Limited ("Pledgor 2"), 40,24,619 held by the Renaissance Commerce Private Limited (Pledgor 3) and 40,54,970 held by Hermes Commerce Private Limited (Pledgor 4) in favour of the Security Trustee for securing the term loan facility sanction by the aforesaid Lenders.

Signature of the acquirer:
For **Catalyst Trusteeship Limited**

For CATALYST TRUSTEESHIP LIMITED



Authorised Signatory

Authorised Signatory
Name: Saloni Murudkar
Designation: Manager

Place: Mumbai

Date: November 08, 2024