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## **GREAT TERRAIN INVESTMENT LTD**

*Registered Office: C/o Warburg Pincus Asia Ltd, 8<sup>th</sup> Floor, Newton Tower, Sir William Newton Street, Port Louis, Mauritius*

**Date: May 2, 2022**

**BSE Limited**

Corporate Relationship Department  
Phiroze Jeejeebhoy Towers,  
Dalal Street, Fort,  
Mumbai – 400 001

**National Stock Exchange of India Limited**

Exchange Plaza, 5th Floor, Plot No. C/1  
G Block, Bandra Kurla Complex,  
Bandra (East)  
Mumbai – 400 051

**Computer Age Management Services Limited**

New No 10, Old No. 178, M.G.R Salai,  
Nungambakkam, Chennai 600 034,  
Tamil Nadu, India

**Sub: Disclosure under Regulations 31(1) and 31(2) of the Securities and Exchange Board of India  
(Substantial Acquisition of Shares and Takeovers) Regulations, 2011**

Dear Sir / Madam,

Please find enclosed our disclosure under Regulations 31(1) and 31(2) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.

We request you to take this on record and acknowledge receipt of the same.

Thanking you,

Yours faithfully,

For and on behalf of **Great Terrain Investment Ltd**



**Authorized Signatory**

**Name:** Sharmila Baichoo

**Annexure I - 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 Regulations 31(1) and 31(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011**


Name of the Target Company (TC)	Computer Age Management Services Limited
Names of the stock exchanges where the shares of the target company are listed	BSE Limited and National Stock Exchange of India Limited
Date of reporting	May 2, 2022
Name of the promoter or PAC on whose shares encumbrance has been created/released/ <del>invoked</del>	<p>Great Terrain Investment Ltd ("<b>GTIL</b>") (the promoter of the TC) is a wholly owned subsidiary of Harmony River Investment Ltd ("<b>HRIL</b>").</p> <p>HRIL had created a pledge on its entire shareholding in GTIL in favour of Deutsche Bank AG, Singapore Branch (acting as security agent for certain lenders under the facility agreement dated January 11, 2018 entered into with GTIL and HRIL, amongst others, as amended and/or restated from time to time) pursuant to a deed of fixed and floating charge dated January 11, 2018 and supplemental fixed charges dated September 7, 2018, September 17, 2018, December 19, 2018 and April 15, 2019 in relation to certain offshore facilities availed by GTIL. This pledge has been released by the security agent on April 29, 2022.</p> <p>HRIL created a security interest on its entire shareholding in GTIL (which is effective from April 29, 2022) in favour of Deutsche Bank AG, Singapore Branch (acting as security agent of Barclays Bank PLC, being the lender under the facility agreement dated April 27, 2022 pursuant to a fixed and floating charge agreement dated April 29, 2022 entered into with GTIL and HRIL, among others) in relation to certain offshore facilities availed by GTIL from the lender. This security interest, read with the terms of the above-mentioned financing documentation, is an encumbrance in favour of the security agent/lender under Regulation 28(3) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.</p>
Details of creation 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 [(1)-(3)]}	
	Number	% of total share capital (b)	Number	% of total share capital (b)	Type of event (creation/ release / invocation)	Date of creation / release/ invocation of encumbrance	Type of encumbrance (pledge / lien / non disposal undertaking / others)	Reasons for encumbrance**	Number	% of share capital (b)	Name of entity in whose favour shares are encumbered***	Number	% of total share capital (b)
Great Terrain Investment Ltd	1,16,15,600	23.75	1,16,15,600	23.75	Release	April 29,2022	Refer Note (a) below	Refer Note (a) below	1,16,15,600	23.75	Deutsche Bank AG, Singapore Branch (acting as the security agent on behalf of certain lenders)	Nil	Nil

Great Terrain Investment Ltd	1,16,15,600	23.75	Nil	Nil	Creation	April 29,2022	Refer Note (b) below	Refer Note (b) below	1,16,15,600	23.75	Deutsche Bank AG, Singapore Branch (acting as the security agent on behalf of Barclays Bank PLC)	1,16,15,600	23.75
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**Note:**

- (a) *HRIL created a pledge on its entire shareholding in GTIL in favour of Deutsche Bank AG, Singapore Branch (acting as security agent for certain lenders under the facility agreement dated January 11, 2018 entered into with GTIL and HRIL, amongst others, as amended and/or restated from time to time) pursuant to a deed of fixed and floating charge dated January 11, 2018 and supplemental fixed charges dated September 7, 2018, September 17, 2018, December 19, 2018 and April 15, 2019 in relation to certain offshore facilities availed by GTIL. This pledge has been released by the security agent on April 29, 2022.*
- (b) *HRIL created a security interest on its entire shareholding in GTIL (which is effective from April 29, 2022) in favour of Deutsche Bank AG, Singapore Branch (acting as security agent of Barclays Bank PLC, being the lender under the facility agreement dated April 27, 2022 entered into with GTIL and HRIL, amongst others) pursuant to a fixed and floating charge agreement dated April 29, 2022 in relation to certain offshore facilities availed by GTIL from the lender. This security interest, read with the terms of the above-mentioned financing documentation, is an encumbrance in favour of the security agent/lender under Regulation 28(3) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.*
- (c) *The percentage of total share capital / voting share capital is based on the total number of outstanding shares and voting rights of the Target Company as on the quarter ended March, 2022.*



**Signature of Authorized Signatory**

**Name:** Sharmila Baichoo

**Place:** Mauritius

**Date:** May 2, 2022

(\*) The names of all the promoters, their shareholding in the target company and their pledged shareholding as on the reporting date should appear in the table irrespective of whether they are reporting on the date of event or not.

(\*\*) For example, for the purpose of collateral for loans taken by the company, personal borrowing, third party pledge, etc.

(\*\*\*) This would include name of both the lender and the trustee who may hold shares directly or on behalf of the lender.

**Annexure - II**

**Format for disclosure of reasons for encumbrance pursuant to SEBI  
Circular no. SEBI/HO/CFD/DCR1/CIR/P/2019/90 dated August 07, 2019**

*(In addition to Annexure - I prescribed by way of circular dated August 05,  
2015)*

Name of listed company	Computer Age Management Services Limited ("CAMS")
Name of the recognised stock exchanges where the shares of the company are listed	BSE Limited and National Stock Exchange of India Limited
Name of the promoter(s) / PACs whose shares have been encumbered	Great Terrain Investment Ltd ("GTIL") (the promoter of the TC) is a wholly owned subsidiary of Harmony River Investment Ltd ("HRIL").  HRIL created a security interest on its entire shareholding in GTIL (which is effective from April 29, 2022) in favour of Deutsche Bank AG, Singapore Branch (acting as security agent of Barclays Bank PLC, being the lender under the facility agreement dated April 27, 2022 pursuant to a fixed and floating charge agreement dated April 29, 2022 entered into with GTIL and HRIL, among others) in relation to certain offshore facilities availed by GTIL from the lender. This security interest, read with the terms of the above-mentioned financing documentation, is an encumbrance in favour of the security agent/lender under Regulation 28(3) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.
Total promoter shareholding in the listed company	The details of shareholding of GTIL in CAMS are as follows: No. of shares – 1,16,15,600 % of total share capital – 23.75%
Encumbered shares as a % of promoter shareholding	HRIL created a security interest on its entire shareholding in GTIL (which is effective from April 29, 2022) in favour of Deutsche Bank AG, Singapore Branch (acting as security agent of Barclays Bank PLC, being the lender under the facility agreement dated April 27, 2022 pursuant to a fixed and floating charge agreement dated April 29, 2022 entered into with GTIL and HRIL, among others) in relation to certain offshore facilities availed by GTIL from the lender. This security interest, read with the terms of the above-mentioned financing documentation, is an encumbrance in favour of the security agent/lender under Regulation 28(3) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011. As on date, GTIL holds 23.75% of the total share capital of CAMS ("Note").

Whether encumbered share is 50% or more of promoter shareholding	Please refer to the Note set out above.
Whether encumbered share is 20% or more of total share capital	Please refer to the Note set out above.

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

		<b>Encumbrance (Date of creation of encumbrance: April 29, 2022)</b>
Type of encumbrance (pledge, lien, negative lien, non-disposal undertaking etc. or any other covenant, transaction, condition or arrangement in the nature of encumbrance)		Please refer to the Note set out above.
No. and % of shares encumbered		Please refer to the Note set out above.
Specific details about the encumbrance	Name of the entity in whose favour shares encumbered (X)	Deutsche Bank AG, Singapore Branch (acting as security agent for Barclays Bank PLC)
	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/ NO  Deutsche Bank AG, Singapore Branch is in the business of banking
	Names of all other entities in the agreement	Listed company and its group companies (if any)  1. Harmony River Investment Ltd 2. Great Terrain Investment Ltd  Other entities (if any) 1. Deutsche Bank AG, Singapore Branch 2. Barclays Bank PLC

	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	<p><del>YES</del>/NO</p> <p>The encumbrance is in respect of US dollar term loan facilities availed by GTIL.</p> <p>If yes,</p> <ol style="list-style-type: none"> <li>Name of the issuer <b>NA</b></li> <li>Details of the debt instrument: <b>NA</b></li> <li>Whether the debt instrument is listed on stock exchanges? <b>NA</b></li> <li>Credit Rating of the debt instrument <b>NA</b></li> <li>ISIN of the instrument <b>NA</b></li> </ol>
Security Cover / Asset Cover	Value of shares on the date of event / agreement (A)	INR 28,743,963,760 <sup>1</sup>
	Amount involved (against which shares have been encumbered) (B)	USD 95,000,000 (INR 7,260,299,000 <sup>2</sup> )
	Ratio of A / B	3.959
End use of money	<p>Borrowed amount to be utilized for what purpose –</p> <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>(a) Any other reason (please specify)</p>	The borrowed amount will be utilized for, <i>inter alia</i> , repayment of the existing facility obtained by GTIL.

<sup>1</sup> For the purpose of this disclosure, value has been arrived at by multiplying the number of shares by the closing price as on April 29, 2022.

<sup>2</sup> For the purpose of this disclosure, value has been arrived at by using the INR – USD exchange rate (i.e., 1 USD = INR 76.4242) as on April 29, 2022 as available on the website of Financial Benchmarks India Pvt. Ltd.



S. Baichoo .

**Signature of Authorized Signatory**

**Name:** Sharmila Baichoo

**Place:** Mauritius

**Date:** May 2, 2022