



Date: 10th November 2020

✓ BSE Limited Phiroze Jeejeebhoy Towers Dalal Street, Mumbai- 400001	National Stock Exchange of India Limited – Corporate Office National Stock Exchange of India Ltd., Exchange Plaza, C-1, Block G, Bandra Kurla Complex, Bandra (E), Mumbai – 400 051	J.B. Chemicals & Pharmaceuticals Limited B Wing, Neelam Centre, 4th Floor, Hind Cycle Road, Worli, Mumbai – 400030.
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Dear Sir/Madam,

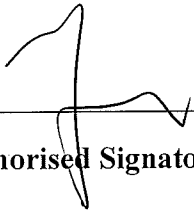
Sub: Disclosure pursuant to Regulation 29 (2) of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 in relation to J.B. Chemicals & Pharmaceuticals Limited

Pursuant to the disclosure required to be made under Regulation 29 (2) of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, please find attached the disclosure in respect of the encumbrance over equity shares of J.B. Chemicals & Pharmaceuticals Limited, in favour of BNP Paribas, acting through its Hong Kong branch, in the capacity of security agent for the benefit of lenders.

For BNP Paribas

 Brenda Loong

Authorised Signatory

 Edith Wong

Authorised Signatory



Part A

Annexure

Format for disclosures under Regulation 29(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

1. Name of the Target Company (TC)	J.B. Chemicals & Pharmaceuticals Limited		
2. Name(s) of the acquirer and Persons Acting in Concert (PAC) with the acquirer	BNP Paribas, acting through its Hong Kong branch, in the capacity of security agent on behalf of lenders. See note 1 below.		
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:</u>			
a) Shares carrying voting rights	-	-	-
b) Shares in nature of encumbrance (pledge/lien/non-disposal undertaking/others)	7,729,179	10%	10%
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)	7,729,179	10%	10%
<u>Details of acquisition/sale:</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 encumbered/invoked/released by the acquirer	34,003,153	44%	44%
e) Total (a+b+c+d)	34,003,153	44%	44%
<u>After the acquisition/sale, holding of:</u>			
a) Shares carrying voting rights	-	-	-



b) Shares encumbered with the acquirer	41,732,332	54%	54%
c) VRs otherwise than by shares	-	-	-
d) 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.	-	-	-
e) Total (a+b+c+d)	41,732,332	54%	54%
6. Mode of acquisition/sale (e.g. open market / off-market/ public issue / rights issue / preferential allotment / inter-se transfer/etc.)	See note 1 below	See note 1 below	See note 1 below
8. Date of acquisition/sale of shares/VR or date of receipt of intimation of allotment of shares, whichever is applicable	9 November 2020	9 November 2020	9 November 2020
9. Equity share capital /total voting capital of the TC before the said acquisition/ sale	77,282,097 equity shares of the TC (as per the shareholding pattern as on 30 September 2020 as publicly disclosed by the TC)	77,282,097 equity shares of the TC (as per the shareholding pattern as on 30 September 2020 as publicly disclosed by the TC)	77,282,097 equity shares of the TC (as per the shareholding pattern as on 30 September 2020 as publicly disclosed by the TC)
10. Equity share capital/ total voting capital of the TC after the said acquisition/ sale	77,282,097 equity shares of the TC (as per the shareholding pattern as on 30 September 2020 as publicly disclosed by the TC)	77,282,097 equity shares of the TC (as per the shareholding pattern as on 30 September 2020 as publicly disclosed by the TC)	77,282,097 equity shares of the TC (as per the shareholding pattern as on 30 September 2020 as publicly disclosed by the TC)
11. Total diluted share/voting capital of the TC after the said acquisition/sale.	77,282,097 equity shares of the TC (as per the shareholding pattern as on 30 September 2020 as publicly disclosed by the TC)	77,282,097 equity shares of the TC (as per the shareholding pattern as on 30 September 2020 as publicly disclosed by the TC)	77,282,097 equity shares of the TC (as per the shareholding pattern as on 30 September 2020 as publicly disclosed by the TC)

Note 1:

Tau Investment Holdings Pte. Ltd. (“**Tau Investment**”) (a promoter of the TC) has by way of covenants under the facilities agreement dated 7 August 2020 between, *inter alia*, Tau Investment as borrower and BNP Paribas, acting through its Hong Kong branch, as facility agent and security agent (the “**Facilities Agreement**”), for the benefit of certain overseas lenders outside India (“**Finance Parties**”)^{##}, agreed to be subject to certain restrictions/requirements with respect to disposal of 34,003,153 (44%) equity shares of the TC held by Tau Investment, including the



maintenance of certain financial ratios and restrictions on creating any security on its entire shareholding in the TC other than as permitted under the Facilities Agreement.

Tau Holdco Pte. Ltd. (“**Tau Holdco**”) has by way of covenants under the Facilities Agreement, for the benefit of the Finance Parties^{###}, agreed not to dispose of equity shares of Tau Investment held by Tau Holdco and to restrictions on creating any security on its entire shareholding in Tau Investment other than as permitted under the Facilities Agreement.

Tau Holdco has, by way of a deed of share charge dated 25 September 2020 (“**Share Charge**”) entered into between Tau Holdco as chargor and BNP Paribas, acting through its Hong Kong branch, as the security agent, created a pledge on its entire shareholding in Tau Investment in favour of BNP Paribas (being the security agent for the benefit of the Secured Parties^{^^}) under the Share Charge and agreed not to dispose of equity shares of Tau Investment held by Tau Holdco and to restrictions on creating any security on its entire shareholding in Tau Investment other than as permitted under the Facilities Agreement and Share Charge.

^{###} The list of Finance Parties under the Facility Agreement as on date is set out below:

- (i) BNP Paribas, acting through its Hong Kong branch (as the Facility Agent);
- (ii) BNP Paribas, acting through its Hong Kong branch (as the Lender);
- (iii) Goldman Sachs Lending Partners LLC (as the Lender);
- (iv) Crédit Agricole Corporate And Investment Bank, Singapore Branch (as the Lender);
- (v) Deutsche Bank AG, Singapore Branch (as the Lender);
- (vi) Sumitomo Mitsui Banking Corporation Singapore Branch (as the Lender);
- (vii) BNP Paribas (as the Arranger);
- (viii) Goldman Sachs (Asia) L.L.C. (as the Arranger);
- (ix) Crédit Agricole Corporate and Investment Bank (as the Arranger);
- (x) Deutsche Bank AG, Singapore Branch (as the Arranger);
- (xi) Sumitomo Mitsui Banking Corporation Singapore Branch (as the Arranger);
- (xii) BNP Paribas, acting through its Hong Kong branch (as the Security Agent);
- (xiii) Siemens Bank GmbH Singapore Branch (as the Lender);
- (xiv) Siemens Bank GmbH Singapore Branch (as the Arranger);
- (xv) Woori Bank, Hong Kong Branch (as the Lender);
- (xvi) Woori Bank, Singapore Branch (as the Lender);
- (xvii) Bank Sinopac Co., Ltd (as the Lender);
- (xviii) Sumitomo Mitsui Trust Bank, Limited, Singapore Branch (as the Lender);
- (xix) KGI Bank Co., Ltd. (as the Lender);
- (xx) Taiwan Shin Kong Commercial Bank Co., Ltd., Hong Kong Branch (as the Lender);
- (xxi) NEC Capital Solutions Limited (as the Lender);
- (xxii) Woori Bank, Hong Kong Branch (as the Arranger);
- (xxiii) Woori Bank, Singapore Branch (as the Arranger);
- (xxiv) Bank Sinopac Co., Ltd (as the Arranger);
- (xxv) Sumitomo Mitsui Trust Bank, Limited, Singapore Branch (as the Arranger);
- (xxvi) KGI Bank Co., Ltd. (as the Arranger);
- (xxvii) Taiwan Shin Kong Commercial Bank Co., Ltd., Hong Kong Branch (as the Arranger); and
- (xxviii) NEC Capital Solutions Limited (as the Arranger).

^{^^}The list of Secured Parties under the Share Charge as on date is the same as the list of Finance Parties under the Facilities Agreement as on date.



BNP PARIBAS

The bank
for a changing
world

Signature of the security agent:

For **BNP Paribas**

Brenda Loong

Authorized Signatory

Authorized Signatory

Edith Wong

Place: Hong Kong

Date: 10th November 2020