



1. Department of Corporate Services,
BSE Limited
Floor 25, P J Towers,
Dalal Street,
Mumbai - 400 001
2. National Stock Exchange of India Limited
Exchange Plaza,
Bandra Kurla Complex, Bandra (E),
Mumbai - 400 051
3. CC: Eureka Forbes Limited
B1/B2, 701, 7th Floor, Marathon Innova,
Off Ganpatrao Kadam Marg, Lower Parel (West), Mumbai, Maharashtra –
400013

9 May 2024

Sub: Disclosure under Regulation 29(1) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.

Dear Sir/Ma'am,

Enclosed is a disclosure by CSCGlobal Capital Markets (Singapore) Pte. Ltd. under Regulation 29 (1) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 (the "**Takeover Code**").

A facility agreement dated 1 May 2024 ("**Facility Agreement**") has been entered into between, *inter alia*, Lunolux Limited (*as borrower*) ("**Borrower**") and certain lenders (including their assigns, transferees, successors and novates from time to time, provided they are overseas banks or otherwise eligible to obtain the benefit of the pledge under applicable Reserve Bank of India guidelines and their agent/trustees) for the purpose of availing a facility ("**Facility**") by the Borrower. The Borrower holds 121,041,730 equity shares ("**Shares**"), constituting 62.56% of the issued and paid-up share capital of Eureka Forbes Limited (the "**Target Company**"). In connection with the Facility, (a) security interest has been created on all the shares of the Borrower by Lunolux Midco Limited ("**LML**"), being the parent company of the Borrower, in favor of CSCGlobal Capital Markets (Singapore) Pte. Ltd. (acting in the capacity of the security agent) ("**Security**").

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Agent) for the benefit of the lenders (including their assigns, transferees, successors and novates from time to time, provided they are overseas banks or otherwise eligible to obtain the benefit of the pledge under applicable Reserve Bank of India guidelines and their agent/trustees) pursuant to a deed of pledge and charge of shares dated 1 May 2024, effective from 7 May 2024; and (b) certain restrictions have been placed on the Borrower in relation to Shares held by it in the Target Company with effect from 7 May 2024.

This disclosure is being made by the Security Agent in relation to the creation of (i) indirect encumbrances by LML over the Shares of the Target Company held by the Borrower, of which LML is a parent company; and (ii) encumbrances (by way of restrictions on the Borrower pursuant to the Facility Agreement in relation to the Shares held by it in the Target Company) by the Borrower over the Shares of the Target Company.

In connection with the Facility, the Borrower has also created an encumbrance by way of pledge over 64,950,000 Shares ("**Pledged Shares**") constituting 33.57% of the issued and paid-up share capital of the Target Company through the depository system on 7 May 2024, in favour of Catalyst Trusteeship Limited for the benefit of the lenders (including their assigns, transferees, successors and novates from time to time, provided they are overseas banks or otherwise eligible to obtain the benefit of the pledge under applicable Reserve Bank of India guidelines and their agent/trustees). A separate disclosure is being filed by Catalyst Trusteeship Limited in relation to the foregoing. The same Shares are also being disclosed as being encumbered pursuant to this disclosure.

For and on behalf of
CSCGlobal Capital Markets (Singapore) Pte. Ltd.
(as security agent)

A blue ink signature of Annita Yeo Shiao Lian, consisting of stylized initials and a surname.

Annita Yeo Shiao Lian
Authorised Signatory

A blue ink signature of Lin Jian-Huei, written in a cursive style.

Lin Jian-Huei
Authorised Signatory



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

Part-A - Details of the Acquisition

Name of the Target Company (TC)	Eureka Forbes Limited		
Name(s) of the acquirer and Persons Acting in Concert (PAC) with the acquirer	CSCGlobal Capital Markets (Singapore) Pte. Ltd. acting in its capacity as the offshore security agent for Lenders (<i>defined below</i>) to Lunolux Limited under the Facility Agreement (<i>defined below</i>)		
Whether the acquirer belongs to Promoter/Promoter group	No		
Name(s) of the Stock Exchange(s) where the shares of TC are Listed	BSE Limited and National Stock Exchange of India Limited		
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 (**)
Before the acquisition under consideration, holding of acquirer along with PACs of:	NIL	NIL	NIL
(a) Shares carrying voting rights			
(b) Shares in the nature of encumbrance (pledge/ lien/ non-disposal undertaking/ others)	NIL	NIL	NIL
(c) Voting rights (VR) otherwise than by equity shares	NIL	NIL	NIL
(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)	NIL	NIL	NIL
(e) Total (a+b+c+d)	NIL	NIL	NIL
Details of acquisition	NIL	NIL	NIL
(a) Shares carrying voting rights acquired			

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(b)	VRs acquired otherwise than by equity shares	NIL	NIL	NIL
(c)	Warrants acquired by way of encumbrance [#]	NIL	NIL	NIL
(d)	Shares in the nature of encumbrance (pledge/lien/non-disposal undertaking/others)	121,041,730 ¹	62.56	62.56
(e)	Total (a+b+c+/-d)	121,041,730	62.56	62.56
After the acquisition, holding of acquirer along with PACs of:		NIL	NIL	NIL
(a)	Shares carrying voting rights			
(b)	VRs otherwise than by equity shares	NIL	NIL	NIL
(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 in the nature of encumbrance	NIL	NIL	NIL
(d)	Shares in the nature of encumbrance (pledge/lien/non-disposal undertaking/others)	121,041,730	62.56	62.56
(e)	Total (a+b+c+d)	121,041,730	62.56	62.56
Mode of acquisition (e.g. open market/public issue/rights issue/preferential allotment/inter se transfer/encumbrance, etc.)		Creation of encumbrance. Please see note 1 below.		
Salient features of the securities acquired including time till redemption, ratio at which it can be converted into equity shares, etc.		Not applicable		
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.		7 May 2024 (date of creation of encumbrance)		

¹ Please refer to Note 1



Equity share capital / total voting capital of the TC before the said acquisition	193,479,240 fully paid up equity shares of INR 10/- each as per the shareholding pattern published on the website of the BSE Ltd for the quarter ended March 31, 2024.
Equity share capital/ total voting capital of the TC after the said acquisition	193,479,240 fully paid up equity shares of INR 10/- each as per the shareholding pattern published on the website of the BSE Ltd for the quarter ended March 31, 2024.
Total diluted share/voting capital of the TC after the said acquisition	193,479,240 fully paid up equity shares of INR 10/- each as per the shareholding pattern published on the website of the BSE Ltd for the quarter ended March 31, 2024.

Note 1-

1. Lunolux Limited (the “**Borrower**”) holds (i) 121,041,730 equity shares (“**Shares**”), constituting 62.56% of the issued and paid-up share capital of Eureka Forbes Limited (the “**Target Company**”) and has entered into a facility agreement dated 1 May 2024, pursuant to which the Borrower has availed a loan facility (the “**Facility**”) from certain lenders (including their assigns, transferees, successors and novates from time to time, provided they are overseas banks or otherwise eligible to obtain the benefit of the pledge under applicable Reserve Bank of India guidelines and their agent/trustees) (“**Lenders**”), which as at the date of this disclosure include Barclays Bank PLC.
In connection with the Facility, Lunolux Midco Limited, the parent company of the Borrower (“**LML**”), has created security interest over all the shares of the Borrower in favour of CSCGlobal Capital Markets (Singapore) Pte. Ltd. (the “**Security Agent**”) acting as an offshore security agent for the Lenders, with effect from 7 May 2024. The Security Agent is holding the security interest over the shares that LML holds in the Borrower for the benefit of the Lenders.
2. Certain restrictions have also been placed on the Borrower in relation to Shares held by it in the Target Company with effect from 7 May 2024.
3. In terms of Regulation 29 (1) read with Regulation 29 (4) of the Takeover Code, encumbrance over shares shall be treated as an acquisition. Accordingly, this disclosure is being made in respect of the encumbrance created over the Shares of the Target Company in favour of the Security Agent for the benefit of the Lenders under the Facility as described above.
4. The Borrower has also created an encumbrance by way of pledge over the Pledged Shares, constituting 33.57% of the issued and paid-up share capital of the Target Company, in favour of Catalyst Trusteeship Limited (acting as onshore security agent) for the benefit of the Lenders, for which a separate disclosure is being filed by Catalyst Trusteeship Limited. The same Shares are also being disclosed as being encumbered pursuant to this disclosure.

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Part-B***

Name of the Target Company: Eureka Forbes Limited

Name(s) of the acquirer and Persons Acting in Concert (PAC) with the acquirer	Whether the acquirer belongs to Promoter/ Promoter group	PAN of the acquirer and/ or PACs
CSCGlobal Capital Markets (Singapore) Pte. Ltd. acting in its capacity as the security agent for lender(s) to Lunolux Limited	No	Not Applicable



For and on behalf of
CSCGlobal Capital Markets (Singapore) Pte. Ltd.
(as security agent)

A handwritten signature in blue ink, appearing to read 'Annita Yeo Shiao Lian'.

A handwritten signature in blue ink, appearing to read 'Lin Jian-Huei'.

Name: Annita Yeo Shiao Lian

Designation: Authorised Signatory

Place: Singapore

Date: 9 May 2024

Lin Jian-Huei

Authorised Signatory

Note:

- (*) Total share capital/ voting capital to be taken as per the latest filing done by the company to the Stock Exchange under Clause 35 of the listing Agreement and under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as per the shareholding pattern for the quarter ended 31 March 2024 as publicly disclosed by the Target Company.
- (**) Diluted share/voting capital means the total number of shares in the TC assuming full conversion of the outstanding convertible securities/warrants into equity shares of the TC.
- (***) Part-B shall be disclosed to the Stock Exchanges but shall not be disseminated.

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