

BCP Asia II HoldCo III Pte. Ltd.
77 Robinson Road #13-00, Robinson 77 068896 Singapore

Date: December 30, 2024

BSE Limited

25th Floor, Phiroze Jeejeebhoy Towers
Dalal Street, Fort
Mumbai – 400 001

National Stock Exchange India Limited

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

The Company Secretary

International Gemmological Institute (India) Limited

702, 7th Floor, The Capital
Bandra Kurla Complex
Bandra (E), Mumbai 400 051,
Maharashtra, India

Scrip Code: 544311

Sub: Disclosure under Regulation 31(1) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 (“Takeover Regulations”).

Dear Sirs and Madams,

Please note that in relation to the captioned matter, we are enclosing herewith disclosure pursuant to Regulation 31(1) of Takeover Regulations read with relevant circulars.

We wish to clarify that the enclosed intimation pertains to a pledge created by BCP Asia II HoldCo III Pte. Ltd. over the shares of BCP Asia II TopCo Pte. Ltd. (the promoter of the listed company, i.e. International Gemmological Institute (India) Limited (“**Listed Company**”)). We have not created any encumbrances over the shares of the Listed Company.

The Listed Company was listed on December 20, 2024

We request you to kindly take this on record.

Thanking you,

Yours faithfully

For and on behalf of **BCP Asia II TopCo Pte. Ltd.**

Melanie Mei Lan Ng

Authorised Signatory

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 Regulation 31(1) and 31(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

Name of the Target Company (TC)					International Gemmological Institute (India) Limited									
Names of the Stock Exchanges where the shares of the target company are listed					BSE Limited National Stock Exchange of India Limited									
Date of reporting					December 30, 2024									
Name of the promoter or PAC on whose shares encumbrance has been created/released/invoked					<p>BCP Asia II TopCo Pte. Ltd., (the “Promoter” of the TC) is a wholly owned subsidiary of BCP Asia II HoldCo III Pte. Ltd. (“Parent”).</p> <p>On September 7 2023, the Parent has created a pledge on 100% of its shareholding in the Promoter, in favour of DB International Trust (Singapore) Limited (being the security agent) (“Security Agent”), as a security in relation to a facility availed by the Parent. (the “Facility”).</p> <p>The TC was listed on December 20, 2024.</p> <p>It is clarified that the Promoter has not created any encumbrance on the shares of the TC. The equity shares of the TC are indirectly being encumbered by virtue of (i) the pledge of the entire shareholding in the Promoter by the Parent; and (ii) the Promoter holding 330,835,803 shares of the TC amounting to 76.55% of the total paid up share capital of the TC.</p>									
Details of the creation/invocation/release of encumbrance on shares of the TC:														
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 [(2)(3)]}		
	No. of shares	% of total share capital	% w.r.t diluted share		No. of shares	% of total share capital	Type of event (creation / release /	Date of creation/ invocation release of	Type of encumbrance (pledge/ lien/ non disposal	No. of shares	% of total share capital	Name of the entity in whose favor shares encumbrance(***)	No. of shares	% of total share capital

			capital (**)			invocation)	encumbrance	undertaking					
BCP Asia II TopCo Pte. Ltd	330,835,803	76.55%	76.55%	Nil Refer Note (a)	Nil Refer Note (a)	Creation Refer Note (a)	Creation Refer Note (a)	Refer Note (a) below	330,835,803 Refer Note (a)	76.55% Refer Note (a)	DB International Trust (Singapore) Limited Refer Note (a)	330,835,803	76.55%

Note:

(a) The Parent. has created a pledge on its entire shareholding in the Promoter. in favour of DB International Trust (Singapore) Limited (as security agent) on 7 September 2023, in relation to an offshore facility availed by the Parent. The Promoter has not created any encumbrance on the shares of the TC. The equity shares of the TC are indirectly being encumbered by virtue of (i) the pledge of the entire shareholding in the Promoter by the Parent; and (ii) the Promoter holding 330,835,803 shares of the TC amounting to 76.55% of the total paid up share capital of the TC.

(*) 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.

(**) Total share capital to be taken as per the latest filing done by the company to the Stock Exchange under Clause 35 of the listing Agreement. 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

(***) This includes name of both the lender and the trustee who may hold shares directly or on behalf of the lender, as applicable.

Signature of Authorised Signatory

Melanie Mei Lan Ng

Place: Singapore

Date: December 30, 2024

Annexure – II

(Ref: Securities and Exchange Board of India circular dated August 7, 2019 bearing reference no. SEBI/HO/CFD/DCRI/CIR/P/2019/90)

Disclosure of reasons for encumbrance

Name of listed company	International Gemmological Institute (India) Limited (“TC”)
Name of the recognised stock exchanges where the shares of the company are listed	BSE Limited National Stock Exchange of India Limited
Name of the promoter(s)/ PACs whose shares have been encumbered	BCP Asia II TopCo Pte. Ltd., (the Promoter of the TC) is a wholly owned subsidiary of BCP Asia II HoldCo III Pte. Ltd. (“Parent”). On September 7 2023, the Parent has created a pledge on 100% of its shareholding in the Promoter, in favour of DB International Trust (Singapore) Limited (being the security agent) (“Security Agent”), as a security in relation to a facility availed by the Parent. (the “Facility”). The TC was listed on December 20, 2024. The Promoter has not created any encumbrance on the shares of the TC. The equity shares of the TC are indirectly being encumbered by virtue of (i) the pledge of the entire shareholding in the Promoter by the Parent; and (ii) the Promoter holding 330,835,803 shares of the TC amounting to 76.55% of the total paid up share capital of the TC.
Total promoter shareholding in the listed company	The details of shareholding of Promoter in the TC is as follows: No. of shares – 330,835,803 % of total share capital – 76.55%
Encumbered shares as a % of promoter shareholding	BCP Asia II TopCo Pte. Ltd. (i.e. the promoter of the TC) has not encumbered any shares in the TC. Note: On September 7 2023, the Parent has created a pledge on 100% of its shareholding in the Promoter, in favour of the Security Agent as a security in relation to a facility availed by the Parent
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

		Encumbrance (Date of creation of encumbrance: September 7 2023)
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)	DB International Trust (Singapore) 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.	NO DB International Trust (Singapore) Limited is the Security Agent
	Names of all other entities in the agreement	BCP Asia II TopCo Pte Ltd. and BCP Asia II HoldCo III Pte. Ltd.
	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	NO The encumbrance is in respect of a U.S. Dollar term loan facility availed by BCP Asia II HoldCo III Pte. Ltd Please refer to the Note set out above. If yes, 1. Name of the issuer: N.A. 2. Details of the debt instrument: N.A. 3. Whether the debt instrument is listed on stock exchanges? N.A. 4. Credit Rating of the debt instrument: N.A. 5. ISIN of the instrument: N.A.
Security Cover/ Asset Cover	Value of shares on the date of event/ agreement (A)	No shares of the TC (as defined under the Takeover Regulations) have been encumbered.
	Amount involved (against which shares have been encumbered) (B)	No shares of the TC (as defined under the Takeover Regulations) have been encumbered. The shares of BCP Asia II TopCo Pte. Ltd. have been encumbered against a principal amount of loan aggregating US\$ 257,000,000 availed by BCP Asia II TopCo Pte. Ltd

	Ratio of A / B	Not Applicable. No shares of the TC (as defined under the Takeover Regulations) have been encumbered.
End use of money	Borrowed amount to be utilized for what purpose - (a) Personal use by promoters and PACs (b) For the benefit of listed company Provide details including amount, purpose of raising money by listed company, schedule for utilization of amount, repayment schedule etc. (c) Any other reason (please specify)	Utilized primarily for the acquisition of the listed Company in May 2023 Not utilized for the benefit of the listed Company.

Signature of Authorised Signatory

Melanie Mei Lan Ng

Place: Singapore

Date: December 30, 2024