

Annexure – II

(Ref: Securities and Exchange Board of India circular dated 07 August 2019 bearing reference no. SEBI/HO/CFD/DCR1/CIR/P/2019/90)

Format for disclosure of reasons for encumbrance

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

Name of listed company	Essel Propack Limited (“ Company ”)
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	<p>Epsilon Bidco Pte. Ltd. (the promoter of the Company) (“Epsilon Bidco”) is a wholly owned subsidiary of Epsilon PledgeCo Pte. Ltd. (“Epsilon PledgeCo”).</p> <p>On 16 August 2019, Epsilon PledgeCo has created a pledge and also issued a non-disposal undertaking on its entire shareholding in Epsilon Bidco, in favour of DB International Trust (Singapore) Limited (being the security agent) (“Security Agent”), as a security in relation to a facility availed by Epsilon Bidco.</p> <p>The disclosure in terms of Regulation 31 of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 (“Takeover Regulations”) in this regard was already made on 27 August 2019 and revised on 9 September 2019 (copies enclosed as “Annexure A”).</p>
Total promoter shareholding in the listed company	<p>The details of shareholding of Epsilon Bidco (i.e. the promoter of the Company) in the Company are as follows:</p> <p>No. of shares – 236,553,956 % of total share capital – 74.99%</p>
Encumbered shares as a % of promoter shareholding	<p>Epsilon Bidco (i.e. the promoter of the Company) has not encumbered any shares in the Company.</p> <p>Note: On 16 August 2019, Epsilon PledgeCo has created a pledge and also issued a non-disposal undertaking on its entire shareholding in Epsilon Bidco, in favour of the Security Agent as a security in relation to a facility availed by Epsilon Bidco.</p>

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 1 (Date of creation of encumbrance: <u>16 August 2019</u>)
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 (being the security agent)
	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 DB International Trust (Singapore) Limited is the Security Agent.
	Names of all other entities in the agreement	Listed company and its group companies (if any) – 1. Epsilon Bidco Pte. Ltd. 2. Epsilon PledgeCo Pte. Ltd. Other entities (if any) – 1. Barclays Bank PLC 2. Goldman Sachs (Asia) L.L.C. 3. Goldman Sachs International Bank 4. Investec Bank plc 5. Nomura International (Hong Kong) Limited 6. Nomura Singapore Limited

		<p>7. Standard Chartered Bank</p> <p>8. Standard Chartered Bank, acting through its Dubai International Finance Centre Branch (regulated by the Dubai Financial Services Authority)</p> <p>9. UBS AG, Hong Kong Branch</p> <p>10. UBS AG, Singapore Branch</p> <p>11. Deutsche Bank AG, Singapore Branch</p> <p>12. DB International Trust (Singapore) Limited</p>
	<p>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>	<p>YES/NO</p> <p>The encumbrance is in respect of a U.S. Dollar term loan facility availed by Epsilon Bidco.</p> <p>Please refer to the Note set out above.</p> <p>If yes,</p> <p>1. Name of the issuer:</p> <p>N.A.</p> <p>2. Details of the debt instrument:</p> <p>N.A.</p> <p>3. Whether the debt instrument is listed on stock exchanges?</p> <p>N.A.</p> <p>4. Credit Rating of the debt instrument:</p> <p>N.A.</p> <p>5. ISIN of the instrument:</p> <p>N.A.</p>
Security Cover/ Asset Cover	Value of shares on the date of event/ agreement (A)	<p>No shares (as defined under the Takeover Regulations) have been encumbered.</p> <p>Please refer to the Note set out above.</p>
	Amount involved (against which	No shares (as defined under the Takeover

	shares have been encumbered) (B)	Regulations) have been encumbered. Please refer to the Note set out above.
	Ratio of A / B	Not applicable
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>	Utilized primarily for financing the acquisition of the Company by Epsilon Bidco. Not utilized for the benefit of the Company.

Signature of Authorised Signatory:



Place: Singapore

Date: 3 October 2019

Annexure A

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)													Essel Propack 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													27 August 2019		
Name of the promoter or PAC on whose shares encumbrance has been created/released/invoked													Epsilon Bidco Pte. Ltd. (the promoter of the TC) is a wholly owned subsidiary of Epsilon PledgeCo Pte. Ltd. Epsilon PledgeCo Pte. Ltd. has created a pledge on its entire shareholding in Epsilon Bidco Pte. Ltd. in favour of DB International Trust (Singapore) Limited on 16 August 2019, in relation to an offshore facility availed by Epsilon Bidco Pte. Ltd.		
Details of the creation/invocation/release 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 [(2)-(3)]}			
	No. of shares	% of total share capital	% w.r.t diluted share capital (*)	No. of shares	% of total share capital	Type of event (creation / release / invocation)	Date of creation/ invocation / release of encumbrance	Type of encumbrance (pledge/ lien/ non disposal undertaken)	No. of shares	% of total share capital	Name of the entity in whose favor shares encumbered	No. of shares	% of total share capital		

								g/ others)			d		
Epsilon Bidco Pte. Ltd.	236,553,956	74.99%	74.99%	NIL	NIL	Creation	16-Aug-19	Refer Note (a) below	236,553,956	74.99%	DB International Trust (Singapore) Limited	236,553,956	74.99%

Note:

- (a) Epsilon PledgeCo Pte. Ltd. has created a pledge on its entire shareholding in Epsilon Bidco Pte. Ltd. in favour of DB International Trust (Singapore) Limited on 16 August 2019 in relation to an offshore facility availed by Epsilon Bidco Pte. Ltd.

Signature of the Authorized Signatory: 

Place: Singapore

Date: 27 August 2019

(**) 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.

EPSILON BIDCO PTE. LTD.
(Company Registration No. 201736984W)
(Incorporated in Singapore with limited liability)
77 Robinson Road, #13-00, Robinson 77, 068896, Singapore

Corporate Service Department
BSE Limited

9 September 2019

25th Floor, Phiroze Jeejeebhoy
Towers,

Dalal Street, Mumbai -400 001

corp.compliance@bseindia.com

Scrip: Equity 500135.

Copy to:

The Listing Department
**National Stock Exchange of
India Ltd**

Exchange Plaza, Plot no. C/1,
G Block,
BKC Bandra (E) Mumbai 400
051

cm1ist@nse.co.in

Trading Symbol:
ESSELPACK

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

Dear Sirs,

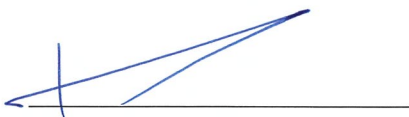
This is in relation to the disclosure dated 27 August 2019 made by Epsilon Bidco Pte. Ltd. under Regulation 31(1) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 (the “**Disclosure**”) in connection with Essel Propack Limited (“**Target Company**”).

In this regard, the compliance office of the Target Company has received an email from BSE to submit a revised disclosure in the format as provided at <http://www.bseindia.com/static/about/downloads.aspx?expandable=4>, and provide the reason for encumbrance as required under the format.

We are accordingly submitting the enclosed revised disclosure in the format as indicated above.

We request you to kindly take this on record.

For and on behalf of **EPSILON BIDCO PTE. LTD.**



Authorised Signatory

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)	Essel Propack 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	9 September 2019
Name of the promoter or PAC on whose shares encumbrance has been created/released/invoked	Epsilon Bidco Pte. Ltd. (the promoter of the TC) is a wholly owned subsidiary of Epsilon PledgeCo Pte. Ltd. Epsilon PledgeCo Pte. Ltd. has created a pledge on its entire shareholding in Epsilon Bidco Pte. Ltd. in favour of DB International Trust (Singapore) Limited on 16 August 2019, in relation to an offshore facility availed by Epsilon Bidco Pte. Ltd.

Details of the 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	Number	% of total share capital	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	Name of the entity in whose favor shares encumbered ***	Number	% of total share capital
Epsilon Bidco Pte. Ltd.	236,553,956	74.99%	NIL	NIL	Creation	16 August 2019	Refer Note (a) below	Refer Note (a) below	236,553,956	74.99%	DB International Trust (Singapore) Limited	236,553,956	74.99%

Note:

- (a) Epsilon PledgeCo Pte. Ltd. has created a pledge on its entire shareholding in Epsilon Bidco Pte. Ltd. in favour of DB International Trust (Singapore) Limited on 16 August 2019 in relation to an offshore facility availed by Epsilon Bidco Pte. Ltd., for financing the acquisition.

Signature of the Authorized Signatory

Place: Singapore

Date: 9 September 2019



*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.