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	J.B. Chemicals & Pharmaceuticals 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	(a) Tau Investment Holdings Pte. Ltd. ("Tau Investment"); and
	(b) Tau Holdco Pte. Ltd. ("Tau Holdco")*
	*Tau Holdco does not directly hold any equity shares in the TC. Tau Investment (a promoter of the TC) is the wholly owned subsidiary of Tau Holdco. Tau Holdco has: (a) by way of covenants under the Facilities Agreement (as defined below), 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 (b) pursuant to the Share Charge (as defined below), created a pledge on its entire shareholding in Tau Investment 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. To clarify, Tau Investment has not created any pledge on the equity shares of the TC.
Total promoter shareholding in the listed	The details of shareholding of the promoter in the
company	TC are as follows:
	No. of shares – 41,732,332 % of total share capital – 53.96%
Encumbered shares as a % of promoter shareholding	(a) Tau Investment (a promoter of the TC) has by way of covenants under the facilities agreement dated 20 December 2022 between, <i>inter alia</i> , 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 the Finance Parties##, agreed to be subject to certain restrictions/requirements with respect to disposal of 41,732,332 (53.96%) 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 ("Encumbrance 1");

- (b) 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* ("Encumbrance 2"); and
- (c) Tau Holdco has pursuant to the company share charge dated 20 December 2022 between, Tau Holdco as chargor and BNP Paribas, acting through its Hong Kong branch as security agent ("Share Charge"), for the benefit of the Secured Parties^{^^}, created a pledge on its entire shareholding in Tau Investment in favour of BNP Paribas, acting through its Hong Kong branch (being the security trustee 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 Share Charge* ("Encumbrance 3").

The disclosure in terms of Regulation 31 of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 in this regard was already made on 22 December 2022 (copy enclosed as "Annexure A").

*Tau Holdco does not directly hold any equity shares in the TC. Tau Investment (a promoter of the TC) is the wholly owned subsidiary of Tau Holdco. Tau Holdco has: (a) by way of covenants under the Facilities Agreement, 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 (b) pursuant to the Share Charge, created a pledge on its entire shareholding in Tau Investment 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. To clarify, Tau Investment has not created any pledge on the equity shares of the TC.
Whether encumbered share is 50% or more of promoter shareholding	YES/ NO
Whether encumbered share is 20% or more of total share capital	YES/ NO

Details of all the existing events/ agreements pertaining to encumbrance

	Encumbrance 1 (Date of creation of encumbrance: 20 December 2022	Encumbrance 2* (Date of creation of encumbrance: 20 December 2022	Encumbrance 3* (Date of creation of encumbrance: 22 December 2022
Type of encumbrance (pledge, lien, negative lien, non-disposal undertaking etc. or any other covenant, transaction, condition or arrangement in the nature of encumbrance)	Covenants in the nature of certain restrictions/ requirements with respect to disposal of 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.	Covenants in the nature of a non-disposal undertaking and restrictions on creating any security on Tau Holdco's entire shareholding in Tau Investment other than as permitted under the Facilities Agreement.	Pledge and covenants in the nature of a non-disposal undertaking and restrictions on creating any security on Tau Holdco's entire shareholding in Tau Investment other than as permitted under the Facilities Agreement and Share Charge.
No. and % of shares encumbered	No. of shares – 41,732,332 equity shares of the TC. % of total share capital – 53.96% of	Please refer to the note at * below.	Please refer to the note at * below.

Specific details about the encumbrance	Name of the entity in whose favour shares encumbered (X)	the total paid up equity share capital of the TC. Finance Parties##	Finance Parties##	Secured Parties^^
	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 Not applicable	YES/NO Not applicable	YES/NO Not applicable
	Names of all other entities in the agreement	Listed company and its group companies (if any) – The TC is not a party to the agreement. The following companies are party to the agreement: 1. Tau Investment Holdings Pte. Ltd. 2. Tau Holdco Pte. Ltd. Other entities (if any) – 1. BNP Paribas, acting through its Hong Kong branch, Crédit Agricole Corporate and Investment	Listed company and its group companies (if any) – The TC is not a party to the agreement. The following companies are party to the agreement: 1. Tau Investment Holdings Pte. Ltd. 2. Tau Holdco Pte. Ltd. Other entities (if any) – 1. BNP Paribas, acting through its Hong Kong branch, Crédit Agricole Corporate and Investment	Listed company and its group companies (if any) — The TC is not a party to the agreement. The following companies are party to the agreement: 1. Tau Holdco Pte. Ltd. Other entities (if any) — BNP Paribas, acting through its Hong Kong branch (as security agent).

Bank, Deutsche Bank, Deutsche Bank Bank AG. AG. Singapore Singapore Branch, Branch, Goldman Sachs Goldman Sachs (Asia) L.L.C., (Asia) L.L.C.. Nomura Nomura International International Kong) (Hong (Hong Kong) Limited, Limited, Siemens Bank Siemens Bank Gmbh Gmbh Singapore Singapore Branch and Branch and Sumitomo Sumitomo Mitsui Banking Mitsui Banking Corporation Corporation Singapore Singapore Branch Branch (as (as mandated lead mandated lead arrangers and arrangers and bookrunners) bookrunners) **BNP BNP** Paribas, 2. Paribas, 2. acting through acting through Singapore Singapore its its branch, Crédit branch, Crédit Agricole Agricole Corporate and Corporate and Investment Investment Bank. Bank. Singapore Singapore Branch. Branch. Deutsche Bank Deutsche Bank AG, Singapore AG, Singapore Branch, Branch, Goldman Sachs Goldman Sachs International International Bank, Nomura Bank, Nomura Singapore Singapore Limited, Limited. Siemens Bank Siemens Bank Gmbh Gmbh Singapore Singapore Branch Branch and and Sumitomo Sumitomo Mitsui Banking Mitsui Banking Corporation Corporation Singapore Singapore Branch Branch (as (as original original lenders) lenders) 3. BNP Paribas, 3. BNP Paribas, acting through acting through

	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	its Hong Kong branch (as facility agent) 4. BNP Paribas, acting through its Hong Kong branch (as security agent). YES/ NO If yes, 1. Name of the issuer: 2. Details of the debt instrument: 3. Whether the debt instrument is listed on stock exchanges? 4. Credit Rating of the debt	debt instrument: 8. Whether the debt instrument is listed on stock exchanges?	debt instrument: 13. Whether the debt instrument is listed on stock exchanges?
		5. ISIN of the instrument:	instrument: 10. ISIN of the instrument:	instrument: 15. ISIN of the instrument:
Security Cover/ Asset Cover	Value of shares on the date of event/ agreement (A)	The volume weighted average price as on 20 December 2022 (as available on www.nseindia.com) is Rs. 2,008.67 per equity share of the TC. Accordingly, the value of the equity shares of the TC on the date of creation of encumbrance (i.e., 20 December 2022) is Rs. 83,826,483,318.	Tau Holdco does not hold any shares in the TC*.	Tau Holdco does not hold any shares in the TC*.

	Amount involved (against which shares have been encumbered) (B)	US\$ 173,000,000 (US Dollars One Hundred Seventy-Three Million Only) (equivalent to Rs. 14,309,764,200 (Rupees One Thousand Four Hundred Thirty Crores Ninety Seven Lakhs Sixty Four Thousand and Two Hundred Only) @@	Tau Holdco does not hold any shares in the TC*.	Tau Holdco does not hold any shares in the TC*.		
	Ratio of A / B	5.86	Not Applicable	Not Applicable		
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. (a) Any other reason (please specify)	To finance the repayment and/or refinancing of all outstanding financial indebtedness under the facilities agreement dated 7 August 2020 (as amended on 7 March 2022 and as amended, restated, modified and/or supplemented from time to time) between, inter alia, Tau Investment as borrower and BNP Paribas, acting through its Hong Kong branch, as facility agent and security agent and payment of related interest, fees, costs and expenses.	To finance the repayment and/or refinancing of all outstanding financial indebtedness under the facilities agreement dated 7 August 2020 (as amended on 7 March 2022 and as amended, restated, modified and/or supplemented from time to time) between, inter alia, Tau Investment as borrower and BNP Paribas, acting through its Hong Kong branch, as facility agent and security agent and payment of related interest, fees, costs and expenses.	repayment and/or refinancing of all outstanding financial indebtedness under the facilities agreement dated 7 August 2020 (as amended on 7 March 2022 and as amended, restated, modified and/or supplemented from time to time) between, inter alia, Tau Investment as borrower and BNP Paribas, acting through its Hong Kong branch, as facility agent and payment of related		

^{*}Tau Holdco does not directly hold any equity shares in the TC. Tau Investment (a promoter of the TC) is the

wholly owned subsidiary of Tau Holdco. Tau Holdco has: (a) by way of covenants under the Facilities Agreement, 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 (b) pursuant to the Share Charge, created a pledge on its entire shareholding in Tau Investment 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. To clarify, Tau Investment has not created any pledge on the equity shares of the TC.

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 Facility Agent);
- (ii) BNP Paribas, acting through its Hong Kong branch (as Security Agent);
- (iii) BNP Paribas, acting through its Singapore branch (as Original Lender);
- (iv) Crédit Agricole Corporate and Investment Bank, Singapore Branch (as Original Lender);
- (v) Deutsche Bank AG, Singapore Branch (as Original Lender);
- (vi) Goldman Sachs International Bank (as Original Lender);
- (vii) Nomura Singapore Limited (as Original Lender);
- (viii) Siemens Bank GmbH Singapore Branch (as Original Lender);
- (ix) Sumitomo Mitsui Banking Corporation Singapore Branch (as Original Lender);
- (x) BNP Paribas, acting through its Hong Kong branch (as Mandated Lead Arranger and Bookrunner);
- (xi) Crédit Agricole Corporate And Investment Bank (as Mandated Lead Arranger and Bookrunner);
- (xii) Deutsche Bank AG, Singapore Branch (as Mandated Lead Arranger and Bookrunner);
- (xiii) Goldman Sachs (Asia) L.L.C. (as Mandated Lead Arranger and Bookrunner);
- (xiv) Nomura International (Hong Kong) Limited (as Mandated Lead Arranger and Bookrunner);
- (xv) Siemens Bank GmbH Singapore Branch (as Mandated Lead Arranger and Bookrunner); and
- (xvi) Sumitomo Mitsui Banking Corporation Singapore Branch (as Mandated Lead Arranger and Bookrunner).

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

[®] Since the loan has been availed in US\$, the same has been converted into INR for the purpose of convenience translation. The conversion has been done at the rate US\$ 1= INR 82.7154 as on 13 December 2022. (Source: www.fbil.org.in)

For and on behalf of Tau Investment Holdings Pte. Ltd.)		
)		
)		
)	DocuSigned by:	
)	kok Mal leroux	
	,	Authorised Signatory	
		Name: Kok Neal Leroux	
		Designation: Director	
		Date: 22 December 2022	
		Place: Singapore	

For and on behalf of Tau Holdco Pte. Ltd.	
)
	DocuSigned by:
	Eok Mal leroux
	65B62F7B346941C
	Authorised Signatory
	Name: Kok Neal Leroux
	Designation: Director
	Date: 22 December 2022
	Place: Singapore

ANNEXURE – 1

Format for 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 Takeove Regulations, 2011								
Name of the Target Company("TC")	J.B. Chemicals & Pharmaceuticals 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	22 December 2022							
Name of the promoter or PAC on whose shares encumbrance has been created/ released/invoked	(a) Tau Investment Holdings Pte. Ltd. ("Tau Investment"); and							
	(b) Tau Holdco Pte. Ltd. (" Tau Holdco ")*							
	*Tau Holdco does not directly hold any equity shares in the TC. Tau Investment (a promoter of the TC) is the wholly owned subsidiary of Tau Holdco. Tau Holdco has: (a) by way of covenants under the Facilities Agreement (as defined below), 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 (b) pursuant to the Share Charge (as defined below), created a pledge on its entire shareholding in Tau Investment 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. To clarify, Tau Investment has not created any pledge on the equity shares of the TC.							
Details of the creation of encumbrance:	(a) Tau Investment (a promoter of the TC) has by way of covenants under the facilities agreement dated 20 December 2022 between, <i>inter alia</i> , 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 the Finance Parties##, agreed to be subject to certain restrictions/requirements							

with respect to disposal of 41,732,332 (53.96%) 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;

- (b) 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*; and
- (c) Tau Holdco has pursuant to the company share charge dated 20 December 2022 between, Tau Holdco as chargor and BNP Paribas, acting through its Hong Kong branch as security agent ("Share Charge"), for the benefit of the Secured Parties^^, created a pledge on its entire shareholding in Tau Investment in favour of BNP Paribas, acting through its Hong Kong branch (being the security trustee 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*.

*Tau Holdco does not directly hold any equity shares in the TC. Tau Investment (a promoter of the TC) is the wholly owned subsidiary of Tau Holdco. Tau Holdco has: (a) by way of covenants under the Facilities Agreement, 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 (b) pursuant to the Share Charge, created a pledge on its entire shareholding in Tau Investment 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. To clarify, Tau Investment has not created any
pledge on the equity 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 events pertaining to encumbrance (3) Post events pertaining to encumbrance (3)			Details of events pertaining to encumbrance (3)		of red reation / (2)-(3)]
	Numb er	% of total share capita l	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								
Tau Investment Holdings Pte. Ltd.	41,73 2,332	53.96 %	Nil ^{\$\$}	0.00%\$	Creation	20 December 2022	Covenants in the nature of certain restrictions/ requirements with respect to disposal of equity shares of the TC held by Tau Investment, including the maintenance of certain financial ratios and restrictions	required to finance the repayment and/or refinancing of all outstanding financial indebtedness under the facilities agreement	41,732, 332	53.96 %	Finance Parties##	41,732, 332	53.96								

				any security on its entire shareholding in the TC other than as permitted under the Facilities Agreement.	restated, modified and/or supplemente d from time to time) between, inter alia, Tau Investment as borrower and BNP Paribas, acting through its Hong Kong branch as			

Tau Holdco does not directly hold any equity shares in the TC. Tau Investment (a promoter of the TC) is the wholly owned subsidiary of Tau Holdco. Tau Holdco has: (a) by way of covenants under the Facilities Agreement, 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 (b) pursuant to the Share Charge, created a pledge on its entire shareholding in Tau Investment 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. To clarify, Tau Investment has not created any pledge on the equity shares of the TC.

^{\$\$} There was encumbrance created in terms of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, in connection with a facilities agreement dated 7 August 2020 (as amended on 7 March 2022 and as amended, restated, modified and/or supplemented from time to time) between, inter

alia, Tau Investment as borrower and BNP Paribas, acting through its Hong Kong branch as facility agent and security agent ("August 2020 FA"), which encumbrance was released on 22 December 2022 on account of the loan availed under the August 2020 FA having been duly paid pursuant to a refinancing. The disclosure for such release of encumbrance under Regulation 31 of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 with respect to such release of encumbrance has already been made.

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 Facility Agent);
- (ii) BNP Paribas, acting through its Hong Kong branch (as Security Agent);
- (iii) BNP Paribas, acting through its Singapore branch (as Original Lender);
- (iv) Crédit Agricole Corporate and Investment Bank, Singapore Branch (as Original Lender);
- (v) Deutsche Bank AG, Singapore Branch (as Original Lender);
- (vi) Goldman Sachs International Bank (as Original Lender);
- (vii) Nomura Singapore Limited (as Original Lender);
- (viii) Siemens Bank Gmbh Singapore Branch (as Original Lender);
- (ix) Sumitomo Mitsui Banking Corporation Singapore Branch (as Original Lender);
- (x) BNP Paribas, acting through its Hong Kong branch (as Mandated Lead Arranger and Bookrunner);
- (xi) Crédit Agricole Corporate And Investment Bank (as Mandated Lead Arranger and Bookrunner);
- (xii) Deutsche Bank AG, Singapore Branch (as Mandated Lead Arranger and Bookrunner);
- (xiii) Goldman Sachs (Asia) L.L.C. (as Mandated Lead Arranger and Bookrunner);
- (xiv) Nomura International (Hong Kong) Limited (as Mandated Lead Arranger and Bookrunner);
- (xv) Siemens Bank GmbH Singapore Branch (as Mandated Lead Arranger and Bookrunner); and
- (xvi) Sumitomo Mitsui Banking Corporation Singapore Branch (as Mandated Lead Arranger and Bookrunner).

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

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

^{*}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.

For and on behalf of Tau Investment Holdings Pte. Ltd.)	
)	
)	
)	DocuSigned by:
)	kok Mal Leroux
)	65B62F7B346941C
		Authorised Signatory
		Name: Kok Neal Leroux
		Designation: Director
		Date: 22 December 2022
		Place: Singapore

For and on behalf of Tau Holdco Pte. Ltd.)	
)	
)	Daviding diam
)	DocuSigned by:
)	kok Mal Leroux
)	65B62F7B346941C
		Authorised Signatory
		Name: Kok Neal Leroux
		Designation: Director
		Date: 22 December 2022

Place: Singapore