

ANNEXURE – 1

<b><u>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 Takeovers) Regulations, 2011</u></b>	
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/ <del>released</del> / <del>invoked</del>	(a) Tau Investment Holdings Pte. Ltd. (“ <b>Tau Investment</b> ”); and  (b) Tau Holdco Pte. Ltd. (“ <b>Tau Holdco</b> ”)*  <i>*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.</i>
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 “ <b>Facilities Agreement</b> ”), for the benefit of the Finance Parties <sup>##</sup> , 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<sup>##</sup>, 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<sup>^^</sup>, 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<sup>^^</sup>) 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 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/ <del>release/ invocation</del> 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.	41,732,332	53.96 %	Nil <sup>\$\$</sup>	0.00% <sup>\$</sup>	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	Condition required 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	41,732,332	53.96 %	Finance Parties <sup>##</sup>	41,732,332	53.96 %

							on creating any security on its entire shareholding in the TC other than as permitted under the Facilities Agreement.	2022 and as amended, restated, modified and/or supplemented from time to time) between, <i>inter alia</i> , Tau Investment as borrower and BNP Paribas, acting through its Hong Kong branch as facility agent and security agent.					
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*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.*

*\*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.*

**For and on behalf of Tau Investment Holdings Pte. Ltd.**

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*Kok Neal Leroux*  
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**Authorised Signatory**

Name: Kok Neal Leroux

Designation: Director

Date: 22 December 2022

Place: Singapore

**For and on behalf of Tau Holdco Pte. Ltd.**

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*Kok Neal Leroux*  
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**Authorised Signatory**

Name: Kok Neal Leroux

Designation: Director

Date: 22 December 2022

Place: Singapore