



**BNP PARIBAS**

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Date : 22<sup>nd</sup> December 2022

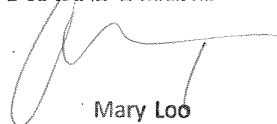
<b>BSE Limited</b> Phiroze Jeejeebhoy Towers Dalal Street, Mumbai- 400001	<b>National Stock Exchange of India Limited – Corporate Office</b> National Stock Exchange of India Ltd., Exchange Plaza, C-1, Block G, Bandra Kurla Complex, Bandra (E), Mumbai – 400 051	<b>J.B. Chemicals &amp; Pharmaceuticals Limited</b> B Wing, Neelam Centre, 4th Floor, Hind Cycle Road, Worli, Mumbai – 400030.
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Dear Sir/Madam,

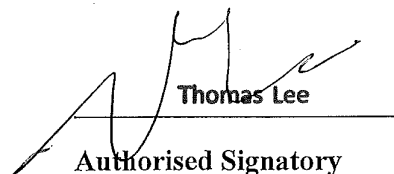
**Sub: Disclosure pursuant to Regulation 29 (2) of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 in relation to J.B. Chemicals & Pharmaceuticals Limited**

Pursuant to the disclosure required to be made under Regulation 29 (2) of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, please find attached the disclosure in respect of the encumbrance over equity shares of J.B. Chemicals & Pharmaceuticals Limited, in favour of BNP Paribas, acting through its Hong Kong branch, in the capacity of security agent for the benefit of lenders.

For **BNP Paribas**

  
Mary Loo

**Authorised Signatory**

  
Thomas Lee  
**Authorised Signatory**



**Format for disclosures under Regulation 29(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011**

Name of the Target Company (TC)	J.B. Chemicals & Pharmaceuticals Limited		
Name(s) of the acquirer and Persons Acting in Concert (PAC) with the acquirer	BNP Paribas, acting through its Hong Kong branch, in the capacity of security agent on behalf of Secured Parties <sup>^</sup> .  See note 1 below.		
Whether the acquirer belongs to Promoter/Promoter group	No		
Name(s) of the Stock Exchange(s) where the shares of TC are Listed	National Stock Exchange of India Limited BSE Limited		
Details of the acquisition / disposal as follows	Number	% w.r.t. total share/voting capital wherever applicable(*)	% w.r.t. total diluted share/voting capital of the TC (**)
<b>Before the acquisition under consideration, holding of :</b>			
(a) Shares carrying voting rights	NIL	NIL	NIL
(b) Shares in the nature of encumbrance (pledge/ lien/ non-disposal undertaking/ others)	41,732,332	53.96%	53.96%
(c) Voting rights (VR) otherwise than by shares	NIL	NIL	NIL
(d) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the T C (specify holding in each category)	NIL	NIL	NIL
(e) Total (a+b+c+d)	41,732,332	53.96%	53.96%
<b>Details of acquisition/sale</b>			
(a) Shares carrying voting rights acquired/sold	NIL	NIL	NIL
(b) VRs acquired /sold otherwise than by 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) acquired/sold	NIL	NIL	NIL
(d) Shares encumbered /invoked/released by the acquirer (See Note 1)	41,732,332	53.96%	53.96%
(e) Total (a+b+c+/-d)	41,732,332	53.96%	53.96%



<b>After the acquisition/sale, holding of:</b>			
(a) Shares carrying voting rights	NIL	NIL	NIL
(b) Shares encumbered with the acquirer	NIL	NIL	NIL
(c) VRs otherwise than by 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) after acquisition	NIL	NIL	NIL
Total (a+b+c+d)	NIL	NIL	NIL
Mode of acquisition / sale (e.g. open market / off-market / public issue / rights issue / preferential allotment / inter-se transfer etc).	Release of encumbrance See note 1 below.		
Date of acquisition / sale of shares / VR or date of receipt of intimation of allotment of shares, whichever is applicable.	22 December 2022		
Equity share capital / total voting capital of the TC before the said acquisition / sale.	No. of shares: 7,73,35,457 Amount: INR 2/-each		
Equity share capital/ total voting capital of the TC after the said acquisition / sale.	No. of shares: 7,73,35,457 Amount: INR 2/-each		
Total diluted share/voting capital of the TC after the said acquisition	No. of shares: 7,73,35,457 Amount: INR 2/-each		



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Note 1:

This encumbrance was pursuant to: (i) the facility agreement dated 7 August 2020 between *inter alia* Tau Investment Holdings Pte. Ltd. ("**Tau Investment**") (a promoter of TC), as the borrower and BNP Paribas, acting through its Hong Kong Branch, as facility agent and security agent for the benefit of Finance Parties<sup>##</sup> ("**Facility Agreement**") whereby Tau Investment agreed to be subject to certain restrictions/requirements with respect to disposal of 41,732,332 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; and (ii) a deed of share charge dated 25 September 2020 entered into between Tau Holdco Pte. Ltd. ("**Tau Holdco**") and BNP Paribas, acting through its Hong Kong Branch, as the security agent for the benefit of Secured Parties<sup>^^</sup> in relation to creation of pledge over the entire shareholding of Tau Holdco in Tau Investment (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. The disclosures have been made by BNP Paribas, Hong Kong Branch as the security agent.

Tau Investment has discharged all its obligations under the Facility Agreement, therefore the aforementioned encumbrance stands released.

<sup>##</sup> The list of Finance Parties under the Facility Agreement as on the date of release of encumbrance 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 Hong Kong branch (as the Lender)
- (iv) Credit Agricole Corporate and Investment Bank, Singapore Branch (as the Lender)
- (v) Deutsche Bank AG, Singapore Branch (as the Lender)
- (vi) Sumitomo Mitsui Banking Corporation Singapore Branch (as the Lender)
- (vii) Siemens Bank GmbH Singapore Branch (as the Lender)
- (viii) Woori Bank, Hong Kong Branch (as the Lender)
- (ix) Woori Bank, Singapore Branch (as the Lender)
- (x) Bank Sinopac Co., Ltd (as the Lender)
- (xi) Sumitomo Mitsui Trust Bank, Limited, Singapore Branch (as the Lender)
- (xii) KGI Bank Co., Ltd. (as the Lender)
- (xiii) Taiwan Shin Kong Commercial Bank Co., Ltd., Hong Kong Branch (as the Lender)
- (xiv) NEC Capital Solutions Limited (as the Lender)
- (xv) BNP Paribas (as the Arranger)
- (xvi) Goldman Sachs (Asia) L.L.C. (as the Arranger)
- (xvii) Credit Agricole Corporate and Investment Bank (as the Arranger)
- (xviii) Deutsche Bank AG, Singapore Branch (as the Arranger)
- (xix) Sumitomo Mitsui Banking Corporation, Singapore Branch (as the Arranger)
- (xx) Siemens Bank GmbH Singapore Branch (as the Arranger)
- (xxi) Woori Bank, Hong Kong Branch (as the Arranger)
- (xxii) Woori Bank, Singapore Branch (as the Arranger)
- (xxiii) Bank Sinopac Co., Ltd (as the Arranger)
- (xxiv) Sumitomo Mitsui Trust Bank, Limited, Singapore Branch (as the Arranger)
- (xxv) KGI Bank Co., Ltd. (as the Arranger)
- (xxvi) Taiwan Shin Kong Commercial Bank Co., Ltd., Hong Kong Branch (as the Arranger)
- (xxvii) NEC Capital Solutions Limited (as the Arranger).

<sup>^^</sup>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.

(\*) 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.



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(\*\*) 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.

**Signature of the acquirer / seller / Authorised Signatory**

Place:

Date: