

Singapore VII Topco III Pte. Ltd.

77 Robinson Road, #13-00, Robinson 77, 068896, Singapore

Date: June 24, 2021

Corporate Service Department
BSE Limited
25th Floor, Phiroze Jeejeebhoy Towers
Dalal Street, Mumbai – 400 001

Scrip Code: 543300

The Listing Department
National Stock Exchange of India Limited
Exchange Plaza, Plot no. C/1
G Block, Bandra Kurla Complex
Bandra (E), Mumbai – 400051

Symbol: SONACOMS

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.

It is proposed that the facility availed by us, will be repaid entirely on or about June 29, 2021.

We request you to kindly take this on record.

Thanking you,

Yours faithfully

For and on behalf of **Singapore VII Topco III Pte. Ltd.**



william Nicholson

Authorised Signatory

CC:

The Company Secretary and Compliance Officer
Sona BLW Precision Forgings Limited
Sona Enclave, Village Begumpur Khatola
Sector 35, Gurugram
Haryana – 122004, India

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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) | | | | | | Sona BLW Precision Forgings 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 | | | | | | June 24, 2021 | | | | | | | |
| Name of the promoter or PAC on whose shares encumbrance has been created/released/invoked | | | | | | <p>Singapore VII Topco III Pte. Ltd. (the Promoter of the TC) is a wholly owned subsidiary of BCP Topco I Pte. Ltd. ("PledgeCo").</p> <p>On March 28, 2018 and February 21, 2019, the PledgeCo has created two respective pledges on its entire shareholding in Singapore VII Topco III Pte. Ltd., in favour of DB International Trust (Singapore) Limited (being the security agent) ("Security Agent"), as a security in relation to a facility availed by Singapore VII Topco III Pte. Ltd. (the "Facility").</p> <p>The Target Company was listed on June 24, 2021.</p> <p>The Facility is proposed to be entirely repaid on or about June 29, 2021.</p> | | | | | | | |
| 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 undertaking) | No. of shares | % of total share capital | Name of the entity in whose favor shares encumbrance(***) | No. of shares | % of total share capital |
| Singapore VII Topco III Pte. Ltd. | 199,359,141 | 34.18% | 34.18% | Nil | Nil | Creation | March 28, 2018 and February 21, 2019 | Refer Note (a) below | N/A (Refer Note (a)) | N/A (Refer Note (a)) | DB International Trust (Singapore) Limited | Nil | Nil |

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| | | | | | | | | | | | | | | |
|--|--|--|--|--|--|--|--|--|--|--------|--------|--|--|--|
| | | | | | | | | | | below) | below) | | | |
|--|--|--|--|--|--|--|--|--|--|--------|--------|--|--|--|

Note:

(a) BCP Topco I Pte. Ltd. has created two pledges on its entire shareholding in Singapore VII Topco III Pte. Ltd. in favour of DB International Trust (Singapore) Limited on March 28, 2018 and February 21, 2019, respectively, in relation to an offshore facility availed by Singapore VII Topco III Pte. Ltd.

(*) 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.

Place: Singapore

Date: June 24, 2021

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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 | Sona BLW Precision Forgings 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>Singapore VII Topco III Pte. Ltd. (the Promoter of the TC) is a wholly owned subsidiary of BCP Topco I Pte. Ltd. (“PledgeCo”).</p> <p>On March 28, 2018 and February 21, 2019, the PledgeCo has created two respective pledges on its entire shareholding in Singapore VII Topco III Pte. Ltd., in favour of DB International Trust (Singapore) Limited (being the security agent) (“Security Agent”), as a security in relation to a facility availed by Singapore VII Topco III Pte. Ltd. (the “Facility”).</p> <p>The Company was listed on June 24, 2021.</p> <p>The Facility is proposed to be entirely repaid on or about June 29, 2021.</p> |
| Total promoter shareholding in the listed company | <p>The details of shareholding of Singapore VII Topco III Pte. Ltd. (i.e. the promoter of the Company) in the Company is as follows:</p> <p>No. of shares – 199,359,141 % of total share capital – 34.18%</p> |
| Encumbered shares as a % of promoter shareholding | <p>Singapore VII Topco III Pte. Ltd. (i.e. the promoter of the Company) has not encumbered any shares in the Company.</p> <p>Note: On March 28, 2018 and February 21, 2019, the PledgeCo has created two respective pledges on its entire shareholding in Singapore Topco, in favour of the Security Agent as a security in relation to a facility availed by Singapore VII Topco III Pte. Ltd.</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. |

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Details of all the existing events/ agreements pertaining to encumbrance

| | | Encumbrance (Date of creation of encumbrance: March 28, 2018 and February 21, 2019) |
|--|---|---|
| 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 | 1. BCP Topco I Pte. Ltd. 2. Singapore VII Topco III Pte. Ltd. Other entities: 1. DB International Trust (Singapore) Limited 2. Deutsche Bank AG, Singapore Branch 3. Investec Bank plc 4. Sumitomo Mitsui Trust Bank, Limited 5. Taipei Fubon Commercial Bank Co., Ltd. Singapore Branch |
| | 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 Singapore Topco 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: |

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| | | |
|-----------------------------|---|--|
| | | N.A. |
| Security Cover/ Asset Cover | Value of shares on the date of event/ agreement (A) | No shares (as defined under the Takeover Regulations) have been encumbered. Please refer to the Note set out above. |
| | Amount involved (against which shares have been encumbered) (B) | No shares (as defined under the Takeover Regulations) have been encumbered. Please refer to the Note set out above. |
| | Ratio of A / B | Not applicable |
| End use of money | Borrowed amount to be utilized for what purpose - | Utilized primarily for financing the acquisition of the Company by Singapore VII Topco III Pte. Ltd. |
| | (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) | Not utilized for the benefit of the Company. |

Signature of Authorised Signatory:



William Nicholson

Place: Singapore

Date: June 24, 2021