

09 May 2024

1. Department of Corporate Services,  
BSE Limited  
Floor 25, P J Towers,  
Dalal Street,  
Mumbai - 400 001
2. National Stock Exchange of India Limited  
Exchange Plaza,  
Bandra Kurla Complex, Bandra (E),  
Mumbai - 400 051
3. CC: Eureka Forbes Limited  
B1/B2, 701, 7th Floor, Marathon Innova,  
Off. Ganpatrao Kadam Marg, Lower Parel (West), Mumbai, Maharashtra – 400013

**Sub: Disclosure under Regulation 29(1) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.**

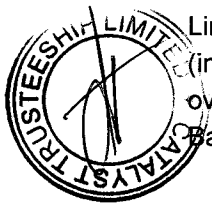
Dear Sir/Ma'am,

We write in our capacity as pledgee for the Pledged Shares (*as defined below*) of Eureka Forbes Limited pledged in our favour by Lunolux Limited.

Enclosed is a disclosure by Catalyst Trusteeship Limited ("**Onshore Security Agent**") under Regulation 29 (1) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 (the "**Takeover Code**").

A facility agreement dated 1 May 2024 ("**Facility Agreement**") has been entered into between, *inter alia*, Lunolux Limited (*as borrower*) ("**Borrower**") and certain lenders (including their assigns, transferees, successors and novates from time to time, provided they are overseas banks or otherwise eligible to obtain the benefit of the pledge under applicable Reserve Bank of India guidelines and their agent/trustees) for the purpose of availing a facility ("**Facility**") by the Borrower. The Borrower holds 121,041,730 equity shares ("**Shares**"), constituting 62.56% of the issued and paid-up share capital of Eureka Forbes Limited (the "**Target Company**"). In connection with the Facility, a pledge has been created by the Borrower over the 64,950,000 Shares ("**Pledged Shares**") constituting 33.57% of the issued and paid-up share capital of the Target Company, held by the Borrower in the Target Company through the depository system on 7 May 2024.

This disclosure is being made by the Onshore Security Agent in respect of such encumbrance by way of pledge over the Pledged Shares, created by the Borrower in favour of Catalyst Trusteeship Limited (acting in the capacity of the onshore security agent) for the benefit of certain lenders (including their assigns, transferees, successors and novates from time to time, provided they are overseas banks or otherwise eligible to obtain the benefit of the pledge under applicable Reserve Bank of India guidelines and their agent/trustees).



## CATALYST TRUSTEESHIP LIMITED

Registered Office : GDA House, Plot No. 85, Bhusari Colony (Right), Paud Road, Pune - 411 038 Tel : +91 (20) 6680 7200  
Delhi Office : 910-911, 9<sup>th</sup> Floor, Kailash Building, 26 Kasturba Gandhi Marg, New Delhi - 110 001 Tel : +91 (11) 4302 9101/02  
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Tel : +91 (22) 4922 0555 Fax : +91 (22) 4922 0505  
CIN No. U74999PN1997PLC110262 Email : dt@ctitrustee.com Website : www.catalysttrustee.com

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Separately, (a) security interest has been created on all the shares of the Borrower by Lunolux Midco Limited in favor of CSCGlobal Capital Markets (Singapore) Pte. Ltd. (acting in the capacity of the security agent) for the benefit of the lenders (including their assigns, transferees, successors and novates from time to time, provided they are overseas banks or otherwise eligible to obtain the benefit of the pledge under applicable Reserve Bank of India guidelines and their agent/trustees) pursuant to a deed of pledge and charge of shares dated 1 May 2024, effective from 7 May 2024; and (b) certain restrictions have been placed on the Borrower in relation to the Shares held by the Borrower in the Target Company with effect from 7 May 2024. A separate disclosure is being filed by CSSGlobal Capital Markets (Singapore) Pte. Ltd. in relation to the foregoing. The Pledged Shares forming part of the same Shares are also being disclosed as being encumbered pursuant to this disclosure.

We also wish to clarify that as at the date of this disclosure, we do not hold any beneficial interest in the Pledged Shares and the Pledged Shares have been pledged in our favour in our capacity as pledgee.

We request you to take the same on record and acknowledge the same.

Yours faithfully,  
For **Catalyst Trusteeship Limited**

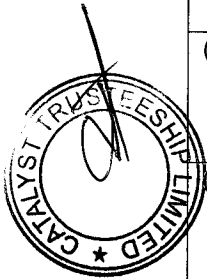
  
**Authorized Signatory**  
**Name: Deesha Srikanth**  
**Designation: Vice President**  
**Place: Mumbai**



Disclosure under Regulation 29(1) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

**Part-A - Details of the Acquisition**

Name of the Target Company (TC)	Eureka Forbes Limited		
Name(s) of the acquirer and Persons Acting in Concert (PAC) with the acquirer	Catalyst Trusteeship Limited acting in its capacity as the onshore security agent for Lenders (as defined below) to Lunolux Limited under the Facility Agreement (as defined below)		
Whether the acquirer belongs to Promoter/Promoter group	No		
Name(s) of the Stock Exchange(s) where the shares of TC are Listed	BSE Limited and National Stock Exchange of India Limited		
Details of the acquisition 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 acquirer along with PACs of:</b>	Nil	Nil	Nil
(a) Shares carrying voting rights			
(b) Shares in the nature of encumbrance (pledge/lien/ non-disposal undertaking/ others)	Nil	Nil	Nil
(c) Voting rights (VR) otherwise than by equity 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)	Nil	Nil	Nil



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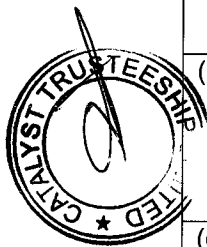
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(e) Total (a+b+c+d)	Nil	Nil	Nil
<b>Details of acquisition</b>	Nil	Nil	Nil
(a) Shares carrying voting rights acquired			
(b) VRs acquired otherwise than by equity shares	Nil	Nil	Nil
(c) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) acquired	Nil	Nil	Nil
(d) Shares in the nature of encumbrance (pledge/lien/non disposal undertaking/others)	64,950,000#	33.57#	33.57#
(e) Total (a+b+c+/-d)	64,950,000#	33.57#	33.57#
<b>After the acquisition, holding of acquirer along with PACs of:</b>	Nil	Nil	Nil
(a) Shares carrying voting rights			
(b) VRs otherwise than by equity 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) after acquisition	Nil	Nil	Nil
(d) Shares in the nature of encumbrance (pledge/lien/non disposal undertaking/others)	64,950,000#	33.57#	33.57#
(e) Total (a+b+c+d)	64,950,000#	33.57#	33.57#
Mode of acquisition (e.g. open market/public issue/rights)	Creation of encumbrance. Please see note # below.		



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issue/preferential allotment/inter se transfer/encumbrance, etc.)	
Salient features of the securities acquired including time till redemption, ratio at which it can be converted into equity shares, etc.	Not applicable
Date of acquisition of/ date of receipt of intimation of allotment of shares / VR/ warrants/convertible securities/ any other instrument that entitles the acquirer to receive shares in the TC.	7 May 2024 (date of creation of encumbrance)
Equity share capital / total voting capital of the TC before the said acquisition	193,479,240 fully paid up equity shares of INR 10/- each as per the shareholding pattern published on the website of the BSE Ltd for the quarter ended March 31, 2024.
Equity share capital/ total voting capital of the TC after the said acquisition	193,479,240 fully paid up equity shares of INR 10/- each as per the shareholding pattern published on the website of the BSE Ltd for the quarter ended March 31, 2024.
Total diluted share/voting capital of the TC after the said acquisition	193,479,240 fully paid up equity shares of INR 10/- each as per the shareholding pattern published on the website of the BSE Ltd for the quarter ended March 31, 2024.

Note-#

1. Lunolux Limited (the "**Borrower**") is a shareholder in Eureka Forbes Limited (the "**Target Company**") and has entered into a facility agreement dated 1 May 2024, pursuant to which the Borrower has availed a loan facility (the "**Facility**") from certain lenders (including their assigns, transferees, successors and novates from time to time, provided they are overseas banks or otherwise eligible to obtain the benefit of the pledge under applicable Reserve Bank of India guidelines and their agent/trustees) ("**Lenders**"), which as at the date of this disclosure include Barclays Bank PLC.

In connection with the Facility, the Borrower has created a pledge over the Pledged Shares that the Borrower holds in the Target Company through the depository system on 7 May 2024 in favour of Catalyst Trusteeship Limited (the "**Security Agent**") acting as the onshore security agent for the Lenders. Security interest has also been created over the Shares of the Borrower in connection with the Facility.

The Security Agent is holding the share pledge over the Pledged Shares that the Borrower holds in the Target Company for the benefit of the Lenders.



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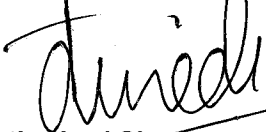
2. In terms of Regulation 29 (1) read with Regulation 29 (4) of the Takeover Code, encumbrance over shares (including shares that are encumbered by way of pledge) shall be treated as an acquisition. Accordingly, this disclosure is being made in respect of the encumbrance created over the Pledged Shares of the Target Company, in favour of the Security Agent for the benefit of the Lenders under the Facility as described above.

### Part-B\*\*\*

Name of the Target Company: Eureka Forbes Limited

Name(s) of the acquirer and Persons Acting in Concert (PAC) with the acquirer	Whether the acquirer belongs to Promoter/ Promoter group	PAN of the acquirer and/ or PACs
Catalyst Trusteeship Limited acting in its capacity as the security agent for lender(s) to Lunolux Limited	No	PAN of Catalyst Trusteeship Limited - AACCG4147R

For Catalyst Trusteeship Limited

  
Authorized Signatory  
Name: Deesha Srikanth  
Designation: Vice President  
Place: Mumbai



Date: 09 May 2024

### Note:

- (\*) 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 and under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as per the shareholding pattern for the quarter ended 31 March 2024 as publicly disclosed by the Target Company.
- (\*\*) 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.
- (\*\*\*) Part-B shall be disclosed to the Stock Exchanges but shall not be disseminated.

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