



December 24, 2024

Deutsche Bank AG, Hong Kong Branch
Level 60
International Commerce Centre
1 Austin Road West
Kowloon, Hong Kong SAR

To,
BSE Limited
Pheroze Jeejeebhoy Towers,
Dalal Street, Mumbai — 400 001

National Stock Exchange of India Limited
Exchange Plaza, C-1, Block - G, Bandra Kurla
Complex, Bandra (East), Mumbai - 400 051

International Gemmological Institute (India) Limited
702, The Capital,
7th Floor,
Bandra Kurla Complex,
Bandra (E),
Mumbai -400051

Sub: Disclosure under Regulation 29(1) read with Regulation 29(4) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 (the Takeover Code).

Dear Sir/Madam,

This letter sets out the disclosure being made by Deutsche Bank Group (DB International Trust (Singapore) Limited (the “**Security Agent**”), as the security agent) (see description below) pursuant to Regulation 29(1) read with Regulation 29(4) of the Takeover Code in relation to the indirect encumbrance on the equity shares (see description below) of International Gemmological Institute (India) Limited (the **Target Company**) held by BCP Asia II Topco Pte. Ltd. (“**Borrower**”).

The Target Company is an entity incorporated in India, whose shares were listed on the stock exchange on December 20, 2024.

The Borrower has availed a term loan facility from Barclays Bank PLC, Citibank N.A., The Hongkong and Shanghai Banking Corporation Limited, GIFT City Branch, Investec Bank plc, Standard Chartered Bank (Singapore) Limited, Sumitomo Mitsui Banking Corporation Singapore Branch, Kookmin Bank Co., Ltd. Singapore Branch, Taishin International Bank Co., Ltd, Woori Bank Singapore Branch, Woori Bank Hong Kong Branch, Taichung Commercial Bank Co., Ltd., Offshore Banking Branch, Bank SinoPac Co., Ltd., CTBC Bank Co., Ltd., Singapore Branch, KDB Asia Limited, KGI Bank Co., Ltd. (“**Lenders**”). Pursuant to a borrower debenture dated 7 September 2023, BCP Asia II Holdco III Pte. Ltd, being the holding company of the Borrower, has created a pledge over all of the Borrower’s shares in favor of the Security Agent for the benefit of the Lenders. Additionally, there are certain covenants under the financing agreements *inter-alia* in relation to maintenance of minimum shareholding in the



Target Company and mandatory prepayment in case of disposal of shares of the Target Company which is not otherwise permitted. The Borrower holds 33,08,35,799 equity shares comprising 76.55% of the equity share capital of the Target Company on a fully diluted basis.

Please see enclosed the disclosure by the Security Agent, in the prescribed format under Regulation 29(1) read with Regulation 29(4) of the Takeover Code in relation to the above.

We request you to kindly take the above on record and acknowledge receipt.

Signature of Authorised Signatory

A handwritten signature in black ink, appearing to read 'Ramana Venkatesha Murthy Manu', written over a horizontal line.

Name: RAMANATHAPURA, Prasanna Venkatesha Murthy Manu
Designation: Vice President
Place: Deutsche Bank AG, Hong Kong Branch
Date: 24 December 2024

Disclosures 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)	International Gemmological Institute (India) Limited		
Name(s) of the acquirer and Persons Acting in Concert (PAC) with the acquirer	DB International Trust (Singapore) Limited acting as the security agent for the Lenders		
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 the 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 (**)
Before the acquisition under consideration, holding of acquirer along with PACs of:			
(a) Shares carrying voting rights	NIL	NIL	NIL
(b) Shares in the nature of encumbrance (pledge/ lien/ non disposal undertaking/ others)	NIL	NIL	NIL
(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 TC (specify holding in each category)	NIL	NIL	NIL
(e) Total (a+b+c+d)	NIL	NIL	NIL
Details of acquisition			
(a) Shares carrying voting rights acquired	NIL	NIL	NIL
(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 nature of encumbrance (pledge/ lien/non disposal undertaking/others)	33,08,35,799	76.55%	76.55%
(e) Total (a+b+c+/-d)	33,08,35,799	76.55%	76.55%

After the acquisition, holding of:			
(a) Shares carrying voting rights acquired	NIL	NIL	NIL
(b) VRs 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) after acquisition	NIL	NIL	NIL
(d) Shares in nature of encumbrance (pledge/ lien/non-disposal / others)	33,08,35,799	76.55%	76.55%
(e) Total (a+b+c+d)	33,08,35,799	76.55%	76.55%
Mode of disposal acquisition / (e.g. open market / off-market / public issue / rights issue / preferential allotment / inter-se transfer etc).	Indirect encumbrance over 33,08,35,799 equity shares of TC. Please refer to the Note below.		
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.	Date of creation of indirect encumbrance: September 07, 2023, however the shares of the Target Company were listed on December 20, 2024.		
Equity share capital / total voting capital of the TC before the said acquisition	INR 86,43,19,392 comprising 43,21,59,696 equity shares of INR 2 each (as per the shareholding pattern for quarter ended September, 2024).		
Equity share capital/ total voting capital of the TC after the said acquisition	INR 86,43,19,392 comprising 43,21,59,696 equity shares of INR 2 each (as per the shareholding pattern for quarter ended September, 2024).		
Total diluted share/voting capital of the TC after the said acquisition	INR 86,43,19,392 comprising 43,21,59,696 equity shares of INR 2 each (as per the shareholding pattern for quarter ended September, 2024).		

NOTE:

The Target Company is an entity incorporated in India, whose shares were listed on the stock exchange on December 20, 2024.

The Borrower has availed a term loan facility from Barclays Bank PLC, Citibank N.A., The Hongkong and Shanghai Banking Corporation Limited, GIFT City Branch, Investec Bank plc, Standard Chartered Bank (Singapore) Limited, Sumitomo Mitsui Banking Corporation Singapore Branch, Kookmin Bank Co., Ltd. Singapore Branch, Taishin International Bank Co., Ltd, Woori Bank Singapore Branch, Woori Bank Hong Kong Branch, Taichung Commercial Bank Co., Ltd., Offshore Banking Branch, Bank SinoPac Co., Ltd., CTBC Bank Co., Ltd., Singapore Branch, KDB Asia Limited, KGI Bank Co., Ltd. (“**Lenders**”). Pursuant to a borrower debenture dated 7 September 2023, which BCP Asia II Holdco III Pte. Ltd, being the holding company of the Borrower, has created a pledge over all of the Borrower’s shares in favor of DB International Trust (Singapore) Limited as the Security Agent for the benefit of the Lenders. Additionally, there are certain covenants under the financing agreements *inter-alia* in

relation to maintenance of minimum shareholding in the Target Company and mandatory prepayment in case of disposal of shares of the Target Company which is not otherwise permitted. The Borrower holds 33,08,35,799 equity shares comprising 76.55% of the equity share capital of the Target Company on a fully diluted basis.

Part-B***

Name of the Target Company: International Gemmological Institute (India) Limited

Name(s) of the acquirer and Persons Acting in Concert (PAC) with the acquirer	Whether the acquirer belongs to Promoter/ Promoter group
DB International Trust (Singapore) Limited acting in its capacity as the security agent	No.

(*) 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.

(**) 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.

Signature of Authorised Signatory



Name: RAMANATHAPURA, Prasanna Venkatesha Murthy Manu

Designation: Vice President

Place: Deutsche Bank AG, Hong Kong Branch

Date: 24 December 2024
