



Date: 12th July 2022

To

**The Board of Directors,
JG Chemicals Limited**
34A, Metcalfe Street,
Kolkata – 700 013,
West Bengal

Dear Sir,

Re: Proposed initial public offering of equity shares of face value of Rs. 10 each (the “Equity Shares” and such offering, the “Offer”) of J.G. Chemicals Limited (the “Company”)

We refer to your letter dated 18/05/2022 in relation to the captioned subject matter (the “**Letter**”) and to the financial facilities, under the terms of the relevant agreements and sanction letters specified therein (together with ancillary documents including security documents and any amendments, supplements, and annexures thereto, the “**Loan Documentation**”) availed by the Company from us and identified in **Annexure A** to this Letter (“**Loans**”). Capitalised terms which are not defined herein have the same meanings as in the Letter.

We hereby confirm that the Loan Documentation governs all Loans currently sanctioned by us in favour of the Company and that all outstanding borrowings of the Company from us are governed thereby.

We hereby give our consent and no objection to the Company to proceed with and consummate (i) the Offer, (ii) the Actions, (iii) the Specific Waivers (iv) and to do all other acts, deeds and things, and execute all other documents, forms and instruments as may be required in connection with the proposed Offer, including but not limited to the following activities:

- Effecting changes in the Company’s Capital Structure;
- Effecting changes in the management of the Company/ the board composition;
- Effecting changes in the shareholding pattern of the Company, including shareholding of promoters and promoter group post issue.
- Amending the Memorandum of Association and Articles of Association of the Company for the purpose
- Undertaking any other activities as may be required in relation to the proposed Offer; and
- Using the Offer proceeds to repay/pre-pay, in part or full, certain existing borrowings of the company, including from other lenders (collectively, “**Actions**”), in accordance with applicable laws.

Our consent given in this letter satisfies all requirements with respect to the Loan Documentation to obtain consent for the Offer the Actions, and the Specific Waivers. Our consent given hereunder shall supersede all covenants and conditions that may be stipulated, directly or indirectly, in the Loan Documentation.

We further confirm that, as on date:

- i. The accounts held by the Company with us are regular and there have been no current or past defaults on account of repayment of interest or principal or breach of financial covenants of the Loan Documentation.
- ii. There has been no action taken by us for any rollover or rescheduling or restructuring or acceleration of any loans or credit facilities cross-default, or trigger event availed by the Company from us under any Loan Documentation.
- iii. We have, till date, not issued any notices of default sought for conversion of the loan amounts into Equity Shares or sought termination, suspension or cancellation of any Loans availed by the

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- Company or invoked any of our rights in relation to the security provided in relation to the borrowings till date.
- iv. There is no pending litigation, dispute or show cause or notice initiated or issued or attachment order initiated by us against the Company or against any of the directors or promoters of the Company in relation to any of the Company's borrowings as on the date of this consent and we have not threatened to commence any litigation, proceedings or disputes against the Company or any of its directors or promoters.
 - v. We have not declared the Company, its promoters or directors as wilful defaulters or fraudulent borrowers as defined under the guidelines/circulars issued by the Reserve Bank of India.

We hereby give our unconditional approval and consent to the Company to proceed with and consummate the Offer, the Actions and Specific Waivers, and to do all other acts and deeds, including undertaking the Offer Related Actions, and execute all documents, forms and instruments in connection with the Offer.

We represent that our execution and, delivery of this consent has been duly authorised by all necessary actions (corporate or otherwise).

We also authorise you to deliver a copy of this letter of consent to any legal/governmental/regulatory authorities if required under any applicable laws or if requested for by any such legal/regulatory/governmental authority or by court order. It is clarified that the contents of this certificate may be disclosed in any document relating to the proposed Offer, including the draft red herring prospectus, red herring prospectus and the prospectus, as may be required, or appropriate in accordance with applicable laws.

We confirm that this letter can be shared with the book running lead managers and the legal advisors in relation to the proposed Offer.

This consent and waivers granted herein may be deemed to be in full force until the date of the listing and commencement of trading of the Equity Shares allotted pursuant to the proposed Offer on the Stock Exchanges, unless cancelled by us in writing prior to such date. We confirm that we will inform the Company and the book running lead managers of any change to the above information until the Equity Shares commence trading on the Stock Exchanges pursuant to the proposed Offer. In the absence of any such communication, the above information should be taken as updated information until the Equity Shares of the Company list and commence trading on the Stock Exchanges pursuant to the proposed Offer.

Please note that except as permitted herein, this letter (or any part thereof) is not to be shared, transmitted or quoted to anyone else for any purpose without our prior written consent.

We agree to keep the information regarding the proposed Offer, the contents of the Letter and this consent granted by us strictly confidential, till such time as it is not publicly available.

Yours sincerely,

For **Citibank NA**

Authorised Signatory

Name: ARVIND KOTHARI
Designation: VICE PRESIDENT

Enclosure: Annexure A

Annexure A

(Rs. in Crore)

Sr. No.	Name of the Borrower	Particulars of Loan Facility (including nature and date)	Date of Sanction	Type of Facility	Sanctioned Amount (Rs.)	Outstanding Amount as on 30th June 2022		
						Principal Amount (Rs.)	Interest and Other Amounts (Rs.)	Total (Rs.)
1.	JG Chemicals Limited	Working Capital	21/10/21	Fund Based	20	10.72		10.72
2.		Sub Limit :Cash Credit		Fund Based	-20			
3.		Sub Limit :Working Capital Demand Loan		Fund Based	-15	3		3
4.		Sub Limit:Sight Letter of Credit		Fund Based	-15			
5.		Sub Limit:Usance Letter of Credit		Fund Based	-15			
6.		Sub Limit : Post Shipment Finance		Fund Based	-20			
7.		Sub Limit : Pre Shipment Finance		Fund Based	-20	7.72		7.72
		Total			20	10.72		10.72

Arvind