ERAAYA
Lifespaces Limited

ERAAYA LIFESPACES LIMITED
(formerly Justride Enterprises Limited)
A BSE Listed Company

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Sub: **Media Release:**

"Eraaya Lifespaces initiates FCCB Exit: Pursues amicable resolution including cancellation-rescission and full repayment amid legal impossibility, fiduciary breach, frustration, and foundational misrepresentations."

Dear Sir/ Madam,

Pursuant to Regulation 30 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, please find enclosed herewith copy of Media Release titled **"Eraaya Lifespaces initiates FCCB Exit: Pursues amicable resolution including cancellation-rescission and full repayment amid legal impossibility, fiduciary breach, frustration, and foundational misrepresentations".**

We request you to kindly take the above information on record and oblige.

Thanking You.

for **ERAAYA LIFESCAPES LIMITED**
(formerly Justride Enterprises Limited)

VASUDHA AGGARWAL
Digitally signed by VASUDHA AGGARWAL

Vasudha Aggarwal
(Company Secretary)

Eraaya Lifespaces initiates FCCB Exit: Pursues amicable resolution including cancellation-rescission and full repayment amid legal impossibility, fiduciary breach, frustration, and foundational misrepresentations

New Delhi, July 21, 2025: Eraaya Lifespaces Limited (the "Company" or "Eraaya") today announced that its Board of Directors has unanimously resolved to issue the **requisite authorization to explore and actively pursue an amicable resolution of the matter, including renegotiation of the terms and conditions thereof, cancellation and rescission of the FCCBs issuance and repayment of bond monies**, without prejudice to Eraaya's rights and subject to compliance with applicable statutory and regulatory requirements as the circumstances surrounding the FCCBs issuance impeach the very foundation of the original understanding.

Originally conceived as a time-sensitive funding mechanism for a critical acquisition, it is now apparent that the FCCB issuance is legally non-performable, foundationally compromised, though no fault of the Company, and stands frustrated. Partial preservation of the instrument would, in the Board's view, distort the original contractual framework and unjustly prejudice Eraaya's financial and institutional standing.

This course of action reflects the Company's firm commitment to legal and regulatory compliance, governance integrity, investor protection and long-term resilience of its business. Eraaya affirms that no bona fide investor will suffer economic loss and that the aforesaid resolutions will be carried out transparently, fairly and in full compliance with applicable laws. Some of the following key factors that have necessitated this resolution:

1. Illegality, Impossibility of Performance and Frustration of FCCB Issue

The FCCB issuance was primarily intended to provide immediate and full liquidity for Eraaya's time-critical acquisition of Ebix Inc.; although the acquisition was completed through alternate financing arrangements, the wrongfully withheld USD 40 million—specifically required to repay that interim funding—remains unreleased, thereby frustrating the core commercial purpose of the Offering Circular dated August 23, 2024, rendering the issuance frustrated on account of **violations and illegality of performance under the Indian Companies Act, 2013**, **absence of consensus ad idem on fundamental terms, impossibility of performance, frustration, misrepresentations, material non disclosures, conduct of relevant stakeholders.**

The FCCBs as a financial instrument were structured in such a way that any attempt to enforce or preserve the issuance in fragmented or partial form would fundamentally distort the commercial framework, undermine the parties' contractual balance, and contravene established legal principles that preclude partial enforcement where the essential object of the contract has failed and performance has become impossible without any fault of the Company.

In parallel, the Company is confronted with ongoing, overlapping litigation in multiple jurisdictions, notably before the **National Company Law Tribunal ("NCLT"), New Delhi**, where certain public shareholders have initiated proceedings under Sections 241 and 244 of the Companies Act, 2013, **seeking a declaration that the Offering Circular be declared null and void *ab initio*** challenging key terms of the issuance, particularly provisions that allow bondholders - who are not shareholders—to exert control over the composition of the Board, which the petitioners contend violates Indian public policy and statutory governance norms. Pursuant to an interim order dated

February 13, 2025, the NCLT directed Eraaya and its Board to maintain *status quo* with respect to all transactions arising from or connected with the Offering Circular and the composition of the Board until further orders; the Company's subsequent application for clarification/modification was rejected on March 6, 2025, and the matter was escalated to the National Company Law Appellate Tribunal ("NCLAT"), which disposed of the appeal by directing the NCLT to hear and determine the interim applications on their merits.

2. Conflict of Interest and Non-Disclosure: Elara and Oyster Bay

It has come to light that **Oyster Bay, a subscriber to the FCCBs, is solely managed by Elara Capital -** the financial advisor appointed by Eraaya for the very same issuance. This **misrepresentation and concealment** also constitutes a grave and unacceptable conflict of interest, **which impeaches the very foundation of the bonds**.

Elara Capital was unequivocally required to disclose any related-party involvement or financial interest in the transaction and give notice to Eraaya to seek independent legal advice. Its deliberate failure to do so represents a serious breach of natural justice and further statutory as well as fiduciary duties.

The involvement of a related entity to subscribe to the issuance - while Elara simultaneously held an advisory role - **not only erodes the essential transparency of the process but also violates the foundational expectation of independence from a financial advisor.** Such conduct materially undermines the integrity of the issuance and casts significant doubt on the credibility of all parties involved.

3. Withholding of Funds by Elara Capital

The FCCB issuance was specifically structured to fund the **time-sensitive acquisition of Ebix Inc.**, a U.S.-based entity undergoing Chapter 11 proceedings. However, **Eraaya received only USD 80 million of the USD 120 million raised. Elara Capital PLC** and Bondholders **continue to illegitimately withhold release of the remaining USD 40 million** and have not released the same despite repeated reminders and having full knowledge of the consequences and the damage that the same is causing to Eraaya, amongst other factors such as regulatory risks.

Eraaya has, on multiple occasions, written to the stakeholders, including Elara and the bondholders, requesting them to engage in direct discussions to resolve the matter. However, these requests have remained unanswered.

4. Coordinated Malicious Campaign Against Eraaya

Eraaya has been subjected to a sustained and orchestrated campaign by vested interests intent on destabilizing the Company, undermining its leadership, and exerting undue influence over its strategic direction. Alarmingly, this has included the deliberate misuse of various forums by proxies and coordinated actors acting with the clear intent to weaken the Company from within.

The campaign has relied on **malicious media leaks, unfounded regulatory complaints, and targeted lobbying efforts — all aimed at damaging Eraaya's credibility and disrupting its operations, thereby causing damage to it.** More concerning still, members of senior management and the Board have faced direct harassment, intimidation, and personal threats, representing a serious and unlawful escalation of pressure tactics.

This conduct constitutes a gross abuse of process, a flagrant breach of legal and ethical norms, and a calculated attempt to erode shareholder value and institutional integrity for narrow, self-serving gains.

Resolution to Pursue Amicable Resolution Including Renegotiation, Potential Rescission, and Full Repayment to Bondholders

Following a comprehensive review of the facts, materials, and pertinent issues, and having regard to various factors presented to the Board *inter alia* misrepresentations, conduct of the bondholders, absence of consensus *ad idem* on fundamental terms, impossibility of performance, frustration of contract, violations of the Companies Act, 2013, and illegality of performance under the same statute - the Board has issued the requisite authorization to explore and actively pursue an amicable resolution of the matter.

This includes the renegotiation of terms, cancellation and rescission of the FCCB issuance, and repayment of bond monies to all bonafide bondholders, all without prejudice to Eraaya Lifespaces Limited's rights and subject to compliance with the applicable statutory and regulatory requirements.

This strategic approach aims to safeguard the Company's long-term interests, protect stakeholder value, and uphold the highest standards of corporate governance and legal compliance. Eraaya affirms that no legitimate investor will suffer an economic loss and that any resolution will be implemented transparently and fairly in line with all regulatory frameworks.

Endorsement from the Eraaya Lifespaces Advisory Board

The Eraaya Lifespaces Advisory Board—comprising distinguished leaders and industry stalwarts such as **Mr. Karnal Singh** (former Chief of Enforcement Directorate), **Mr. T.M. Bhasin** (former Chief Vigilance Commissioner), **Mr. G.N. Bajpai** (former SEBI Chairman), **Mr. Girish Ahuja** (renowned tax expert), and other eminent professionals—unanimously endorsed the Company's course of action, stating:

"**Integrity is non-negotiable**. What began as a legitimate and transparent capital-raising initiative has been compromised - not by market volatility - but by a breach of fiduciary duty and deliberate procedural obstruction by certain parties acting counter to the interests of all stakeholders. Eraaya's decision to explore an amicable and structured resolution - including renegotiation of terms, rescission of the FCCBs, and repayment to bona fide bondholders - is not only prudent but principled. **This is more than a legal remedy—it is a reaffirmation of responsible corporate governance. By prioritizing transparency, regulatory compliance, and fairness, Eraaya is taking a decisive step toward restoring trust and reinforcing its unwavering commitment to ethical and accountable leadership**."

While advancing this resolution, Eraaya unequivocally reserves all rights to protect its interests and pursue any necessary legal remedies, including injunctive relief and damages, to address and rectify harm caused by bad-faith conduct.

About Eraaya Lifespaces Limited:

Eraaya Lifespaces is a cutting-edge lifestyle and hospitality company, blending luxury, innovation, and technology to create immersive experiences worldwide. We curate unique environments that celebrate India's culture, offering transformative escapes in iconic destinations. Through tech-driven solutions and creative content, Eraaya redefines luxury living, exceeding expectations at every touch point.

Driven by a spirit of innovation and excellence, Eraaya is expanding beyond traditional offerings to embrace new growth avenues. A key milestone in this journey is the strategic acquisition of Ebix Inc. USA and its global subsidiaries.

Ebix, Inc. A global leader in software and e-commerce solutions, operates across six continents, serving industries like insurance, financial services, travel, healthcare, and e-learning. Its expertise spans advanced insurance and reinsurance exchanges, SaaS solutions for CRM, front-end and back-end systems, outsourced administration, and risk compliance.

With this acquisition, Eraaya is poised to drive transformative innovation, create lasting stakeholder value, and shape the future of business in dynamic, globally interconnected ways.

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Disclaimer: *Certain statements, words in this document that are not historical facts are forward looking statements. Such forward looking statements are subject to certain risks and uncertainties like government actions, local, political or economic developments, technological risks and many other factors that could cause actual result to differ materially from those contemplated by these forward-looking statements. Eraaya Lifespaces Limited, its subsidiaries and associates shall not be in any way responsible for any action taken based on such statements.*