



September 12, 2022

BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai - 400023.

Scrip Code: 532926

National Stock Exchange of India Limited
Exchange Plaza, Bandra Kurla Complex,
Bandra (East), Mumbai - 400051

Scrip Code: JYOTHYLAB

Sub.:- Intimation under Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 - Approval of amalgamation of Jyothy Fabricare Services Limited (“Transferor Company”) with Jyothy Labs Limited (“Transferee Company”)

Dear Sir,

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the Listing Regulations), this is to inform you that the Board of Directors of the Company at its meeting held today have approved a Scheme of Amalgamation under the provisions of the Companies Act, 2013 for amalgamation of its Wholly Owned Subsidiary viz. Jyothy Fabricare Services Limited (Transferor Company) with Jyothy Labs Limited (the Transferee Company), subject to approval of shareholders and/or creditors of the respective companies and the sanction of the Hon'ble National Company Law Tribunal – Mumbai Bench, Official Liquidator, Registrar of Companies, Ministry of Corporate Affairs and such other authorities as may be necessary. The appointed date for the purpose of said Amalgamation will be October 1, 2022.

The Scheme of Amalgamation between the Transferor Company with the Transferee Company will be filed with the Stock Exchanges in terms of Regulation 37 (6) of the Listing Regulations.

The details as required under the Listing Regulations read with SEBI Circular No. CIR/CFD/CMD/4/2015 dated September 9, 2015 are enclosed as “Annexure – A”.

This is for your information and record.

Kindly take the above on your record and disseminate the same for the information of investors.

Thanking you,

Yours faithfully,

For **Jyothy Labs Limited**

Shreyas Trivedi
Head- Legal & Company Secretary

Encl.: as above

Jyothy Labs Limited
(Formerly known as Jyothy Laboratories Limited)
CIN: L24240MH1992PLC128651
'Ujala House', Ramkrishna Mandir Road,
Kondivita, Andheri (East), Mumbai 400 059.
Tel: +91 022-6689 2800 | Fax: +91 022-6689 2805
info@jyothy.com | www.jyothy.com

Annexure-A

Sr. No.	Particulars	Details
1	Name of the entity(ies) forming part of the amalgamation/merger, details in brief such as, size, turnover etc.	<p><u>Details of Jyothy Fabricare Services Limited (Transferor Company) as on March 31, 2022</u></p> <p>Authorised Share Capital: ₹ 36,55,00,000/- Paid up Capital: ₹ 23,85,00,000/- Net Worth: ₹ (75,27,31,195) Turnover: ₹ 26,94,18,916</p> <p><u>Details of Jyothy Labs Limited (Transferee Company) as on March 31, 2022</u></p> <p>Authorised Share Capital: ₹ 272,30,00,000/- Paid up Capital: ₹ 36,72,08,644/- Net Worth : ₹ 94,290.17 Lacs Turnover: ₹ 2,16,626.57 Lacs</p>
2	Whether the transaction would fall within related party transactions? If yes, whether the same is done at “arms length	<p>The Transferor Company is the Wholly Owned Subsidiary of the Transferee Company and as such they are related party to each other. However, the Ministry of Corporate Affairs has clarified vide its General Circular No. 30/2014 dated July 17, 2014 that transactions arising out of Compromise, Arrangements and Amalgamations dealt with under specific provisions of the Companies Act, 2013 will not fall within the purview of related party transaction in terms of Section 188 of the Companies Act, 2013.</p> <p>Also, pursuant to Regulation 23(5)(b) of the Listing Regulations, the provisions of related party transaction is not applicable to the proposed Scheme of Amalgamation between the Transferor Company with the Transferee Company.</p>
3	area of business of the entity(ies);	<p>The Transferor Company is in the business of laundry and dry-cleaning services and the Transferee Company is in the business of manufacturing of fabric care, dishwashing, personal care and household insecticides products.</p>

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4	rationale for amalgamation/ merger;	<p>The Transferor Company and the Transferee Company are companies within the same group of companies (“Group”) and since both the Companies are operating in complementary/similar line of business, the same can be conveniently combined for mutual benefit and can be carried out more efficiently as one amalgamated entity.</p> <p>The proposed amalgamation will help pool and combine finances and resources into one consolidated entity which will result in administrative and operations rationalization, organization efficiencies, optimal utilization of various resources, overheads and other expenses and better compliance management.</p> <p>The proposed amalgamation will help the Transferee Company to achieve financial strength and flexibility aiding in achieving economies of scale, more focused operational efforts, standardization and simplification of business processes and productivity improvements.</p> <p>The synergies created by the amalgamation would increase operational efficiency and integrate business functions.</p>
5	In case of cash consideration – amount or otherwise share exchange ratio;	<p>The Transferor Company is the Wholly Owned Subsidiary of the Transferee Company. Accordingly, upon the Scheme becoming effective, no shares of the Transferee Company shall be allotted in lieu of exchange of the holding of the Company in the Transferor Company (whether held directly or jointly with the nominee shareholders), and the issued and paid up capital of the Transferor Company shall stand cancelled on the Effective Date without any further act, instrument or deed.</p>
6	Brief details of change in shareholding pattern (if any) of listed entity	<p>There will be no change in the shareholding pattern of the Transferee Company (listed entity), as the Transferor Company is the Wholly Owned Subsidiary of the Transferee Company and no shares are being issued by the Transferee Company to the shareholder(s) of the Transferor Company pursuant to the Scheme.</p>