



CIN : L74110HP2004LC027558

September 22, 2023

To

**Listing Department  
BSE Limited  
Phiroze Jee, JeeBhoy Towers,  
Dalal Street,  
Mumbai-400001  
Scrip Code: 532771**

**The Listing Department  
NSE Limited  
Exchange Plaza, Bandra Kurla  
Complex, Bandra (East),  
Mumbai - 400051  
Trading Symbol: JHS**

**Ref: Disclosure under Regulation 30 of Securities Exchange Board of India (Listing Obligations and Disclosures Requirements), Regulations, 2015 read with Sub-Para 1.2 of Para A1 of Annexure I of Circular bearing number SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated July 13, 2023 issued by SEBI regarding the approval of Scheme of Arrangement for Amalgamation**

**Sub: Outcome of Board Meeting held on 22<sup>nd</sup> September, 2023**

Dear Sir,

In reference to the above captioned subject, the Board of Directors of the Company, in their meeting held on 22<sup>nd</sup> September, 2023, has considered and approved the Scheme of Arrangement for Amalgamation of JHS Svendgaard Laboratories Limited (“Transferor Company”) with Vedic Cosmeceuticals Private Limited (“Transferee Company”) (“Scheme”), on a going concern basis, under the provisions of section 230-232 of the Companies Act, 2013 and the Rules made thereunder.

The above-mentioned Scheme shall be subject to the approval of the Securities Exchange Board of India (SEBI), BSE Limited (“BSE”), National Stock Exchange of India Limited (“NSE”) (hereinafter collectively referred to as “Stock Exchanges”), National Company Law Tribunal (“NCLT”), Shareholders and creditors of both the Companies and other Specific Sectoral Regulator(s), if any.

The Audit Committee has furnished its report dated 22<sup>nd</sup> September, 2023, to the Board of Directors of the Company recommending the Scheme.

Valuation Report dated 21<sup>st</sup> September, 2023 issued by Ajay Kumar Siwach, Registered Valuer-Securities or Financial Assets (Registration No. IBBI/RV/05/2019/11412), has been received for the Scheme.



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Fairness Opinion dated 21<sup>st</sup> September, 2023 issued by 3Dimesion Capital Services Limited, SEBI Registered, Category-I, Merchant Banker on the Share Exchange Ratio, recommended by the registered valuer under the Valuation Report, has also been received by the Company.

Upon completion of this proposed Amalgamation, the Transferee Company will jointly be controlled by the promoters of Transferor Company and Transferee Company as per the agreement entered into between such promoters.

The detailed disclosure as required under Regulation 30 of the Listing Regulations, 2015 read with Circular SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated July 13, 2023 is enclosed herewith as **Annexure**.

The Board Meeting commenced at 12:00 Noon and concluded at 6:30 P.M.

Request you to take the same on your records.

Yours faithfully,

**For & on behalf of JHS Svendgaard Laboratories Limited**

**Mrs. Komal Jha**  
**Company Secretary & Compliance Officer**

**Place: New Delhi**  
**Date: September 22, 2023**



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## ANNEXURE

**Details of the Scheme in terms of Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 read with SEBI circular No. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated July 13, 2023, the scheme provides for Amalgamation of JHS Svendgaard Laboratories Limited (“Transferor Company”), with the Vedic Cosmeceuticals Private Limited (“Transferee Company”).**

**1. Name of the entity(ies) forming a part of the Scheme, details in brief such as, size, turnover, etc.**

**1.1 Transferor Company:**

**JHS SVENDGAARD LABORATORIES LIMITED** (“Transferor Company”) is a listed public limited company incorporated under the Companies Act, 1956 with corporate identity number L74110HP2004PLC027558, and having its registered office at Trilokpur Road Kala Amb, Nahan, Sirmour, Himachal Pradesh, 173030. The equity shares of the Company are listed on the Stock Exchanges. The Company is engaged in Personal Care Industry. This company is engaged in manufacturing and selling (Exports) of Toothbrushes, Toothpastes, Mouthwash, Denture Tablets and other allied Oral care Products. Apart from working on its own brands the company also offers Contract Manufacturing Partnership to brands in the domestic and the international market.

**1.2 Transferee Company:**

**Vedic Cosmeceuticals Private Limited** (“Transferee Company”) is a company incorporated under the Companies Act, 1956 with corporate identity number U24246DL2003PTC118255, and having its registered office at 21-C, Pocket-C, Gangotri Apartments, Alaknanda, New Delhi, 110019. The Company is an unlisted company. The Company is engaged in Personal Care Industry. This Company is engaged in developing, manufacturing and selling of high-quality cosmetics product like Baby Care, Skin Care (Eg: Sunscreen, Face Mask, etc.), Body Care, Hair Care, Intimate Care, Pet Care, Spa products, Grooming, etc., that are made with natural ingredients.

**1.3 The paid-up share capital, net worth, and turnover the companies involved in the Scheme are as follows:**

(Amount in Crores)

<b>Name of the Companies</b>	<b>Latest Paid-Up Share Capital</b>	<b>Turnover As on 31<sup>st</sup> March, 2023</b>	<b>Net Worth As on 31<sup>st</sup> March, 2023</b>
JHS Svendgaard Laboratories Limited (“Transferor Company”)	78.40	81.92	189.76
Vedic Cosmeceuticals Private Limited (“Transferee Company”)	4.36	50.34	38.78

**2. Whether the transaction would fall within related party trans actions)? and if yes, whether the same is done at "arm's length"?**

- 2.1 The merger of the Company into the Transferee Company would not fall within related party transaction.
- 2.2 The promoter/promoter group of the Company do not have any interest in the Scheme, other than for shares of Transferee Company that would be issued to them in lieu of the shares held in the Company.
- 2.3 The Scheme is inter-alia, subject to approval of majority of the public shareholders of the Company, in terms of the SEBI Circular No, SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated June 20,2023, as amended from time to time.

**3. Areas of Business of the Entities**

Please refer Paragraph 1, mentioned above.

**4. Rationale for amalgamation/merger:**

The Transferor Company is engaged in the business of manufacturing, selling and exporting Toothbrushes, Toothpastes, Mouthwash, Denture Tablets and other health care products such as Hand Sanitizer, Room Fresheners etc. Apart from this, the Transferor Company also offers contract Manufacturing Partnership to Domestic and International market. On the other hand, the Transferee Company is engaged in



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developing, manufacturing and selling of high-quality skincare products for Baby care, Hair Care, Body Care, Intimate Care, Pet care, Spa Products and Grooming products. Some prominent brands with whom the Transferee Company is currently working are Unilever, Nykaa, St. Botanica, The Moms Co., Sugar, Sirona, Bombay Shaving Company, Colorban, Beardo, New U, Skinraft, Arata, TNW.

The Transferor Company and Transferee Company belong to the Fast-Moving Consumer Goods (FMCG) Industry and having a similar line of Business and same customer base. Further, the product base of Transferee Company is wider in comparison to that of the Transferor Company and at the same time, has more growth potential from future prospects considering the usage of advanced technology in production.

Accordingly, the management of the Transferor Company and Transferee Company believes that after this proposed merger, the Transferee Company shall be in a position to utilize the manufacturing infrastructure of Transferor Company in a more efficient and better way with its modern and advanced technology.

Moreover, after the effectiveness of the Scheme, the Transferee Company shall apply for listing of its equity shares on BSE and NSE and the same will enhance the business value of both the Companies followed by the enhancement of liquidity and marketability of equity shares which will ultimately be beneficial to the public shareholders.

Furthermore, this Scheme of Arrangement for Amalgamation of the Transferor Company with the Transferee Company would result, inter-alia, in the following additional benefits:

- Enhancement of competitive strengths including financial resources;
- enhancement of economic value addition.
- Both companies operate in the same industry, allowing for diversification of products and a stronger customer base. This can result in improved operational efficiency, economies of scale, and overall competitiveness in the market which can help mitigate risks and increase the overall resilience of shareholders' portfolios;;
- Better management and focus on growing the businesses. The merger can create cross-selling opportunities between the merged entity's products. The shared

customer base can be leveraged to introduce complementary products, upsell or cross-sell existing products, and maximize revenue potential.

- The combined scale and customer reach of the Merged Entity will enable to it compete effectively in the market;
- A larger growing company will mean enhanced financial and growth prospects for the people and organization connected therewith, and will be in public interest. The amalgamation will conducive for better and more efficient and economical control over the business and financial conduct of the Companies.
- the merger of Transferor Company into and with the Transferee Company will squarely result in unlocking the value of business of both the companies.

**5. In case of cash consideration- amount or otherwise share exchange ratio:**

As per the Valuation Report issued by the Registered valuer for the Scheme, the share exchange ratio which was approved by the Board of Directors of Transferor Company and Transferee Company is as under-

Transferee Company, without further application, act or deed, shall issue and allot to each of the shareholders of “Transferor Company” (other than the shares already held therein immediately before the amalgamation by Transferee Company, its Nominee or Subsidiary Company), shares in proportion of 10 (Ten) equity shares of face value of 10 (Ten) each in Transferee Company for every 100 (Hundred) equity shares of face value of Rs. 10 (Ten) each held by them in “Transferor Company” pursuant to this Scheme of Amalgamation.

**6. Brief details of change in shareholding pattern of listed entity**

**Pre – Arrangement Shareholding of the Vedic Cosmeceuticals Private Limited (“Transferee Company”)**

Particulars	Pre- Arrangement No. of shares	Pre- Arrangement Percentage
Promoters	30,02,000	68.80
Non- Promoters	13,61,640	31.20
<b>Total</b>	<b>43,63,640</b>	<b>100.00</b>



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**Post – Arrangement Shareholding of the Vedic Cosmeceuticals Private Limited (“Transferee Company”)**

Particulars	Post- Arrangement No. of shares	Post- Arrangement Percentage
Promoters	59,58,132	48.82
Public	62,45,184	51.18
<b>Total</b>	<b>1,22,03,316</b>	<b>100.00</b>

**Pre and Post Merger Shareholding of the Company**

**Pre - Arrangement Shareholding of JHS Svendgaard Laboratories Limited (“Transferor Company”)**

Particulars	Pre- Arrangement (No. of shares)	Pre- Arrangement (Percentage)
Promoters	2,95,81,320	37.73
Public	4,88,15,442	62.27
<b>Total</b>	<b>7,83,96,762</b>	<b>100.00</b>

**Post - Arrangement Shareholding of JHS Svendgaard Laboratories Limited (“Transferor Company”)**

Particulars	Post- Arrangement (No. of shares)	Post- Arrangement (Percentage)
Promoters	0	0.00
Public	0	0.00
<b>Total</b>	<b>0</b>	<b>0.00</b>