

Jyothy LABORATORIES LIMITED

CIN - L24240MH1992PLC128651

'UJALA HOUSE', Ramakrishna Mandir Road, Kondivita, Andheri (East), Mumbai-400 059

☐ Tel : 6689 2800 ☐ Fax : 6689 2805 ☐ e-mail : info@jyothy.com ☐ www.jyothylaboratories.com
November 28, 2016



UJALA

To,

BSE Limited

Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai - 400 023.

By email at corp.relations@bseindia.com
Scrip Code: 532926

National Stock Exchange of India Limited

Exchange Plaza, Bandra Kurla Complex,
Bandra (East),
Mumbai - 400051

By email: cmlist@nse.co.in
Scrip Code: JYOTHYLAB

Sub: Issuance of Notices for Court Convened Meeting of Equity Shareholders and Advertisements published by the Company with respect to the Scheme

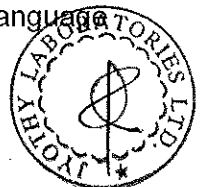
Dear Sirs,

In our letter dated May 23, 2016, we had *inter alia* informed you that the Board of Directors of Jyothy Laboratories Limited ("Company") had, at its meeting held on May 23, 2016 approved a Scheme of Amalgamation of Jyothy Consumer Products Marketing Limited with Jyothy Laboratories Limited ("Scheme") under Sections 391-394 of the Companies Act, 1956 and corresponding provisions of the Companies Act, 2013, subject to requisite statutory approvals including that of the shareholders of the Company and sanction of the Hon'ble High Court of Judicature at Bombay.

In this connection, we wish to inform you that pursuant to the Order passed by the Hon'ble High Court of Judicature at Bombay on November 18, 2016, a Court Convened Meeting of the equity shareholders of the Company is to be held on Tuesday, December 20, 2016 at 10.30 a.m. at M. C. Ghia Hall, Indian Textile Accessories & Machinery Manufacturers' Association, Bhogilal Hargovindas Building, 4th Floor, 18/20, K. Dubhash Marg, Kala Ghoda, Mumbai – 400001 to consider and if thought fit, to approve with or without modifications the proposed Scheme of Amalgamation of Jyothy Consumer Products Marketing Limited with Jyothy Laboratories Limited.

Towards the above, following notices have been dispatched and published by the Company:

1. Individual Notice of the Court Convened Meeting of the equity shareholders of the Company to be held on December 20, 2016 pursuant to the provisions of Sections 391-394 of the Companies Act, 1956 and Explanatory Statement pursuant to Section 393 of the Companies Act, 1956. The Company has completed the physical and electronic dispatch of the notice to all the registered members of the Company on 24th and 25th November, 2016.
2. Public notice in connection with the Court Convened Meeting of equity shareholders of the Company which has been published on November 26, 2016 in Free Press Journal and Navshakti, in Mumbai Edition in English and Marathi Language respectively.



Jyothy LABORATORIES LIMITED

CIN - L24240MH1992PLC128651

'UJALA HOUSE', Ramakrishna Mandir Road, Kondivita, Andheri (East), Mumbai-400 059

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UJALA

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we enclose the Notice dated November 21, 2016 calling the Court convened meeting of equity shareholders of the Company dispatched to equity shareholders of the Company along with the Explanatory Statement pursuant to Section 393 of the Companies Act, 1956 and a copy of the notices published in Free Press Journal and Navshakti.

The aforesaid notice and the published notice is also available on the Company's website www.jyothylaboratories.com.

You are requested to take the same on record and oblige.

Yours Sincerely

For Jyothy Laboratories Limited

Shreyas Trivedi
Head-Legal & Company Secretary



Encl. :a/a

 **Jyothy Laboratories Limited****CIN: L24240MH1992PLC128651**

Regd. Office: 'UJALA HOUSE', Ramkrishna Mandir Road, Kondivita, Andheri (East), Mumbai- 400059

Ph: 91-22-66892800 Fax: 91-22-66892805

Email: secretarial@jyothy.com, Website: www.jyothylaboratories.com**NOTICE OF COURT CONVENED MEETING OF EQUITY SHAREHOLDERS OF
JYOTHY LABORATORIES LIMITED**

Day	:	Tuesday
Date	:	December 20, 2016
Time	:	10.30 a.m.
Venue	:	M. C. Ghia Hall, Indian Textile Accessories & Machinery Manufacturers' Association, Bhogilal Hargovindas Building, 4 th Floor, 18/20, K. Dubhash Marg, Kala Ghoda, Mumbai – 400001

E- Voting

Commencing on	10.00 A.M. on Saturday, December 17, 2016
Ending on	5.00 P.M. on Monday, December 19, 2016

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**IN THE HIGH COURT OF JUDICATURE AT BOMBAY
ORDINARY ORIGINAL CIVIL JURISDICTION
COMPANY SUMMONS FOR DIRECTION NO. 844 of 2016**

In the matter of the Companies Act, 1 of 1956 and other relevant provisions of the
Companies Act, 2013;

AND

In the matter of Sections 391 to 394 of the Companies Act, 1956 and other relevant
provisions of the Companies Act, 2013;

AND

In the matter of Scheme of Amalgamation of
JYOTHY CONSUMER PRODUCTS MARKETING LIMITED,
the Transferor Company with JYOTHY LABORATORIES LIMITED, the Transferee Company.

JYOTHY LABORATORIES LIMITED,)
[CIN: L24240MH1992PLC128651] a company incorporated under)
the Companies Act, 1956 having its registered office at 'UJALA)
HOUSE', Ramkrishna Mandir Road, Kondivita, Andheri (East),)
Mumbai – 400 059.) ...Applicant Company

NOTICE CONVENING THE MEETING OF EQUITY SHAREHOLDERS OF JYOTHY LABORATORIES LIMITED

To,

The Equity Shareholder(s) of Jyothy Laboratories Limited ("Transferee Company" or "Applicant Company")

TAKE NOTICE that by an Order made by the Hon'ble High Court of Judicature at Bombay on November 18, 2016 in the above mentioned Company Summons for Direction (the 'Order'), the Hon'ble High Court has directed that a meeting of Equity Shareholders of Jyothy Laboratories Limited, be convened and held on Tuesday, December 20, 2016, at 10.30 a.m. at M. C. Ghia Hall, Indian Textile Accessories & Machinery Manufacturers' Association, Bhogilal Hargovindas Building, 4th Floor, 18/20, K. Dubhash Marg, Kala Ghoda, Mumbai – 400001 to transact the following Special Business:

To consider and, if thought fit, to approve with or without modification(s), the following Resolution under Sections 391 to 394 of the Companies Act, 1956 or under any corresponding provisions of the Companies Act, 2013 as may be notified (including any statutory modification(s) or re-enactment thereof for the time being in force) the proposed Scheme of Amalgamation of Jyothy Consumer Products Marketing Limited ("the Transferor Company" or "JCPML") with Jyothy Laboratories Limited ("the Transferee Company" or "Applicant Company" or "JLL"):

Proposed Resolution:

"RESOLVED THAT pursuant to the provisions of Section 391 to 394 and other applicable provisions of the Companies Act, 1956 and/ or under the corresponding provisions of the Companies Act, 2013, the rules, regulations, circulars and notifications made thereunder (including any statutory modification or re -enactment thereof) as may be applicable, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Securities and Exchange Board of India Circular No. CIR/CFD/CMD/16/2015 dated November 30, 2015 read with, the observation letters issued by BSE Limited and the National Stock Exchange of India Limited dated August 26, 2016, relevant provisions of other applicable laws, the provisions of the Memorandum and Articles of Association of the Company and subject to the approval of the Hon'ble High Court of Judicature at Bombay and such other approvals, permissions and sanctions of regulatory and other authorities, as may be necessary and subject to such conditions and modifications as may be prescribed or imposed by any regulatory or other authorities, while granting such consents, approvals and permissions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall be deemed to mean and include the committee constituted/to be constituted by the Board to exercise its powers including the powers conferred by this Resolution), the proposed Amalgamation embodied in the Scheme of Amalgamation of Jyothy Consumer Products Marketing Limited with Jyothy Laboratories Limited ("the Scheme") placed before this meeting and initialled by the Chairman of the meeting for the purpose of identification, be and is hereby approved and agreed to, with/ without any modifications and/ or conditions, if any, which may be required and/or imposed and/or permitted by the Hon'ble High Court of Judicature at Bombay while sanctioning the Scheme of Amalgamation and/ or by any other authorities under applicable law(s);

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things, as may be considered requisite, desirable, appropriate or necessary to give effect to this resolution and effectively implement the amalgamation embodied in the Scheme and to accept such modifications, amendments, limitations and/or conditions, if any, which may be required and/or imposed by any authorities under law, or as may be required for the purpose of resolving any doubts or difficulties that may arise in giving effect to the Scheme, as the Board may deem fit and proper."

TAKE FURTHER NOTICE THAT you may attend and vote at the said meeting in person or by proxy, provided that a proxy in the prescribed form, duly signed by you or your authorized representative, is deposited at the registered office of the Transferee Company at 'Ujala House', Ramkrishna Mandir Road, Kondivita, Andheri (East), Mumbai- 400059, not later than 48 (forty eight) hours before the scheduled time of the commencement of the aforesaid meeting.

The Hon'ble High Court of Judicature at Bombay, vide the Order, has appointed Mr. M. P. Ramachandran, Chairman & Managing Director of the Applicant Company, failing him, Mr. Nilesh Mehta, Independent Director of the Applicant Company, failing him, Mr. K. Ullas Kamath, Joint Managing Director and Chief Financial Officer of the Applicant Company and failing him, Ms. M. R. Jyothy, Whole Time Director and Chief Marketing Officer of the Applicant Company, to be the Chairman of the said meeting or of any adjournment(s) thereof.

A copy of the Scheme, the Explanatory Statement under Section 393 of the Companies Act, 1956, read with Section 102 of the Companies Act, 2013, Observation Letters issued by National Stock Exchange of India Limited and BSE Limited respectively, Fairness Opinion, Complaints Report, Proxy Form and the Attendance Slip are enclosed herewith. Pre-approval of the Scheme and Post-approval of the Scheme shareholding pattern of the Transferee Company and Pre-approval of the Scheme shareholding pattern of the Transferor Company are provided in the Explanatory Statement.

**Sd/-
M. P. Ramachandran
Chairman appointed for the meeting
(DIN: 00553406)**

Place: Mumbai
Date: November 21, 2016

Registered Office:

'Ujala House', Ramkrishna Mandir Road, Kondivita, Andheri (East), Mumbai – 400 059
CIN: L24240MH1992PLC128651

Notes:

1. Only registered equity shareholders of the Transferee Company may attend and vote (either in person or by proxy or by authorized representative under Section 112 and 113 of the Companies Act, 2013) at the equity shareholders' meeting. The authorized representative of a body corporate which is a registered equity shareholder of the Transferee Company may attend and vote at the equity shareholders' meeting, provided a certified true copy of the resolution of the Board of Directors or other governing body of the body corporate is deposited at the registered office of the Transferee Company not later than 48 hours before the scheduled time of the commencement of the meeting authorizing such representative to attend and vote at the equity shareholders' meeting.
2. Foreign Institutional Investors (FIIs) who are registered Equity Shareholder (s) of the Transferee Company would be required to deposit certified copies of Custodial resolutions/ Power of Attorney, as the case may be, authorizing the individuals named therein, to attend and vote at the meeting on its behalf. These documents must be deposited at the Registered Office of the Transferee Company not later than 48 hours before the meeting.
3. All alterations made in the form of proxy should be initialled.
4. Registered equity shareholders are informed that in case of joint holders attending the meeting, only such joint holder whose name appears first in the Register of Members of the transferee Company/ list of Beneficial Owners as received from depositories in respect of such joint holding will be entitled to vote.
5. **A registered equity shareholder of the Transferee Company entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself and such proxy need not be a member of the Transferee Company. The Proxy Form duly completed should, however, be deposited at the Registered Office of the Company not less than 48 hours before the commencement of the Meeting. A person can act as proxy on behalf of shareholders not exceeding fifty (50) in number and/or holding in aggregate not more than 10% of the total share capital of the Company. In case a proxy is proposed to be appointed by shareholder(s) holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.**
6. Shareholders are requested to handover the enclosed Attendance Slip, duly signed in accordance with their specimen signature(s) registered with their respective Depositories or with Transferee/ Applicant Company for admission to the meeting hall. Shareholders who hold shares in dematerialized form are requested to bring in their Client ID and DP ID numbers for identification.
7. The notice is being sent to all the members whose email IDs are not registered but whose names appear in the Register of Members/ Beneficial Owners as per details furnished by the Depositories as on November 18, 2016. The members who have registered their e-mail IDs for receipt of documents in electronic mode will receive Notice by e-mail. This notice of the court convened meeting of the Shareholders of the Company is also displayed/ posted on the website of the Applicant Company.
8. The Notice convening the aforesaid meeting will be published through advertisement in Free Press Journal (Mumbai edition) in English language and translation thereof in Navshakti (Mumbai edition) in Marathi language, having wide circulation in the district where the registered office of the Applicant Company is situated.
9. The Applicant Company has appointed Mr. Himanshu S. Kamdar, Practising Company Secretary (Membership No. FGS 5171), Partner, M/s. Rathi & Associates, Company Secretaries, Mumbai, as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
10. The queries, if any, related to the Scheme should be sent to the Applicant Company in the name of Head-Legal & Company Secretary at its Registered Office in such a way that the Applicant Company will receive the same at least 7 (seven) days before the meeting.
11. The documents referred to in the accompanying Explanatory Statement shall be open for inspection by the Equity Shareholders at the Registered Office of the Applicant Company on all working days except Saturdays, Sundays and Public Holidays between 11.00 a.m. to 3.00 p.m. upto Monday, December 19, 2016.
12. In compliance with Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended from time to time and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI LODR Regulations**"), the Transferee/ Applicant Company has provided the facility to Members to exercise their votes on resolution through remote e-voting facility arranged by Central Depository Services (India) Limited (CDSL) ("e-voting") and the business contained in the notice may be transacted through such voting.

The instructions for e-Voting are as under:

- i. The voting period begins at 10.00 a.m. on Saturday, December 17, 2016 and ends at 5.00 p.m. on Monday, December 19, 2016. During this period, shareholders of the Applicant Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of Tuesday, December 13, 2016, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- ii. The shareholders should log on to the e-voting website www.evotingindia.com.
- iii. Click on "Shareholders".
- iv. Now Enter your User ID
 - For CDSL: 16 digits beneficiary ID,
 - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - Members holding shares in Physical Form should enter Folio Number registered with the Company.
- v. Next enter the Image Verification as displayed and Click on Login.
- vi. If you are holding shares in Demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- vii. If you are a first time user, follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the Company records in order to login. If both the details are not recorded with the depository or Company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

- viii. After entering these details appropriately, click on “SUBMIT” tab.
- ix. Members holding shares in physical form will then reach directly to the EVSN selection screen. However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the Demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- x. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- xi. Click on the EVSN for JYOTHY LABORATORIES LIMITED on which you choose to vote.
- xii. On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option “YES” or “NO” as desired. The option “YES” implies that you assent to the Resolution and option “NO” implies that you dissent to the Resolution.
- xiii. Click on the “Resolutions File Link” if you wish to view the entire Resolution.
- xiv. After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- xv. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- xvi. You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- xvii. If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- xviii. Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.**
- xix. Note for Non – Individual Shareholders and Custodians:
 - a. Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - b. A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - c. After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - d. The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - e. A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- xx. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com.
13. The voting rights of members shall be in proportion to their shares in the paid up equity share capital of the Transferee Company as on cut off date. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the meeting through ballot paper. Any person who acquires shares of the Transferee Company and becomes the member of the Transferee Company after the cut-off date i.e. December 13, 2016 shall not be eligible to vote either through e-voting or at Court Convened Meeting.
14. Members can opt for only one mode of voting, i.e. either through ballot papers at Court Convened Meeting or e-voting. In case members cast their votes through both the modes, voting done by e-voting shall prevail and votes cast through ballot papers at Court Convened Meeting shall be treated as invalid.
15. Members who have cast their vote by remote e-voting prior to the Court Convened Meeting may also attend the meeting but shall not be entitled to cast their vote again.
16. The Scrutinizer shall, immediately after the conclusion of voting at the meeting, first count the votes cast at the meeting, there after unblock the votes cast through remote e-voting in the presence of atleast two witnesses not in the employment of the Company and make not later than two days of conclusion of the meeting a consolidated Scrutinizer’s report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing who shall countersign the same.
17. The results declared along with the Scrutinizer’s Report shall be placed on the Company’s website www.jyothylaboratories.com and on the website of CDSL within two days of the passing of the resolution at the Court Convened Meeting (CCM) held on December 20, 2016 and communicated to BSE Limited (“BSE”) and National Stock Exchange of India Limited (“NSE”), where the shares of the Company are listed.

**IN THE HIGH COURT OF JUDICATURE AT BOMBAY
ORDINARY ORIGINAL CIVIL JURISDICTION
COMPANY SUMMONS FOR DIRECTION NO. 844 of 2016**

In the matter of the Companies Act, 1 of 1956 and other relevant provisions of the
Companies Act, 2013;

AND

In the matter of Sections 391 to 394 of the Companies Act, 1956 and other relevant
provisions of the Companies Act, 2013;

AND

In the matter of Scheme of Amalgamation of
JYOTHY CONSUMER PRODUCTS MARKETING LIMITED,
the Transferor Company with JYOTHY LABORATORIES LIMITED, the Transferee Company.

JYOTHY LABORATORIES LIMITED,)
[CIN: L24240MH1992PLC128651] a company incorporated under)
the Companies Act, 1956 having its registered office at 'UJALA)
HOUSE', Ramkrishna Mandir Road, Kondivita, Andheri (East),)
Mumbai – 400 059.) ...Applicant Company

Explanatory statement under Section 393 of the Companies Act, 1956 (or under any corresponding provisions of the Companies Act, 2013 as may be notified) and Section 102 of the Companies Act, 2013 to the Notice of Court Convened Meeting of the Equity Shareholders of Jyothy Laboratories Limited.

In this statement, Jyothy Laboratories Limited is referred to as the “**Applicant Company**” or “JLL” or “**Transferee Company**” and Jyothy Consumer Products Marketing Limited is referred to as the “**Transferor Company**” or “**JCPML**”. The other definitions contained in the enclosed Scheme of Amalgamation of JCPML with JLL (“**Scheme**”) will apply to this Explanatory Statement. The following statement as required under Section 393 of the Companies Act, 1956 and Section 102 of the Companies Act, 2013, sets forth the details of the Scheme, its effects and any material interests of the Directors and Key Managerial Personnel in their capacity as members.

1. This is a statement accompanying the Notice convening the meeting of the Equity Shareholders of JLL, pursuant to an order dated November 18, 2016 passed by the Hon’ble High Court of Judicature at Bombay in the Company Summons for Direction No.844 of 2016 (hereinafter referred to as the “Order”), to be held on **Tuesday, December 20, 2016 at 10.30 A.M. at M. C. Ghia Hall, Indian Textile Accessories & Machinery Manufacturers’ Association, Bhogilal Hargovindas Building, 4th Floor, 18/20, K. Dubhash Marg, Kala Ghoda, Mumbai – 400001, Maharashtra**, for the purpose of considering, and if thought fit, approving, with or without modification(s), the proposed Scheme of JCPML with the Applicant/ Transferee Company, subject to confirmation of the Hon’ble High Court of Judicature at Bombay.
2. The proposed Scheme provides for Amalgamation of Jyothy Consumer Products Marketing Limited with Jyothy Laboratories Limited pursuant to the provisions of Sections 391 to 394 of the Companies Act, 1956 or any corresponding provisions of the Companies Act, 2013 as may be notified (including any statutory modifications or re-enactment thereof or amendment thereof) and the copy of the Scheme setting out in detail the terms and conditions of the Amalgamation approved by the Board of Directors of the Transferor / Transferee Company at their respective meetings held on May 23, 2016 is attached to this Explanatory Statement and forms part of this statement.
3. In addition to the Court Convened Meeting of the Equity Shareholders of the Transferee Company pursuant to Sections 391 to 394 of the Companies Act, 1956 (including any statutory modifications or re-enactment thereof or amendment thereof), approval of the Equity Shareholders of the Transferee Company is also sought by way of remote e-voting (“e-voting”) as required under Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI LODR Regulations**”), SEBI Circulars and the Act.

4. Background of the Companies:

4.1 Jyothy Laboratories Limited (the “Company” or the “Applicant Company” or the “Transferee Company” or “JLL”)

- a) Jyothy Laboratories Limited was incorporated on 15th day of January, 1992 under the Companies Act, 1956 under the name and style of ‘Jyothi Laboratories Private Limited’ in Kerala. The name was changed to ‘Jyothi Laboratories Limited’ on 6th day of October, 1995. The name was again changed to ‘JYOTHY LABORATORIES LIMITED’ with effect from 12th day of August, 1996. The Company shifted its registered office from the State of Kerala to the State of Maharashtra pursuant to the order of the Company Law Board, Southern Region Bench dated April 12, 2000 and registered the same with the Registrar of Companies, Mumbai on September 11, 2000. The Corporate Identification Number of JLL is L24240MH1992PLC128651.
- b) The registered office of JLL is situated at ‘Ujala House’, Ramkrishna Mandir Road, Kondivita, Andheri (East), Mumbai – 400 059.
- c) The authorised, issued, subscribed and paid-up share capital of JLL as on March 31, 2016 is as under:

Share Capital	Amount in ₹
Authorized Share Capital 2,570,000,000 Equity Shares of ₹ 1/- each	257,00,00,000
TOTAL	257,00,00,000
Issued, Subscribed and Paid-up Share Capital* 181,119,680 Equity Shares of ₹ 1/- each fully paid up	18,11,19,680
TOTAL	18,11,19,680

*Pursuant to allotment of 4,94,324 employee stock options during the period from 1st April, 2016 upto the date of notice i.e. upto November 21, 2016, the issued and paid up capital is ₹ 18,16,14,004 divided into 18,16,14,004 equity shares of ₹ 1/- each fully paid up.

- d. The equity shares of JLL are listed on the National Stock Exchange of India Limited and BSE Limited (hereinafter together called as the "Stock Exchanges").
- e. The objects for which JLL has been established are set out in its Memorandum of Association. The main objects of Transferee Company are set out hereunder:

1. To set up and carry out Research and Development for the manufacture and development of soaps, soap powders, liquid whiteners, whitening agents, washing aids, hygiene products and allied items.

1A. To carry on the business as manufacturers, producers, processors, makers, inventors, converters, importers, exporters, traders, buyers, sellers, retailers, wholesalers, suppliers, indenters, packers, movers, preservers, stockists, agents, sub-agents, merchants, distributors, consignors, jobbers, brokers, concessionaires or otherwise deal in all kinds and varieties of products used for or as personal care including soap, perfumes, toothpaste, tooth brush and other substances, cream, powders, shaving products like cream, gel, foam, brush, blades, blade cartridges, razors and the like; fabric care including detergents of all forms, soap, soap chips, soap powder, fabric whitener, fabric softeners, starches and cleaning and laundry machines; dishwashing products and scouring agents; dish washing machines; air care; hair care including shampoos, conditioners, hair oil, cream and gel, hair dyes; nail care; eye care; household cleansers including bath and toilet cleansers, glass cleansers, cleaning and rinsing agents, sanitation products and systems for measuring, control and dispensing; carpet care; furniture and kitchen care; shoe care; insecticides in all forms / substances including household insecticides, mosquito and insect repellants, rats and reptile repellants and dispensing products; plant care and plant protection; surface care including disinfectants, rinsing, cleaning, decreasing and disinfecting agents, decreasing and pickling agents, dispensing, cleaning and disinfecting equipment; metal surface treatment products; car care including cooling lubricants; water treatment and building maintenance; cosmetic and beauty products; ayurvedic/ herbal products and mineral water, foods, beverages and dairy products.

4.2 Jyothy Consumer Products Marketing Limited (the "Transferor Company" or "JCPML")

- a. Jyothy Consumer Products Marketing Limited (JCPML) was originally incorporated under the Companies Act, 1956, under the name and style of "Detergents India Limited" on 15th November, 1974 as a public unlisted company. This name of the Company 'was changed to 'Henkel Marketing India Limited' on 24th June, 2004 and a fresh certificate of incorporation consequent to the change of name was issued by the Registrar of Companies, Andhra Pradesh at Hyderabad.

The Registered Office of the Company was shifted from the state of Andhra Pradesh to Chennai vide Order from Company Law Board, Chennai bearing date 7th April, 2006 and certificate dated 29th day of June, 2006. The Corporate Identification Number of JCPML is U99999MH1974PLC242045.

The name of the Company was further changed to 'Jyothy Consumer Products Marketing Limited' on 25th July, 2012 and a fresh certificate of incorporation consequent to the change of name was issued by the Registrar of Companies, Tamil Nadu at Chennai. The Registered Office of the Company was further shifted from Chennai to the state of Maharashtra vide Order from the Regional Director, Chennai bearing date 11th April, 2013 and the certificate dated 22nd day of April, 2013 from the Registrar of Companies, Mumbai.

- b. The registered office of JCPML is situated at 'Ujala House', Ramkrishna Mandir Road, Kondivita, Andheri (East), Mumbai 400 059.
- c. The authorised, issued, subscribed and paid-up share capital of JCPML as on March 31, 2016 is as under:

Particulars	(Amount in ₹)
Authorised Share Capital	
1,50,00,000 Equity Shares of ₹ 10/- Each	15,00,00,000
30,000 Preference Shares of ₹100/- Each	30,00,000
TOTAL	15,30,00,000
Issued, Subscribed and Paid up Share Capital	
1,49,10,000 Equity Shares of ₹ 10/- each fully paid up	14,91,00,000
TOTAL	14,91,00,000

Subsequent to March 31, 2016, up to the date of the Scheme being approved by the Board of Directors, there has been no change in the issued, subscribed and paid up share capital of JCPML.

- d. The equity shares of JCPML are not listed on any Stock Exchanges.
- e. The objects for which JCPML has been established are set out in its Memorandum of Association. The main objects of Transferor Company are set out hereunder:
 1. To manufacture, import, export and generally deal in detergents, soaps, and other cleaning, washing refining and bleaching agents, anti-foam agents, textile auxiliaries, textile finishing agents, and synthetic detergents etc. for domestic, scientific, technological and industrial purposes, toilets, cosmetics, soap lime, soda ash, caustic soda, sodium carbonate, potassium hydroxide and all other alkalies, sulphur, sulphuric acid, dodecyl benzene, vegetable and animal fats, oils, all sorts of perfuming agents, deodourising agents, glycerine solvents of organic and inorganic origins.
 2. To carry on the business of providing technical knowhow by outright sale thereof or on commission or on royalty basis.

3. *To carry on the business of manufacturers, dealers, stockists, distributors, exporters and importers, of raw materials, intermediate and finished products in the field of:*
 - a. *Detergents soaps, disinfectants, insecticides, rodenticides fungicides, weedicides, pesticides, fertilisers growth promoting chemicals organic and or Inorganic chemical, and re-agents, fine chemicals, petro chemicals, light and heavy chemicals, synthetic organic chemicals in general including photographic chemicals, synthetic resins, and plastics and composition derived therefrom, plasticisers, solvents, paints, varnishes and enamels.*
 - b. *Coal tar distillation products like Naphthalene, Anthracene and the like and products derived therefrom, textile auxiliaries, emulsifying agents, dispensing agents, wetting agents, Byestuffs, pigments and chemicals, Intermediates and auxiliaries required thereof sizing, finishing, water proofing and flame proofing materials and chemicals, Electric chemicals, Electroplating chemicals and auxiliaries.*
 - c. *Soaps, cosmetics, perfumery and flavouring chemicals and compositions drugs and pharmaceuticals and related products and preparation of adhesives, plastic coated films, fabric and sheets various laminations of plastics with Hessains, paper aluminium foils, celluloid and such other articles.*
- f. JCPML is the wholly owned subsidiary of JLL.

The Proposed Scheme was placed before the Board of Directors of the Transferor Company on 23rd May, 2016 wherein the Report on valuation of the Transferor Company issued by A. R. Sodha & Co, Chartered Accountants, an independent valuer, and Fairness Opinion issued by M/S. Chartered Capital and Investment Limited, were also placed before the Board.

5. Rationale of the Scheme:

- The Transferor Company is a wholly owned subsidiary of the Transferee Company and both the Transferor and Transferee Companies are under the same management and for administrative convenience, it would be advantageous to combine the operations in a single Company. The amalgamation will enable the Transferee Company to consolidate the businesses and lead to synergies in operation and benefit of combined resources.
- The Transferor and Transferee Company, both, are engaged in the business of manufacturing and marketing of Fast Moving Consumer Goods (FMCG) products and as a result the amalgamation would lead to better leveraging of manufacturing and marketing facilities and will bring both the entities under one roof to portray one face to all the parties with whom the Jyothy Group deals.
- This Scheme of amalgamation would also result in achieving Direct and Indirect Tax efficiencies.
- Amalgamation of the Transferor Company with the Transferee Company will also provide an opportunity to leverage combined assets and build a stronger sustainable business. Specifically, the amalgamation will enable optimal utilization of existing resources and provide an opportunity to fully leverage strong assets, capabilities, experience, knowledge, efficiencies, expertise and infrastructure of both the companies.
- The Scheme of amalgamation will result in cost saving for both the companies as they would capitalize on each other's core competence and resources which is expected to result in stability of operations and cost savings.
- The Transferor Company is a wholly owned subsidiary of the Transferee Company and the amalgamation will result in simplification of shareholding structure, reduction in shareholding tiers, reduction in the operating costs, reduction in multiplicity of legal and regulatory compliances, elimination of multiple record keeping which will ultimately lead to overall reduction in expenditure.

6. Salient features of the Scheme are set out as under:

- a. The Scheme envisages the Amalgamation of Transferor Company with the Transferee Company under the provisions of Sections 391 to 394 of the Companies Act, 1956 (or any corresponding provisions of the Companies Act, 2013 as may be notified). Since the Transferor Company is the wholly owned subsidiary of the Transferee Company, the Transferee Company shall not be required to issue any shares or pay any consideration to the Transferor Company or its Shareholders.
- b. The Appointed Date for the proposed Scheme is 1st day of April, 2016 or such other date as may be approved by the Hon'ble High Court of Judicature at Bombay.
- c. With effect from the Appointed Date and on the Scheme becoming effective, the Transferor Company shall, pursuant to the sanction of the Scheme by the Hon'ble High Court of Judicature at Bombay and pursuant to the provisions of Sections 391 to 394 and other applicable provisions, if any, of the Act, be and stand transferred to and vested in and /or be deemed to have been transferred to and vested in the Transferee Company, as a going concern without any further act, instrument, deed, matter or thing so as to become, as and from the Appointed Date, the estate, assets, rights, title and interest of the Transferee Company.
- d. The entire issued, subscribed and paid-up share capital of Transferor Company is held by the Transferee Company. Upon the Scheme becoming effective, the entire equity capital of Transferor Company shall stand automatically cancelled and there will not be any issue and allotment of shares of the Transferee Company. Further upon the Scheme becoming effective, the shares certificates, if any, representing the shares held by the Transferee Company in its wholly owned subsidiary company (being the Transferor Company), shall be deemed to be cancelled without any further act or deed for cancellation thereof by the Transferee Company.
- e. The amalgamation as aforesaid will be accounted in the books and records of both the Companies in accordance with the Indian Accounting Standard (Ind AS) 103 - Business Combinations as notified under Section 133 of the Companies Act, 2013, read together with paragraph 3 of the Companies (Indian Accounting Standard) Rules, 2015.
- f. All costs, charges, taxes including duties, levies and all other expenses, if any (save as expressly otherwise agreed) arising out of, or incurred in carrying out and implementing this Scheme and matters incidental thereto, shall be borne by the Transferee Company.
- g. On the Scheme becoming effective, all the staff, workmen and other employees in the service of the Transferor Company immediately before the transfer of the Undertaking under the Scheme shall become the staff, workmen and employees of the Transferee Company.

- h. The Scheme is conditional upon and subject to:
- The approval by the requisite majority of the members and creditors of the Transferor Company and of the members and creditors of the Transferee Company.
 - The requisite resolution(s) under the applicable provisions of the said Act being passed by the Shareholders of the Transferee Company for any of the matters provided for or relating to the Scheme, as may be necessary or desirable.
 - The sanction of the High Court of Judicature at Bombay under Sections 391 to 394 of the said Act, in favour of the Transferor Company and the Transferee Company and to the necessary Order or Orders under Section 394 of the said Act, being obtained.
 - The requisite consent, approval or permission of the Central Government or any other statutory or regulatory authority, which by law may be necessary for the implementation of this Scheme.
- (i) On the Scheme becoming effective, the Transferor Company shall be dissolved without being wound up.

You are requested to read the entire text of the Scheme to get fully acquainted with the provisions thereof. The aforesaid salient features are only some of the key provisions of the Scheme.

7. Board meeting, Valuation Report and Fairness opinion

In accordance with the provisions of SEBI Circular bearing no. CIR/CFD/CMD/16/2015 dated 30th November, 2015 ("SEBI Circular") (erstwhile Circulars bearing Nos. CIR/CFD/DIL/5/2013 dated 4th February, 2013 read with SEBI Circular No. CIR/CFD/DIL/8/2013 dated 21st May, 2013), the Audit Committee of the Company ("Audit Committee") on May 23, 2016, recommended the Scheme to the Board of Directors of the Company inter-alia taking into account;

- The Valuation Report issued by M/s. A. R. Sodha & Co., Chartered Accountants an independent valuer;
- The Fairness Opinion issued by M/s. Chartered Capital and Investment Limited on the fairness of the Valuation Report.

8. Approvals

- The Company has received, in terms of Regulation 37 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 (erstwhile Clause 24(f) of the Listing Agreement), Observation Letters dated August 26, 2016 from National Stock Exchange of India Limited and BSE Limited respectively. A copy of each of the Observation Letters is enclosed as Annexure to this Notice.
 - As required under the SEBI circular, the Company has filed the Complaints Report with BSE Limited and the National Stock Exchange of India Limited on August 22, 2016. After filing of the Complaint Reports, the Applicant Company has not received any complaint. A copy of the Complaints Report is enclosed as Annexure to this Notice.
9. The details of the present Directors and Key Managerial Personnel (KMP) of the Transferee Company and their respective shareholdings in the Transferor Company and the Transferee Company are as follows:

Sr. No.	Name	Shares held in Transferor Company i.e. JCPML	Shares held in Transferee Company i.e. JLL
Directors			
1.	Mr. M. P. Ramachandran	Nil	7,01,36,948
2.	Mr. K. Ullas Kamath	Nil	14,51,380
3.	Ms. M. R. Jyothy	Nil	47,68,937
4.	Mr. Nilesh Mehta	Nil	Nil
5.	Mr. K. P. Padmakumar	Nil	Nil
6.	Mr. R. Lakshminarayanan	Nil	Nil
KMP			
1.	Mr. Shreyas Trivedi – Head-Legal & Company Secretary	Nil	Nil

**Mr. K. Ullas Kamath is also holding the position of Chief Financial Officer in the Transferee/ Applicant Company*

10. The details of the present Directors and Key Managerial Personnel (KMP) of the Transferor Company and their respective shareholdings in the Transferor Company and the Transferee Company are as follows:

Sr. No.	Name	Shares held in Transferor Company i.e. JCPML	Shares held in Transferee Company i.e. JLL
Directors			
1.	Mr. M. P. Ramachandran	Nil	7,01,36,948
2.	Ms. M. R. Jyothy	Nil	47,68,937
3.	Mr. Nilesh Mehta	Nil	Nil
4.	Mr. K. P. Padmakumar	Nil	Nil
5.	Mr. R. Lakshminarayanan	Nil	Nil
KMP			
1.	Mr. K. Ullas Kamath- Chief Financial Officer	Nil	14,51,380
2.	Mr. Shreyas Trivedi - Company Secretary	Nil	Nil

11. The Directors and KMPs of the Transferee Company and their respective relatives may be concerned or deemed to be concerned and/or interested in the Scheme only to the extent of their shareholding in the respective companies. The effect of the Scheme on interests of the Directors and KMPs and their respective relatives, is not different from the effect of the Scheme on the like interests of other persons / stakeholders.

12. Capital Structure - Pre and Post approval of the Scheme capital structure of the Transferor Company and the Transferee Company are / would be as mentioned in paragraph 4.1(c) and 4.2(c) above respectively.
13. The pre and post (expected) approval of the Scheme equity shareholding pattern of the Transferee Company as on March 31, 2016 is as follows:

Description	Pre-Amalgamation Shareholding		Post-Amalgamation Shareholding	
	Nos. of Shares	%	Nos. of Shares	%
Promoter and Promoter Group (A)	12,08,81,401	66.74	12,08,81,401	66.74
Public (B)	6,02,38,279	33.26	6,02,38,279	33.26
Non Promoter – Non Public (C)	Nil	Nil	Nil	Nil
Total (A+B+C)	18,11,19,680	100.00	18,11,19,680	100.00

Note: There will be no change in the Pre and Post approval of the Scheme of Amalgamation in the shareholding pattern of the Transferee Company as no shares would be issued pursuant to the Scheme.

14. The pre approval of the Scheme Equity Shareholding Pattern of the Transferor Company as on March 31, 2016 is as follows:

Description	Pre-Amalgamation Shareholding	
	Nos. of Shares	%
Promoter and Promoter Group (A)	14,91,00,000	100
Public (B)	Nil	Nil
Non Promoter – Non Public (C)	Nil	Nil
Total (A+B+C)	14,91,00,000	100.00

The Transferor Company will stand dissolved upon the Scheme being effective and hence only pre approval of the Scheme Shareholding Pattern of Transferor Company is provided.

15. The rights and interests of the Equity Shareholders, Secured or Unsecured Creditors of the Transferee Company and the Transferor Company will not be prejudicially affected by the Scheme as no sacrifice or waiver is, at all called for from them nor their rights sought to be modified in any manner.
16. No investigation proceedings have been instituted or are pending under Sections 235 to 251 of the Companies Act, 1956 (any corresponding provisions of the Companies Act, 1956 as may be notified) and / or under Section 210 of the Companies Act, 2013, against the Transferor and the Transferee Company.
17. This statement may be treated as an Explanatory Statement under Section 393 of the Companies Act, 1956 and Section 102 of the Companies Act, 2013.
18. On the Scheme being approved by the requisite majority of the Shareholders, the Transferor and the Transferee Company shall file a petition with the Hon'ble High Court of Judicature at Bombay for sanction of the Scheme under Sections 391 to 394 of the Companies Act, 1956 and other applicable provisions of the Act.
19. The following documents will be open for inspection by the equity shareholders of the Transferee/ Applicant Company upto Monday, December 19, 2016 at its registered office between 11:00 a.m. and 3:00 p.m. on all working days, except Saturdays, Sundays and Public Holidays:
- Copy of the Order dated November 18, 2016 of the Hon'ble High Court of Judicature at Bombay passed in the Company Summons for Direction No. 844 of 2016 directing the convening of the meeting of the Equity Shareholders of Transferee Company;
 - Copy of the Company Summons for Directions No. 844 of 2016;
 - Scheme of Amalgamation of Jyothy Consumer Product Marketing Limited with Jyothy Laboratories Limited;
 - Memorandum and Articles of Association of the Transferor Company and the Transferee Company;
 - Annual Reports of the Transferor Company and the Transferee Company for the financial year ended March 31, 2016;
 - Copy of the valuation report dated May 23, 2016 issued by M/s. A. R. Sodha & Co., Chartered Accountants, an independent valuer;
 - Copy of the Fairness Opinion dated May 23, 2016 issued by M/s Chartered Capital & Investments Limited;
 - Copy of the Complaints Report submitted to National Stock Exchange of India Limited and BSE Limited on August 22, 2016 and also uploaded on the Transferee/ Applicant Company's website;
 - Copy of the Observation letters dated August 26, 2016 received from National Stock Exchange of India Limited and BSE Limited respectively; Register of Director's Shareholdings of the Transferee and the Transferor Company.
 - A copy of the Notice, Scheme, Explanatory Statement and Proxy Form may also be obtained from the Registered Office of the Transferee Company and/or at the office of its Advocate situated at M/s. Rajesh Shah & Co., 16, Oriental Building, 30, Nagindas Master Road, Opp. Welcome Hotel, Flora Fountain, Mumbai 400 001.

Date: November 21, 2016

Place: Mumbai

Registered Office: Jyothy Laboratories Limited

'Ujala House', Ramkrishna Mandir Road, Kondivita, Andheri (E), Mumbai – 400 059

CIN: L24240MH1992OLC128651

Sd/-
M. P. Ramachandran
Chairman appointed for the Meeting
(DIN: 00553406)

**SCHEME OF AMALGAMATION
OF
JYOTHY CONSUMER PRODUCTS MARKETING LIMITED
(The Transferor Company)
WITH
JYOTHY LABORATORIES LIMITED
(The Transferee Company)**

1. PREAMBLE

This Scheme of Amalgamation is presented under Sections 391 to 394 and other applicable provisions of the Companies Act, 1956 for the amalgamation of JYOTHY CONSUMER PRODUCTS MARKETING LIMITED, (hereinafter referred to as “The Transferor Company”) with JYOTHY LABORATORIES LIMITED, (hereinafter referred to as “The Transferee Company”), pursuant to Sections 391 to 394 and other relevant provisions of the Companies Act, 1956 and other relevant provisions of Companies Act, 2013 as notified therein and the same is divided into the following Parts:

Part A - deals with Definitions and Share Capital;

Part B - deals with Amalgamation of JYOTHY CONSUMER PRODUCTS MARKETING LIMITED with JYOTHY LABORATORIES LIMITED;

Part C - deals with General Clauses, Terms and Conditions.

2. RATIONALE FOR THE SCHEME OF AMALGAMATION

2.1 The Transferor Company is a wholly owned subsidiary of the Transferee Company and both the Transferor and Transferee Companies are under same management and for administrative convenience, it would be advantageous to combine the operations in a single Company. The amalgamation will enable the Transferee Company to consolidate the businesses and lead to synergies in operation and benefit of combined resources.

2.2 The Transferor and Transferee Company, both, are engaged in the business of manufacturing and marketing of Fast Moving Consumer Goods (FMCG) products and as a result the amalgamation would lead to better leveraging of manufacturing and marketing facilities and will bring both the entities under one roof to portray one face to all the parties with whom the Jyothy Group deals.

2.3 This Scheme of amalgamation would also result in achieving Direct and Indirect Tax efficiencies.

2.4 Amalgamation of the Transferor Company with the Transferee Company will also provide an opportunity to leverage combined assets and build a stronger sustainable business. Specifically, the amalgamation will enable optimal utilization of existing resources and provide an opportunity to fully leverage strong assets, capabilities, experience, knowledge, efficiencies, expertise and infrastructure of both the companies.

2.5 The Scheme of amalgamation will result in cost saving for both the companies as they would capitalize on each other’s core competency and resources which is expected to result in stability of operations, cost savings and higher profitability levels for the Amalgamated Company.

2.6 The Transferor Company is a wholly owned subsidiary of the Transferee Company and the amalgamation will result in simplification of shareholding structure, reduction in shareholding tiers, reduction in the operating costs, reduction in multiplicity of legal and regulatory compliances, elimination of multiple record keeping which will ultimately lead to overall reduction in expenditure.

PART A – DEFINITIONS AND SHARE CAPITAL

3. DEFINITIONS

In this Scheme, unless inconsistent with the subject or context, the following expressions shall have the following meanings:

3.1 JYOTHY CONSUMER PRODUCTS MARKETING LIMITED, (hereinafter referred to as “The Transferor Company”) means a company incorporated under the Companies Act, 1956, and having its Registered Office situated at ‘UJALA HOUSE’, Ramkrishna Mandir Road, Kondivita, Andheri (East), Mumbai – 400 059.

3.2 JYOTHY LABORATORIES LIMITED, (hereinafter referred to as “The Transferee Company”) means a company incorporated under the Companies Act, 1956, and having its Registered Office situated at ‘UJALA HOUSE’, Ramkrishna Mandir Road, Kondivita, Andheri (East), Mumbai – 400 059.

3.3 “The Act” or “the said Act” means the Companies Act, 1956 and the Companies Act, 2013 to the extent the sections as notified and shall include any statutory modifications, re-enactment or amendments thereof for the time being in force.

3.4 “The Appointed Date” means 1st April, 2016 or such other date as the High Court of Judicature at Mumbai or other competent authority may otherwise direct/ fix.

3.5 “The Effective Date” means the date on which certified copies of the Order(s) of the Hon’ble High Court of Judicature at Mumbai vesting the assets, properties, liabilities, rights, duties, obligations and the like of the Transferor Company in the Transferee Company are filed with the Registrar of Companies, Maharashtra and/or the Ministry of Corporate Affairs, New Delhi after obtaining the necessary consents, approvals, permissions, resolutions, agreements, sanctions and orders in this regard.

3.6 “The High Court” shall for the purpose of this Scheme, mean the Hon’ble High Court of Judicature at Mumbai and the expression shall include, all the powers of the High Court under the Chapter V of the Act being vested on the National Company Law Tribunal constituted under Section 10 FB of the Act, the National Company Law Tribunal and the provisions of the Act as applicable to the Scheme shall be construed accordingly.

3.7 “Undertaking” shall mean and include:

- (a) All the assets and properties and the entire business of the Transferor Company as on the Appointed Date, (hereinafter referred to as "the said assets")
- (b) All the debts, liabilities, contingent liabilities, duties, obligations and guarantees of the Transferor Company as on the Appointed Date (hereinafter referred to as "the said liabilities")
- (c) Without prejudice to the generality of sub-clause (a) above, the Undertaking of the Transferor Company shall include the Transferor Company reserves, movable and the immovable properties, all other assets including investments in shares, debentures, bonds and other securities, claims, loans and advances, deposits, Trade- Receivables, ownership rights, lease-hold rights, tenancy rights, occupancy rights, hire purchase contracts, leased assets, lending contracts, revisions, powers, permits, authorities, licenses, consents, approvals, municipal permissions, industrial and other licenses, permits, authorizations, quota rights, registrations, import/ export licenses, bids, tenders, letter of intent, connections for water, electricity and drainage, sanctions, consents, product registrations, quota rights, allotments, approvals, freehold land, buildings, factory buildings, plant & machinery, electrical installations and equipments, furniture and fittings, laboratory equipments, office equipments, effluent treatment plants, tube wells, software packages, vehicles and contracts, engagements, titles, interest, benefits, allocations, exemptions, concessions, remissions, subsidies, tax deferrals, tenancy rights, trademarks, brand names, patents and other industrial and intellectual properties, import quotas, telephones, telex, facsimile, websites, e-mail connections, networking facilities and other communication facilities and equipments, investments, rights and benefits of all agreements and all other interests, rights and power of every kind, nature and description whatsoever, privileges, liberties, easements, advantages, benefits and approvals and all necessary records, files, papers, process information, data catalogues and all books of accounts, documents and records relating thereof.
- 3.8 "The Scheme" means this Scheme of Amalgamation in its present form or with any modification(s) approved or imposed or directed by the Hon'ble High Court at Mumbai.

4. SHARE CAPITAL

4.1 The Share Capital of the Transferor Company as at 31st March, 2016 is as under.

Particulars	Amount in (₹)
Authorised Capital	
1,50,00,000 Equity Shares of ₹10/-each	15,00,00,000
30,000 11% Cumulative Redeemable Preference Shares of ₹100/- each	30,00,000
Total	15,30,00,000
Issued, Subscribed and Paid-up	
1,49,10,000 Equity Shares of ₹10/- each fully Paid-up	14,91,00,000
Total	14,91,00,000

4.2 The Share Capital of the Transferee Company as at 31st March, 2016 is as under.

Particulars	Amount in (₹)
Authorised Capital	
2,57,00,00,000 Equity Shares of ₹1/-each.	2,57,00,00,000
Total	2,57,00,00,000
Issued, Subscribed and Paid-up	
18,11,19,680 Equity Shares of ₹ 1/- each fully paid-up.	18,11,19,680
Total	18,11,19,680

PART-B – AMALGAMATION OF THE TRANSFEROR COMPANY WITH THE TRANSFEE COMPANY

5. TRANSFER AND VESTING OF UNDERTAKING

5.1 With effect from the opening of the business hours as on the Appointed Date (i.e. 1st April, 2016) and subject to the provisions of this Scheme, the entire Undertaking of the Transferor Company including the assets and liabilities as on the Appointed Date, shall pursuant to Section 394 and other applicable provisions of the Act, without any further act, instrument or deed, be and shall stand transferred to and vested in and/or deemed to have been transferred to and vested in the Transferee Company as a going concern subject, however, to all charges, liens, mortgages, if any, then affecting the same or any part thereof.

PROVIDED ALWAYS that the Scheme shall not operate to enlarge the security for any loan, deposit or facility created by or available to the Transferor Company and which shall vest in the Transferee Company by virtue of the amalgamation and the Transferee Company shall not be obliged to create any further or additional security after the amalgamation has become effective or otherwise unless specifically provided hereinafter.

5.2 The entire business of the Transferor Company is as going concerns and all the properties whether movable or immovable, real or personal, corporeal or incorporeal, present or contingent including but without being limited to all assets, authorized capital, fixed assets, capital work-in-progress, current assets and debtors, investments, rights, claims and powers, authorities, allotments, approvals and consents, reserves, provisions, permits, ownership rights, lease, tenancy rights, occupancy rights, incentives, claims, rehabilitation schemes, funds, quota rights, import quotas, licenses, registrations, contracts, engagements, arrangements, brands, logos, patents, trade names, trade marks, copy rights, all other intellectual property rights, other intangibles of the Transferor Company whether registered or unregistered or any variation thereof as a part of its name or in a style of business otherwise, other industrial rights and licenses in respect thereof, lease, tenancy rights, flats, telephones, telexes, facsimile connections, e-mail connections, internet connections, websites, installations and utilities, benefits of agreements and arrangements, powers, authorities, permits, allotments, approvals, permissions, sanctions, consents, privileges, liberties, easements, other assets,

special status and other benefits that have accrued or which may accrue to the Transferor Company on and from the Appointed Date and prior to the Effective Date in connection with or in relation to the operation of the undertaking and all the rights, titles, interests, benefits, facilities and advantages of whatsoever nature and where ever situated belonging to or in the possession of or granted in favour of or enjoyed by the Transferor Company as on the Appointed Date and prior to the Effective Date shall, pursuant to the provision of Section 394(2) of the Act, without any further act, instrument or deed, be and stand transferred to and vested in or deemed to be transferred to and vested in the Transferee Company.

- a. With effect from the Appointed Date, all the equity shares, debentures, bonds, notes or other securities held by the Transferor Company, whether convertible into equity or not and whether quoted or not shall, without any further act or deed, be and stand transferred to the Transferee Company as also all the movable assets including cash in hand, if any, of the Transferor Company capable of passing by manual delivery or by endorsement and delivery, as the case may be, to the Transferee Company to the end and intent that the property therein passes to the Transferee Company on such manual delivery or by endorsement and delivery.
- b. In respect of movable properties of the Transferor Company other than specified in Clause 5.2 (a) above, including sundry debtors, outstanding loans and advances, if any recoverable in cash or in kind or for value to be received, bank balances and deposits, if any, with government, semi government, local and other authorities and bodies, the Transferee Company may, at any time after the coming into effect of this Scheme in accordance with the provisions hereof, if so required, under any law or otherwise, give notice in such form as it may deem fit and proper to each person, debtor or depositor, as the case may be, that pursuant to the High Court having sanctioned the Scheme, the said debts, loans, advances or deposits be paid or made good or held on account of the Transferee Company as the person entitled thereto to the end and intent that the right of the Transferor Company to recover or realize all such debts, deposits and advances (including the debts payable by such persons, debtor or deposit to the Transferor Company) stands transferred and assigned to the Transferee Company and that appropriate entries should be passed in their respective books to record the aforesaid changes.

5.3 With effect from the Appointed Date, all the debts, unsecured debts, liabilities, duties and obligations of every kind, nature and description of the Transferor Company shall also under the provision of Sections 391 to 394 of the Act, without any further act or deed be transferred to or be deemed to be transferred to the Transferee Company so as to become as and from the Appointed Date, the debts, liabilities, duties and obligations of the Transferee Company on the same terms and conditions as were applicable to the Transferor Company and further that it shall not be necessary to obtain the consent of any third party or other person who is a party to the contract or arrangement by virtue of which such debts, liabilities, duties and obligations have arisen, in order to give effect to the provisions of this clause.

5.4 It is clarified that all debts, loans and liabilities, duties and obligations of the Transferor Company as on the Appointed Date and all other liabilities which may accrue or arise after the Appointed Date but which relate to the period on or upto the day of the Appointed Date shall be the debts, loans and liabilities, duties and obligations of the Transferee Company including any encumbrance on the assets of the Transferor Company or on any income earned from those assets.

5.5 It is further specifically clarified, admitted, assured and declared by the Transferee Company that on this Scheme becoming effective, it will take over, absorb and pay and discharge on due dates all the liabilities including liabilities for income tax, wealth tax, central sales tax, value-added tax, service tax, excise duty, custom duty, fringe benefit tax, dividend distribution tax, if any, of the Transferor Company.

5.6 With effect from the Appointed Date all debts, liabilities, dues, duties and obligations including all income tax, wealth tax, central sales tax, value added tax, service tax, excise duty, custom duty, fringe benefit tax, dividend distribution tax and other Government and Semi-Government and Statutory liabilities of the Transferor Company shall pursuant to the applicable provisions of the Act and without any further act or deed be also transferred or be deemed to be transferred to and vest in and be assumed by the Transferee Company so as to become as from the Appointed Date the debts, liabilities, duties and obligations of Transferee Company on the same terms and conditions as were applicable to the Transferor Company.

6. CONTRACTS, BONDS AND OTHER INSTRUMENTS

Subject to other provisions contained in the Scheme, all contracts, bonds, debentures, indentures and other instruments to which the Transferor Company are parties subsisting or having effect immediately before the Effective Date shall remain in full force and effect against or in favour of the Transferee Company, as the case may be, and may be enforced as fully and as effectually as if, instead of the Transferor Company, the Transferee Company had been a party thereto.

7. LEGAL PROCEEDINGS

If any, suit, writ petition, appeal, revision or other legal proceedings (hereinafter called "the Proceedings") by or against the Transferor Company are pending, the same shall not abate, be discontinued or be in any way prejudicially affected by reason of the transfer of the Undertaking of the Transferor Company or of anything contained in the Scheme, but all such Proceedings may be continued, prosecuted and enforced by or against the Transferee Company in the same manner and to the same extent as it would be or might have been continued, prosecuted and enforced by or against the Transferor Company as if the Scheme had not been made. On and from the Effective Date, the Transferee Company shall and may initiate any legal proceedings including criminal proceedings for and on behalf of the Transferor Company.

8. OPERATIVE DATE OF THE SCHEME

The Scheme set out herein in its present form with or without any modifications(s) approved or imposed or directed by the High Court or made as per Clause 19 of the Scheme, shall be effective from the Appointed Date but shall become operative from the Effective Date. However, if the Indian Accounting Standard 103 require the amalgamation to be accounted retrospectively (including for periods prior to the appointed date) in the financial statements, the same will be carried out in the financial statements, for accounting purpose, to be compliant with the accounting standards. For regulatory and tax purposes, amalgamation would have been deemed to be effective from the Appointed Date of this scheme.

9. TRANSFEROR COMPANY STAFF, WORKMEN AND EMPLOYEES

All the staff, workmen and other employees in the service of the Transferor Company immediately before the transfer of the Undertaking under the Scheme shall become the staff, workmen and employees of the Transferee Company on the basis that :

- 9.1 Their respective services shall have been continuous and shall not have been interrupted by reason of the transfer of the Undertaking of the Transferor Company;
- 9.2 The terms and conditions of service applicable to the said staff, workmen or employees after such transfer shall not in any way be less favorable to them than those applicable to them immediately before the transfer; and
- 9.3 It is provided that as far as Provident Fund, Gratuity Fund, Superannuation Fund or other special fund, if any, created or existing for the benefit of the staff, workmen and other employees of the Transferor Company are concerned, upon the Scheme becoming effective, the Transferee Company shall stand substituted for the Transferor Company for all purposes whatsoever related to the administration or operation of such funds or in relation to the obligation to make contributions to the said Funds in accordance with the provisions of such Funds as per the terms provided in the respective trust deeds. It is the aim and intent of the Scheme herein that all the rights, duties, powers and obligations of the Transferor Company in relation to such funds shall become those of the Transferee Company and all the rights, duties and benefits of the employees employed in different units of the Transferor Company under such Funds and Trusts shall remain fully protected.

10. CONDUCT OF BUSINESS BY THE TRANSFEROR COMPANY TILL EFFECTIVE DATE

With effect from the Appointed Date and upto the Effective Date, the Transferor Company:

- 10.1 shall carry on and shall be deemed to be carrying on all their respective business activities and shall stand possessed of their respective properties and assets for and on account of and in trust for the Transferee Company and all the profits or income accruing or arising to the Transferor Company and/or any cost, charges, expenditure or losses arising or incurred by them shall, for all purposes, be treated and be deemed to be and accrue as the profits or incomes or cost, charges, expenditure or losses of the Transferee Company;
- 10.2 shall in the ordinary course of their respective business activities, assign, transfer or sell or exchange or dispose of or deal with all or any part of the rights vested with or title and interest in the property, assets, immovable or movable properties including assignment, alienation, charge, mortgage, encumbrance or otherwise deal with the rights, title and interest in the actionable claims, debtors and other assets etc., with the consent of the Transferee Company and such acts or actions would be deemed to have been carried on by the Transferor Company for and behalf of the Transferee Company and such acts or actions would be enforceable against or in favour of the Transferee Company and all the profits or incomes or losses or expenditure accruing or arising or incurred by the Transferor Company shall, for all purposes, be treated as the profits or incomes or expenditure or losses of the Transferee Company;
- 10.3 hereby undertake to carry on their respective businesses until the Effective Date with reasonable diligence, proper care, utmost prudence and shall not, without the written consent of the Transferee Company, alienate, charge or otherwise deal with the said Undertaking or any part thereof except in the ordinary course of the Transferor Company business;
- 10.4 shall not vary the terms and conditions of the employment of their employees except in the ordinary course of business;
- 10.5 pay all statutory dues relating to their respective Undertakings for and on account of the Transferee Company.

11. CANCELLATION OF SHARE CAPITAL OF THE TRANSFEROR COMPANY

Since the entire equity share capital of the Transferor Company is held by the Transferee Company, upon amalgamation, the Transferee Company would not be required to issue and allot any shares to the shareholders of the Transferor Company. The Shares so held by the Transferee Company shall stand cancelled and extinguished pursuant to the implementation of the Scheme of Amalgamation.

12. PROFITS, DIVIDENDS, BONUS / RIGHTS SHARES

- 12.1 With effect from the Appointed Date, the Transferor Company shall not without the prior written consent of the Transferee Company, utilize the profits, if any, for declaring or paying of any dividend to its shareholders and shall also not utilize, adjust or claim adjustment of profits / loss / reserves, as the case may be earned/ incurred or suffered after the Appointed Date.
- 12.2 The Transferor Company shall not after the Appointed Date, issue or allot any further securities, by way of rights or bonus or otherwise without the prior written consent of the Board of Directors of the Transferee Company.

13. ACCOUNTING TREATMENT

- 13.1 The amalgamation will be accounted in accordance with Indian Accounting Standard (Ind AS) 103 - Business Combinations as notified under Section 133 of the Companies Act, 2013, read together with paragraph 3 of the Companies (Indian Accounting Standard) Rules, 2015;
- 13.2 If the Indian Accounting Standard 103 require the amalgamation to be accounted retrospectively (including for periods prior to the appointed date) in the financial statements, the same will be carried out in the financial statements, for accounting purpose, to be compliant with the accounting standards;
- 13.3 For regulatory and tax purposes, amalgamation would have been deemed to be carried out from the appointed date of this scheme.

14. COMBINATION OF AUTHORISED CAPITAL

- 14.1 Upon sanction of this Scheme, the authorised share capital of the Transferee Company shall automatically stand increased without any further act, instrument or deed on the part of the Transferee Company including that of the payment of stamp duty and fees payable to the Registrar of Companies, Maharashtra or to the Ministry of Corporate Affairs, New Delhi by the authorised share

capital of the Transferor Company aggregating to ₹ 15,30,00,000/- (Rupees Fifteen Crores Thirty Lacs Only) comprising of 1,50,00,000 (One Crore Fifty Lacs) Equity Shares of ₹10/- each and 30,000 (Thirty Thousand) 11% Cumulative Redeemable Preference Shares of ₹100/- each and the Memorandum of Association and Articles of Association of the Transferee Company (relating to the authorised share capital) shall, without any further act, instrument or deed, be and stand altered, modified and amended, pursuant to Sections 391 to 395 and 13, 14 and 61 of the Companies Act, 2013 and applicable provisions of the Act, as the case may be and for this purpose the stamp duties and the fees paid on the authorised capital of the Transferor Company shall be utilized and applied to the above referred increased authorized share capital of the Transferee Company and no payment of any extra stamp duty and/or fee shall be payable by the Transferee Company for increase in its authorised share capital to that extent;

14.2 Consequent upon the amalgamation, the authorised share capital of the Transferee Company will be as under:

Authorised Capital	Amount in ₹
2,72,00,00,000 Equity Shares of ₹ 1/- each	2,72,00,00,000 /-
30,000 11% Cumulative Redeemable Preference Shares of ₹100/- each	30,00,000/-
Total	2,72,30,00,000/-

It is clarified that the approval of the members of the Transferee Company to the Scheme shall be deemed to be their consent/ approval also to the alteration of the Memorandum and Articles of Association of the Transferee Company as may be required under the Act;

14.4 Clause V of the Memorandum of Association of the Transferee Company stands amended as follows:

The Authorised Share Capital of the Transferee Company is ₹ 2,72,30,00,000/- (Rupees Two Hundred Seventy Crores and Thirty Lacs Only) comprising of 2,72,00,00,000 Equity Shares of ₹ 1/- each and 30,000 11% Cumulative Redeemable Preference Shares of ₹100/- each.

15. DISSOLUTION OF THE TRANSFEROR COMPANY AND VALIDITY OF RESOLUTIONS

On the Scheme becoming effective, the Transferor Company shall be dissolved without being wound up and without any further act by the Parties. The resolutions, if any, of the Transferor Company, which are valid and subsisting on the Effective Date, shall continue to be valid and subsisting and be considered as resolutions of the Transferee Company and if any such resolutions have any monetary limits approved under the provisions of the Act, or any other applicable statutory provisions, then the said limits shall be added to the limits, if any, under the like resolutions passed by the Transferee Company and shall constitute the aggregate of the said limits in the Transferee Company.

PART-C – GENERAL

16. APPLICATIONS TO HIGH COURT

The Transferor Company and the Transferee Company herein shall, with all reasonable dispatch, make applications under Sections 391 to 394 of the said Act to the Hon'ble High Court of Judicature at Mumbai for sanctioning this Scheme and for dissolution of the Transferor Company without being wound up.

17. MODIFICATIONS / AMENDMENTS TO THE SCHEME

17.1 The Transferor Company (by their respective Directors) and the Transferee Company (by its Directors) may assent to any modifications or amendments to the Scheme or agree to any terms and/or conditions which the Courts and/or any other authorities under law may deem fit to direct or impose or which may otherwise be considered necessary or desirable for settling any question or doubt or difficulty that may arise for implementing and/or carrying out the Scheme and do all acts, deeds and things as may be necessary, desirable or expedient for putting the Scheme into effect. All amendments/modifications to the Scheme shall be subject to approval of the High Court.

17.2 The approval to the Scheme by the requisite majorities of such classes of persons of the Transferor as may be directed by the Hon'ble High Court on the applications made for the directions under Section 391 of the Act for calling meetings or for dispensing with their holding.

17.3 For the purpose of giving effect to the Scheme or to any modification thereof, the Directors of the Transferee Company are hereby authorised to give such directions and/or to take such steps as may be necessary or desirable including any directions for settling any question or doubt or difficulty whatsoever that may arise.

18. NO CHANGE IN MANAGEMENT OF THE TRANSFEE COMPANY

18.1 There shall be no change in the management and control of the Transferee Company pursuant to the Scheme.

19. SCHEME CONDITIONAL ON APPROVALS / SANCTIONS

The Scheme is conditional on and subject to:

19.1 The approval to the Scheme by the requisite majorities of the members and creditors of the Transferor Company and of the members and creditors of the Transferee Company.

19.2 The requisite resolution(s) under the applicable provisions of the said Act being passed by the Shareholders of the Transferee Company for any of the matters provided for or relating to the Scheme, as may be necessary or desirable.

19.3 The sanction of the Hon'ble High Court of Judicature at Mumbai under Sections 391 to 394 of the said Act, in favour of the Transferor Company and the Transferee Company and to the necessary Order or Orders under Section 394 of the said Act, being obtained.

- 19.4 Any other sanction or approval of the Appropriate Authorities concerned, as may be considered necessary and appropriate by the respective Boards of Directors of the Transferor Company and the Transferee Company being obtained and granted in respect of any of the matters for which such sanction or approval is required.
- 19.5 The requisite consent, approval or permission of the Central Government or any other statutory or regulatory authority, which by law may be necessary for the implementation of this Scheme.
- 19.6 The Approval of the Scheme by the public shareholder of the Transferee Company shall be acted upon only, if the number of votes cast by in favour of the proposal are more than the number of votes cast by the public shareholder against it. The terms "Public" shall carry the same meaning as defined under Rule 2 of the Securities Contract (Regulation) Rules, 1957. The voting by the shareholders shall be through "Postal Ballot" as envisaged in section 110 of the Companies Act, 2013 and applicable rules thereunder, including that of the procedures of the e-voting mechanism provided by the concerned depositories from time to time.

20. EFFECT OF NON RECEIPT OF APPROVALS/ SANCTIONS

In the event of any approvals or conditions enumerated in the Scheme not being obtained or complied with, or for any other reason, the Scheme cannot be implemented, the Boards of Directors of the Transferee Company and the Transferor Company shall mutually waive such conditions as they consider appropriate to give effect, as far as possible, to this Scheme and failing such mutual agreement, or in case the Scheme not being sanctioned by the Hon'ble High Court, the Scheme shall become null and void and each party shall bear and pay their respective costs, charges and expenses in connection with the Scheme.

21. EXPENSES CONNECTED WITH THE SCHEME

All costs, charges, taxes including duties, levies and all other expenses of the Transferor Company and the Transferee Company respectively in relation to or in connection with the Scheme and of carrying out and implementing/ completing the terms and provisions of the Scheme and/or incidental to the completion of Amalgamation of the said Undertakings of the Transferor Company in pursuance of the Scheme shall be borne and paid solely by the Transferee Company.

22. GENERAL

This scheme has been drawn in compliance with the conditions relating to "amalgamation" as specified under Section 2(1B) of the Income Tax Act, 1961. Accordingly, the Undertaking of the Transferor Company shall stand to and vested in or shall be deemed to be transferred to and vested in the Transferee Company, as a going concern, in accordance with Section 2(1B) of the Income Tax Act, 1961 or any modification(s) or re-enactment thereof. In case however, any of the terms or provisions of the Scheme are found to be inconsistent with the provisions of Section 2(1B) of the Income Tax Act, 1961, at a later date, whether as a result of any amendment of law or any other judicial or executive interpretation or for any other reason whatsoever, the Scheme shall stand modified to the extent determined necessary to comply with the said provisions. Such modification will, however, not affect the other parts of this Scheme.

The transferee Company would be permitted to carry forward the losses of the Transferor Company post the approval of the Scheme.

In case there is delay in sanction of the Scheme then for the Assessment year 2017-18 corresponding to the Financial Year 2016-17, the Transferor Company and the Transferee Company would be filing their Tax Returns independently and post the approval of the Scheme they would be permitted to file a combined Tax Return even though the due date for filing may have been crossed.



Chartered Capital And Investment Ltd.

418-C, "215 ATRIUM", Andheri Kurla Road, Andheri (East), Mumbai-400 093.

Tel.: 91-22-6692 4111 / 6222 • Fax : 91-22-6692 6222

Website : www.charteredcapital.net
CIN NO: L45201GJ1986PLC008577

Date: Monday, 23rd May, 2016

To,

The Board of Directors

Jyothy Laboratories Limited,

(CIN No: L24240MH1992PLC128651)

UJALA HOUSE, Ram Krishna Mandir

Road, Kondivita, Andheri (East),

Mumbai 400059.

To,

The Board of Directors

Jyothy Consumer Product Marketing Limited,

(CIN NO: U99999MH1974PLC242045)

UJALA HOUSE, Ram Krishna Mandir

Road, Kondivita, Anderi (East),

Mumbai 400059.

Dear Sirs,

Fairness Opinion on Valuation Report In respect of Scheme of Amalgamation of Jyothy Consumer Product Marketing Limited (JCPML), a wholly owned subsidiary with Jyothy Laboratories Limited (JLL).

I. BACKGROUND:

We, Chartered Capital and Investment Limited ('Chartered Capital' or 'CCIL'), having SEBI Permanent Registration No. INM000004018 refer to our discussion and your engagement letter dated 22nd May, 2016, which has been duly accepted by us, whereby you have appointed us as an Independent Merchant Banker for furnishing a 'Fairness Opinion' on the valuation carried out by the Valuer, viz., M/s. A. R. Sodha & Co, Chartered Accountants.

II. BACKGROUND OF COMPANIES:

Jyothy Laboratories Limited (CIN No: L24240MH1992PLC128651) (Hereinafter referred as the 'Transferee Company' or 'JLL'), a company incorporated under the provisions of the Companies Act, 1956 and having its registered office UJALA HOUSE, Ram Krishna Mandir Road, Kondivita, Andheri (East), Mumbai 400059. The Transferee Company is engaged in the business of manufacturing and marketing of Fast Moving Consumer Goods (FMCG) products





and the Equity Shares of JLL are listed with National Stock Exchange of India Limited (NSE) and BSE Limited(BSE).

Jyothy Consumer Products Marketing Limited (CIN No: U99999MH1974PLC242045) (Hereinafter referred to as 'Transferor Company' or 'JCPML') is a company incorporated under the provisions of the Companies Act, 1956 and having its registered office UJALA HOUSE, Ram Krishna Mandir Road, Kondivita, Andheri (East), Mumbai 400059. The Transferor Company is an Wholly owned subsidiary of JLL and is engaged in the business of manufacturing and marketing of Fast Moving Consumer Goods (FMCG) products.

III. INFORMATION RECEIVED AND RELIED UPON BY US FOR THE FAIRNESS OPINION:

2.1 We, CCIL, have prepared the **Fairness Opinion** on the basis of the following information provided to us and collated by us from publicly available sources:

- (a) Draft Scheme of Amalgamation;
- (b) Valuation Report of M/s. A. R. Sodha & Co. dated 23rd May, 2016;
- (c) Memorandum and Articles of Association of JLL and JCPML.
- (d) Audited Standalone/Consolidated Financial Statements of JLL for the Financial Year Ended on 31st March, 2015 and Un-audited Standalone/Consolidated Results for the Nine month ended 31st December, 2015 alongwith Limited Review Report;
- (e) Audited Financial Statements of JCPML for the Financial Year Ended 31st March, 2015.
- (f) Such other information and explanations that have been provided to us by the management of JCPML and JLL. We have also placed reliance on the verbal explanations and information given to us by the promoters, senior executives and professionals of the companies.

2.2 This Report is issued on the understanding that JLL and JCPML have drawn our attention to all the relevant matters, of which they were aware of, concerning the respective company's financial position and businesses, which may have an impact on this Report.

2.3 Our work does not constitute an audit or certification of the historical financial statements of JLL and JCPML, including their working results referred to in this Report. Accordingly, we are unable to and do not express any opinion on the accuracy of any financial information referred to in this Report, if any. We assume no responsibility for any errors in the information submitted by the Managements and their impact on the present exercise. This Fairness Opinion has been furnished on the methodologies and resultant share valuation used by the Valuer.

IV. DISCLAIMER:

3.1 We have not considered any finding made by other external agencies in carrying out this work.





- 3.2 This report is intended solely for the limited purpose mentioned earlier and should not be regarded as a recommendation to the investors to invest in JLL and JCPML or deal in any form in the securities of both the Companies and should also not be considered as a final equity value of both the Companies.
- 3.3 Our report is for the benefit of and confidential use by both the Companies. This report is not meant for save and except as specified above, under any Indian or foreign law, statute, act guideline or similar instruction. Both the Companies are prohibited from using this report other than for its sole limited purpose and not to make a copy of this report available to any party other than those required by statute for carrying out the limited purpose of this report.
- 3.4 This certificate is issued in duplicate and both the copies will constitute one and the same.
- 3.5 During the course of our work, we have relied upon assumptions made by management of the companies. These assumptions require the exercise of judgment and are subject to uncertainties.
- 3.6 In no circumstances whatsoever, will Chartered Capital and Investment Limited, its Directors and employees, accept any responsibility of liability towards any third party for consequences arising out of the use of this report.

V. **OPINION ON VALUATION REPORT:**

Based on the information, material, data made available to us, including the Valuation Report, and after analyzing the Scheme of Amalgamation, as stated in the valuation report by the valuer that no swap ratio has been determined Since, JCPML is a Wholly Owned Subsidiary of JLL and accordingly no equity share shall be Issued by JLL to the shareholders of JCPML is Fair.

Thanking you,

Yours faithfully,

For and on behalf of,
For Chartered Capital and Investment Limited


Amit Gattani
Assistant Vice President



Place: Mumbai



Ref: NSE/LIST/85126

August 26, 2016

The Company Secretary
Jyothy Laboratories Limited
Ujala House, Ramakrishna Mandir Road,
Kondivita, Andheri (East),
Mumbai – 400059.

Kind Attn.: Mr. Shreyas Trivedi

Dear Sir,

Sub: Observation letter for draft Scheme of Amalgamation Of Jyothy Consumer Products Marketing Limited (JCPML) With Jyothy Laboratories Limited (JLL).

This has reference to draft Scheme of Amalgamation of Jyothy Consumer Products Marketing Limited (JCPML) With Jyothy Laboratories Limited (JLL) vide your letter dated July 15, 2016.

Based on our letter reference no. NSE/LIST/84798 submitted to SEBI and pursuant to SEBI Circular no. CIR/CFD/CMD/16/2015 dated November 30, 2015, SEBI has vide letter dated August 26, 2016, has given following comments on the draft Scheme of Amalgamation:

“a. The Company shall ensure that additional information, if any, submitted after filing the scheme with the Stock Exchanges, is displayed from the date of receipt of this letter on the website of the listed company.

b. The Company shall duly comply with various provisions of the Circulars.”

Based on the draft scheme and other documents submitted by the Company, including undertaking given in terms of regulation 11 of SEBI (LODR) Regulation, 2015, we hereby convey our “No-objection” in terms of regulation 94 of SEBI (LODR) Regulation, 2015, so as to enable the Company to file the draft scheme with the Hon’ble High Court.

However, the Exchange reserves its rights to raise objections at any stage if the information submitted to the Exchange is found to be incomplete/ incorrect/ misleading/ false or for any contravention of Rules, Bye-laws and Regulations of the Exchange, Listing Agreement, Guidelines / Regulations issued by statutory authorities.

The validity of this “Observation Letter” shall be six months from August 26, 2016, within which the Scheme shall be submitted to the Hon’ble High Court. Further pursuant to the above cited SEBI circulars upon sanction of the Scheme by the Hon’ble High Court, you shall submit to NSE the following:



- a. Copy of Scheme as approved by the High Court;
- b. Result of voting by shareholders for approving the Scheme;
- c. Statement explaining changes, if any and reasons for such changes carried out in the Approved Scheme vis-à-vis the Draft Scheme.
- d. Status of compliance with the Observation Letter/s of the stock exchanges
- e. The application seeking exemption from Rule 19(2)(b) of SCRR, 1957, wherever applicable; and
- f. Complaints Report as per SEBI Circular no. CIR/CFD/CMD/16/2015 dated November 30, 2015.

Yours faithfully,
For **National Stock Exchange of India Limited**

Kamlesh Patel
Manager

P.S. Checklist for all the Further Issues is available on website of the exchange at the following URL
http://www.nseindia.com/corporates/content/further_issues.htm

DCS/AMAL/KS/24(f)/506/16-17
August 26, 2016

The Company Secretary
Jyothy Laboratories Ltd.
Ujala House, Ram Krishna Mandir Road,
Kondivita, Andheri (East),
Mumbai, Maharashtra - 400059.



Sir/Madam,

Sub: Observation letter regarding the Draft Scheme of Amalgamation between Jyothy Laboratories Ltd. and Jyothy Consumer Products Marketing Ltd.

We are in receipt of Draft Scheme of Amalgamation between Jyothy Laboratories Ltd. and Jyothy Consumer Products Marketing Ltd. filed as required under SEBI Circular No. CIR/CFD/CMD/16/2015 dated November 30, 2015; SEBI vide its letter dated August 26, 2016 has inter alia given the following comment(s) on the draft scheme of arrangement:

- *"Company to ensure that additional information, if any, submitted by the Company, after filling the scheme with the stock exchange, from the date of receipt of this letter is displayed on the website of the listed company"*
- *"Company shall duly comply with various provisions of the Circulars."*

Accordingly, based on aforesaid comment offered by SEBI, the company is hereby advised:

- To provide additional information, if any, (as stated above) along with various documents to the Exchange for further dissemination on Exchange website.
- To ensure that additional information, if any, (as stated aforesaid) along with various documents are disseminated on their (company) website.
- To duly comply with various provisions of the circulars.

In light of the above, we hereby advise that we have no adverse observations with limited reference to those matters having a bearing on listing/de-listing/continuous listing requirements within the provisions of Listing Agreement, so as to enable the company to file the scheme with Hon'ble High Court.

Further, pursuant to the above SEBI circulars, upon sanction of the Scheme by the Hon'ble High Court, the listed company shall submit to the stock exchange the following:

- a. Copy of the High Court approved Scheme;
- b. Result of voting by shareholders for approving the Scheme;
- c. Statement explaining changes, if any, and reasons for such changes carried out in the Approved Scheme vis-à-vis the Draft Scheme;
- d. Copy of the observation letter issued by all the Stock Exchanges where Company is listed.
- e. Status of compliance with the Observation Letter/s of the stock exchanges;
- f. The application seeking exemption from Rule 19(2)(b) of SCRR, 1957, wherever applicable; and
- g. Complaints Report as per Annexure II of this Circular.
- h. Any other document/disclosure as informed by the Exchange.

The Exchange reserves its right to withdraw its 'No adverse observation' at any stage if the information submitted to the Exchange is found to be incomplete / incorrect / misleading / false or for any contravention of Rules, Bye-laws and Regulations of the Exchange, Listing Agreement, Guidelines/Regulations issued by statutory authorities.

Please note that the aforesaid observations does not preclude the Company from complying with any other requirements.

Yours faithfully,


Nitin Pujari
Manager



BSE Limited (Formerly Bombay Stock Exchange Ltd.)
Registered Office : Floor 25, P J Towers, Dalal Street, Mumbai 400 001 India
T : +91 22 2272 1234/33 E: corp.comm@bseindia.com www.bseindia.com
Corporate Identity Number : U67120MH2005PLC155188

Complaints Report submitted by Jyothy Laboratories Limited to National Stock Exchange of India Limited (NSE) and BSE Limited (BSE) on August 22, 2016

Details of Investors' complaint received from the date of upload of documents on the website of the BSE and NSE till the expiry of 21 days therefrom in respect of the proposed Scheme of Amalgamation of Jyothy Consumer Products Marketing Limited with Jyothy Laboratories Limited under Section 391 to 394 of the Companies Act, 1956 :

Part A

Sr. No.	Particulars	Number
1.	Number of complaints received directly	NIL
2.	Number of complaints forwarded by Stock Exchange	NIL
3.	Total Number of complaints/comments received (1+2)	NIL
4.	Number of complaints resolved	N.A.
5.	Number of complaints pending	N.A.

Part B

Sr. No.	Name of complainant	Date of complaint	Status (Resolved/Pending)
1.	N.A.	N.A.	N.A.



Jyothy Laboratories Limited

CIN: L24240MH1992PLC128651

Regd. Office: 'UJALA HOUSE', Ramkrishna Mandir Road, Kondivita, Andheri (East), Mumbai- 400059

Ph: 91-22-66892800 Fax: 91-22-66892805

Email: secretarial@jyothy.com, Website: www.jyothylaboratories.com

ATTENDANCE SLIP/ ENTRANCE PASS

(To be presented at the entrance of the Meeting Hall)

COURT CONVENED MEETING OF THE EQUITY SHAREHOLDERS OF JYOTHY LABORATORIES LIMITED HELD ON DECEMBER 20, 2016 AT 10.30 A.M.

Venue: M. C. Ghia Hall, Indian Textile Accessories & Machinery Manufacturers' Association, Bhogilal Hargovindas Building, 4th Floor, 18/20, K. DubhashMarg, Kala Ghoda, Mumbai – 400001

Sr. No.:

Name(s) of Shareholder(s) / Member(s) (including joint-holders, if any)	
Registered address of the Sole/ first named Shareholder	
Registered Folio No./ DP ID/ Client ID No *	
No. of Shares held	

I/ We hereby record my/ our presence at this Court Convened Meeting of the equity shareholders of the Company held on Tuesday, December 20, 2016 at 10.30 A.M.

Signature of the Shareholder/ Proxy present

Name of the Shareholder/ Proxy: _____

Notes:

Only Shareholders / registered proxies are allowed to attend the meeting.

Shareholders are requested to bring this Attendance Slip at the venue of the Meeting.

ELECTRONIC VOTING PARTICULARS

Electronic Voting Sequence Number (EVSN)	*Default PAN/ Sequence Number
161119001	

*Shareholders who have not updated their PAN with the Company/ RTA/ Depository Participant shall use default PAN/ Sequence number in the PAN field. Other Shareholders should use their PAN.

Route Map for the Venue of the Court Convened Meeting of the Equity Shareholders of Jyothy Laboratories Limited to be held on Tuesday, December 20, 2016 at 10.30 a.m. at M. C. Ghia Hall, Indian Textile Accessories & Machinery Manufacturers' Association, Bhogilal Hargovindas Building, 4th Floor, 18/20, K. Dubhash Marg, Kala Ghoda, Mumbai - 400 001.



(Source : Google Map)

Map not to scale. For illustrative purposes only.

	इंडियन ओव्हरसीज बँक
	गोवाग पर्व शशा, डी-डेफिनिटी, जयप्रकाश रोड, गोवाग पर्व, मुंबई - ४०० ०३३ । ईमेल: lob3000@lob.in
	स्थायर मिळकतीच्या ई-लिलाव विक्रीची जाहीर सूचना
	बँकेकडे गाणुा असलेल्या स्थायर मिळकतीची सिक्युरिटायझेशन अॅन्ड रिकन्स्ट्रक्शन ऑफ फायनान्शिअल अॅसेट्स् अॅन्ड एन्फोर्समेंट ऑफ सिक्युरिटी इंस्ट्रेट अॅक्ट, २००२ (क्र.५४ सन २००२) अंतर्गत विक्री
	ज्याअर्थी, इंडियन ओव्हरसीज बँकेच्या प्राधिकृत अधिकार्यांनी खालील मिळकतींचा सिक्युरिटी इंस्ट्रेट (एन्फोर्समेंट) रुसस २००२ च्या कलम १३(२) अंतर्गत निर्गमित केलेल्या सूचनेचे खालील कर्ज घ्यावयातीस "सर्वे आहे जेथे आहे आणि जेथे नसे आहे आणि" तत्कारण विली हाकाराव बँकेचे वकील खाताील घ्यावयातस स्वीकृती करण्यास कच्चा ठेवता आहे आणि ज्याअर्था त्यांनी घडताताना भयग कायमपस कसू केल्याने, निमन्स्वाक्षरीकारांनी त्यांना प्रदान करण्यात आलेल्या शक्तीचा वापर करून सदर अॅक्टच्या कलम १३(४) अन्वये मिळकत विक्रीसाठी ठेवली होती. निमन्स्वाक्षरीकारांद्वारे सदर विक्री ई-लिलाव वेबपोर्टल www.bankauctions.com येथे पुसलेल्या ई-लिलाव प्लॅटफॉर्मद्वारे घेण्यात येईल.
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स्थायर मिळकतीचे वर्णन:

रिहावासी प्लॅट क्र. ए/२०२ ही विल्डिंग जात "न्यू आकाशग्रीध सी.एच.ए.एल." स्थित श्रीप्रस्थ कॉम्प्लेक्स, फन फिएट्राजवळ, नालासोपारा (प.)-४०१२०३ बांधकामपत्र जमिनीचा प्लॅट एस.क्र. ५६ ते ५८, ९०, ९१ (भाट), ९२ ते ९४, १३३, १३७, १४८ ते १, १६१ ते १७१, १७३, एस.क्र. १०, एस.क्र. १७८ स्थित गाव : निळमोरे, तालुका : वसई, जि. डांग (आता जिल्हा : पालघर) श्री. विकास प्रदीप मानेक यांच्या नावे.

ई-लिलावाची तारीख आणि वेळ २८.१२.२०१६ रोजी दु. ३.०० ते सायं. ५.००	राखीव रक्कम: रु. २५.६८ लाख	इसारा अनामत भागण: रु. २.५९ लाख	बोली पट: रु. ०.१० लाख
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इसार भयणा: इफ्टडी/एफ्टडी/आरटीसीएफ्टडी खाते क्र. ३००००२०००००३३३ भयणा लाभाधीचे नाव: "आयओबी ई-लिलाव इसर" बँकेचे नाव: इंडियन ओव्हरसीज बँक शाखेचे नाव: गोवाग पर्व आयएफएससी कोड: आयओबी०००३००० शाखेचा पत्ता: इंडियन ओव्हरसीज बँक, गोवाग पूर्व शाखा, डी डेफिनिटी, जयप्रकाश रोड, गोवाग (पूर्व), मुंबई-४०००६३

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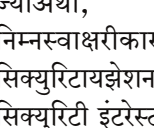
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	स्थायर मिळकतीच्या ई-लिलाव विक्रीची जाहीर सूचना
	बँकेकडे गाणुा असलेल्या स्थायर मिळकतीची सिक्युरिटायझेशन अॅन्ड रिकन्स्ट्रक्शन ऑफ फायनान्शिअल अॅसेट्स् अॅन्ड एन्फोर्समेंट ऑफ सिक्युरिटी इंस्ट्रेट अॅक्ट, २००२ (क्र.५४ सन २००२) अंतर्गत विक्री
	ज्याअर्थी, इंडियन ओव्हरसीज बँकेच्या प्राधिकृत अधिकार्यांनी खालील मिळकतींचा सिक्युरिटी इंस्ट्रेट (एन्फोर्समेंट) रुसस २००२ च्या कलम १३(२) अंतर्गत निर्गमित केलेल्या सूचनेचे खालील कर्ज घ्यावयातीस "सर्वे आहे जेथे आहे आणि जेथे नसे आहे आणि" तत्कारण विली हाकाराव बँकेचे वकील खाताील घ्यावयातस स्वीकृती करण्यास कच्चा ठेवता आहे आणि ज्याअर्था त्यांनी घडताताना भयग कायमपस कसू केल्याने, निमन्स्वाक्षरीकारांनी त्यांना प्रदान करण्यात आलेल्या शक्तीचा वापर करून सदर अॅक्टच्या कलम १३(४) अन्वये मिळकत विक्रीसाठी ठेवली होती. निमन्स्वाक्षरीकारांद्वारे सदर विक्री ई-लिलाव वेबपोर्टल www.bankauctions.com येथे पुसलेल्या ई-लिलाव प्लॅटफॉर्मद्वारे घेण्यात येईल.
घ्यावयाचे नाव साठो - तुष्टी फायनान्स प्रोप्रा. श्रीम. रंजना डांग	एम्पीए तारीख: ३०.०६.२०१४ मागणी सूचना तारीख: १५.०९.२०१४
प्रत्यक्ष कच्चा तारीख १३.०६.२०१६	थकीत रक्कम: रु. २९,०४,५६९.०० पै. (सब्ये एकोणतीस लाख चार हजार पाचशे शहाण्णस फसत) १४.०९.२०१४ रक्कमसह पुढील व्याव.

ज्याअर्थी, निमन्स्वाक्षरीकारांनी आयसीआयसीआय बँक लिमिटेडचे प्राधिकृत अधिकारी म्हणून सिक्युरिटायझेशन अॅन्ड रिकन्स्ट्रक्शन ऑफ फायनान्शिअल अॅसेट्स् अॅन्ड एन्फोर्समेंट ऑफ सिक्युरिटी इंस्ट्रेट अॅक्ट, २००२ ("अॅक्ट") अन्वये आणि सिक्युरिटी इंस्ट्रेट (एन्फोर्समेंट) रुसस, २००२ च्या नियम १ सहवाचता कलम १३(१२) अन्वये प्रदान केलेल्या अधिकाराचा वापर करून कर्जदार मे. कुमुदचंद्र डी. मेहता ("कर्जदार") मे. दीपक अॅन्ड कॅ. ("हमीदार"), श्री. मनिष कॅ. मेहता ("हमीदार"), श्री. सुकेश कॅ. मेहता ("हमीदार"), सी. कालुणी एम. मेहता ("हमीदार") आणि सी. सरोजबेन कुमदचंद्र मेहता ("हमीदार") यांना सूचवत नमुदू केलेली ३१ मे, २०१६ रोजीस थकीत अशी रु. १७,८४,४४,०४९.७६ (सब्ये सतरा कोटी चौऱ्याऐंशी लाख चव्वेचाळीस हजार एकोणपन्नास आणि पैसे शहातर मात्र) सह पुढील व्याज आणि आयसीआयसीआय बँक पत सुविधेकरिता अनुषंगिक खर्च, परिचय सह एकत्रित ०१ जून, २०१६ पासु परिणामासह त्यावरील पुढील व्याज आणि अन्य प्रभार ही रक्कम सदरहू सूचना प्राप्त झाल्याच्या तारखेपासुन ६० दिवसांच्या आत चुकती करण्यासाठी बोलाविण्याकरिता दिनांक ३१ मे, २०१६ रोजीची मागणी सूचना जारी केलेली आहे.

कर्जदार यांना सदरहू रक्कम चुकती करण्यामध्ये कसू केलेली आहे म्हणून कर्जदार/हमीदार आणि सर्वसाधारण जनतेला सूचना याद्वारे देण्यात येते की, निमन्स्वाक्षरीकारांना त्यांना प्रदान केलेल्या अधिकाराचा वापर करून सदरहू अधिनियमाच्या कलम १३(४) सहवाचता सदरहू नियमावलीच्या नियम ९ अन्वये २५ नोव्हेंबर, २०१६ रोजी यात खालील वर्णन केलेल्या मिळकतीचा सांकेतिक कच्चा घेतलेला आहे.

विशेषतः कर्जदार आणि सर्वसाधारण जनतेला याद्वारे सावधान करण्यात येते की, त्यांनी सदरहू मिळकतीच्या देवघेवोचा व्यवहार करू नये आणि सदरहू मिळकतीवरील देवघेवोचा व्यवहार हा आयसीआयसीआय बँक लिमिटेडच्या ३१ मे, २०१६ रोजीस आयसीआयसीआय बँक पत सुविधेकरिता रु. १७,८४,४४,०४९.७६ (सब्ये सतरा कोटी चौऱ्याऐंशी लाख चव्वेचाळीस ाळीस हजार एकोणपन्नास आणि पैसे शहातर मात्र) आणि ०१ जून, २०१६ पासु परिणामासह त्यावरील व्याजासह इतर प्रभार या रकमेच्या प्रभावाच्या अन्वये राहतील.

जंगम आणि स्थायर मिळकतीचे वर्णन

- ए) पारि पासुन प्रभाराच्या मार्गाने आणि नुसार जंगमहाण जंगम मिळकतीचा संक्षिप्त तपशील.
i. कच्चा माल, प्रागतीपथावरील अर्धा तयार माल आणि तयार माल वापरयोग्य स्टीअर्स आणि स्पेअर्स आणि इतर जंगम वस्तुंचा कर्जदारांचा संपूर्ण स्टॉकसह बुक डेटव्स् कच्चास, ड्राक्सुमेंटरी किंवा क्लिन, विद्यमान आणि भविष्यातील दोन्ही, कर्जदारांच्या कब्जातील किंवा नियंत्रणातील किंवा नसलेले, आता पुढे किंवा केसेसमध्ये असलेले किंवा जे आता पडलेले किंवा स्टीअर केलेले किंवा साधारण किंवा यानंतर विद्यमान कालाधारितपणे वेळोवेळी तेथे आणण्यात येणारे किंवा मुंबईमध्ये स्थित कर्जदारांची फॅक्टरी, परिसर आणि गोडाऊनसमथ्ये ठेवलेले सर्व किंवा अन्यथा तसे किंवा कर्जदारांच्या आदेश किंवा निकाली काढण्यासाठी कोणत्याही पक्षकाराकडे ठेवलेले किंवा प्रवासात किंवा खोल समुद्रात किंवा आदेश दिलिन्व्हिद्वये असलेले ("विद्यमान मत्त") ज्या अशा विद्यमान मत्तेच्या प्रत्येकी किंवा कोणताही भाग असलेली.
ii. कर्जदारांची संपूर्ण जंगम मिळकत (विद्यमान मत्ता वाचून आणि वाजवून) सह त्याचा जंगम प्लॉट आणि मशिनरी, मशिनरी स्पेअर्स, टुरस आणि अॅसेसरीज नॉन ट्रेड येणी, आणि इतर जंगम वस्तु, विद्यमान आणि भविष्यातील दोन्ही, कर्जदारांच्या कब्जातील किंवा नियंत्रणातील किंवा नसलेले, आता पुढे किंवा केसेसमध्ये असलेली किंवा जे आता पडलेले किंवा स्टीअर केलेले किंवा साधारण किंवा मुंबईमध्ये स्थित कर्जदारांची फॅक्टरी, परिसर आणि गोडाऊनसमथ्ये ठेवलेले सर्व किंवा अन्यथा तसे किंवा कर्जदारांच्या आदेश किंवा निकाली काढण्यासाठी कोणत्याही पक्षकाराकडे ठेवलेले किंवा प्रवासात किंवा खोल समुद्रात किंवा आदेश दिलिन्व्हिद्वये असलेले ("जंगम मिळकत") ज्या अशा जंगम मिळकतीच्या प्रत्येकी किंवा कोणताही भाग असलेली.
iii. कर्जदार आणि/किंवा त्यांच्यावतीने कोणीही येणारी देणी आणि प्राप्ती आणि/किंवा येणी सर्व रक्कम, सर्व बुक डेटव्स् सर्व कॅशे पत्रा आणि येणी आणि कर्जदारांची संबंधितांकडून निर्माण होणारी प्रक्रिया आणि वरील सदर सर्व मत्तेच्या संदर्भातील किंवा कर्जदारांचे सर्व हक्क, नामाधिकार, हितसंबंध, लाभ, दावे आणि मागणीसह परंतु कर्जदारांच्या हातातील रोखीपर्यंत मर्यादित नसलेले, विद्यमान आणि भविष्यातील दोन्ही ("येणी") अशा येणाऱ्या प्रत्येकी किंवा कोणताही भाग असलेली.
बी)प्रथम आणि अन्य प्रभाराच्या मार्गाने आणि नुसार गहाण स्थायर मिळकतीचा संक्षिप्त तपशील.
i. मुंबई शहर आणि मुंबई उपनगराच्या जिल्हा आणि उपजिल्हा नोंदणीतील गाव बाोरवली येथे स्थित सीटीएस क्र. १५८९ आणि १५९० (ए), सडहें क्र. १३४, हिस्सा क्र. १ (भाग) आणि २ भाग धारक जमिनीवर बांधलेल्या वर्धमान इस्ट्रीट्याय प्रिमायसेस को-ऑपरेटिव्ह हाऊसिंग सोसायटी लिमिटेड अशा ज्ञात इमारतींच्या ३ च्या मजल्यावरील मोजमापित ५४० चौ.फू. विल्टअप क्षेत्र गाळा क्र. ३३४ असा परिसर.
ii. मुंबई शहर आणि मुंबई उपनगरच्या जिल्हा आणि उपजिल्हा नोंदणीतील गाव बाोरवली येथे स्थित सीटीएस क्र. १५८९ आणि १५९० (ए), सडहें क्र. १३४, हिस्सा क्र. १ (भाग) आणि २ भाग धारक जमिनीवर बांधलेल्या वर्धमान इस्ट्रीट्याय प्रिमायसेस को-ऑपरेटिव्ह हाऊसिंग सोसायटी लिमिटेड अशा ज्ञात इमारतींच्या ३ च्या मजल्यावरील मोजमापित ५४० चौ.फू. विल्टअप क्षेत्र गाळा क्र. ३३४ असा परिसर.
iii. मुंबई शहर आणि मुंबई उपनगरच्या जिल्हा आणि उपजिल्हा नोंदणीतील गाव बाोरवली येथे स्थित सीटीएस क्र. १५८९ आणि १५९० (ए), सडहें क्र. १३४, हिस्सा क्र. १ (भाग) आणि २ भाग धारक जमिनीवर बांधलेल्या वर्धमान इस्ट्रीट्याय प्रिमायसेस को-ऑपरेटिव्ह हाऊसिंग सोसायटी लिमिटेड अशा ज्ञात इमारतींच्या ३ च्या मजल्यावरील मोजमापित ५४० चौ.फू. विल्टअप क्षेत्र गाळा क्र. ३३४ असा परिसर.
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v. मुंबई शहर आणि मुंबई उपनगरच्या जिल्हा आणि उपजिल्हा नोंदणीतील गाव बाोरवली येथे स्थित सीटीएस क्र. १५८९ आणि १५९० (ए), सडहें क्र. १३४, हिस्सा क्र. १ (भाग) आणि २ भाग धारक जमिनीवर बांधलेल्या वर्धमान इस्ट्रीट्याय प्रिमायसेस को-ऑपरेटिव्ह हाऊसिंग सोसायटी लिमिटेड अशा ज्ञात इमारतींच्या ३ च्या मजल्यावरील मोजमापित १,०५० चौ.फू. विल्टअप क्षेत्र गाळा क्र. ३३४ असा परिसर.

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आयसीआयसीआय बँक लिमिटेडकरिता

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दिनांक : २५ नोव्हेंबर, २०१६	प्राधिकृत अधिकारी
ठिकाण : मुंबई	सही/-
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	ज्योथी पॉवर इंडिया लिमिटेड
	(पूर्वी अल्टोम इंडिया लिमिटेड)
	सीआयएन - एल७४१४०एमएच१९९२पीएलसी०८८३७९
	नोंदणीकृत कार्यालय : दि इन्टरनेशनल, ५ वा मजला, १६, मरिन लाईन्स क्रॉस रोड क्र. १, मराठी कवठे रोडलगत, चर्चीट, मुंबई-४०० २२० (भारत)
	दूरध्वनी : ०२२ ६६३९३२५/२६५; फॅक्स : ०२२ ६६३९३२५
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	सेबी (लिस्टिंग) ऑब्लिगेशन्स अॅन्ड डिस्क्लोजर रिक्वायमेंट्स्) रेग्युलेशन्स, २०१५ च्या नियमावली २९ आणि ४७(१)(ए) अन्वये याद्वारे सूचना देण्यात येते की, कंपनीच्या संचालक मंडळाची सभा शुक्रवार, २ डिसेंबर, २०१६ रोजी इतर गोष्टींसह ३० सप्टेंबर, २०१६ रोजी संपलेल्या तिमाही/अर्ध वर्षाकारिताचे अलेखापरिक्षित वित्तीय निष्कर्ष ग्राह्य धरण्यास आणि संमत करण्यास घेण्यात येणार आहे.
	सदर माहिती कंपनीची वेबसाईट (www.alstomindiainvestorrelations.com) आणि स्टॉक एक्सचेंजेसची वेबसाईट www.bseindia.com आणि www.nseindia.com येथे उपलब्ध आहे.

ज्योई पॉवर इंडिया लिमिटेड करिता (पूर्वी अल्टोमो इंडिया लिमिटेड)	सही/-
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	ज्योथी पॉवर इंडिया लिमिटेड
	(पूर्वी अल्टोमो इंडिया लिमिटेड)
	सीआयएन - एल७४१४०एमएच१९९२पीएलसी०८८३७९
	नों. कार्यालय : "उजाला हाऊस", रामकृष्ण मंदिर रोड, कोंडिविटा, अंधेरी (पू.), मुंबई-४०० ०५९
	दूर : ०२२-६६८९२८००, फॅक्स : ०२२-६६८९२८०५,
	ई-मेल आयडी: secretarial@jyothy.com , वेबसाईट:www.jyothylaboratories.com

	ज्योथी लॅबोरेटरीज लिमिटेडच्या समभाग धारकांची न्यायालयाकडून बोलावण्यात आलेली सभा आणि रिमोट ई-व्होटिंग सुविधेची सूचना
	सीआयएन-एल२४२४०एमएच१९९२पीएलसी१२८६५९
	नों. कार्यालय: "उजाला हाऊस", रामकृष्ण मंदिर रोड, कोंडिविटा, अंधेरी (पू.), मुंबई-४०० ०५९
	दूर: ०२२-६६८९२८००, फॅक्स: ०२२-६६८९२८०५,
	ई-मेल आयडी: secretarial@jyothy.com , वेबसाईट:www.jyothylaboratories.com
	ज्योती लॅबोरेटरीज लिमिटेडच्या समभाग धारकांची न्यायालयाकडून बोलावण्यात आलेली सभा आणि रिमोट ई-व्होटिंग सुविधेची सूचना

याद्वारे सूचना देण्यात येते की, १८ नोव्हेंबर, २०१६ रोजीच्या एका आदेशाने मुंबई येथील न्यायव्यवस्थेच्या नामदार उच्च न्यायालयाने निर्देश दिले की, ज्योती लॅबोरेटरीज प्रॉडक्टव्स् मार्केटिंग लिमिटेड (जेसीपीएमएल) च्या ज्योती लॅबोरेटरीज लिमिटेड ह्या अर्जदार कंपनी/हस्तांतरिती कंपनीच्या समभाग धारकांची एक सभा मॉंगळवार, २० डिसेंबर, २०१६ रोजी स. १०.३० वा. एम.सी. घिया हॉल, इंडियन टेक्स्टाईल अॅक्सेसरीज अॅंड मशिनरी मॅन्युफॅक्चरर्स असोसिएशन, भोगीलाल हरगोविंदरास बिल्डिंग, ४था मजला, १८/२०, के. दुभाष मार्ग, काळा घोडा, मुंबई-४०० ००९ येथे बोलावून घेण्यात यावी. कंपनी अधिनियम, २०१३ च्या कलम १०८ सहवाचता वेळोवेळी सुधारित कंपन्यांचे (व्यवस्थापन आणि प्रशासन) नियम, २०१४ चा नियम २० सेबी (लिस्टिंग) ऑब्लिगेशन्स अॅंड डिस्क्लोजर रिक्वायमेंट्स्) रेग्युलेशन, २०१५ च्या रेग्युलेशन ४