



WTM/KCV/CFD/11/2025-26

SECURITIES AND EXCHANGE BOARD OF INDIA

ORDER

UNDER SUB-SECTION (1) OF SECTION 11 AND CLAUSE (h) OF SUB-SECTION (2) OF SECTION 11 OF THE SECURITIES AND EXCHANGE BOARD OF INDIA ACT, 1992 READ WITH SUB-REGULATION (5) OF REGULATION 11 OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011

IN THE MATTER OF PROPOSED ACQUISITION OF SHARES AND VOTING RIGHTS IN –

TARGET COMPANY	PROPOSED ACQUIRERS
JYOTHY LABS LIMITED	1. M. P. Ramachandran Family Trust I
	2. M. P. Ramachandran Family Trust II

Background –

1. Jyothy Labs Limited ("**Target Company**") is a company incorporated on January 15, 1992 under the Companies Act, 1956 and has its registered office at Ujala House, Ram Krishna Mandir Road, Kondivita, Andheri (East), Mumbai- 400059. The equity shares of the Target Company are listed on the BSE Ltd. ("**BSE**") and National Stock Exchange of India Ltd. ("**NSE**").
2. An Application dated April 30, 2025 along with emails dated May 28, 2025, July 23, 2025, July 25, 2025 and July 28, 2025 (together referred to as "**Application**") was received by Securities and Exchange Board of India (**SEBI**) seeking exemption from the applicability of sub-regulation (2) of regulation 3 and regulation 5 read with regulation 4 of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 ("**SAST Regulations, 2011**") in the matter of proposed direct



and indirect acquisition of shares and voting rights in the Target Company by M. P. Ramachandran Family Trust I (**Acquirer Trust 1**) and M. P. Ramachandran Family Trust II (**Acquirer Trust 2**), (hereinafter collectively referred to as “**Acquirer Trusts**” or “**Proposed Acquirers**” or “**Applicants**”).

Details of the proposed acquisitions:

3. The Acquirer Trusts, vide the Application, have submitted, *inter alia*, the following:

(a) The issued, subscribed and paid-up equity share capital of the Target Company is INR 36,72,14,511/- divided into 36,72,14,511 equity shares of INR 1/- each. The shareholding pattern of the Target Company, as on June 30, 2025, as appearing on BSE Website, is as under:

Shareholding in the Target Company			
Sr. No	Name	No. of Shares	% shareholding
A.	Promoter/Promoter Group		
1.	M P Ramachandran (Transferor 1)	64,12,012	1.75
2.	M G Shanthakumari (Transferor 2)	14,36,40,871	39.12
3.	M P Divakaran	1,44,71,826	3.94
4.	M P Sidharthan	1,04,30,460	2.84
5.	M R Jyothy	1,03,61,770	2.82
6.	M R Deepthy	1,03,61,770	2.82
7.	U B Beena	68,93,200	1.88
8.	K Ullas Kamath	29,02,760	0.79
9.	Moothedath Sidharthan Srihari	26,40,000	0.72
10.	Jithin Moothedath Divakaran	19,04,040	0.52
11.	Geetha	19,04,000	0.52
12.	K K Sujatha	1,62,000	0.04
13.	Sahyadri Agencies Limited	1,44,99,976	3.95
14.	Jaya Trust	43,50,000	1.18
Total Promoter Shareholding		23,09,34,685	62.89
B.	Public shareholding	13,62,79,826	37.11
Total Shareholding		36,72,14,511	100.00



- (b) M.P. Ramachandran (Transferor 1) and M.G. Shanthakumari (Transferor 2) are part of the Promoter / Promoter Group of the Target Company and individually hold 1.75% equity shares and 39.12% equity shares, respectively, of the Target Company.
- (c) Sahyadri Agencies Limited (**SAL**) is a company holding 3.95% equity shares of the Target Company and is part of the Promoter / Promoter Group of the Target Company.
- (d) The share capital structure of SAL is as follows:

Sr. No	Name	No. of Shares	% of Shares
1	Mr. M. P. Ramachandran	693	99
2	Ms. M. G. Shanthakuamri	1	0.143
3	M R Jyothy	1	0.143
4	M R Deepthy	1	0.143
5	M P Divakaran	1	0.143
6	M P Sidharthan	1	0.143
7	U B Beena	1	0.143
8	K K Sujatha	1	0.143
Total		700	100

- (e) It is noted that M.P. Ramachandran (Transferor 1) is holding 693 shares in SAL since 2013 and M.G. Shanthakumari (Transferor 2) is holding 1 share in SAL since 2003 i.e. more than 3 years prior to proposed transfers.
- (f) M. P. Ramachandran Family Trust I and M. P. Ramachandran Family Trust II, are irrevocable and discretionary trusts, settled under the provisions of the Indian Trusts Act, 1882 vide registered trust deeds dated April 25, 2025. The details of the Settlor, Trustees and beneficiaries of the aforementioned Acquirer Trusts are tabulated below:

M. P. Ramachandran Family Trust I (Acquirer Trust 1)		
Status	Name	Relationship with Transferor
Settlor	Mr. M. P. Ramachandran	Self/Transferor
Trustee(s)	Mrs. M. G. Shantha Kumari	Wife of Transferor
	Mrs. Jyothy Moothedath Ramachandran (Mrs. M. R. Jyothy)	Daughter of Transferor
	Mrs. Deepthi Moothedath Ramachandran (Mrs. M. R. Deepthi)	Daughter of Transferor
Beneficiaries	Mrs. M. G. Shantha Kumari	Wife of Transferor
	Mrs. M. R. Jyothy	Daughter of Transferor
	Mrs. M. R. Deepthi	Daughter of Transferor



M. P. Ramachandran Family Trust II (Acquirer Trust 2)		
Status	Name	Relationship with Transferor
Settlor	Ms. M. G. Shantha Kumari	Self/Transferor
Trustee(s)	Mr. M. P. Ramachandran	Husband of Transferor
	Mrs. Jyothy Moothedath Ramachandran (Mrs. M. R. Jyothy)	Daughter of Transferor
	Mrs. Deepthi Moothedath Ramachandran (Mrs. M. R. Deepthi)	Daughter of Transferor
Beneficiaries	Mr. M. P. Ramachandran	Husband of Transferor
	Mrs. M. R. Jyothy	Daughter of Transferor
	Mrs. M. R. Deepthi	Daughter of Transferor

- (g) The Acquirer Trusts propose to acquire, directly and indirectly, shares and voting rights of the Target Company from its promoters/ promoter group (viz. Transferor 1 and Transferor 2), pursuant to which the Acquirer Trusts will exercise control over, and will be part of the promoter group of the Target Company.
- (h) The direct acquisition of shares and voting rights in the Target Company by the Acquirer Trusts is proposed to take place in the following manner:
- Mr. M. P. Ramachandran, Promoter of the Target Company, proposes to transfer 1.75% shares and voting rights held by him in the Target Company, to Acquirer Trust 1 by way of a gift.
 - Mrs. M. G. Shanthakumari, member of the Promoter Group of the Target Company, proposes to transfer 39.12% shares and voting rights held in the Target Company, to Acquirer Trust 2 by way of a gift.
 - The details of the abovementioned direct transfer of shares and voting rights by promoter entities to the Acquirer Trusts are provided in the Table below:

Sr. No	Transferor	Acquirer	No. of Shares	% of Shares
1	Mr. M. P. Ramachandran	M. P. Ramachandran Family Trust I	64,11,011	1.75%
1	Mrs. M. G. Shanthakumari	M. P. Ramachandran Family Trust II	14,36,39,870	39.12%
Total			15,00,50,881	40.87%



- (i) The indirect acquisition of shares and voting rights in the Target Company by the Acquirer Trusts is proposed to take place in the following manner:

- (i) SAL holds 3.95% equity shares of the Target Company and is part of the Promoter / Promoter Group of the Target Company.
- (ii) Mr. M. P. Ramachandran, Promoter of the Target Company, proposes to transfer 99% shares and voting rights held by him in SAL, to Acquirer Trust 1 by way of a gift.
- (iii) Ms. M. G. Shanthakumari, member of the Promoter Group of the Target Company, proposes to transfer 0.143% shares and voting rights held by her in SAL, to Acquirer Trust 2 by way of a gift.
- (iv) The details of the abovementioned transfer of shares and voting rights in SAL by promoter entities to the Acquirer Trusts are provided in the Table below:

Sr. No	Transferor	Acquirer	No. of Shares	% of Shares
1	Mr. M. P. Ramachandran	M. P. Ramachandran Family Trust I	693	99
2	Ms. M. G. Shanthakuamri	M. P. Ramachandran Family Trust II	1	0.143
Total			694	99.143

- (v) Pursuant to the abovementioned proposed acquisition of shares and voting rights of SAL, the Acquirer Trust 1 shall exercise control over SAL and consequently, the Acquirer Trust 1 shall indirectly exercise rights over 3.95% equity shares of the Target Company held by SAL.
- (j) The proposed direct and indirect acquisitions of shares by the Acquirer Trusts shall happen by way of a gift of shares from Transferor 1 and Transferor 2 to the respective Acquirer Trusts, and no acquisition price shall be paid for the acquisition.



- (k) There would be no alteration in total equity share capital of the Target Company as a result of the proposed acquisition. The shareholding pattern of the Target Company before and after the proposed acquisition shall be as follows:

Particulars	Shareholding before the proposed acquisition		Proposed transaction		After the proposed acquisition	
	No. of Shares	% holding	No. of Shares	% holding	No. of Shares	% holding
Promoter and Promoter Group other than Acquirer(s)						
PACs who are transferors						
M P Ramachandran	64,12,012	1.75	(64,11,011)	(1.75)	1,001	0.00
M G Shanthakumari	14,36,40,871	39.12	(14,36,39,870)	(39.12)	1,001	0.00
Sub Total	15,00,52,883	40.87	-15,00,50,881	-40.87	2,002	0.00
PACs other than transferors						
M R Jyothy	1,03,61,770	2.82	-	-	1,03,61,770	2.82
M R Deepthy	1,03,61,770	2.82	-	-	1,03,61,770	2.82
M P Divakaran	1,44,71,826	3.94	-	-	1,44,71,826	3.94
M P Sidharthan	1,04,30,460	2.84	-	-	1,04,30,460	2.84
U B Beena	68,93,200	1.88	-	-	68,93,200	1.88
K Ullas Kamath	29,02,760	0.79	-	-	29,02,760	0.79
Moothedath Sidharthan Srihari	26,40,000	0.72	-	-	26,40,000	0.72
Jithin Moothedath Divakaran	19,04,040	0.52	-	-	19,04,040	0.52
Geetha	19,04,000	0.52	-	-	19,04,000	0.52
K K Sujatha	1,62,000	0.04	-	-	1,62,000	0.04
Sahyadri Agencies Limited	1,44,99,976	3.95	-	-	1,44,99,976	3.95
Jaya Trust	43,50,000	1.18	-	-	43,50,000	1.18
Sub Total	8,08,81,802	22.02	-	-	8,08,81,802	22.02
Acquirer Trusts						
M. P. Ramachandram Family Trust I	Nil	0.00	64,11,011	1.75	64,11,011	1.75
M. P. Ramachandran Family Trust II	Nil	0.00	14,36,39,870	39.12	14,36,39,870	39.12
Sub Total	0	0	15,00,50,881	40.87	15,00,50,881	40.87
Public						
Public Shareholding	13,62,79,826	37.11	-	-	13,62,79,826	37.11
Total	36,72,14,511	100.00	-	-	36,72,14,511	100.00



- (I) The abovementioned direct and indirect acquisition of shares and voting rights by the Acquirer Trusts in the Target Company would attract the applicability of the provisions of sub-regulation (2) of regulation 3 and regulation 5 read with regulation 4 of the SAST Regulations, 2011. Vide the Application, the Acquirer Trusts have sought exemption from SEBI in respect of the same.

Grounds for seeking exemption -

4. Vide the Application, the Acquirer Trusts have sought the abovementioned exemption, inter-alia, on the following grounds:
- (a) The proposed acquisitions are pursuant to an estate and succession planning exercise within the family members of Mr. M. P. Ramachandran and Mrs. M. G. Shanthakumari and their immediate relatives. It is intended to efficiently streamline ownership, succession and promote family harmony on a multi-generational basis. The proposed acquisitions would be a non-commercial transaction which would not affect or prejudice the interests of the public shareholders of the Target Company in any manner.
 - (b) The Acquirer Trusts should fall within the definition of 'promoter group' under SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 (as amended from time to time) as the trustee and ultimate beneficiaries of the Acquirer Trusts are promoters and/ or members of the promoter group of the Target Company. Thus, the proposed acquisitions would not result in any increase / decrease in the holding of the promoters or promoter group of the Target Company. Further, there is no change in control of the Target Company on account of the transfer of shares of SAL (which holds 3.95% shareholding in the Target Company) to the Acquirer Trusts.
 - (c) The proposed acquisitions of shares by the Acquirer Trusts would also not result in change in control and management of the Target Company. The trustees of the Acquirer Trusts, through whom control would be exercised over the assets of the Acquirer Trusts, are part of the promoter/promoter group of the Target Company as well shareholders of the Target Company.



- (d) There is no effective change in the exercise of voting power or in the control / management of the Target Company. The pre-acquisition shareholding and post-acquisition shareholding of promoter and promoter group in the Target Company would therefore remain same. The change in the identity of persons exercising voting rights over the Target Company would only be between persons, who in their personal capacities, are persons belonging to promoter and promoter group of the Target Company and are the immediate relatives of the person transferring the shares.
- (e) Trustees are individuals who always represent the trust and all regulations can therefore be enforced on the trustees in their individual capacity. Accordingly, there shall be no difficulty as regards enforceability of the provisions of the SEBI Act, 1992 and the regulations framed thereunder if the shares of the Target Company are held by the trustee for the benefit of the beneficiaries.
- (f) The Acquirer Trusts are private family trusts. The trustee and the ultimate beneficiaries are family members of Mr. M. P. Ramachandran and Mrs. M. G. Shanthakumari and their immediate relatives. The structure in no way results in lack of transparency and does not in any way impact the interest of public shareholders.
- (g) The transfers of shares to the Acquirer Trusts are for efficient succession planning for the next generation.
- (h) The Acquirer Trusts have provided undertakings regarding compliance with the criteria stipulated in guidelines stated in Chapter 8 of the Master Circular No. SEBI/HO/CFD/PoD-1/P/CIR/2023/31 dated February 16, 2023 (**SEBI Master Circular**), which contains the following clauses:
 - (i) The Acquirer Trusts are in substance, only a mirror image of the promoters' holdings and consequently, there is no change of ownership or control of the shares or voting rights in the target company.
 - (ii) Only individual promoters or their immediate relatives or lineal descendants are trustees and beneficiaries of the Acquirer Trusts.



- (iii) The beneficial interest of the beneficiaries of the Acquirer Trusts has not been and will not in the future, be transferred, assigned or encumbered in any manner including by way of pledge/mortgage.
- (iv) In case of dissolution of the Acquirer Trusts, the assets will be distributed only to the beneficiaries of the trust or to their legal heirs;
- (v) The Trustees will not be entitled to transfer or delegate any of their powers to any person other than one or more of themselves.
- (vi) Any change in the trustees/beneficiaries and any change in ownership or control of shares or voting rights held by the Acquirer Trusts shall be disclosed within 2 days to the concerned stock exchanges with a copy endorsed to SEBI for its record.
- (vii) As far as the provisions of the SEBI Act, 1992 and the regulations framed thereunder are concerned, the ownership or control of shares or voting rights will be treated as vesting not only with the trustees but also indirectly with the beneficiaries.
- (viii) The liabilities and obligations of individual transferors under the SEBI Act, 1992 and the regulations framed thereunder will not change or get diluted due to transfers to the Acquirer Trusts.
- (ix) The Acquirer Trusts shall confirm, on an annual basis, that they are in compliance with the exemption order passed by SEBI. The said confirmation shall be furnished to the Target Company which it shall disclose prominently as a note to the shareholding pattern filed for the quarter ending March 31 each year, under regulation 31 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- (x) The Acquirer Trusts shall get their compliance status certified by an independent auditor annually and furnish the certificate to the Stock Exchanges for public disclosure with a copy endorsed to SEBI for its records.
- (xi) The proposed acquisitions are in accordance with the provisions of the Companies Act, 2013 and other applicable laws.



- (xii) The transferors are disclosed as promoters in the shareholding pattern filed with the Stock Exchanges for a period of at least 3 years prior to the proposed acquisition.
- (xiii) There is no layering in terms of trustees/beneficiaries in the case of the Acquirer Trusts.
- (xiv) The Trust Deeds do not contain any limitation of liability of the trustees/beneficiaries in relation to the provisions of the SEBI Act, 1992 and all regulations framed thereunder.

Consideration-

5. I have considered the Application submitted by the Acquirer Trusts and other material available on record. I note that the abovementioned transactions are triggering open offer obligations under sub-regulations (1) and (2) of regulation 3 and regulation 5 read with regulation 4 of the SAST Regulations, 2011. Before I proceed further, I deem it fit to draw reference to the said provisions, which state as under –

“Substantial acquisition of shares or voting rights.

3(1). No acquirer shall acquire shares or voting rights in a target company which taken together with shares or voting rights, if any, held by him and by persons acting in concert with him in such target company, entitle them to exercise twenty-five per cent or more of the voting rights in such target company unless the acquirer makes a public announcement of an open offer for acquiring shares of such target company in accordance with these regulations.

3(2): No acquirer, who together with persons acting in concert with him, has acquired and holds in accordance with these regulations shares or voting rights in a target company entitling them to exercise twenty-five per cent or more of the voting rights in the target company but less than the maximum permissible non-public shareholding, shall acquire within any financial year additional shares or voting rights in such target company entitling them to exercise more than five per cent of the voting rights, unless the acquirer makes a public announcement of an open offer for acquiring shares of such target company in accordance with these regulations

Acquisition of control

4: Irrespective of acquisition or holding of shares or voting rights in a target company, no acquirer shall acquire, directly or indirectly, control over such target



company unless the acquirer makes a public announcement of an open offer for acquiring shares of such target company in accordance with these regulations.”

Indirect acquisition of shares or control

5: *For the purposes of regulation 3 and regulation 4, acquisition of shares or voting rights in, or control over, any company or other entity, that would enable any person and persons acting in concert with him to exercise or direct the exercise of such percentage of voting rights in, or control over, a target company, the acquisition of which would otherwise attract the obligation to make a public announcement of an open offer for acquiring shares under these regulations, shall be considered as an indirect acquisition of shares or voting rights in, or control over the target company”*

6. Without reiterating the facts as stated above, I note the following:
- (a) The Application submitted is in respect of the proposed direct and indirect acquisition of shares and voting rights in the Target Company, i.e., **Jyothy Labs Limited**. The proposed acquisitions as detailed above, which are to be made by the Acquirer Trusts, shall lead to direct and indirect acquisition of control of the Target Company and shall attract the provisions of sub-regulations (1) and (2) of regulation 3 and regulation 5 read with regulation 4 of the SAST Regulations, 2011.
 - (b) The proposed acquisitions are for estate and succession planning exercise intended to for efficient succession planning for the next generation. The proposed acquisitions would be non-commercial transaction which would not affect or prejudice the interests of the public shareholders of the Target Company in any manner.
 - (c) The trustees and the beneficial owners of the Acquirer Trusts, through which control shall be exercised over the Target Company, are either individual promoters, or their immediate family relatives or lineal descendants.
 - (d) There will be no change in control of the Target Company pursuant to the proposed acquisitions, as stipulated under the SEBI Master Circular dated February 16, 2023.



- (e) The pre-acquisition and post-acquisition shareholding of the promoters and promoter group in the Target Company will remain the same.
 - (f) There will be no change in the public shareholding of the Target Company.
 - (g) The Target Company shall continue to be in compliance with the Minimum Public Shareholding requirements under the Securities Contracts (Regulation) Rules, 1957 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
 - (h) Transferor 1 and Transferor 2 have been disclosed as promoters in the shareholding pattern filed by the Target Company with the Stock Exchanges for a period of at least three years prior to the proposed acquisitions. Further, they have also been in control of SAL for the last three years. Accordingly, they fulfill the condition regarding transferors being disclosed as promoter for three years, as stipulated in SEBI Master Circular.
 - (i) The Acquirer Trusts have confirmed that they are in compliance with the Guidelines outlined in the Chapter 8 of SEBI Master Circular dated February 16, 2023.
7. Considering the aforementioned, I am of the view that exemption as sought for in the Application (read with further submissions) may be granted to the Proposed Acquirers, subject to certain conditions as ordered herein below.

Order

8. I, in exercise of the powers conferred upon me under Section 19 read with sub-section (1) of section 11 and clause (h) of sub-section (2) of section 11 of the SEBI Act, 1992 and sub-regulation (5) of regulation 11 of the SAST Regulations, 2011,, hereby grant exemption to the Proposed Acquirers, viz., **M. P. Ramachandran Family Trust I** and **M. P. Ramachandran Family Trust II**, from complying with the requirements of sub-regulations (1) and (2) of regulation 3 and regulation 5 read with regulation 4 of the SAST Regulations, 2011 with respect to the proposed direct and indirect acquisitions in the Target Company, viz., **Jyothy Labs Limited**, by way of proposed transactions as mentioned in the Application.



9. The exemption so granted is subject to the following conditions:
- (a) The proposed acquisitions shall be in accordance with the relevant provisions of the Companies Act, 2013 and other applicable laws.
 - (b) On completion of the proposed acquisitions, the Proposed Acquirers shall file a report with SEBI within a period of 21 days from the date of such acquisition, as provided in the SAST Regulations 2011.
 - (c) The statements / averments made or facts and figures mentioned in the Application and other submissions by the Proposed Acquirers are true and correct.
 - (d) The Proposed Acquirers shall ensure compliance with the statements, disclosures and undertakings made in the Application. The Proposed Acquirers shall also ensure compliance with the provisions of the SEBI Master Circular.
 - (e) The Proposed Acquirers shall also ensure that the covenants in the Trust Deeds are not contrary to the above conditions. In such case, the Trust Deeds shall be suitably modified and expeditiously reported to SEBI.
10. The exemption granted above is limited to the requirements of making open offer under the SAST Regulations, 2011 and shall not be construed as exemption from the disclosure requirements under Chapter V of the aforesaid Regulations; compliance with the SEBI (Prohibition of Insider Trading) Regulations, 2015, Listing Agreement / SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 or any other applicable Acts, Rules and Regulations.
11. The exemption granted above from making an open offer in respect of the proposed acquisitions shall remain valid for a period of one (1) year from the date of this Order and the Applicants shall complete the implementation of the proposed acquisitions within such period, failing which the granted exemption shall lapse and cease to exist.



12. The Application, read with other submissions, filed by **M. P. Ramachandran Family Trust I** and **M. P. Ramachandran Family Trust II** are accordingly disposed of.

DATE: OCTOBER 16, 2025

PLACE: MUMBAI

KAMLESH CHANDRA VARSHNEY

WHOLE TIME MEMBER

SECURITIES AND EXCHANGE BOARD OF INDIA