SECOND CORRIGENDUM TO THE PUBLIC ANNOUNCEMENT FOR THE ATTENTION OF THE EQUITY SHAREHOLDERS OF HENKEL INDIA LIMITED IN RELATION TO THE OPEN OFFER FOR ACQUISITION OF EQUITY SHARES OF

HENKEL INDIA LIMITED

BY

JYOTHY LABORATORIES LIMITED

This Announcement **("Second Corrigendum")** is in continuation of and should be read in conjunction with the original public announcement dated May 09, 2011 **("PA")** and first corrigendum dated June 28, 2011 **("First Corrigendum")** which was issued by **MAPE Advisory Group Private Limited ("Manager to the Offer")** on behalf of **Jyothy Laboratories Limited ("Acquirer")** pursuant to Regulation 10 & 12 and other applicable provisions of Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 1997 and subsequent amendments thereto **("SEBI 'SAST' Regulations")** for acquisition of upto 23,292,895 equity shares of Henkel India Limited **("Target Company")**.

The equity shareholders of the Target Company are requested to kindly note the following with respect to the Offer:

1. The Securities and Exchange Board of India ("SEBI") has issued its comments on the Draft Letter of Offer. Accordingly, the Letter of Offer dated July 20, 2011 ("Letter of Offer") incorporating SEBI's comments has been dispatched to all shareholders of the Target Company as on the Specified Date.
2. The revised Schedule of Major Activities in respect of the Offer is as follows:

Activity	Original Schedule	Revised Schedule
Date of the Public Announcement	Monday, May 09, 2011	Monday, May 09, 2011
Last date for a competitive bid	Monday, May 30, 2011	Monday, May 30, 2011
Specified Date*	Friday, June 03, 2011	Friday, June 03, 2011
Date by which the Letter of Offer shall be posted to equity shareholders	Friday, June 17, 2011	Tuesday, July 26, 2011
Date of opening of the Offer	Friday, June 24, 2011	Tuesday, August 02, 2011
Last date for upward revision of the Offer Price	Tuesday, July 05, 2011	Tuesday, August 09, 2011
Last date for withdrawing acceptance from the Offer	Monday, July 11, 2011	Tuesday, August 16, 2011
Date of closing of the Offer	Thursday, July 14, 2011	Monday, August 22, 2011
Last date of communicating rejection/acceptance and when payment of consideration for accepted tenders and/or the unaccepted equity shares/share certificates will be dispatched/credited	Friday, July 29, 2011	Tuesday, September 06, 2011

** Specified Date is only for the purpose of determining the names of the Shareholders as on such date to whom the Letter of Offer will be sent. However, all owners (registered or unregistered) of the Equity Shares of the Target Company are eligible to participate in the Offer anytime before the closure of the Offer.*

Para 84 of the PA with respect to time schedule for major activities for the Offer and references to dates for respective activities throughout the PA shall stand revised accordingly.

3. **Acquisition of Equity Shares by the Acquirer:**

   Post the date of the PA, the Acquirer has acquired a total of 46,34,953 equity shares of the Target Company from the open market. The open market purchases have been made in compliance with Regulation 20(7) and Regulation 22(17) of the **("SEBI 'SAST' Regulations")**, at prices lower than the Offer Price. There is thus no amendment to the Offer Price.

   As on the date of this Second Corrigendum, Jyothy holds 81,346,842 equity shares constituting 69.85% of the equity share capital of the Target Company. Out of the above equity shares, 59,360,203 equity shares have been transferred by Henkel AG & Co. KGaA and have been held in escrow from May 31, 2011, by Kotak Mahindra Bank Limited in trust and on behalf of Jyothy in terms of an escrow agreement dated May 30, 2011 enterd into between the Acquirer, Kotak and Manager to the offer. The aforesaid equity shares will be released to Jyothy only upon completion of the open offer formalities in accordance with the SEBI (SAST) Regulations. The total shareholding of the Acquirer in the Target Company post the Offer, assuming full subscription to the offer, shall be 104,639,737 equity shares constituting 89.85% of the equity share capital of the Target Company.

4. **Reasons for the offer and future plans:**

   Given the commonality of business interests of the Target Company and the Acquirer, and synergistic linkages that exist between them, the board of directors of the Acquirer have set up a Reorganization Committee to explore the possibility of a merger of the Target Company and the Acquirer and consequent consolidation of the activities of the Target Company and the Acquirer with pooling and more efficient utilization of their resources, greater economies of scale, reduction in overheads and other expenses and improvement in various operating parameters.

5. TPL, has vide its letter dated July 12, 2011 confirmed that on April 06, 2011, it and Henkel AG & Co. KGaA have terminated the shareholders agreement dated September 11, 1989. The shareholders agreement was the basis for considering TPL as one of the promoters of the Target Company. Subsequent to this, TPL is not a promoter of the Target Company any longer. Hence, 2,049,642 equity shares, held by TPL and its associates, shall been classified under Public Shareholding.
6. In its observation letter, SEBI has instructed that the source of financial arrangement for funding the open offer be disclosed. Investors are requested to note that the Offer has been funded by amount raised by Jyothy through a Qualified Institutions Placement in 2010 and through internal accruals.
7. In para 36 of the PA, the date of the order of the High Court of Madras approving the Scheme of Amalgamation between the Target Company and Henkel SPIC India Limited should be read as 'April 26, 2005' instead of 'May 26, 2005'.
8. All registered or unregistered owners of the equity shares of the Target Company at the time of making the application, with the exception of the Acquirer and Henkel AG & Co. KGaA (the selling promoter) are eligible to participate in the Offer. Para 64 of the PA stands modified to this effect.
9. In the PA and the LoF, investors are requested to read the address of the Chennai office of the Registrar to the Issue as 'Subramaniam Building, 1, Club House Road, Chennai - 600 002' and the e-mail ID as 'investor@cameoindia.com'. Further, investors are requested to read the address of the collection centre in Ahmedabad as 'Cameo Corporate Services Limited, C/o Shree Vidhya Consultancy, No.4, II Floor, Prasiddhi Complex - 1, Opp: Ambedkar Hall, Saraspur, Ahmedabad - 380 018'. Further, the details of the contact person in the collection centre at Bangalore stand amended to: Mr. T V Janardhana, Tel: 9740266722, email: janardhana@cameoindia.com.

The other terms and conditions of the Offer remain unchanged.

This Second Corrigendum should be read in conjunction with the PA and the First Corrigendum. Terms used but not defined in this Second Corrigendum shall have the same meaning as assigned to such term in the PA/First Corrigendum. The Board of Directors of the Acquirer accept full responsibility for the information contained in this Second Corrigendum and also accept responsibility for the obligations of the Acquirer laid down in the SEBI (SAST) Regulations.

This Second Corrigendum is expected to be available on the SEBI website at www.sebi.gov.in.

Issued on behalf of the Acquirer, by the Manager to the Offer:

MAPE

MAPE ADVISORY GROUP PRIVATE LIMITED

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Date: July 28, 2011