

# PUBLIC ANNOUNCEMENT FOR THE ATTENTION OF THE EQUITY SHAREHOLDERS OF

## HENKEL INDIA LIMITED

Registered Office: TPL House, First Floor, 3, Cenotaph Road, Teynampet, Chennai – 600 018

### CASH OFFER (“OFFER”) FOR ACQUISITION OF EQUITY SHARES FROM SHAREHOLDERS OF HENKEL INDIA LIMITED (“Target Company”/ “HIL”)

This Public Announcement (“PA”) is being issued by MAPE Advisory Group Private Limited (“Manager to the Offer”), on behalf of Jyothy Laboratories Limited (“Jyothy” or the “Acquirer”), in compliance with Regulation 10 and 12 of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 1997 and subsequent amendments thereto (the “SEBI (SAST) Regulations”). No other person / individual / entity is acting in concert with the Acquirer for the purposes of this Offer.

#### I. BACKGROUND TO THE OFFER

- This Offer is for the acquisition of up to 23,292,895 fully paid equity shares of ₹ 10 each (“Equity Shares”) of Henkel India Limited, constituting 20.00% of the Emerging Voting Capital (as defined in paragraph 44 of this PA) of Henkel India Limited.
- On May 5, 2011, Jyothy executed a Share Purchase Agreement (“SPA”) with Henkel AG & Co. KGaA (“Henkel Germany”), one of the Promoters of HIL, for the acquisition of 59,360,203 (Fifty nine million three hundred and sixty thousand two hundred and three) Equity Shares, constituting 50.97% of the Voting Capital of HIL (“Sale Shares”) at a price of ₹ 20/- (Rupees Twenty Only) per Equity Share for a total cash consideration of ₹ 1,187.20 Million. Pursuant to such transfer Henkel Germany will cease to hold any Equity Shares of HIL. The other salient terms of the SPA are as follows:
  - The equity consideration of ₹ 1,187.20 Million is subject to certain adjustments based on the net debt and net cash available in HIL at the time of closing;
  - Jyothy shall purchase 40,000,000 4% redeemable cumulative preference shares of HIL, having a par value of ₹ 10 (Rupees ten) each, and 28,000,000 9% redeemable non-cumulative preference shares of HIL, having a par value of ₹ 10 (Rupees ten) each, constituting 100% of the preference share capital of HIL, for an aggregate consideration of ₹ 439,000,000 (Rupees Four hundred and thirty nine million), subject to the terms and conditions agreed between the parties and subject to receipt of regulatory approvals;
  - Jyothy, or a wholly owned affiliate of Jyothy, will provide an inter-corporate deposit to HIL to repay an aggregate amount of upto ₹ 4,539.00 Million owed by HIL to its lenders;
  - Henkel Germany shall, upon closing of the SPA, execute license agreements with HIL to license certain brands and technology owned by Henkel Germany to HIL;
  - Jyothy will transfer the cash consideration of ₹ 1,187.20 Million to Henkel Germany on May 31, 2011 or such later date on which the conditions precedent are fulfilled (“Closing Date”);
  - The SPA contains a provision that, in accordance Regulation 22(16) of the SEBI (SAST) Regulations, the parties have undertaken to reverse the sale and purchase of the Sale Shares in the event the Offer is not consummated;
  - On the Closing Date, Henkel Germany is to procure a board meeting of the Target Company at which the resignation of directors nominated by Henkel Germany to the board shall be accepted and the board shall be reconstituted with such directors as may be nominated by Jyothy.
- On the Closing Date, the Sale Shares shall be transferred to an escrow account that shall be opened pursuant to the share escrow agreement which shall be executed between the Acquirer and the Manager and the share escrow agent (“Share Escrow Agent”). The Share Escrow Agent shall hold the Sale Shares in trust for the benefit of the Acquirer until the completion of all of the Offer formalities. Jyothy shall not exercise any voting rights in relation to the Sale Shares until completion of the Offer.
- Subject to satisfaction of the provisions under the Companies Act, 1956 and/or any other applicable regulation(s), Jyothy intends to make changes in the management of HIL and induct new Directors on the Board of HIL. In compliance with Regulation 22 (7) of the SEBI (SAST) Regulations, Jyothy has deposited full consideration of the Offer in the escrow account and is thus eligible to appoint Directors on the Board of HIL after a period of 21 (Twenty One) days from the date of the PA. The likely changes in the management taking control by Jyothy will be in compliance with Clause 49 of the Listing Agreement.
- Jyothy and Henkel Germany have agreed that Henkel Germany shall have an option to acquire up to 26% of the equity share capital of Jyothy, either through purchase of shares or through issue of shares by Jyothy, after a period of 5 (five) years, subject to the terms and conditions to be mutually agreed upon between Jyothy and Henkel Germany at the time and also subject to obtaining approval of shareholders and such statutory and governmental approval as may be necessary and relevant at that time.
- The SPA has necessitated this Open Offer in terms of Regulations 10 and 12 of the SEBI (SAST) Regulations. This Offer is subject to the provisions of the Companies Act, 1956 (“Companies Act”), the SAST Regulations and Listing Agreement of HIL with the Bombay Stock Exchange Limited (“BSE”), the Madras Stock Exchange Limited (“MSE”) and the Calcutta Stock Exchange Limited (“CSE”) (collectively, the “Stock Exchanges”) and other applicable Laws and Regulations in force.

#### II. THE OFFER

- This Offer is made to all shareholders of HIL in terms of Regulation 10 and 12 of the SEBI (SAST) Regulations to acquire up to 23,292,895 (Twenty three million two hundred and ninety two thousand eight hundred and fifty five) Equity Shares, forming 20% of Emerging Voting Capital, at a price of ₹ 41.20 (Rupees forty one and paise twenty only) for each Equity Share (“Offer Price”) to be paid in cash in accordance with the SEBI (SAST) Regulations, and subject to the terms and conditions mentioned hereinafter and as will be set out in the Letter of Offer in relation to the Offer (“Letter of Offer”) aggregating to ₹ 959,667,274.00 (Rupees nine hundred and fifty nine million six hundred and sixty seven thousand two hundred and seventy four only) (“Offer Size”).
- The Offer is not conditional upon any minimum level of acceptance i.e. the Acquirer will acquire, up to 23,292,895 Equity Shares (representing 20% of the Emerging Voting Capital), of the Equity Shares that are validly tendered by the public shareholders in terms of the Offer, subject to the conditions specified in this PA, Letter of Offer and Form of Acceptance-cum-Acknowledgement.
- As on the date of this Public Announcement, Jyothy holds 17,351,686 Equity Shares, or 14.90% of the voting rights of HIL. Jyothy had acquired these shares from Tamilnadu Petroproducts Limited (“TNPL”), one of the promoters of HIL, at ₹ 35/- (Rupees Thirty Five Only) per Equity Share, aggregating to ₹ 607.31 million, on March 16, 2011 through an off-market transaction.
- Upon completion of formalities of the Offer, 59,360,203 Equity Shares shall be transferred by the Share Escrow Agent to Jyothy.
- The total shareholding of Jyothy in HIL post the Offer, assuming full subscription to the offer, shall be 85.87%.
- This is not a competitive bid. This Offer is not a result of any global acquisition resulting in indirect acquisition of the Target Company.
- There are no partly paid-up Equity Shares of the Target Company.
- The consideration shall be paid in cash.
- The Acquirer may purchase additional Equity Shares of the Target Company from the open market or through negotiation or otherwise, after the date of this PA in accordance with Regulation 20(7) of SEBI (SAST) Regulations and the details of such acquisition will be disclosed by the Acquirer within 24 hours of such acquisition to the Stock Exchanges where the Equity Shares of the Target Company are listed and to the Manager to the Offer in terms of Regulation 22(17) of the SEBI (SAST) Regulations.
- Due to the operation of Regulation 21(1)(e)(2) of the SEBI (SAST) Regulation, there could be persons deemed to be acting in concert with the Acquirer. No individual / entity is acting in concert with the Acquirer for the purposes of this Offer.
- The Equity Shares of the Target Company will be acquired by the Acquirer under the Offer, free from all liens, charges and encumbrances and together with all rights attached thereto.
- The Manager to the Offer does not hold any Equity Shares in the Target Company, as at the date of this PA. The Manager to the Offer shall not deal in the Equity Shares of the Target Company until the expiry of 15 (Fifteen) days from the date of closure of the Offer.
- There is no agreement by the Acquirer with any other person in connection with the Offer. The entire Equity Shares proposed to be acquired under this Offer will be acquired by the Acquirer and no other person/entity proposes to take part in the acquisition.
- The Equity Shares to be acquired under this Offer will be acquired free from all liens, charges and encumbrances and together with all rights attached thereto, including rights to all dividends to be declared after all the formalities relating to this Offer are completed.
- This PA is being released, as per Regulation 15(1) of the SEBI Takeover Regulations, in Economic Times, English national daily – all editions; Pratakh, Hindi national daily – all editions; Navshakti, Marathi regional language daily – Mumbai edition and Makkal Kural, Tamil regional language daily – Chennai edition.

#### III. Offer Price

- The Equity Shares of the Target Company are presently listed on the BSE, MSE and CSE.
- The annualized trading turnover of the Equity Shares of the Target Company during the six calendar months preceding the date of this PA (November 2010 – April 2011) on the BSE, MSE and CSE is detailed below:

Name of Stock Exchange	Total no. of Equity Shares traded during the 6 calendar months prior to the month in which the PA was made (A)	Total no. of listed Equity Shares as on April 30, 2011 (B)	Annualised trading turnover (in terms of % of total listed Equity Shares) (C=A/B*2)
BSE	15,671,916	116,454,271	26.92%

(Source: www.bseindia.com)

- As the annualized trading volume is more than 5% of the total number of listed shares on BSE, the Equity Shares of the Target Company are deemed to be most frequently traded on the BSE within the meaning of explanation (i) of Regulation 20 (5) of the SEBI (SAST) Regulations. The Equity Shares are deemed to be infrequently traded on the MSE and the CSE.
- The Offer Price of ₹ 41.20 (Rupees forty one and paise twenty only) per Equity Share is justified in terms of Regulation 20(4) of the SEBI (SAST) Regulations as it is higher than the highest of the following:

i. Highest Price paid by Acquirer for any acquisition (including by way of allotment in a public rights or preferential issue) during the 26 week prior to the date of the PA (as per acquisition of Equity Shares detailed under Clause 2).	₹ 35.00
ii. The average of the weekly high and low of the closing prices of Equity Shares of the Target Company on NSE during the 26 week period preceding the date of the PA.	₹ 41.17
iii. The average of the daily high and low of the Equity Shares of the Target Company on NSE during the 2 week period preceding the date of the PA.	₹ 34.82
iv. The negotiated price under the SPA	₹ 20.00*

#### \* Subject to adjustments

- In the opinion of the Manager to the Offer, the Offer Price of ₹ 41.20 per Equity Share offered by the Acquirer to the shareholders of the Target Company under the proposed Offer is justified in terms of Regulation 20 (4) of the SEBI (SAST) Regulations.
- There is no non-compete agreement for payment entered into by the Acquirer with any person/entity.

If the Acquirer acquires Equity Shares of the Target Company after the date of the PA and up to 7 (Seven) working days prior to the closure of the Offer at a price higher than the Offer

Price, then an announcement would be made in the same newspapers in which this PA has appeared and the highest price paid for such acquisition shall be payable for all the valid applications received under the Offer.

#### III. INFORMATION ON THE ACQUIRER

- Jyothy Laboratories Limited is a public company incorporated and registered under the Companies Act, 1956 (Corporate Identity No.: L24240MH1992PLC128651).
- It was incorporated as Jyothy Laboratories Private Limited on January 15, 1992. Pursuant to Board and Shareholders' resolutions dated October 6, 1995, it became a public limited company and its name was changed to Jyothy Laboratories Limited on October 6, 1995. On August 12, 1996, its name was changed to Jyothy Laboratories Limited.
- The Registered Office of Jyothy is located at Ujala House, Ramakrishna Mandir Road, Kondivita, Andheri (East), Mumbai 400 059. It changed its registered office from 43 Shiv Shakti Industrial Estate, Andheri – Kurla Road, Marol, Mumbai – 400 059 to its present location on March 18, 2008.
- The main objects as stated in the Memorandum of Association of Jyothy are:
  - 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.
  - 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, fabric care, air care, hair care, household insecticides, surface cleaning, food and beverages, cosmetic and beauty products, dairy products, mineral water and ayurvedic / herbal based products, authorizes it to, among other things, to engage in research & development, manufacture and sale of fabric care, personal care and household products.
- Jyothy has the following subsidiaries – (i) Jyothy Fabricare Services Limited, (ii) Associated Industries Consumer Products Private Limited, (iii) Diamond Fabcare Private Limited, (iv) Akash Cleaners Private Limited and (v) Jyothy Kallol Bangladesh Limited, (vi) Snoways Laundriers & Dry Cleaners Pvt. Ltd.
- The Authorised Capital of the company is ₹ 200,000,000 (One hundred and twenty million) comprising of 120,000,000 (One hundred and twenty million) equity shares of ₹ 1 each and the issued and paid up capital of the company is ₹ 80,632,000 (Eighty million six hundred and thirty two thousand), comprising of 80,632,000 (Eighty million six hundred and thirty two thousand) equity shares of ₹ 1 each. There are no partly paid-up equity shares in Jyothy.
- The promoters of Jyothy are Mr. M P Ramachandran and affiliates, and as on March 31, 2011, they collectively hold 63.16% of Jyothy.
- Based on the audited financial statements, the financial information of Jyothy is as follows:

Particulars	(In ₹ Million)			
	Year ended June 30, 2008	9 months ended March 31, 2009**	Year ended March 31, 2010	9 months ended December 31, 2010
	<b>Audited, Consolidated</b>			
Total Income	3,874.55	3,710.98	6,159.04	4,609.59
Profit/(Loss) after Tax	498.75	383.60	743.41	580.596
Share Capital	72.57	72.57	72.57	80.63
Reserves & Surplus	3,182.35	3,396.14	3,805.03	N/A
Net Worth	3,254.92	3,468.71	3,877.60	N/A
Face Value of equity share	5.00	1.00	1.00	1.00
Book Value per share (₹)	224.26	47.80	53.43	N/A
Earnings per share (₹)	34.36	5.29	10.24	8.00
Return on Net worth (%)	15.32%	14.75%*	19.17%	N/A
Price to Earning Ratio*			21.63*	

Source: Annual Report of Jyothy

#### \* Annualized

\*\* The Financial year of Jyothy was changed from July-June to April-March in 2009. Accordingly, the audit period during 2009 consisted of 9 months ended March 31, 2009. (Based on the price of equity shares of Jyothy on BSE on May 06, 2011 and EPS for the year ending March 31, 2010)

Till financial year 2007-08, Jyothy's financial year ended on June 30, 2008. From financial year 2008-09, the financial year ends on March 31.

- The equity shares of Jyothy have been listed on the Bombay Stock Exchange Limited and the National Stock Exchange of India Limited (“NSE”) since December 19, 2007.
- None of the directors of Jyothy are on the board of the Target Company and they have not acquired any equity shares of the Target Company during the 12 (Twelve) months prior to the date of this PA.
- Jyothy has no overdue liabilities to Banks/FIs/Deposit holders

#### IV. INFORMATION ABOUT THE TARGET COMPANY

(Information about the target company in this section and this PA has been taken from the publicly available data and as provided by the Acquirer)

- Henkel India Limited was incorporated as a public limited company on September 29, 1916 under the name “The Calcutta Chemical Company Limited” under the provisions of the Indian Companies Act, 1913, in the state of West Bengal.
- The Registered Office of HIL is TPL House, First Floor, 3, Cenotaph Road, Teynampet, Chennai – 600 018. The Registered Office of HIL was shifted to the State of Tamil Nadu with effect from September 18, 2003. On August 24, 2004, the Company changed its name to “Henkel India Limited”.
- The Corporate Identity No. of HIL is U24129TN2003PLC051626.
- The Hon'ble High Court of Madras, vide its Order dated May 26, 2005, approved the Scheme of Amalgamation between Henkel India Limited with Henkel SPIC India Limited whereby the entire business of Henkel SPIC India Limited has been transferred to and vested in Henkel India Limited with effect from July 1, 2004 (i.e. the Appointed Date under the Scheme) under Sections 391 to 394 of the Companies Act, 1956.
- The Target Company is engaged in the business of manufacturing and marketing of laundry care products, dishwashing products and personal care products.
- Target Company has one subsidiary – Henkel Marketing India Limited (“HML”).
- The equity shares of HIL are listed on the BSE, MSE and CSE.
- HIL has an authorized capital base of ₹ 2,400,000,000 (Two billion four hundred million) comprising of 172,000,000 (One hundred and seventy two million) equity shares of ₹ 10/- (Rupees Ten Only) each aggregating ₹ 1,720,000,000 (One billion seven hundred and twenty million) and 88,000,000 (Sixty eight million) redeemable non-cumulative/cumulative preference shares of ₹ 10/- (Rupees Ten Only) each aggregating ₹ 880,000,000 (Six hundred and eighty million).
- As on April 30, 2011, it had 116,464,471 (One hundred and sixteen million four hundred and sixty four thousand four hundred and seventy one) outstanding fully paid-up equity shares. Out of these, the allotment of 10,200 (Ten thousand two hundred) equity shares have been kept in abeyance pending settlement of disputes on title.
- Further, as on April 30, 2011, 28,000,000 (Twenty Eight million) 9% redeemable non-cumulative preference shares of ₹ 10/- (Rupees Ten Only) each and 40,000,000 (Forty million) 4% redeemable cumulative preference shares of ₹ 10/- (Rupees Ten Only) each are outstanding.
- There are no partly paid up equity shares in the Target Company.
- Voting rights as at the expiration of 15 days after the closure of the Offer i.e. “Emerging Voting Capital” is calculated as below:

Particulars	No. of equity shares
Total fully paid-up equity shares outstanding as of March 31, 2011 (A)	116,464,471
Add: Any convertible instruments which may be converted into equity shares within 15 days after the closure of the Offer (B)	Nil
Emerging Voting Capital (A+B)	116,464,471

- As on March 31, 2011, the promoters of HIL held approximately 52.73% of the Equity Shares outstanding, while the rest was publicly held.
- Based on the latest financial statements, the financial information of HIL is as follows:

Particulars	(In ₹ Million)			
	Year ending December 31, 2007	Year ending December 31, 2008	Year ending December 31, 2009	Year ended December 31, 2010*
	<b>Audited, Consolidated</b>			
Total Income	4,820.79	5,426.33	6,024.91	5,392.80
Profit/(Loss) after Tax	588.77	(648.07)	(576.01)	(518.40)
Equity Share Capital (A)	1,164.65	1,164.65	1,164.65	1,164.65
Preference Share Capital (B)	680.00	680.00	680.00	680.00
Reserves & Surplus (C)	220.32	220.32	119.75	N/A
Less: Revaluation Reserve (D)	30.13	30.13	9.57	N/A
Less: Debit Balance of Profit & Loss Account (E)	1,915.21	2,563.28	3,139.29	N/A
Adjusted Net Worth (A+B+C-D-E)	119.62	(528.45)	(1,184.46)	N/A
Adjusted Book Value per share (in unit currency)*	(4.81)	(10.38)	(16.01)	N/A
Earnings per share (in unit currency)	(5.06)	(5.56)	(4.95)	(4.45)
Return on Net worth (%)	4.92	N/A	N/A	N/A
Price to Earning Ratio			N/A	

Source: Annual Reports of HIL, www.henkel-india.com

\* Adjusted Book Value per Equity Share excludes Preference Share Capital  
\* Only limited information for audited results of year ending December 31, 2010 is publicly available

#### V. REASONS FOR THE OFFER AND FUTURE PLANS

- The object of the offer is substantial acquisition of Equity Shares of HIL followed by change in management control.
- HIL is presently engaged in the business areas of laundry, home care, toiletries and personal care. Jyothy proposes to continue with the existing activities of HIL post gaining controlling stake in HIL.
- The Acquirer does not have any intention to sell, dispose off or otherwise encumber any assets of the Target Company in the next two years, except in the ordinary course of business of the Target Company and except to the extent required for the purpose of restructuring and/or rationalization of operations, assets, investments, liabilities or otherwise of the Target Company for commercial reasons and operational efficiencies or with the prior approval of the shareholders of the Target Company and in accordance with and subject to the applicable laws, permissions and consents, if any.
- The Offer is being made in compliance with Regulation 10 and 12 of the SEBI (SAST) Regulations, involving substantial acquisition of the shares or voting rights in the Target Company. On completion of the Offer (assuming full acceptance), the Acquirer will hold, in the aggregate, up to 100,004,784 (One hundred million four thousand seven hundred and eighty four) Equity Shares representing 85.87% of the Voting Capital of the Target Company.
- VI. STATUTORY APPROVALS FOR THE OFFER**
- The Acquirer would seek permission from the Reserve Bank of India under the Foreign Exchange Management Act, 1999 and/or the regulations made thereunder (“FEMA”), to acquire shares held by non-resident shareholders. The Acquirer will make necessary applications to the respective authorities for their approval and acceptance of shares offered by such non-residents would be subject to such approvals being obtained.
- As of the date of this PA, to the best of the knowledge of the Acquirer, there are no other statutory approvals required to implement the Offer other than those specified above. If any other statutory approvals become applicable prior to completion of the Offer, the Offer will also be subject to obtaining such other statutory approvals.
- In case of delay in receipt of any statutory approval(s), SEBI has the power to grant an extension of time to the Acquirer for payment of consideration to shareholders, subject to the Acquirer agreeing to pay interest for the delayed period as directed by SEBI in terms of Regulation 22(12) of the SEBI (SAST) Regulations. Further, if the delay occurs on account of the willful default or neglect or inaction or non-action by the Acquirer in obtaining the requisite approvals, Regulation 22(13) of the SEBI (SAST) Regulation will also become applicable. Nothing herein contained shall bind the Acquirer to procure the necessary approvals under FEMA if the same are not forthcoming or are refused.
- To the best of the knowledge of the Acquirer, the Acquirer does not require any approvals from financial institutions or banks for the Offer.
- If any other approvals are required or become applicable subsequently, the Offer would be subject to such approvals. The Acquirer will have a right not to proceed with the Offer in the event the approvals are refused, in terms of Regulation 27(1)(b) of the SEBI (SAST) Regulations. In the event of withdrawal, a public announcement shall be made in the same newspapers in which this PA is being made.

#### VII. COMPLIANCE WITH REGULATION 21(2) OF THE SEBI (SAST) REGULATIONS

- The acquisition of Equity Shares tendered under this Offer together with the Equity Shares being acquired through the SPA may result in public shareholding falling below the level required for continued listing. If consequent to the acquisition of Equity Shares, the public shareholding falls below the level stipulated for continued listing, then Jyothy will comply with the relevant provisions of Clause 40A of the Listing Agreement in this regard, within the time limits stipulated therein.

#### VIII. FINANCIAL ARRANGEMENTS

- MAPE Advisory Group Private Limited, Manager to the Offer, certifies and confirms that firm arrangements for funds and money for payment through verifiable means are in place to fulfill the Offer obligations.
- The Acquirer has adequate resources to meet the financial requirements of the Offer.
- Assuming full acceptance, the total fund requirement to meet this Offer is ₹ 959,667,274.00. In accordance with Regulation 28 of the SAST Regulations, Jyothy has, on the date of the PA, created an Escrow Account for ₹ 959,667,274.00 comprising 100% of the consideration payable to public shareholders, by way of cash deposit with Kotak Mahindra Bank Limited, Mittal Court Branch, Nariman Point, Mumbai.
- Jyothy has authorized MAPE Advisory Group Private Limited, Manager to the Offer, to realize the value of the Escrow Account in terms of the SAST Regulations.

- Based on the above, the Manager to the Offer is satisfied about the ability of the Acquirer to implement the Offer as firm financial arrangements are in place to fulfill the obligations under the SEBI (SAST) Regulations.

#### IX. OTHER TERMS OF THE OFFER

- The Letter of Offer together with a Form of Acceptance-cum-Acknowledgement will be mailed on or before July 17, 2011 to all the shareholders of the Target Company including non-resident Indians (except Jyothy and promoters of HIL) whose names appear in the Register of Members of the Target Company and the beneficial owners of the Equity Shares, whose names appear on the beneficial records of the respective depositories, in each case at the close of business hours on June 03, 2011 (the “Specified Date”).
- The Offer shall open on June 24, 2011 (the “Offer Opening Date”) and will remain open until July 14, 2011 (the “Offer Closing Date”).
- All shareholders (except the Acquirer and promoters of HIL) who own the Equity Shares of the Target Company anytime before the closure of the offer i.e. July 14, 2011 are eligible to participate in the Offer.
- Shareholders holding Equity Shares in physical form who wish to accept this Offer and tender their Equity Shares will be required to send the Form of Acceptance-cum-Acknowledgement, original share certificate(s) and duly signed transfer deed(s) to the Registrar to the Offer, Cameo Corporate Services Limited (“Registrar to the Offer”), either by hand delivery on weekdays or by registered post so as to reach them on or before the Offer Closing Date, i.e. not later than July 14, 2011 in accordance with the procedure which will be specified in the Letter of Offer and the Form of Acceptance-cum-Acknowledgement.
- For shareholders holding Equity Shares in dematerialised form, the Registrar to the Offer has opened a special depository account with National Securities Depository Limited (“NSDL”). Beneficial owners are requested to fill in the following details in the delivery instructions for the purpose of crediting their Equity Shares in the special depository account:

DP Name	NSDL
DP ID	IN301080
Client ID	22795603
Account Name	CAMEO CORPORATE SERVICES LIMITED ESCROW A/C HENKEL INDIA LIMITED OPEN OFFER
Depository	Stock Holding Corporation of India Limited

- Shareholders having their beneficiary account in Central Depository Services (India) Limited (“CDSL”) have to use the inter-depository delivery instruction slip for the purpose of crediting their equity shares in favour of the Special Depository Account with NSDL.
- Shareholders holding Equity Shares in dematerialised form who wish to accept this Offer and tender their Equity Shares will be required to send their Form of Acceptance-cum-Acknowledgement to the Registrar to the Offer either by hand delivery on weekdays or by registered post so as to reach the Registrar to the Offer on or before the Offer Closing Date, i.e. not later than July 14, 2011, in accordance with the instructions specified in the Letter of Offer and the Form of Acceptance-cum-Acknowledgement, along with a photocopy of the delivery instructions in “Off-market” mode or counterfoil of the delivery instructions in “Off-market” mode, in favour of the special depository account duly acknowledged by their respective depository participant (the “DP”).
- The shareholders who wish to avail of and accept the Offer can submit the Form of Acceptance-cum-Acknowledgement and the relevant documents at the following centers either by hand delivery (between 10.00 a.m. and 3 p.m. on all working days and between 10.30 a.m. and 1.00 p.m. on Saturdays) or by registered post, as specified below, on or before the Offer Closing Date i.e. July 14, 2011. (The documents should not be sent to the Manager to the Offer or the Acquirer or the Target Company.)

City	Contact Person	Address	Tel. No.	Fax No.	E-mail ID	Mode of Delivery
Chennai	Ms. Sreeraj K	Cameo Corporate Services Limited, Subramaniam Building, Road No. 1, Club House Road, Chennai – 600 002	044-28460390	044-28460129	investors@cameoindia.com	Hand Delivery & Registered Post
Mumbai	Mr. Ashish Birsale	Cameo Corporate Services Limited, 304, Sai Sadan, 76-78 Mody Street Fort, Mumbai – 400 001	022-22644325/22642979	022-22644325	ashish@cameoindia.com	Hand Delivery only
Ahmedabad	Mr. M.Bala Subramanian	Cameo Corporate Services Limited, C/o. Shree Vidya Consultancy, 101, Shaladal Complex, Opp. Bala Show Room, Ashram Road, Ahmedabad – 380 009	079-65220996	Facility not available	bhavanii0811@gmail.com	Hand Delivery only
Bangalore	Mr. A.Ranjith Kumar	Cameo Corporate Services Limited, No.9, P.C.Pallaya Main Road, Akshay Nagar, Ramamoonthy Nagar Bangalore - 560016	099643-45929	Facility not available	ranjith@cameoindia.com	Hand Delivery only
New Delhi	Mr. R.Sridhar	Cameo Corporate Services Limited, C/o. Sterling Services, F-63, 1st Floor, Bhagat Singh Market, Near Gole Market, Opp. SBI ATM, Carnaught Place, Bangalore - 110001	011-43533256	Facility not available	sterlingservices@i.com	Hand Delivery only

- Persons who own Equity Shares but whose names do not appear on the Register of Members of the Target Company as on the Specified Date are also eligible to participate in this Offer. Such unregistered owners can send their acceptance in writing to the Registrar to the Offer on plain paper stating the name, address, number of Equity Shares held, number of Equity Shares tendered, distinctive numbers, folio number,

together with the original share certificate(s), valid transfer deeds and the original contract note(s) issued by the broker through whom they acquired these Equity Shares so as to reach the Registrar to the Offer on or before the Offer Closing Date, i.e. not later than July 14, 2011. No indemnity is required from such unregistered owners.

- In the event of non-receipt of the Letter of Offer, shareholders may obtain a copy of the same by writing to the Registrar to the Offer at their registered office address clearly marking the envelope “Henkel India-Open Offer”. Alternatively, the shareholders may send their acceptances on plain paper to the Registrar to the Offer stating their name, address, folio number, distinctive number, number of equity shares held, number of equity shares tendered, duly signed by all the holders along with the documents mentioned above to the Registrar to the Offer on or before the Offer Closing Date i.e. not later July 14, 2011.
- In the event of non-receipt of the Letter of Offer by beneficial owners, such beneficial owners can make an application to the Registrar to the Offer on plain paper stating their name, address, number of Equity Shares held, number of Equity Shares tendered, bank particulars, DP Name, DP ID, beneficiary account number duly signed by all the holders and send the same along with a photocopy of the delivery instructions in “Off-market” mode or counterfoil of the delivery instructions in “Off-market” mode in favour of the special depository account, to the Registrar to the Offer on or before the Offer