

XVI. PROCEDURE FOR SETTLEMENT

- a. If the Promoter / Acquirer offer the Exit Price pursuant to the Offer and all other conditions relating to the Offer are satisfied, the Promoter / Acquirer Shall acquire all shares that have been validly tendered at prices up to and equal to the Exit Price, for a cash consideration equal to the Exit Price for each equity share. For this purpose, Promoter/ Acquirer will open a special account and the entire amount due and payable as consideration (being Shares validly tendered under the Offer at or below the Exit Price multiplied by the Exit Price) shall be transferred from the Escrow account to such Special Account.
- b. Promoter / Acquirer shall make the payments to all Public Shareholder who have validly tendered their Equity Shares at or below the Exit Price (subject to provisions related to the Tax Deducted At Source as provided in Chapter XXII of this PA) within ten working days from the Bid Closing Date by way of a crossed account payee pay order/demand draft/ NECS/NEFT/RTGS. All payments will be made in the name of the first holder, in case of joint holder(s). Dispatches involving payment of a value in excess of ₹ 1500 will be made by registered post to the shareholders' address registered with the Company at the shareholders' sole risk. All other dispatches will be made by ordinary post to the shareholders' address registered with the Company at the shareholder's sole risk.
- c. Within ten working days from the Bid Closing Date, share certificates for any invalid bid, will be dispatched to the shareholders by registered post at the shareholder's sole risk. Equity Shares held in dematerialized form for any invalid bid will be credited back to the respective beneficiary account with their respective depository participants as per the details furnished by the beneficial owners in the Bid Form.
- d. The Bank Guarantee shall not be released to the Promoter / Acquirer unless all payments are complete in relation to the Equity Shares tendered in the Delisting Offer. Further, in the event of any default by the Promoter / Acquirer in fulfilling its obligations under the Delisting Regulations, the Manager to the Offer shall be entitled to realize the value of the Bank Guarantee as per the provisions of the Delisting Regulations.
- e. Additionally, in accordance with regulation 21(1) of the Delisting Regulations, if and once the shares have been delisted, all shareholders whose shares have not been acquired by the Promoter / Acquirer may offer their shares to the Promoter / Acquirer at the Exit Price for a period of one year following the date of the delisting. A separate offer letter in this regard will be sent to shareholders who continue to hold shares after the offer. Such shareholders will be required to submit the required documents to the Registrar to the Offer within the stipulated time.
- f. If the Promoter / Acquirer do not offer the Exit Price and reject the Delisting Offer or in case the Delisting Offer fails, all shares tendered/pledged in the Escrow Depository Account and/or physical shares shall be returned/released from pledge as soon as is practicable to the relevant shareholders. The Escrow Account shall be closed and the Bank Guarantee created in favour of the Manager to the Offer shall stand released/cancelled.

XVII. PROPOSED SCHEDULE FOR THE DELISTING OFFER

- a. The proposed time table for the reverse book-building process is as follows:

Activity	Date	Day
Date of the Public Announcement	May 7, 2013	Tuesday
Specified Date	May 10, 2013	Friday
Dispatch of Offer Letters/ Bid Forms to Public Shareholders as on Specified Date	May 13, 2013	Monday
Bid Opening Date	May 27, 2013	Monday
Last Date for revision (upwards) or withdrawal of bids	May 30, 2013	Thursday
Bid Closing Date	May 31, 2013	Friday
Announcement of Discovered Price/ Exit Price and Promoter/ Acquirer's Acceptance/ Non-acceptance of Discovered Price/ Exit Price	June 12, 2013	Wednesday
Last date for payment of consideration (Subject to the acceptance of the Discovered Price or offer of an Exit Price higher than the Discovered Price by the Promoter/ Acquirer)	June 14, 2013	Friday
Last date for return of Equity Shares to shareholders in case of Bids not being accepted / failure of the Delisting Offer	June 14, 2013	Friday

*Specified Date is only for the purpose of determining the name of the Shareholders as on such date to whom the Offer Letter will be sent. However, all owners (registered or unregistered) of the Equity Shares of the Company are eligible to participate in the Delisting Offer any time before and on the Bid Closing Date.

All the dates are subject to change and are dependent on obtaining all the requisite statutory and regulatory approvals as may be applicable. In the event there is any change in the proposed timetable, it will be announced by way of a corrigendum to this PA in the same newspapers in which this PA appears.

XVIII. INFORMATION REGARDING STOCK MARKET DATA

- a. The Equity Shares of JBL are listed on BSE since 1958. Based on the information obtained from the BSE website, the high, low and average market prices of the Equity Shares during three calendar years preceding the date of this PA are as follows:

Calendar year	High * (₹)	Low * (₹)	Average ** (₹)
2010	690.00	415.50	518.29
2011	454.80	274.65	362.56
2012	500.00	258.00	346.83

* High / Low of the daily closing prices during the year

** Average of the daily closing prices during the period

- b. Monthly high and low prices for the six months preceding the date of this PA alongwith volume are as follows :

Month	High * (₹)	Low * (₹)	Volume ** (₹)
November, 2012	500.00	315.10	1,79,43,563
December, 2012	450.00	414.05	30,64,378
January, 2013	802.20	427.50	2,04,42,03
February, 2013	884.40	651.80	2,43,50,072
March 2013	728.90	650.00	31,88,365
April 2013	879.75	674.00	90,42,376

*High / Low of the daily closing prices during the month

** Cumulative trading volume during the period

Source: www.bseindia.com

XIX. PRESENT CAPITAL STRUCTURE AND SHAREHOLDING PATTERN OF THE COMPANY

- a. The Company has an authorised equity share capital of ₹ 22,50,00,000 (Rupees Twenty Two Crores Fifty Lacs Only) divided into 2,25,00,000 Equity Shares of ₹ 10 each.

- b. The subscribed and paid-up equity share capital of the Company is ₹ 4,54,67,000 (Rupees Four Crores Fifty Four Lacs Sixty Seven Thousand Only) divided into 45,46,700 fully paid-up Equity Shares of ₹ 10 each.

- c. As on the date of this PA, the Company does not have any outstanding convertible instruments or partly paid-up Equity Shares other than as mentioned in this PA.

- d. The shareholding pattern of the Company as on March 31, 2013 is given below:

Category of Shareholder	Number of Equity Shares	% of total equity share capital
A. Promoters and Promoter Group		
– Jolly Exports Pvt. Ltd.	21,27,650	46.80
– Directors of Jolly Exports Pvt. Ltd.	15,92,950	35.04
– Others	3,66,350	8.05
Total Promoters and Promoter Group - (A)	40,86,950	89.89
B. Public Shareholding		
– Institutions	3,400	0.07
– Non- Institutions	4,56,350	10.04
Total Public Shareholding- (B)	4,59,750	10.11
Total (A) + (B)	45,46,700	100.00

There are no outstanding instruments in the nature of warrants / fully convertible debentures / partly convertible debentures etc., which are convertible into equity at any later date.

XX. LIKELY POST DELISTING CAPITAL STRUCTURE

The likely post-delisting capital structure of the Company, assuming all the shares are acquired from the Public Shareholders pursuant to the Delisting Offer will be as follows:

Category of Shareholder	Number of Equity Shares	% of total equity share capital
Promoter & Promoter Group	45,46,700	100.00

XXI. STATUTORY APPROVALS

- a. The Public Shareholders of JBL have accorded their consent by way of special resolution passed through postal ballot, results of which were declared on January 04, 2013, in respect of delisting of Equity Shares of JBL from the BSE, in accordance with the Delisting Regulations.

- b. BSE has given its in-principle approval for delisting of Equity Shares of JBL from its exchange vide their letter dated February 18, 2013, respectively.

- c. In terms of RBI Circular No.: RBI/2011-12/247 [A.P. (DIR Series) Circular No. 43] dated November 04, 2011, prior approval of RBI is not required for transfer of shares from Non Resident to Resident pursuant to delisting offer, if the pricing of the shares is computed as per Delisting Regulations.

- d. To the best of the Promoter / Acquirer's knowledge, as of the date of this PA, no statutory or regulatory approval is required to acquire the shares of JBL by the Promoter / Acquirer, other than those indicated above. If any other statutory or regulatory approval becomes applicable and if, for obtaining such approvals certain conditions are imposed, which the Promoter / Acquirer consider in their sole discretion to be onerous, then the Promoter / Acquirer reserves the right not to proceed with the Delisting Offer.

XXII. TAX DEDUCTED AT SOURCE

Summary of various provisions related to Tax Deduction at Source ("TDS" or "withholding tax") under the Income Tax Act, 1961 is as follows :

- a. All the Public shareholders should be either classified as resident or non-resident. The status as resident / non-resident is to be determined on the basis of criteria laid down in Section 6 of the Income Tax Act, 1961 ("IT Act"). In case a shareholder happens to be a resident of India as well as another country, his residential status will have to be determined having regard to provisions of the tax treaty with the relevant country read with the provisions of Section 6 of the IT Act aforesaid.

- b. No tax is required to be deducted by the Promoter/ Acquirer on payment of consideration to resident Public Shareholders.

- c. As per the provisions of Section 195(1) of the IT Act, any person responsible for paying to a non-resident any sum chargeable to tax is required to deduct tax at source (including applicable surcharge and cess). Where, the Delisting Offer consideration is chargeable to tax as capital gains under the IT Act, the, Promoter / Acquirer will need to deduct tax at source (including applicable surcharge and cess) at the capital gains tax rate on the amount of capital gains payable to the Public Shareholders. Income by way of capital gains is to be computed as provided in Section 48 of the IT Act, by deducting cost of acquisition from the value of consideration. The rate at which tax is to be deducted at source varies depending upon the period for which the shares tendered under the Delisting Offer are held by the non-resident Public Shareholders. Capital gains arising on shares held for more than 12 months from the date of acquisition would be regarded as 'long term capital gains', else the gains would be treated as 'short term capital gains'.

- d. All non-resident shareholders (other than FIs referred to below) are accordingly requested to provide the Promoter/ Acquirer with their legal status and evidence with regard to the date and cost of acquisition of the Shares tendered by them pursuant to the Delisting Offer as also the evidence of eligibility for claiming any double tax treaty benefit. In the event, the relevant evidence is not provided, the capital gains on which tax is required to be deducted be computed by taking the cost of acquisition as 'Nil', the capital gains would be deemed to be short term in nature and the liability and rate for reference to any double tax avoidance treaty the non-resident may otherwise be eligible.

- e. As per the provisions of Section 195 of the IT Act, any income by way of capital gains payable to non resident Indians or foreign companies, shall be liable to the provisions of withholding tax (at applicable tax rates plus surcharge and education cess on the amount of capital gains), subject to the provisions of the relevant tax treaty. Accordingly, income tax may have to be deducted at source in the case of a non-resident Indian/ foreign company at the rate under the IT Act or under the tax treaty, whichever is beneficial to the selling shareholder unless a lower withholding tax certificate obtained from the tax authorities is furnished to the Promoter / Acquirer.

- f. The rate of deduction of tax in the case of non-residents is dependent on certain other factors. Since the Promoter/ Acquirer does not have in-house information in respect of various Public Shareholders, while bidding, all the Public Shareholders have to specify their category and such other details in the bid form including but not limited to:

- Whether the Public Shareholder is a resident or non-resident in India for the tax year under consideration;
- Whether the Equity Shares are held by the Public Shareholder on Investment / Capital Account or on Trade Account.
- Date of acquisition of the Equity Shares.

In addition, the Public Shareholders shall also have to enclose various applicable documents as may be listed in the Bid Form in order to determine the TDS.

- g. As per the provisions of the Section 2(37A) (iii) of the IT Act for the purposes of deduction of tax under Section 195, the rate or rates of income-tax specified in this behalf in the applicable Finance Act or the rate or rates of income tax specified in an agreement entered into by the Central Government under Section 90 of the IT Act or an agreement notified by the Central Government under Section 90A as the case may be, i.e. whichever is beneficial, would be the applicable rate of TDS. In view of the provisions of Section 206AA of the IT Act, in case a shareholder does not have a Permanent Account Number ("PAN"), tax will be deducted at the rate of 20% or the applicable rate as per normal provisions whichever is higher. Surcharge and education cess will be added to tax deduction amount as applicable. In cases where tax is deductible, the tax at the applicable rates will be deducted on the gross amount of consideration without considering the actual computation of gains.

- h. In the event the aforementioned categories of Public Shareholders require the Promoter/ Acquirer not to deduct tax or to deduct tax at a lower rate or on a lower amount, they would need to obtain a certificate from the income tax authorities either under Section 195(3) or under Section 197 of the IT Act, and submit the same to the Promoter/Acquirer while submitting the Bid Form. In the absence of any such certificate from the income tax authorities, the Promoter/ Acquirer will deduct tax as aforesaid, and a certificate in the prescribed form shall be issued to that effect.

Public Shareholders are advised to consult their tax advisors for the treatment that may be given by their respective assessing officers in their case, and the appropriate course of action that they should take. The Promoter/ Acquirer, the Company and the Manager to the Offer do not accept any responsibility for the accuracy or otherwise of such advice. The tax rates and other provisions may undergo changes.

XXIII. CERTIFICATION BY THE BOARD OF DIRECTORS OF THE COMPANY

The Board of Directors of the Company hereby certifies that:

- The Company has not raised capital by issuing securities during the five years immediately preceding the date of this Public Announcement;
- All material information which is required to be disclosed under the provisions of the continuous listing requirements contained in the Listing Agreement executed by the Company with the BSE has been disclosed to the BSE.

XXIV. COMPLIANCE OFFICER

Mr. Mahesh Bhavsar,
Company Secretary & Compliance Officer
501, Rewa Chambers, 31, Sir. Vithaldas Thackersey Marg,
New Marine Lines, Mumbai - 400020, Maharashtra
Tel No.: +91-022-22078531, 22078532, 22078533, 22078534,
Fax No.: +91-022-22069533,
E-mail: mbhavsar@jollyboard.com.

XXV. DISCLAIMER CLAUSE OF BSE

- a. It is to be distinctly understood that the permission given by BSE to use their electronic automated facilities and infrastructure for "Online reverse book building facility for delisting of securities" should not in any way be deemed or construed to mean that the compliance with various statutory and other requirements by JOLLY BOARD LIMITED or the MANAGER TO THE OFFER, etc. are cleared or approved by BSE; nor does BSE in any manner warrant, certify or endorse the correctness or completeness of any of the compliance with the statutory and other requirements; nor does BSE have any financial responsibility or liability in this regard nor does BSE take responsibility in any way for the financial or other soundness of the Company, its promoters or its management.

- b. It is also to be distinctly understood that the approval given by BSE should not in any way be deemed or construed to mean that the Public Announcement has been cleared or approved by BSE, nor does BSE in any manner warrant, certify or endorse the correctness or completeness of any of the contents of the announcements, nor does BSE warrant that the securities will be delisted.

- c. That every person who desires to avail of the exit opportunity may do so pursuant to independent inquiry, investigation and analysis and shall not have any claim against BSE or against the Investor Protection Fund set up by BSE whatsoever by reason of any loss which may be suffered by such person consequent to or in connection with such offer and tender of securities through the reverse book building process whether by reason of anything stated or omitted to be stated herein or any other reason whatsoever.

XXVI. GENERAL DISCLAIMER

Every person who desires to avail of the Delisting Offer may do so pursuant to independent inquiry, investigation and analysis and shall not have any claim against the Promoter/Acquirer, the Manager to the Offer or the Company whatsoever by reason of any loss which may be suffered by such person consequent to or in connection with such offer and tender of Equity Shares through the reverse book-building process whether by reason of anything stated or omitted to be stated herein or any other reason whatsoever.

For further details please refer to the Offer Letter, the Bid Form and the Bid Revision / Withdrawal Form which will be sent to the Public Shareholders. This PA is expected to be available on BSE's website at www.bseindia.com. Public Shareholders will also be able to download the Offer Letter, the Bid Form and the Bid Revision / Withdrawal Form from BSE's website during Offer Period.

MANAGER TO THE OFFER

KEYNOTE

KEYNOTE CORPORATE SERVICES LTD.

The Ruby, 9th Floor, Senapati Bapat Marg,
Dadar (W), Mumbai – 400 028.
Tel : +91-022-30266000-3; **Fax:** + 91-022-30266088
Contact Person: Mr. Janardhan Wagle
Email: mbd@keynoteindia.net

SEBI Registration No.: INM 000003606 ; **AIBI No.:** AIBI/040

This PA is issued by the Promoter/ Acquirer:

**By Order of the Board
For and on Behalf of Board of Directors of Jolly Exports Pvt. Limited**

Sd/-
Arvind Jolly
Director

Sd/-
Rashmi Jolly
Director

Place : Mumbai
Date : May 06, 2013