



J.B. CHEMICALS & PHARMACEUTICALS LIMITED

CIN: L24390MH1976PLC019380

Registered Office: Neelam Centre, B Wing, 4th floor, Hind Cycle Road, Worli, Mumbai 400 030, Maharashtra, India.

Corporate Office: Energy IT Park, Unit A2, 3rd floor & Unit A, 8th floor, Appa Saheb Marathe Marg, Prabhadevi, Mumbai 400 025, Maharashtra, India.

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Contact Person & Compliance Officer: Mr. Mayur Mehta, Company Secretary

POST BUY-BACK PUBLIC ANNOUNCEMENT FOR THE ATTENTION OF EQUITY SHAREHOLDERS / BENEFICIAL OWNERS OF EQUITY SHARES OF J.B. CHEMICALS & PHARMACEUTICALS LIMITED

This Public Announcement (the "Post Buy-back Public Announcement") is being made in compliance with Regulation 19(7) of the Securities and Exchange Board of India (Buy Back of Securities) Regulations, 1998 as amended (the "Buy-back Regulations"). This Post Buy-back Public Announcement should be read in conjunction with the public announcement dated May 24, 2017 published on May 25, 2017 (the "Public Announcement") and the Letter of Offer dated June 21, 2017 (the "Letter of Offer"). The terms used but not defined in this Post Buy-back Public Announcement shall have the same meaning as assigned in the Public Announcement and the Letter of Offer.

1. THE BUY-BACK

- J.B. Chemicals & Pharmaceuticals Limited (the "Company") had announced the Buy-back of not exceeding 12,50,000 (Twelve Lakhs Fifty Thousand) fully paid-up equity shares of face value ₹ 2 each ("Equity Shares") representing up to about 1.47% of the total paid-up equity shares of the Company as on March 31, 2017, from all the existing shareholders / beneficial owners of Equity Shares holding Equity Shares as on the Record Date i.e. June 2, 2017, on a proportionate basis, through the tender offer route using stock exchange mechanism ("Tender Offer") at a price of ₹ 400 (Rupees Four Hundred Only) per Equity Share ("Buy-back Price") payable in cash, for an aggregate maximum amount of upto ₹ 50,00,00,000 (Rupees Fifty Crores Only) ("Buy-back Size") excluding the Transaction Costs ("Buy-back"). The Buy-back Size of ₹ 50,00,00,000 represents 3.85% of the paid-up equity share capital and free reserves (including securities premium account) as per the audited financial statements of the Company for the year ended on March 31, 2017.
- The Company has adopted the Tender Offer route for the purpose of the Buy-back. The Buy-back was implemented using the "Mechanism for acquisition of shares through Stock Exchange" notified by SEBI vide circular CIR/CFD/POLICYCELL/1/2015 dated April 13, 2015 and SEBI circular no. CFD/DCR2/CIR/P/2016/131 dated December 09, 2016.
- The Buy-back opened on Monday, July 3, 2017 and closed on Friday, July 14, 2017.

2. DETAILS OF BUY-BACK

- 12,50,000 Equity Shares were bought back under the Buy-back, at a price of ₹ 400 (Rupees Four Hundred Only) per Equity Share.
- The total amount utilized in the Buy-back was ₹ 50,00,00,000 (Rupees Fifty Crores Only) excluding transaction costs viz. fees, brokerage, applicable taxes such as securities transaction tax, service tax, stamp duty, etc.
- The Registrar to the Buy-back i.e. Link Intime India Private Limited ("Registrar"), considered 4,716 valid applications for 1,20,12,048 Equity Shares in response to the Buy-back resulting in the subscription of approximately 9.61 times the maximum number of Equity Shares proposed to be bought back. The details of the valid applications considered by the Registrar, are as follows:

Category	No. of Equity Shares Reserved in the Buy-back	No. of Valid Bids	Total Equity Shares Validly Tendered	% Response
Reserved Category for Small Shareholders	1,87,500	3,773	8,98,015	478.94%
General Category for all other Equity Shareholders	10,62,500	943	1,11,14,033	1046.03%
Total	12,50,000	4,716	1,20,12,048	960.96%

- All valid applications were considered for the purpose of Acceptance in accordance with the Buy-back Regulations and the Letter of Offer. The communication of acceptance/rejection dispatched by the Registrar on July 25, 2017.
- The settlement of all valid bids was completed by Indian Clearing Corporation Limited ("ICCL") on July 25, 2017. ICCL has made direct funds payout to Eligible Shareholders whose shares have been accepted under the Buy-back. If bank account details of any Eligible Shareholders holding Equity Shares in dematerialized form were not available or if the funds transfer instructions were rejected by the Reserve Bank of India of any or relevant bank, due to any reason, then the amounts payable to the Eligible Shareholders were transferred to the concerned Selling Members for onward transfer to such Eligible Shareholder holding Equity Shares in dematerialized form.
- Demat Equity Shares accepted under the Buy-back were transferred to the Company's demat escrow account on July 25, 2017. The unaccepted demat Equity Shares were returned to respective Seller Members / custodians by the Clearing Corporation of BSE Limited on July 25, 2017. There were 2,730 Equity Shares held in physical form tendered of which 91 Shares were accepted.
- The extinguishment of 12,50,000 Equity Shares accepted under the Buy-back, comprising of 12,49,909 Equity Shares in dematerialized form and 91 Shares in Physical Form, is currently under process and shall be completed on or before August 1, 2017.
- The Company, and its respective directors, accept full responsibility for the information contained in this Post Buy-back Public Announcement and also accept responsibility for the obligations of the Company laid down under the Buy-back Regulations.

3. CAPITAL STRUCTURE AND SHAREHOLDING PATTERN

- The capital structure of the Company, pre and post Buy-back, is as under:

Particulars	Pre Buy-back*		Post Buy-back**	
	No. of Shares	Amount (₹ in lakhs)	No. of Shares	Amount (₹ in lakhs)
Authorized Share Capital	10,15,00,000 Equity Shares of ₹ 2 each	2,030.00	10,15,00,000 Equity Shares of ₹ 2 each	2,030.00
Issued, Subscribed and Paid-up Capital	8,48,19,975 Equity Shares of ₹ 2 each	1,696.40	8,35,69,975 Equity Shares of ₹ 2 each	1,671.40

* As on Record date i.e. June 2, 2017.

** Subject to extinguishment of 12,50,000 Equity Shares.

- Details of the Shareholders / beneficial owners from whom Equity Shares exceeding 1% of the total Equity Shares bought back have been accepted under the Buy-back are as mentioned below:

Name of the Shareholder	No. of Equity Shares accepted under Buy-back	Equity Shares accepted as a % of total Equity Shares bought back	Equity Shares accepted as a % of total Post Buy-back Equity Shares ¹
Bharat P Mehta	33,030	2.64%	0.04%
Credit Suisse (Singapore) Limited	29,245	2.34%	0.03%
DSP Blackrock Micro Cap Fund	51,295	4.10%	0.06%
DSP Blackrock 3 Years Close Ended Equity Fund	17,997	1.44%	0.02%
Franklin India Smaller Companies Fund	50,782	4.06%	0.06%
Nirav Shirish Mody	63,341	5.07%	0.08%
Akhil Dhawan	25,041	2.00%	0.03%
Bharati Shirish Mody	63,032	5.04%	0.08%
Jyotindra B Mody	71,387	5.71%	0.09%
Pranabh Dinesh Mody	63,293	5.06%	0.08%
Dinesh Bhagwanlal Mody	62,971	5.04%	0.08%
Pallavi Bharat Mehta	64,987	5.20%	0.08%
Shirish Bhagwanlal Mody	64,169	5.13%	0.08%
Kumud Dinesh Mody	62,924	5.03%	0.08%
Jay Bharat Mehta	32,645	2.61%	0.04%
Ashish Dhawan	93,558	7.48%	0.11%
K India Opportunities Fund Limited	16,518	1.32%	0.02%

¹ Subject to extinguishment of 12,50,000 Equity Shares.

- The shareholding pattern of the Company, pre and post Buy-back, is as under:

Particulars	Pre Buy-back ¹		Post Buy-back ²	
	No. of Equity Shares	% of the existing equity share capital	No. of Equity Shares	% of the post Buy-back equity share capital
Promoter and Promoter Group	4,72,98,137	55.76%	4,66,73,918	55.85%
Foreign Investors (including Non Resident Indians, FIs, FPIs and Foreign Mutual Funds)	56,10,358	6.62%		
Financial Institutions / Banks / Mutual Funds promoted by Banks / Institutions	57,78,884	6.81%	3,68,96,057	44.15%
Other (public, public bodies corporate etc.)	2,61,32,596	30.81%		
Total	8,48,19,975	100.00%	8,35,69,975	100.00%

¹ As on Record date i.e. June 2, 2017.

² Subject to extinguishment of 12,50,000 Equity Shares.

4. MANAGER TO THE BUY-BACK



VIVRO FINANCIAL SERVICES PRIVATE LIMITED

607, 608 Marathon Icon, Opp. Peninsula Corporate Park, Off Ganpatrao Kadam Marg, Veer Santaji Lane, Lower Parel, Mumbai - 400 013.

Contact Person (s): Mr. Harish Patel / Mr. Sagar Jatakiya

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SEBI Registration Number: INM000010122; Validity: Permanent

CIN: U67120GJ1996PTC029182

5. DIRECTOR'S RESPONSIBILITY

As per Regulation 19(1)(a) of the Buy-back Regulations, the Board of Directors of the Company accepts responsibility for the information contained in this Post Buy-back Public Announcement and confirms that such document contains true, factual and material information and does not contain any misleading information.

For and on behalf of the Board of Directors of J.B. Chemicals & Pharmaceuticals Limited

Sd/-
Jyotindra B Mody
Managing Director
(DIN: 00034851)

Sd/-
Pranabh Mody
President & Whole Time Director
(DIN: 00035505)

Sd/-
Mayur Mehta
Company Secretary & Compliance Officer
(Membership No.: ACS 8854)

Date: July 25, 2017

Place: Mumbai