



CIN: L24240MH1992PLC128651



Declaration of results of E-voting / Ballot Forms voting in respect of 23rd Annual General Meeting of Jyothy Laboratories Limited held on 13th August, 2014

In terms of Section 108 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Clause 35B of the Listing Agreement, Jyothy Laboratories Limited ('the Company') provided e-voting facility and facility of voting through Ballot Forms to the Members vide Notice of 23rd Annual General Meeting (AGM) dated 22nd May, 2014.

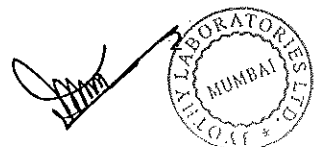
Members voting through e-voting / Postal Ballot voting till 9th August, 2014 (upto 5.30 p.m.) being the last date fixed for e-voting and for receipt of Postal Ballot Forms have been considered by the Scrutinizer. Further, to enable those Members who could not vote through e-voting or Postal Ballot, physical Ballot Forms were distributed on 13th August, 2014, i.e. the day of the 23rd AGM. The Board had appointed Mr. Himanshu S. Kamdar, Practising Company Secretary, Partner – M/s. Rathi & Associates, Company Secretaries as Scrutinizer to scrutinize the voting processes for the 23rd AGM of the Company.

Based on the Scrutinizer's Report dated 14th August, 2014, I hereby declare that all the 18 (Eighteen) resolutions, as set out in the Notice of the 23rd AGM of the Company dated 22nd May, 2014, have been duly passed with requisite majority, the details of which are specified hereinbelow:

Item No.	Brief description	% Votes in Favour (Assent)	% Votes Against (Dissent)	Passed as
1.	Adoption of the audited Balance Sheet and Profit & Loss Account for the year ended March 31, 2014 and the reports of the Board of Directors and Auditors thereon.	100.00%	0.00%	Ordinary
2.	Declaration of final dividend and	100.00%	0.00%	Ordinary

	confirmation of Interim dividend already paid for financial year 2013-14.			
3.	Appointment of Director in place of Mr. K. Ullas Kamath who retires by rotation and being eligible offers himself for re-appointment.	98.34%	1.66%	Ordinary
4.	Appointment of Auditors and fixing of their remuneration.	97.13%	2.87%	Ordinary
5.	Re-appointment of Mr. M. P. Ramachandran as Chairman & Managing Director of the Company and approval of remuneration.	100.00%	0.00%	Ordinary
6.	Re-appointment of Mr. S. Raghunandan as Whole Time Director & Chief Executive Officer of the Company and approval of remuneration.	100.00%	0.00%	Ordinary
7.	Re-appointment of Ms. M. R. Jyothy as Whole Time Director of the Company and approval of remuneration.	100.00%	0.00%	Ordinary
8.	Appointment of Mr. Nilesh B. Mehta as an Independent Director of the Company.	97.15%	2.85%	Ordinary
9.	Appointment of Mr. K. P. Padmakumar as an Independent Director of the Company.	100.00%	0.00%	Ordinary
10.	Appointment of Mr. Bipin R. Shah as an Independent Director of the Company.	100.00%	0.00%	Ordinary
11.	Appointment of Mr. R. Laxminarayanan as an Independent Director of the Company.	100.00%	0.00%	Ordinary
12.	Power to borrow moneys in excess of paid up capital and free reserves of the Company in terms of Section 180(1)(c) of the Companies Act, 2013.	100.00%	0.00%	Special



13.	Power to create charge on the assets of the Company in terms of Section 180(1)(a) of the Companies Act, 2013.	100.00%	0.00%	Special
14.	Consent for Adoption of Employee Stock Option Scheme 2014-A and to create, offer, issue and allot stock options to Mr. S. Raghunandan.	90.73%	9.27%	Special
15.	Consent for grant of stock options in excess of 1% of the issued capital to Mr. S. Raghunandan.	89.37%	10.63%	Special
16.	Consent for Adoption of Employee Stock Option Scheme 2014 and to create, offer, issue and allot stock options to permanent employees of the Company.	92.27%	7.73%	Special
17.	Sale of stake in Jyothy Consumer Products Marketing Limited to Associated Industries Consumer Products Private Limited.	100.00%	0.00%	Special
18.	Ratification of remuneration of Cost Auditors.	100.00%	0.00%	Ordinary

The Scrutinizer's Report on the voting process conducted for the 23rd AGM is annexed herewith.

For JYOTHY LABORATORIES LIMITED

Date: 16th August, 2014

Place: Mumbai



(M. P. Ramachandran)

Chairman & Managing Director



Rathi & Associates

COMPANY SECRETARIES

A-303, Prathamesh, 3rd Floor, Raghuvanshi Mills Compound, 11-12, Senapati Bapat Marg, Lower Parel (W), Mumbai - 400 013.
Tel.: 4076 4444 / 2491 1222 • Fax : 4076 4466 • E-mail : associates.rathi8@gmail.com

14th August, 2014

The Chairman

Jyothy Laboratories Limited

Ujala House, Ram Krishna Mandir Road,

Kondivita, Andheri (East),

Mumbai – 400 059

Dear Sir,

Sub: **Scrutinizer's Report on the voting process conducted at 23th Annual General Meeting of Equity Shareholders of Jyothy Laboratories Limited:**

Jyothy Laboratories Limited ("the Company"), has appointed the undersigned as the Scrutinizer to ensure that the process of e-Voting and physical voting through ballot on the resolutions, as prescribed under Clause 35B of the Listing Agreement and Rule 20 of the Companies (Management and Administration) Rules, 2014 of the Companies Act, 2013 ("the Act"), placed for the approval of members as per the Notice dated 22nd May, 2014 be carried out in the fair and transparent manner.

The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to e-voting and ballot on the resolutions contained in the Notice to the 23th Annual General Meeting ("AGM") of the members of the Company. My responsibility as a scrutinizer for the voting process through electronic means and ballot at the AGM is restricted to make a Scrutinizer's Report of the votes cast "in favour" or "against" the resolutions, based on the reports generated from the e-voting system of Central Depository Services (India) Limited and of voting through ballot as provided by Link Intime (India) Private Limited, the agencies engaged by the Company to provide e-voting facilities.

As required under Section 101 of the Act, a notice along with explanatory statement under Section 102 of the Act was sent to the Shareholders by Registered Post / Courier and through e-mail, for seeking approval of members on following resolutions:



1. Resolution No. 1 as an Ordinary Resolution for adoption of Audited Balance Sheet as at 31st March, 2014 and the Statement of Profit & Loss for the financial year ended on that date together with the Report of the Directors' and Auditors' thereon.
2. Resolution No. 2 as an Ordinary Resolution to declare final dividend and confirm interim dividend already paid for the year ended 31st March, 2014.
3. Resolution No. 3 as an Ordinary Resolution for re-appointment of Mr. L. Ullas Kamath (DIN: 00506681) as a Director of the Company, who retired by rotation and being eligible, offered himself for re-appointment.
4. Resolution No. 4 as an Ordinary Resolution for appointment of M/s S R B C & Co., LLP, Chartered Accountants (Registration No. 324982E), as the Statutory Auditors of the Company for a period of 3 (three) years to hold office from the conclusion of this Annual General Meeting until the conclusion of the 26th Annual General Meeting subject to ratification of members at every Annual General Meeting.
5. Resolution No. 5 as an Ordinary Resolution for re-appointment of and remuneration payable to Mr. Ramachandran Panjan Moothedath (DIN 00553406) as Chairman and Managing Director of the Company for a period of 5 (five) years, w.e.f. 1st April, 2014.
6. Resolution No. 6 as an Ordinary Resolution for re-appointment of and remuneration payable to Mr. Raghunandan Sathyanarayan Rao (DIN 02263845) as the Whole-time Director and Chief Executive Officer of the Company for a period of 3 (three) years, w.e.f. 1st June, 2014.
7. Resolution No. 7 as an Ordinary Resolution for re-appointment of and remuneration payable to Ms. Jyothy Ramachandran (DIN 00571828) as the Whole-time Director of the Company for a period of 3 (three) years, w.e.f. 1st June, 2014.
8. Resolution No. 8 as an Ordinary Resolution for appointment of Mr. Nilesh Bansilal Mehta (DIN 00199071) as an Independent Director of the Company to hold office upto March 31, 2019.



9. Resolution No. 9 as an Ordinary Resolution for appointment of Mr. Kiliyanat Puliasseri Padmakumar (DIN 00023176) as an Independent Director of the Company to hold office upto March 31, 2019.
10. Resolution No. 10 as an Ordinary Resolution for appointment of Mr. Bipin Ratilal Shah (DIN 00006094) as an Independent Director of the Company to hold office upto March 31, 2019.
11. Resolution No. 11 as an Ordinary Resolution for appointment of Mr. Ramakrishnan Lakshminarayan (DIN 00238887) as an Independent Director of the Company to hold office upto March 31, 2019.
12. Resolution No. 12 as a Special Resolution for authorizing the Board of Directors of the Company to borrow fund(s) which may exceed aggregate of the Company's paid-up share capital and free reserves but not exceeding Rs. 1000 Crores (Rupees One Thousand Crores only) at any time pursuant to the provisions of Section 180(1)(c) of Companies Act, 2013.
13. Resolution No. 13 as a Special Resolution authorizing the Board of Directors of the Company to pledge, mortgage and/or hypothecate movable and/or immovable assets of the Company for securing the borrowings from time to time upto a limit of Rs. 1000 Crores (Rupees One Thousand Crores only) pursuant to the provisions of Section 180(1)(a) of the Companies Act, 2013.
14. Resolution No. 14 as a Special Resolution for adoption of Jyothy Laboratories Employee Stock Option Scheme 2014-A (ESOS 2014-A) in order to create, offer, issue and allot stock options to Mr. S. Raghunandan, Whole-time Director and Chief Executive Officer of the Company, options exercisable into not more than 27,15,352 (Twenty Seven Lacs Fifteen Thousand Three Hundred and Fifty Two) Equity Shares of Re 1/- (Rupee One only) each.
15. Resolution No. 15 as a Special Resolution for issuance of Shares to Mr. S. Raghunandan during any year exceeding 1% of the total issued capital of the Company at the time of grant of Shares under ESOS 2014-A.



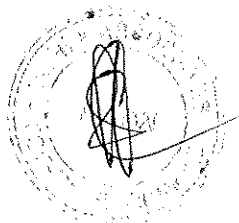
16. Resolution No. 16 as a Special Resolution for adoption of Jyothy Laboratories Employee Stock Option Scheme (ESOS 2014) in order to create, offer, issue and allot stock options to Employees and Directors but excluding Independent Directors, options exercisable into not more than 27,15,352 (Twenty Seven Lacs Fifteen Thousand Three Hundred and Fifty Two) Equity Shares of Re 1/- (Rupee One only) each.
17. Resolution No. 17 as a Special Resolution for sale of 825,540 Equity Shares of Rs. 10/- each of Jyothy Consumer Products Marketing Limited to Associated Industries Consumer Products Private Limited pursuant to the provisions of Section 188 of the Companies Act, 2013.
18. Resolution No. 18 as a Special Resolution for appointment of M/s R. Nanabhoy & Co., Cost Accountants (Firm Registration Number 000010) as the Cost Auditors of the Company for the financial year ending 31st March, 2015 on a remuneration of Rs. 240,000/- (Rupees Two Lac Forty Thousand only).

The Company provided the e-Voting facility offered by Central Depository Services (India) Limited (CDSL) to cast votes on aforesaid resolutions through e-Voting by the members of the Company.

E-Voting facilities were made available to shareholders of the Company to exercise their voting rights from 9.30 a.m. of Thursday, 7th August, 2014 upto 5.30 p.m. of Saturday, 9th August, 2014. Accordingly, e-votes casted upto 5.30 p.m. of 9th August, 2014 have been considered for my scrutiny.

The Company also distributed physical ballots to the members present at the 23rd Annual General Meeting to enable them to cast their votes on the aforesaid resolutions.

A summary of the votes casted by shareholders through e-Voting and physical ballots at the 23rd Annual General Meeting with their pattern of voting is as per Annexure annexed to this Report.

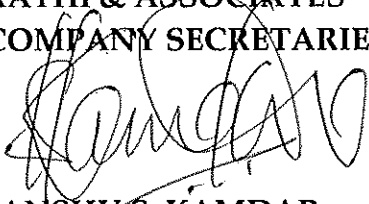


The results of the voting by members through e-Voting and physical ballots at the 23rd Annual General Meeting in respect of the above mentioned Resolutions may accordingly be declared by the Chairman of the Company.

Thanking you,

Yours sincerely,

For **RATHI & ASSOCIATES**
COMPANY SECRETARIES



HIMANSHU S. KAMDAR
PARTNER
FCS NO. 5171
COP NO. 3030

Annexure

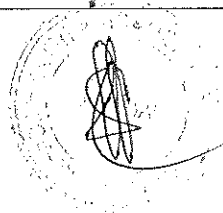
The summary of the votes casted through e-Voting and physical ballots received for each of the resolutions is given below:

For Resolution No. 1:

Sr. No.	Particulars	Resolution 1	
		No. of Ballots / E-Voting	No. of Shares voted
a.	Votes cast through physical ballot	42	11384684
b.	e-Voting Confirmations received	76	130094179
	Total	118	141478863
c.	Less: Invalid Ballot / e-Voting confirmations	3	85
d.	Net Valid Physical Ballot Forms / e-Voting		
	(i) Physical Ballot Forms / e-Voting with assent for the Resolution	115	141478778
	% of Assent	-	100.00
	(ii) Physical Ballot Forms / e-Voting with dissent for the Resolution	0	0
	% of Dissent	-	0

For Resolution No. 2:

Sr. No.	Particulars	Resolution 2	
		No. of Ballots / E-Voting	No. of Shares voted
a.	Votes cast through physical ballot	42	11384684
b.	e-Voting Confirmations received	84	133409838
	Total	126	144794522
c.	Less: Invalid Ballot / e-Voting confirmations	3	85
d.	Net Valid Physical Ballot Forms / e-Voting		
	(i) Physical Ballot Forms / e-Voting with assent for the Resolution	123	144794437
	% of Assent	-	100.00
	(ii) Physical Ballot Forms / e-Voting with dissent for the Resolution	0	0
	% of Dissent	-	0



For Resolution No. 3:

Sr. No.	Particulars	Resolution 3	
		No. of Ballots / E-Voting	No. of Shares voted
a.	Votes cast through physical ballot	42	11384684
b.	e-Voting Confirmations received	84	133409838
	Total	126	144794522
c.	Less: Invalid Ballot / e-Voting confirmations	3	85
d.	Net Valid Physical Ballot Forms / e-Voting		
	(i) Physical Ballot Forms / e-Voting with assent for the Resolution	106	142385672
	% of Assent	-	98.34
	(ii) Physical Ballot Forms / e-Voting with dissent for the Resolution	17	2408765
	% of Dissent	-	1.66

For Resolution No. 4:

Sr. No.	Particulars	Resolution 4	
		No. of Ballots / E-Voting	No. of Shares voted
a.	Votes cast through physical ballot	42	11384684
b.	e-Voting Confirmations received	76	132294169
	Total	118	143678853
c.	Less: Invalid Ballot / e-Voting confirmations	3	85
d.	Net Valid Physical Ballot Forms / e-Voting		
	(i) Physical Ballot Forms / e-Voting with assent for the Resolution	106	139556784
	% of Assent	-	97.13
	(ii) Physical Ballot Forms / e-Voting with dissent for the Resolution	9	4121984
	% of Dissent	-	2.87



For Resolution No. 5

Sr. No.	Particulars	Resolution 5	
		No. of Ballots / E-Voting	No. of Shares voted
a.	Votes cast through physical ballot	42	11384684
b.	e-Voting Confirmations received	84	133409838
	Total	126	144794522
c.	Less: Invalid Ballot / e-Voting confirmations	3	85
d.	Net Valid Physical Ballot Forms / e-Voting		
	(i) Physical Ballot Forms / e-Voting with assent for the Resolution	120	144794082
	% of Assent	-	100.00
	(ii) Physical Ballot Forms / e-Voting with dissent for the Resolution	3	355
	% of Dissent	-	0

For Resolution No. 6:

Sr. No.	Particulars	Resolution 6	
		No. of Ballots / E-Voting	No. of Shares voted
a.	Votes cast through physical ballot	42	11384684
b.	e-Voting Confirmations received	84	133409838
	Total	126	144794522
c.	Less: Invalid Ballot / e-Voting confirmations	3	85
d.	Net Valid Physical Ballot Forms / e-Voting		
	(i) Physical Ballot Forms / e-Voting with assent for the Resolution	120	144794082
	% of Assent	-	100.00
	(ii) Physical Ballot Forms / e-Voting with dissent for the Resolution	3	355
	% of Dissent	-	0

For Resolution No. 7:

Sr. No.	Particulars	Resolution 7	
		No. of Ballots / E-Voting	No. of Shares voted
a.	Votes cast through physical ballot	42	11384684
b.	e-Voting Confirmations received	83	133409828
	Total	125	144794512
c.	Less: Invalid Ballot / e-Voting confirmations	3	85
d.	Net Valid Physical Ballot Forms / e-Voting		
	(i) Physical Ballot Forms / e-Voting with assent for the Resolution	117	144793563
	% of Assent	-	100.00
	(ii) Physical Ballot Forms / e-Voting with dissent for the Resolution	5	864
	% of Dissent	-	0

For Resolution No. 8:

Sr. No.	Particulars	Resolution 8	
		No. of Ballots / E-Voting	No. of Shares voted
a.	Votes cast through physical ballot	42	11384684
b.	e-Voting Confirmations received	83	133409828
	Total	125	144794512
c.	Less: Invalid Ballot / e-Voting confirmations	3	85
d.	Net Valid Physical Ballot Forms / e-Voting		
	(i) Physical Ballot Forms / e-Voting with assent for the Resolution	113	140672718
	% of Assent	-	97.15
	(ii) Physical Ballot Forms / e-Voting with dissent for the Resolution	9	4121709
	% of Dissent	-	2.85

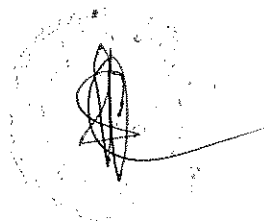
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For Resolution No. 9:

Sr. No.	Particulars	Resolution 9	
		No. of Ballots / E-Voting	No. of Shares voted
a.	Votes cast through physical ballot	42	11384684
b.	e-Voting Confirmations received	84	133409838
	Total	126	144794522
c.	Less: Invalid Ballot / e-Voting confirmations	3	85
d.	Net Valid Physical Ballot Forms / e-Voting		
	(i) Physical Ballot Forms / e-Voting with assent for the Resolution	120	144794082
	% of Assent	-	100.00
	(ii) Physical Ballot Forms / e-Voting with dissent for the Resolution	3	355
	% of Dissent	-	0

For Resolution No. 10:

Sr. No.	Particulars	Resolution 10	
		No. of Ballots / E-Voting	No. of Shares voted
a.	Votes cast through physical ballot	42	11384684
b.	e-Voting Confirmations received	83	133409828
	Total	125	144794512
c.	Less: Invalid Ballot / e-Voting confirmations	3	85
d.	Net Valid Physical Ballot Forms / e-Voting		
	(i) Physical Ballot Forms / e-Voting with assent for the Resolution	119	144794072
	% of Assent	-	100.00
	(ii) Physical Ballot Forms / e-Voting with dissent for the Resolution	3	355
	% of Dissent	-	0

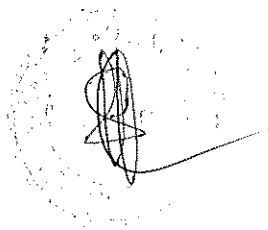


For Resolution No. 11:

Sr. No.	Particulars	Resolution 11	
		No. of Ballots / E-Voting	No. of Shares voted
a.	Votes cast through physical ballot	42	11384684
b.	e-Voting Confirmations received	84	133409838
	Total	126	144794522
c.	Less: Invalid Ballot / e-Voting confirmations	3	85
d.	Net Valid Physical Ballot Forms / e-Voting		
	(i) Physical Ballot Forms / e-Voting with assent for the Resolution	120	144794082
	% of Assent	-	100.00
	(ii) Physical Ballot Forms / e-Voting with dissent for the Resolution	3	355
	% of Dissent	-	0

For Resolution No. 12:

Sr. No.	Particulars	Resolution 12	
		No. of Ballots / E-Voting	No. of Shares voted
a.	Votes cast through physical ballot	42	11384684
b.	e-Voting Confirmations received	83	133409828
	Total	125	144794512
c.	Less: Invalid Ballot / e-Voting confirmations	3	85
d.	Net Valid Physical Ballot Forms / e-Voting		
	(i) Physical Ballot Forms / e-Voting with assent for the Resolution	116	144793803
	% of Assent	-	100.00
	(ii) Physical Ballot Forms / e-Voting with dissent for the Resolution	6	624
	% of Dissent	-	0

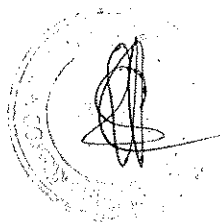


For Resolution No. 13:

Sr. No.	Particulars	Resolution 13	
		No. of Ballots / E-Voting	No. of Shares voted
a.	Votes cast through physical ballot	42	11384684
b.	e-Voting Confirmations received	83	133409819
	Total	125	144794512
c.	Less: Invalid Ballot / e-Voting confirmations	3	85
d.	Net Valid Physical Ballot Forms / e-Voting		
	(i) Physical Ballot Forms / e-Voting with assent for the Resolution	118	144794063
	% of Assent	-	100.00
	(ii) Physical Ballot Forms / e-Voting with dissent for the Resolution	4	364
	% of Dissent	-	0

For Resolution No. 14:

Sr. No.	Particulars	Resolution 14	
		No. of Ballots / E-Voting	No. of Shares voted
a.	Votes cast through physical ballot	42	11384684
b.	e-Voting Confirmations received	83	133409828
	Total	125	144794512
c.	Less: Invalid Ballot / e-Voting confirmations	3	85
d.	Net Valid Physical Ballot Forms / e-Voting		
	(i) Physical Ballot Forms / e-Voting with assent for the Resolution	90	131376573
	% of Assent	-	90.73
	(ii) Physical Ballot Forms / e-Voting with dissent for the Resolution	32	13417854
	% of Dissent	-	9.27



For Resolution No. 15:

Sr. No.	Particulars	Resolution 15	
		No. of Ballots / E-Voting	No. of Shares voted
a.	Votes cast through physical ballot	42	11384684
b.	e-Voting Confirmations received	83	133409828
	Total	125	144794512
c.	Less: Invalid Ballot / e-Voting confirmations	3	85
d.	Net Valid Physical Ballot Forms / e-Voting		
	(i) Physical Ballot Forms / e-Voting with assent for the Resolution	90	129398130
	% of Assent	-	89.37
	(ii) Physical Ballot Forms / e-Voting with dissent for the Resolution	32	15396297
	% of Dissent	-	10.63

For Resolution No. 16:

Sr. No.	Particulars	Resolution 16	
		No. of Ballots / E-Voting	No. of Shares voted
a.	Votes cast through physical ballot	42	11384684
b.	e-Voting Confirmations received	83	133409828
	Total	125	144794512
c.	Less: Invalid Ballot / e-Voting confirmations	3	85
d.	Net Valid Physical Ballot Forms / e-Voting		
	(i) Physical Ballot Forms / e-Voting with assent for the Resolution	97	133603233
	% of Assent	-	92.27
	(ii) Physical Ballot Forms / e-Voting with dissent for the Resolution	25	11191194
	% of Dissent	-	7.73



For Resolution No. 17:

Sr. No.	Particulars	Resolution 17	
		No. of Ballots / E-Voting	No. of Shares voted
a.	Votes cast through physical ballot	42	11384684
b.	e-Voting Confirmations received	83	133409828
	Total	125	144794512
c.	Less: Invalid Ballot / e-Voting confirmations	3	85
d.	Net Valid Physical Ballot Forms / e-Voting		
	(i) Physical Ballot Forms / e-Voting with assent for the Resolution	114	144793213
	% of Assent	-	100.00
	(ii) Physical Ballot Forms / e-Voting with dissent for the Resolution	8	1214
	% of Dissent	-	0

For Resolution No. 18:

Sr. No.	Particulars	Resolution 18	
		No. of Ballots / E-Voting	No. of Shares voted
a.	Votes cast through physical ballot	42	11384684
b.	e-Voting Confirmations received	84	133409838
	Total	126	144794522
c.	Less: Invalid Ballot / e-Voting confirmations	3	85
d.	Net Valid Physical Ballot Forms / e-Voting		
	(i) Physical Ballot Forms / e-Voting with assent for the Resolution	117	144793322
	% of Assent	-	100.00
	(ii) Physical Ballot Forms / e-Voting with dissent for the Resolution	6	1115
	% of Dissent	-	0

