



JYOTHY LABORATORIES LIMITED

25TH ANNUAL GENERAL MEETING HELD ON JULY 21, 2016


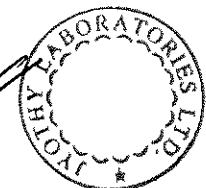
Declaration of results of remote e-voting / Physical Polling Process in respect of 25th Annual general Meeting of Jyothy Laboratories Limited held on July 21, 2016

As per provisions of Section 108 and 109 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company had provided the facility of remote e-voting and voting through physical ballot to its Members to enable them to cast their votes on the resolutions proposed in the Notice convening the 25th Annual General Meeting.

Members voting through e-voting till July 20, 2016 (upto 5.00 p.m.) being the last date fixed for remote e-voting and voting through Physical Ballot to enable those Members who did not have access for remote e-voting have been considered by the Scrutinizer. The Company had appointed Mr. Himanshu S. Kamdar, Practicing Company Secretary, Partner, Rathi & Associates, Mumbai as the Scrutinizer to scrutinize the voting process for the 25th AGM of the Company.

Based on the Scrutinizer's report dated July 22, 2016, *I hereby declare that all the 7 (Seven) resolutions, as set out in the Notice convening 25th AGM of the Company have been duly passed with requisite majority*, the details of which are specified as below:

Item No.	Brief description	% Votes in Favour (Assent)	% Votes Against (Dissent)	Passed as
1	To receive, consider and adopt a. the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2016, including the Audited Balance Sheet as at March 31, 2016, the Statement of Profit & Loss and Cash Flow Statement for the financial year April 1, 2015 to March 31, 2016 including the Notes attached hereto and forming part thereof and the reports of the Board of Directors ("the Board") and the Statutory Auditors thereon. b. the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2016.	100.00	0.00	Ordinary
2	Confirmation of interim dividend paid on equity shares of the Company for the year ended March 31, 2016.	100.00	0.00	Ordinary
3	Declaration of final dividend on equity shares of the Company for the year ended March 31, 2016.	100.00	0.00	Ordinary

Jyothy LABORATORIES LIMITED

CIN - L24240MH1992PLC128651

'UJALA HOUSE', Ramakrishna Mandir Road, Kondivita, Andheri (East), Mumbai-400 059

□ Tel : 6689 2800 □ Fax : 6689 2805 □ e-mail : info@jyothy.com □ www.jyothylaboratories.com



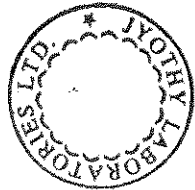
UJALA

4	Appointment of Director in place of Mr. K. Ullas Kamath who retires by rotation, and being eligible, offers himself for re-appointment.	93.39	6.61	Ordinary
5	Ratification of appointment of Statutory Auditors and fixing their remuneration.	99.77	0.23	Ordinary
6	Appointment of Mr. M. P. Ramachandran as the Chairman and Managing Director.	98.43	1.57	Special
7	Ratification of remuneration of Cost Auditors.	100.00	0.00	Ordinary

The Scrutinizer's Report on the voting process conducted for the 25th AGM is annexed herewith.

For JYOTHY LABORATORIES LIMITED

(M. P. Ramachandran)
Chairman & Managing Director



Date: July 22, 2016
Place: Mumbai

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

22nd July, 2016

The Chairman

JYOTHY LABORATORIES LIMITED.

Ujala House, Ram Krishna Mandir Road,

Kondivita, Andheri (East),

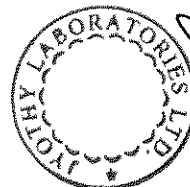
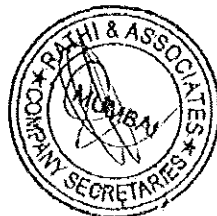
Mumbai- 400 059

Dear Sir,

Sub: Scrutinizer's Report on the remote e-voting and physical voting through ballot process conducted at the 25th Annual General Meeting of the Members of Jyothy Laboratories Limited held on 21st July, 2016:

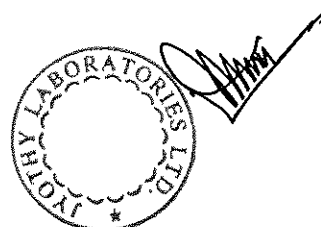
Jyothy Laboratories Limited ("the Company") vide resolution of its Board of Directors dated May 23, 2016, appointed the undersigned as the Scrutinizer to ensure that the process of remote e-voting and physical voting through ballot on the resolutions contained in the Notice dated 23rd May, 2016, as prescribed under Section 108 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 of the Companies Act, 2013 ("the Act") as amended from time to time and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, placed for the approval of Members of the Company, be carried out in a 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 made there under and the applicable regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, relating to remote e-voting and physical ballot voting on the resolutions contained in the aforesaid Notice of the 25th Annual General Meeting (AGM) of the Members of the Company. My responsibility as a Scrutinizer is to scrutinize and ensure that the voting done through remote e-voting and physical ballot is done in a fair and transparent manner and to make a Consolidated Scrutinizer's Report of the votes cast "in favour" or "against" the resolutions, based on the reports generated from the remote e-voting system of Central Depository Services (India) Limited (CDSL) and of voting through ballot as provided by Link Intime (India) Private Limited, the agencies engaged by the Company to provide remote e-voting facilities at the AGM.



As required under Section 101 of the Act, a notice along with explanatory statement under Section 102 of the Act was sent to the Members by permitted means (i.e. by courier or through e-mail), for seeking approval of members on following resolutions:

1. Resolution No. 1 as an Ordinary Resolution for consideration and adoption of
 - (a) the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2016, including the Audited Balance Sheet as at March 31, 2016, the Statement of Profit & Loss and Cash Flow Statement for the financial year April 1, 2015 to March 31, 2016 including the Notes attached thereto and forming part thereof and the reports of the Board of Directors ('the Board') and the Statutory Auditors thereon; and
 - (b) the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2016
2. Resolution No. 2 as an Ordinary Resolution to confirm the payment of interim dividend on Equity Shares of the Company for the financial year ended 31st March, 2016.
3. Resolution No. 3 as an Ordinary Resolution to declare the final dividend on Equity Shares of the Company for the Financial Year ended 31st March, 2016.
4. Resolution No. 4 as an Ordinary Resolution for appointment of Mr. K. Ullas Kamath (DIN 005506681) as Director of the Company, who retired by rotation and being eligible, offered himself for re-appointment.
5. Resolution No. 5 as an Ordinary Resolution for ratification of appointment of M/s. S R B C & Co. LLP, Chartered Accountants, Mumbai (Registration No. 324982E/ E300003) as the Statutory Auditors of the Company to hold office from the conclusion of 25th Annual General Meeting till the conclusion of the 26th Annual General Meeting and authorizing the Board to fix their remuneration.
6. Resolution No. 6 as a Special Resolution for appointment of Mr. M. P. Ramachandran as the Chairman & Managing Director of the Company for a period of 5 (Five) years with effect from August 22, 2016 to August 21, 2021 (both days inclusive) and terms and conditions thereof including remuneration.
7. Resolution No. 7 as an Ordinary Resolution for approval of 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 March 31, 2017 and for payment of remuneration to them.



Remote e-voting facility was made available to shareholders of the Company to exercise their voting rights from 10.00 a.m. of Monday, 18th July, 2016 upto 5.00 p.m. of Wednesday, 20th July, 2016. Accordingly, e-votes casted upto 5.00 p.m. of 20th July, 2016 have been considered for my scrutiny. The facility of voting at the Annual General Meeting through physical ballot has also been considered for the scrutiny.

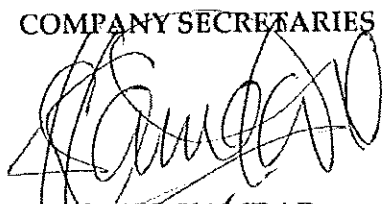
After the conclusion of the 25th Annual General Meeting, first the voting conducted through physical ballot at the meeting, and thereafter through remote e-voting had been unblocked in the presence of two witnesses not in employment of the Company, namely Ms. Komal Binwani and Ms. Trupal Trivedi. A summary of the votes cast by shareholders through remote e-voting and physical ballots at the 25th Annual General Meeting with their pattern of voting is as per Annexure annexed to this Report.

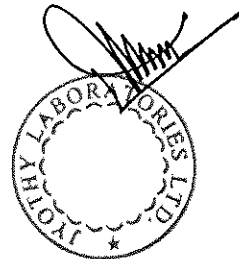
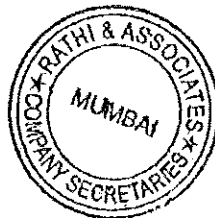
The results of the voting by members through remote e-voting and physical ballots at the 25th Annual General Meeting in respect of the above mentioned resolutions may accordingly be declared by the Chairman of the Company.

Thanking you,

Yours sincerely,

For RATHI & ASSOCIATES
COMPANY SECRETARIES


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



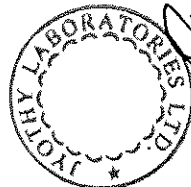
ANNEXURE

The summary of the votes cast through Physical Ballot and through remote e-voting confirmations received for each of the resolutions is given below:

For Resolution 1: As an Ordinary Resolution for consideration and adoption of

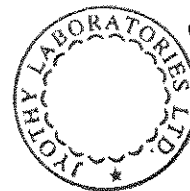
- (a) the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2016, including the Audited Balance Sheet as at March 31, 2016, the Statement of Profit & Loss and Cash Flow Statement for the financial year April 1, 2015 to March 31, 2016 including the Notes attached thereto and forming part thereof and the reports of the Board of Directors ('the Board') and the Statutory Auditors thereon; and
- (b) the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2016

Sr. No.	Particulars	Resolution 1	
		No. of Ballots / Remote E-Voting	No. of Shares voted
a.	Votes cast through physical ballot	33	4,799
b.	Remote e-voting confirmations received	135	151,819,110
	Total	168	151823909
c.	Less: Invalid Ballot / Remote e-voting confirmations	3	675
d.	Net Valid Physical Ballot Forms / Remote e-Voting	165	151,823,234
	(i) Physical Ballot Forms / Remote e-voting with assent for the Resolution	165	151,823,234
	% of Assent	-	100.00
	(ii) Physical Ballot Forms / Remote e-voting with dissent for the Resolution	0	0
	% of Dissent	-	0.00



For Resolution 2: As an Ordinary Resolution to confirm the payment of interim dividend on Equity Shares of the Company for the financial year ended 31st March, 2016.

Sr. No.	Particulars	Resolution 2	
		No. of Ballots / Remote E-Voting	No. of Shares voted
a.	Votes cast through physical ballot	33	4,799
b.	Remote e-voting confirmations received	142	153,137,110
	Total	175	153,141,909
c.	Less: Invalid Ballot / Remote e-voting confirmations	3	675
d.	Net Valid Physical Ballot Forms / Remote e-Voting	172	153,141,234
	(i) Physical Ballot Forms / Remote e-voting with assent for the Resolution	172	153,141,234
	% of Assent	-	100.00
	(ii) Physical Ballot Forms / Remote e-voting with dissent for the Resolution	0	0
	% of Dissent	-	0.00



For Resolution 3: As an Ordinary Resolution to declare the final dividend on Equity Shares of the Company for the Financial Year ended 31st March, 2016.

Sr. No.	Particulars	Resolution 3	
		No. of Ballots / Remote E-Voting	No. of Shares voted
a.	Votes cast through physical ballot	33	4,799
b.	Remote e-voting confirmations received	142	153,137,110
	Total	175	153,141,909
c.	Less: Invalid Ballot / Remote e-voting confirmations	3	675
d.	Net Valid Physical Ballot Forms / Remote e-Voting	172	153,141,234
	(i) Physical Ballot Forms / Remote e-voting with assent for the Resolution	172	153,141,234
	% of Assent	-	100.00
	(ii) Physical Ballot Forms / Remote e-voting with dissent for the Resolution	0	0
	% of Dissent	-	0.00



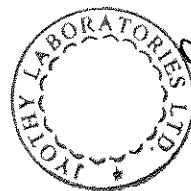
For Resolution 4: As an Ordinary Resolution for appointment of Mr. K. Ullas Kamath (DIN 005506681) as Director of the Company, who retired by rotation and being eligible, offered himself for re-appointment.

Sr. No.	Particulars	Resolution 4	
		No. of Ballots / Remote E-Voting	No. of Shares voted
a.	Votes cast through physical ballot	33	4,799
b.	Remote e-voting confirmations received	142	153,137,110
	Total	175	153,141,909
c.	Less: Invalid Ballot / Remote e-voting confirmations	3	675
d.	Net Valid Physical Ballot Forms / Remote e-Voting	172	153,141,234
	(i) Physical Ballot Forms / Remote e-voting with assent for the Resolution	138	143,020,406
	% of Assent	-	93.39
	(ii) Physical Ballot Forms / Remote e-voting with dissent for the Resolution	34	10,120,828
	% of Dissent	-	6.61



For Resolution 5: As an Ordinary Resolution for ratification of appointment of M/s. S R B C & Co. LLP, Chartered Accountants, Mumbai (Registration No. 324982E/ E300003) as the Statutory Auditors of the Company to hold office from the conclusion of 25th Annual General Meeting till the conclusion of the 26th Annual General Meeting and authorizing the Board to fix their remuneration.

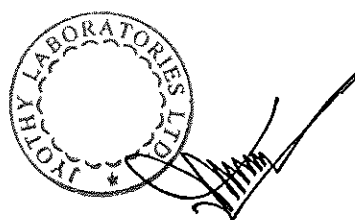
Sr. No.	Particulars	Resolution 5	
		No. of Ballots / Remote E-Voting	No. of Shares voted
a.	Votes cast through physical ballot	33	4,799
b.	Remote e-voting confirmations received	136	151,849,110
	Total	169	151,853,909
c.	Less: Invalid Ballot / Remote e-voting confirmations	3	675
d.	Net Valid Physical Ballot Forms / Remote e-Voting	166	151,853,34
	(i) Physical Ballot Forms / Remote e-voting with assent for the Resolution	161	151,496,728
	% of Assent	-	99.77
	(ii) Physical Ballot Forms / Remote e-voting with dissent for the Resolution	5	356,506
	% of Dissent	-	0.23



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For Resolution 6: As a Special Resolution for appointment of Mr. M. P. Ramachandran as the Chairman & Managing Director of the Company for a period of 5 (Five) years with effect from August 22, 2016 to August 21, 2021 (both days inclusive) and terms and conditions thereof including remuneration.

Sr. No.	Particulars	Resolution 6	
		No. of Ballots / Remote E-Voting	No. of Shares voted
a.	Votes cast through physical ballot	33	4,799
b.	Remote e-voting confirmations received	141	153,137,071
	Total	174	153,141,870
c.	Less: Invalid Ballot / Remote e-voting confirmations	3	675
d.	Net Valid Physical Ballot Forms / Remote e-Voting	171	153,141,195
	(i) Physical Ballot Forms / Remote e-voting with assent for the Resolution	159	150,742,269
	% of Assent	-	98.43
	(ii) Physical Ballot Forms / Remote e-voting with dissent for the Resolution	12	2,398,926
	% of Dissent	-	1.57



For Resolution 7: As an Ordinary Resolution for approval of 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 March 31, 2017 and for payment of remuneration to them.

Sr. No.	Particulars	Resolution 7	
		No. of Ballots / Remote E-Voting	No. of Shares voted
a.	Votes cast through physical ballot	33	4,799
b.	Remote e-voting confirmations received	142	153,137,110
	Total	175	153,141,909
c.	Less: Invalid Ballot / Remote e-voting confirmations	3	675
d.	Net Valid Physical Ballot Forms / Remote e-Voting	172	153,141,234
	(i) Physical Ballot Forms / Remote e-voting with assent for the Resolution	171	153,141,224
	% of Assent	-	*100.00
	(ii) Physical Ballot Forms / Remote e-voting with dissent for the Resolution	1	10
	% of Dissent	-	0.00

*Rounded off to 100

