

## DIRECTORS' REPORT

Dear Shareholders,

Your Directors are pleased to present the Ninth Annual Report of your Company together with the Audited Financial Statements and the Auditors' Report thereon for the financial year ended 31<sup>st</sup> March, 2017.

### Financial Performance:

The summarized financial results for the year ended 31<sup>st</sup> March, 2017 vis-à-vis previous financial year are as under:

Particulars	(₹ in lacs)	
	For the financial year ended 31 <sup>st</sup> March, 2017	For the financial year ended 31 <sup>st</sup> March, 2016*
Revenue from Services	3488.32	3386.63
Other Income	182.29	196.70
Earnings before interest, tax, depreciation and amortization	(1027.27)	(782.17)
Finance Costs/ Income (Net)	(1399.01)	(1248.23)
Interest Income	-	-
Depreciation and Amortisation	425.94	617.53
Profit/ (Loss) Before tax and share of (profit)/ loss of an associate and a joint venture	(2830.14)	(2691.73)
Share in profit/ ( loss) of Partnership Firm	(11.04)	21.90
Profit / (Loss) Before Tax	(2841.18)	(2669.83)
Provision for Tax	-	-
Profit / (Loss) after Tax	(2841.18)	(2669.83)

\*Previous financial year figures are re-grouped wherever necessary.

### Performance Highlights:

During the year under review, the revenue from services of your Company from services stood at ₹3488.32 lacs vis-à-vis ₹ 3386.63 lacs in the previous financial year 2015-16, marking a growth of 3%. Your Company recorded negative EBITDA of ₹ 1027.27 lacs as against negative EBITDA ₹ 782.17 lacs in the previous financial year. Your Company has incurred a net loss (before tax) of ₹ 2841.18 lacs vis-à-vis net loss (before tax) of ₹ 2669.83 lacs in the previous financial year.

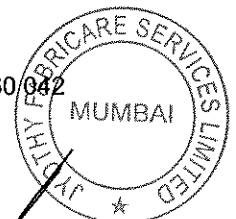
### Dividend:

Since your Company has incurred loss in the year under review, the Board of Directors have not recommended any dividend for the financial year ended March 31, 2017.

**Corp. Office :** 903, North Block, Rear Wing, Manipal Centre, Dickenson Road, Bangalore - 560 042  
Tel : +91-80-4033 7300 Fax : 080-2558 0244, Website : www.jfsl.in

**Regd. Office :** 'Ujala House', Ramakrishna Mandir Road, Kondivita, Andheri (East), Mumbai - 59. Tel. : +91-22-6689 2800 Fax : +91-22-6689 2805

CIN : U17120MH2008PLC180246



**Transfer to Reserves in terms of Section 134(3)(j) of Companies Act, 2013:**

For the financial year ended 31<sup>st</sup> March, 2017, due to loss incurred by your Company, no sum has been transferred to General Reserves.

**Share Capital:**

There was no change in the Share Capital of your Company during the year under review.

**Deposits:**

Your Company did not accept any deposits covered under Chapter V of the Companies Act, 2013 during the year under review.

**Material changes and commitments:**

Except as disclosed elsewhere in this report, no material changes and commitments which could affect your Company's financial position have occurred between the end of the financial year of the Company and date of this report.

**Change in nature of Business:**

During the year under review there was no change in the nature of business of your Company.

**Significant and Material Orders passed by the Regulators or Courts:**

There were no significant and material orders passed by any Regulator/ Court that would impact the going concern status of your Company and its future operations.

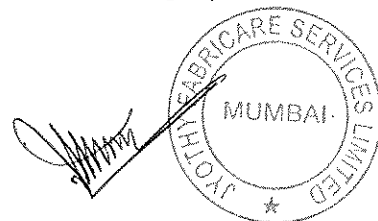
**Particulars of Loans, Guarantees and Investments:**

Details of Loans, Guarantees and Investments covered under the provisions of Section 186 of the Companies Act, 2013 are appended as Annexure-I and forms an integral part of this report.

**Director's Responsibility Statement:**

In terms of Section 134(5) of the Companies Act, 2013, in relation to the audited financial statements of the Company for the year ended March 31, 2017, the Board of Directors hereby confirm that:

- a. in the preparation of the annual accounts for the year ended March 31, 2017, the applicable accounting standards read with the requirements set out under Schedule III to the Act, have been followed and there are no material departures from the same;
- b. the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at March 31, 2017 and of the loss of the Company for the year ended on that date;
- c. the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and



- for preventing and detecting fraud and other irregularities;
- d. the Directors have prepared annual accounts of the Company on a going concern basis; and
  - e. the Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

**Directors and Key Managerial Personnel:**

In accordance with the provisions of the Companies Act, 2013 and the Articles of Association of the Company, Mr. M. P. Ramachandran, Chairman & Managing Director of your Company retires by rotation at the ensuing Annual General Meeting and being eligible has offered himself for re-appointment.

All Independent Directors have given declarations that they meet the criteria of Independence as laid down under Section 149(6) of the Companies Act, 2013.

During the financial year 2016-17, there was no change in Key Managerial Personnel of your Company.

**Meeting of Independent Directors**

The Company's Independent Directors meet at least once in every financial year without the presence of Executive Director or management personnel and the meeting is conducted informally.

One meeting of Independent Director was held during the year on May 23, 2016.

**Board Meetings**

During the year ended 31<sup>st</sup> March, 2017, your Board of Directors met five times on the following dates:-

23<sup>rd</sup> May, 2016, 11<sup>th</sup> August, 2016, 25<sup>th</sup> October, 2016, 20<sup>th</sup> January, 2017 and March 31, 2017.

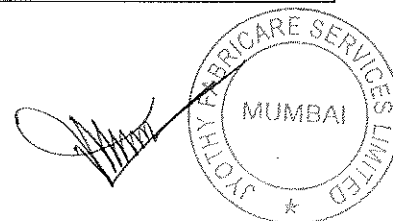
**Audit Committee:**

The Board has constituted a well qualified and independent Audit Committee with more than two third of its members as Independent Directors and Non-Executive Directors. All Members of the Audit Committee possess expert knowledge of Accounts, Audit and Finance. The Company Secretary acts as Secretary to the Audit Committee. During the year ended on 31<sup>st</sup> March, 2017, 5 meetings of the Committee were held on the following dates:-

23<sup>rd</sup> May, 2016, 11<sup>th</sup> August, 2016, 25<sup>th</sup> October, 2016, 20<sup>th</sup> January, 2017 and 31<sup>st</sup> March, 2017.

As on 31<sup>st</sup> March, 2017, the composition of the Audit Committee was as follows:

Sr. No.	Name and Designation of Director	Status in the Committee
1	Mr. K. P. Padmakumar Independent Director	Chairman
2	Mr. R. Lakshminarayanan	Member



	Independent Director	
3	Mr. K. Ullas Kamath Non-executive Director	Member

The powers and role of the Audit Committee are in accordance with the provisions of Section 177 of the 2013 Act.

**Nomination and Remuneration Committee:**

The Committee during the year ended March 31, 2017 had one meeting on May 23, 2016. The composition of the Nomination and Remuneration Committee is as follows:

Sr. No.	Name and Designation of Director	Status in the Committee
1	Mr. K. P. Padmakumar Independent Director	Chairman
2	Mr. R. Lakshminarayanan Independent Director	Member
3	Mr. K. Ullas Kamath Non-executive Director	Member

The powers and role of the Nomination and Remuneration Committee is in accordance with the provisions of Section 178 of the Companies Act, 2013.

**Performance of Subsidiaries, Associate Companies/ Joint Ventures:**

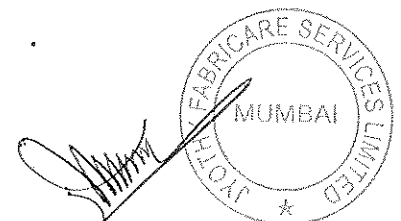
During the year under review no company has become or ceased to be its subsidiary, joint venture or associate company.

A report on the performance and financial position of each of the subsidiaries, associates and joint venture companies as per the Companies Act, 2013 is provided as Annexure-II to this report and hence not repeated here for the sake of brevity.

**Related Party Transactions:**

Particulars of contracts or arrangements with related parties referred to in Section 188(1) of the Companies Act, 2013, in the prescribed form AOC-2 is appended as Annexure-III to the Board's report. Further none of the contract/ arrangement/ transaction with related parties requires approval of shareholders as the same were within the limits prescribed under Section 188(1) of the Companies Act, 2013 and Rules framed thereunder.

Attention of the members is also drawn to Note 31 to the financial statements for the year ended March 31, 2017 which sets out the related party disclosures as per the Indian Accounting Standard (Ind AS) 24.



### **Internal Financial Control:**

Your Company has adequate internal control systems and procedures in place for effective and smooth conduct of business and to meet exigencies of operations and growth. Your Company has set up Standard Operating Process (SOP), procedures and control apart from regular Internal Audits. Roles and responsibilities have been laid down for each process owners. Management Information System has been established which ensure that adequate and accurate information is available for reporting and decision making.

Internal Audit is conducted by an independent firm of Chartered Accountants viz, M/s Mahajan & Aibara Chartered Accountants LLP. Internal Auditors regularly check the adequacy of the system, their observations are reviewed by the management and remedial measures, as necessary, are taken. Internal Auditors report directly to the Chairman of the Audit Committee to maintain its objectivity and independence.

Your Company has in place proper systems which ensures compliance with the provisions of all applicable laws to your Company adequately and efficiently.

### **Risk Management:**

The Board of Directors of your Company have designed a Risk Management Policy and monitors the risk management plan on a periodic basis. Your Company has defined a structured approach to manage uncertainty and to make use of these in their decision making pertaining to all business divisions and corporate functions. Key business risks and their mitigation are considered in the annual/ strategic business plans and in periodic management reviews.

### **Prevention of Sexual Harassment:**

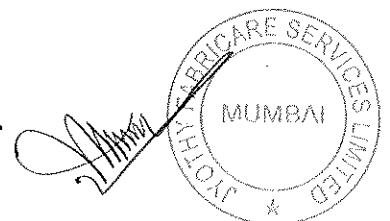
The Company has framed 'Anti – Sexual Harassment Policy' at workplace. No complaints with allegations of sexual harassment were reported during the year under review.

### **Auditors & Audit Reports:**

#### **Statutory Auditors and their Report**

M/s S R B C & Co LLP, Chartered Accountants (ICAI Registration No. 324982E/ E300003), were appointed as Statutory Auditors of the Company by the Members of the Company in Annual General Meeting (AGM) held on August 28, 2014 for a period of four years i.e. financial years 2014-15, 2015-16, 2016-17 and 2017-18 subject to annual ratification by the shareholders in the AGMs to be held for Financial years 2015, 2016 and 2017. However, the present Statutory Auditors have expressed their unwillingness to continue as Statutory Auditors of the Company on conclusion of the ensuing AGM.

Therefore, the Board upon recommendation of the Audit Committee, proposed appointment of M/s B S R & Co. LLP (Firm Registration No. 101248W/W-100022), Chartered Accountants in place of M/s S R B C & Co. LLP, Chartered Accountants, present Statutory Auditors, as the Statutory Auditors, who shall hold office from the conclusion of 9<sup>th</sup> Annual General Meeting for a term of five consecutive years i.e. until



the conclusion of the 14<sup>th</sup> Annual General Meeting subject to ratification by the members at 10<sup>th</sup>, 11<sup>th</sup>, 12<sup>th</sup> & 13<sup>th</sup> Annual General Meetings to be held in the financial years 2018, 2019, 2020 & 2021 respectively. Further, Special Notice under Section 115 of the Companies Act, 2013 has been received from Jyothy Laboratories Limited, Member of the Company for appointment of M/s B S R & Co. LLP, Chartered Accountants as the Statutory Auditors of the Company in place of present Statutory Auditors.

A certificate has been received from of M/s B S R & Co. LLP, Chartered Accountants to the effect that they are eligible for appointment, as per the provisions of Section 141 of the Companies Act, 2013 read with Section 139 ibid and rules made thereunder.

The Board placed on record its appreciation for the services rendered by M/s S R B C & Co. LLP Chartered Accountants, Mumbai, during its tenure as Statutory Auditors of your Company.

The Notes on financial statement referred to in the Auditor's Report are self-explanatory and do not call for any further comments. The Auditor's Report does not contain qualification, reservation or any adverse remark.

**Extract of Annual Return:**

Extract of Annual Return as prescribed under Section 92(3) of the Companies Act, 2013 and Rule 12(1) of the Companies (Management and Administration) Rules, 2014 is appended as Annexure-IV to this Report.

**Instances of Fraud, if any reported by the Auditors:**

There have been no instances of any fraud reported by the Statutory Auditors under Section 143(12) of the Companies Act, 2013.

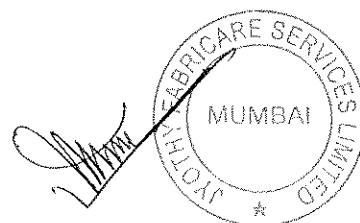
**Conservation of Energy, Technology Absorption and Foreign Exchange Earnings and Outgo:**

The particulars as required under the provisions of Section 134(3)(m) of the Companies Act, 2013 in respect of conservation of energy and technology absorption have not been furnished considering the nature of activities undertaken by the Company during the year under review. However the Company, being a cost conscious business entity has been making continuous efforts to reduce energy consumptions in its facilities, processes and offices by using energy efficient machineries, equipment and systems. The Company, being quality conscious, has also been making efforts to improve its processes to enhance the output quality in its service deliveries to maintain high service standards in the target markets.

Further during the year under review, there was no foreign exchange earnings and outgo.

**Forward looking Statements:**

In this report, we have disclosed forward-looking information to enable shareholders to know our business logic and direction and comprehend our prospects. This report and other statements-written or oral- that we make periodically, are based on our assumptions. We have tried wherever possible to identify such statements by using words such as anticipate, believe, estimate, expect, intend, plan, project and words of similar substance and import in the discussion of future performance. The same are to be



understood accordingly, although we believe we have been prudent in our assumptions, subject to future risks, uncertainties and even inaccurate assumptions.

**Acknowledgements:**

Your Directors place on record their gratitude for the continuing support of Shareholders, Bankers and Business associates at all levels.

**For and on behalf of the Board  
FOR JYOTHY FABRICARE SERVICES LIMITED**



**M. P. Ramachandran  
Chairman & Managing Director  
(DIN: 00553406)**



**Date: May 18, 2017**

**Place: Mumbai**

**Registered Office:**

'Ujala House, Ramakrishna Mandir Road,  
Kondivita, Andheri (East), Mumbai- 400059  
CIN: U17120MH2008PLC180246

## Annexure I to the Directors' Report

### Particulars of Loans, Guarantees and Investments

Amount outstanding as at March 31, 2017

Particulars	Amount (In Lacs)
Loan given	271.07
Guarantee given	NIL
Investments made :	
Current	1437.73
Non- Current	351.15

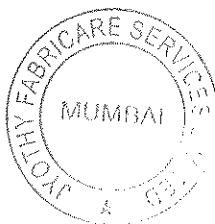
### Loan, Guarantee and Investments made during the Financial Year 2016-17

Name of Entity	Relation	Amount (In Lacs)	Particulars of loan, guarantee and investments	Purpose for which the loans, guarantee and investments are proposed to be utilized
M/s JFSL - JLL (JV)	Joint Venture	0.54	Investment	Business Purpose
Four Seasons Drycleaning Company Pvt. Ltd.	Subsidiary	26.87	Loan	Business Purpose
Snoways Laundrers & Drycleaners Pvt. Ltd.	Subsidiary	0.70	Loan	Business Purpose

For and on behalf of the Board of Directors  
For Jyothy Fabricare Services Limited



M. P. Ramachandran  
Chairman & Managing Director  
(DIN: 00553406)



Mumbai, May 18, 2017



**Annexure II to the Directors' Report**

**SALIENT FEATURES OF THE FINANCIAL STATEMENT OF SUBSIDIARY / ASSOCIATES / JOINT VENTURES AS PER COMPANIES ACT, 2013**

**Part "A": Subsidiaries**

(₹ in lacs)

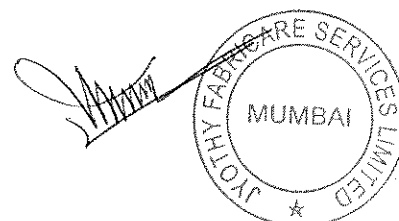
Sr. No	Name of the Subsidiary Company	Snoways Laundrers and Drycleaners Pvt. Ltd	Four Seasons Drycleaning Company Pvt. Ltd
	Date since when subsidiary was acquired	May 8, 2009	February 17, 2012
	Country	India	India
	Financial Year / Period	April 1, 2016 to March 31, 2017	April 1, 2016 to March 31, 2017
1	Capital	100.00	220.70
2	Reserves	(10.00)	(471.99)
3	Total Assets	97.91	19.70
4	Total Liabilities	7.91	271.00
5	Details of Investment (except investment in subsidiaries)	0.00	0.00
6	Turnover (Net)	0.00	195.96
7	Profit / (Loss) before taxation	(0.55)	(29.69)
8	Provision for taxation	0.00	0.00
9	Profit / ( Loss) after taxation	(0.55)	(29.69)
10	Proposed / Interim Dividend	-	-
11	% of shareholding	49%	100%
	Exchange rate used	-	-
	Local Currency	INR	INR

**Part "B": Associates and Joint Ventures**

Statement pursuant to Section 129 (3) of the Companies Act, 2013 related to Associate Companies and Joint Ventures

(₹ in lacs)


Name of Joint Venture	JFSL – JLL JV (Partnership firm)
1. Latest audited Balance Sheet Date	March 31, 2017
2. Date on which the Associate or joint Venture was associated or acquired	November 15, 2011

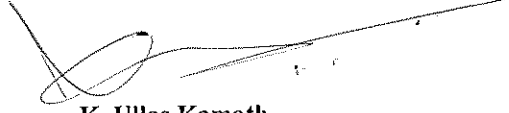



3. Shares of Associate/Joint Ventures held by the company on the year end: a) No. b) Amount of Investment in Joint Venture c) Extend of Holding (%)	75% 254.79 75%
4. Description of how there is significant influence	Control of Business decisions under an Agreement
5. Reason why the joint venture is not consolidated	NA
6. Networth attributable to Shareholding as per latest audited Balance Sheet	NA
7. Profit /Loss for the year	14.72
i. Considered in Consolidation	14.72
ii Not Considered in Consolidation	


1. None of the associates or joint ventures of the Company are yet to commence operations.
2. None of the associates or joint ventures of the Company have been liquidated or sold during the year.
3. The Company does not have any associate company.

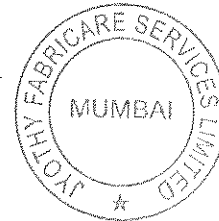
For and on behalf of the Board of Directors of  
Jyothy Fabricare Services Limited

  
M. P. Ramachandran  
Chairman and Managing Director  
(DIN: 00553406)

  
K. Ullas Kamath  
Director  
(DIN: 00506681)

  
Gaurav Munoli  
Company Secretary  
Membership no.: A24931

  
Pinkesh Bansal  
Chief Financial Officer  
Membership no.: 121387



Place: Mumbai

Date: May 18, 2017

**Annexure III to the Directors' Report**

**Particulars of contracts/ arrangements made with related parties**

**Form No. AOC-2**

[Pursuant to clause (h) of sub-section (3) of section 134 of the Companies Act, 2013 and Rule 8(2) of the Companies (Accounts) Rules, 2014]


1. Details of Contracts or arrangements or transactions not at arm's length basis:

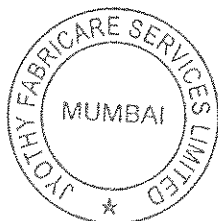
(a)	Name(s) of the related party and nature of relationship	NA
(b)	Nature of contracts/arrangements/transactions	
(c)	Duration of the contracts/ arrangements/transactions	
(d)	Salient terms of the contracts or arrangements or transactions including the value, if any	
(e)	Justification for entering into such contracts or arrangements or transactions	
(f)	Date(s) of approval by the Board	
(g)	Amount paid as advances, if any	
(h)	Date on which the special resolution was passed in general meeting as required wider first proviso to Section 188	

2. Details of material Contracts or arrangement or transactions at arm's length basis:

(a)	Name(s) of the related party and nature of relationship	Four Seasons Drycleaning Company Private Limited	Snowways Launderers & Drycleaners Private Limited	Jyothy Laboratories Limited-Holding Company	JFSL-JLL JV		
(b)	Nature of contracts/arrangements/transactions	Availing or Rendering of any services  [Reimbursement & Interest (including TDS)]	Availing or Rendering of any services  [Reimbursement & Interest]	Leasing of property of any kind  [Rent Paid]	Availing or Rendering of any services  [Reimbursement & Payment received for services given]	Sale or Purchase of any goods or materials  [Sale & Purchase of finished goods]	Availing or Rendering of any services  [Interest]
(c)	Duration of the contracts/ arrangements/transactions	Open Ended	Open Ended	Open Ended	Open Ended	Open Ended	Open Ended
(d)	Salient terms of the contracts or arrangements or transactions including the value, if any	Interest @ 12% p.a.  Rs. 91,81,733	Interest @ 11% p.a.  Rs. 74,433	At Fair Market Value  Rs. 60,000	As per Agreement  Rs. 19,76,778	As per Agreement  Rs. 31,199	Interest @ 12% p.a.  Rs. 33,35,996
(e)	Date(s) of approval by the Board	23/05/2016	23/05/2016	23/05/2016	23/05/2016	23/05/2016	23/05/2016
(f)	Amount paid as advances, if any	Nil	Nil	Nil	Nil	Nil	Nil

For and on behalf of the Board of Directors  
For Jyothy Fabricare Services Limited

  
M. P. Ramachandran  
Chairman & Managing Director  
(DIN: 00553406)



Mumbai, May 18, 2017

## Annexure IV to the Directors' Report

Form No. MGT-9

EXTRACT OF ANNUAL RETURN  
as on the financial year ended on March 31, 2017

[Pursuant to Section 92(3) of the Companies Act, 2013 and Rule 12(1) of the Companies (Management and Administration) Rules, 2014]

### I. REGISTRATION AND OTHER DETAILS:

- i) CIN:- U17120MH2008PLC180246
- ii) Registration Date:- 18/03/2008
- iii) Name of the Company:- JYOTHY FABRICARE SERVICES LIMITED
- iv) Category / Sub-Category of the Company:- Company Limited by shares/ Indian Non-Government Company
- v) Address of the Registered office and contact details:- 'Ujala House' Ram Krishna Mandir Road, Kondivita, Andheri (East), Mumbai- 400059, Tel. No. : 022-66892800
- vi) Whether listed company:- No
- vii) Name, Address and Contact details of Registrar and Transfer Agent: N.A.

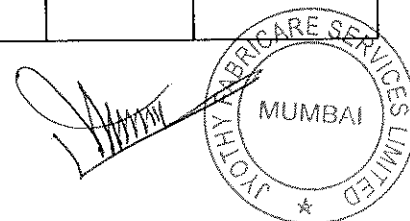
### II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

Business activities contributing 10 % or more of the total turnover of the Company are as below:-

Sl. No.	Name and Description of main products	NIC Code of the Product	% to total turnover of the Company
1	Laundry & Drycleaning Services	-	100%

### III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

SR No	NAME AND ADDRESS OF THE COMPANY	CIN/GLN	HOLDING/ SUBSIDIARY/ ASSOCIATE	% OF SHARES HELD	APPLICABLE SECTION
1	JYOTHY LABORATORIES LIMITED  UJALA HOUSE, RAM KRISHNA MANDIR ROAD, KONDIVITA, ANDHERI (EAST), MUMBAI - 400 059	L24240MH1992PLC128651	Holding	75.10%	Section 2(46)
2	FOUR SEASONS DRYCLEANING COMPANY PRIVATE LIMITED  UJALA HOUSE, RAM KRISHNA MANDIR ROAD, KONDIVITA, ANDHERI (EAST), MUMBAI - 400 059	U93010MH2002PTC246838	Subsidiary	100%	Section 2(87)

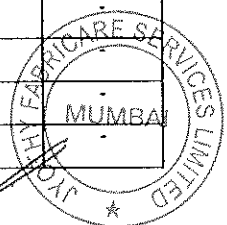


3	SNOWWAYS LAUNDRERS & DRYCLEANERS PRIVATE LIMITED  N-119, NORTH BLOCK, MANIPAL CENTRE, DICKENSON ROAD, BANGALORE, KARNATAKA- 560042	U93010KA2008PTC046087	Subsidiary	49%	Section 2(87)
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#### IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

##### i) Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>A. Promoters</b>									
(1) Indian									
a) Individual/HUF	-	32,50,000	32,50,000	24.90	-	32,50,000	32,50,000	24.90	-
b) Central Govt	-	-	-	-	-	-	-	-	-
c) State Govt (s)	-	-	-	-	-	-	-	-	-
d) Bodies Corp.	97,99,600	400	98,00,000	75.10	97,99,600	400	98,00,000	75.10	-
e) Banks / FI	-	-	-	-	-	-	-	-	-
f) Any Other....	-	-	-	-	-	-	-	-	-
Sub-total (A) (1):-	97,99,600	32,50,400	1,30,50,000	100	97,99,600	32,50,400	1,30,50,000	100	-
(2) Foreign									
a) NRIs - Individuals	-	-	-	-	-	-	-	-	-
b) Other --	-	-	-	-	-	-	-	-	-
Individuals	-	-	-	-	-	-	-	-	-
c) Bodies Corp.	-	-	-	-	-	-	-	-	-
d) Banks / FI	-	-	-	-	-	-	-	-	-
e) Any Other....	-	-	-	-	-	-	-	-	-
Sub-total (A) (2):-	-	-	-	-	-	-	-	-	-
Total shareholding of Promoter (A) = (A)(1)+(A)(2)	97,99,600	32,50,400	1,30,50,000	100	97,99,600	32,50,400	1,30,50,000	100	-
<b>B. Public Shareholding</b>									
1. Institutions									
a) Mutual Funds	-	-	-	-	-	-	-	-	-
b) Banks / FI	-	-	-	-	-	-	-	-	-
c) Central Govt	-	-	-	-	-	-	-	-	-
d) State Govt(s)	-	-	-	-	-	-	-	-	-
e) Venture Capital Funds	-	-	-	-	-	-	-	-	-
f) Insurance Companies	-	-	-	-	-	-	-	-	-
g) FIIs	-	-	-	-	-	-	-	-	-
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i) Others (specify)	-	-	-	-	-	-	-	-	-



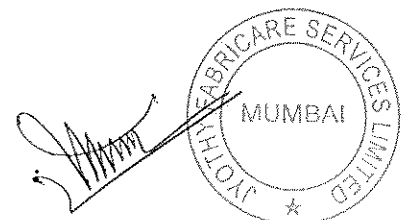
Foreign Portfolio Investor (Corporate)	-	-	-	-	-	-	-	-	-
Sub-total (B)(1):-	-	-	-	-	-	-	-	-	-
<b>2. Non-Institutions</b>									
a) Bodies Corp.									
i) Indian	-	-	-	-	-	-	-	-	-
ii) Overseas	-	-	-	-	-	-	-	-	-
b) Individuals									
i) Individual shareholders holding nominal share capital upto ₹.1 lakh	-	-	-	-	-	-	-	-	-
ii) Individual shareholders holding nominal share capital in excess of ₹1 lakh	-	-	-	-	-	-	-	-	-
c) Others (specify)									
1. Qualified Individual Investors	-	-	-	-	-	-	-	-	-
2. Cleaning Members	-	-	-	-	-	-	-	-	-
3. Office Bearers	-	-	-	-	-	-	-	-	-
4. Non-Resident Individuals (Repatriable)	-	-	-	-	-	-	-	-	-
5. Non-Resident Individuals (Non-Repatriable)	-	-	-	-	-	-	-	-	-
6. Directors/ Relatives	-	-	-	-	-	-	-	-	-
7. Trusts	-	-	-	-	-	-	-	-	-
Sub-total (B)(2):-	-	-	-	-	-	-	-	-	-
Total Public Shareholding (B)=(B)(1)+ (B)(2)	-	-	-	-	-	-	-	-	-
C. Shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-
<b>Grand Total (A+B+C)</b>	<b>97,99,600</b>	<b>32,50,400</b>	<b>1,30,50,000</b>	<b>100</b>	<b>97,99,600</b>	<b>32,50,400</b>	<b>1,30,50,000</b>	<b>100</b>	<b>-</b>

**(ii) Shareholding of Promoters**

Sl No.	Shareholder's Name	Shareholding at the beginning of the year			Share holding at the end of the year			% change in shareholding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1	Jyothy Laboratories Limited	98,00,000	75.10	-	98,00,000	75.10	-	-
2	K. Ullas Kamath	32,40,000	24.83	-	32,40,000	24.83	-	-
3	Gayatri Kamath	10,000	0.07	-	10,000	0.07	-	-

**(iii) Change in Promoters' Shareholding ( please specify, if there is no change):**

There was no change in promoter's holding during the specified period.



(iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):

Sl. No.	Name	Shareholding		Date	Increase / Decrease in Share holding	Reason	Cumulative Shareholding during the year (01-04-16 to 31-03-17)	
		No. of shares at the beginning of the year (01-04-16)/End of the year 31-03-17)	% of total shares of the company				No. of shares	% of total shares of the company
-	-	-	-	-	-	-	-	-

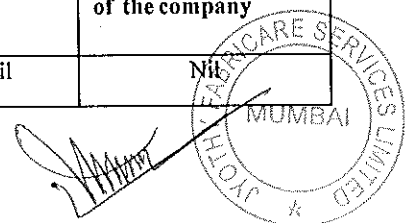
(v) Shareholding of Directors and Key Managerial Personnel:

1.	Name	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	Mr. M. P. Ramachandran				
	01/04/2016	Nil	Nil	Nil	Nil
	Increase / Decrease in Share holding	-	-	-	-
	31/03/2017	Nil	Nil	Nil	Nil

2.	Name	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	Mr. K Ullas Kamath				
	01/04/2016	32,40,000	24.82	32,40,000	24.82
	Increase / Decrease in Share holding	-	-	-	-
	31/03/2017	32,40,000	24.82	32,40,000	24.82

3.	Name	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	Mr. K. P. Padmakumar				
	01/04/2016	Nil	Nil	Nil	Nil
	Increase / Decrease in Share holding	-	-	-	-
	31/03/2017	Nil	Nil	Nil	Nil

4.	Name	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	Mr. R. Lakshminarayanan				
	01/04/2016	Nil	Nil	Nil	Nil



	Increase / Decrease in Share holding	-	-	-	-
	31/03/2017	Nil	Nil	Nil	Nil

5.	Name	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
	Mr. Gaurav Munoli	No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	01/04/2016	Nil	Nil	Nil	Nil
	Increase / Decrease in Share holding	-	-	-	-
	31/03/2017	Nil	Nil	Nil	Nil

6.	Name	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
	Mr. Pinkesh Bansal	No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	01/04/2016	Nil	Nil	Nil	Nil
	Increase / Decrease in Share holding	-	-	-	-
	31/03/2017	Nil	Nil	Nil	Nil

## V. INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment

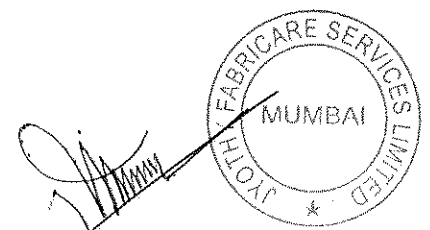
(Amt. in ₹)

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
<b>Indebtedness at the beginning of the financial year</b>				
i) Principal Amount	-	40,00,00,000	-	40,00,00,000
ii) Interest due but not paid	-	5,07,83,555	-	5,07,83,555
iii) Interest accrued but not due	-	-	-	-
<b>Total (i+ii+iii)</b>	-	45,07,83,555	-	45,07,83,555
<b>Change in Indebtedness during the financial year</b>				
• Addition	-	4,60,99,496	-	4,60,99,496
• Reduction	-	-	-	-
<b>Net Change</b>	-	-	-	-
<b>Indebtedness at the end of the financial year</b>				
i) Principal Amount	-	40,00,00,000	-	40,00,00,000
ii) Interest due but not paid	-	9,68,83,051	-	9,68,83,051
iii) Interest accrued but not due	-	-	-	-
<b>Total (i+ii+iii)</b>	-	49,68,83,051	-	49,68,83,051

## VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

### A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

The Managing Director of the Company does not draw any remuneration from the Company.





**B. Remuneration To Other Directors**

(Amt. in ₹)

Sl. No.	Particulars of Remuneration	Name of Directors		Total Amount
		Kiliyanat Padmakumar	Puliasseri Ramakrishnan Lakshminarayanan	
1.	<b>Independent Directors</b>			
	• Fee for attending Board/ Committee Meetings	45,000	65,000	1,10,000
	• Commission	0	0	0
	• Others, please specify	0	0	0
	<b>Total (1)</b>	<b>45,000</b>	<b>65,000</b>	<b>1,10,000</b>
2	<b>Other Non- Executive Directors</b>			
	• Fee for attending Board/ Committee Meetings	Nil		
	• Commission			
	• Others, please specify			
	<b>Total (2)</b>	<b>0</b>	<b>0</b>	<b>0</b>
	<b>Total(B)= (1)+(2)</b>	<b>45,000</b>	<b>65,000</b>	<b>1,10,000</b>
	<b>Total Managerial Remuneration</b>			<b>1,10,000</b>
	Overall Ceiling as per the Act	The Independent Directors do not receive any remuneration apart from sitting fees paid to them which are well within the limits prescribed under Companies Act, 2013.		


**C. Remuneration to Key Managerial Personnel other than MD/Manager/WTD**

The Chief Financial Officer and the Company Secretary draw remuneration from the Holding Company of Jyothy Fabricare Services Limited i.e. Jyothy Laboratories Limited.

**VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:**

There were no penalties / punishment / compounding of offences for breach of any section of Companies Act against the Company or its Directors or other officers in default, if any, during the year.

For and on behalf of the Board of Directors  
For Jyothy Fabricare Services Limited

  
M. P. Ramachandran  
Chairman & Managing Director  
(DIN: 00553406)



Mumbai, May 18, 2017