



Declaration of results of E-voting / Postal Ballot in respect of special business listed in the Postal Ballot Notice dated September 2, 2015

As per provisions of the Companies Act, 2013 and the Listing Agreement, the Company had provided the facility of e-voting and voting through Postal Ballot to the Members to enable them to cast their votes on the special business listed in the Notice of the Postal Ballot dated September 2, 2015.

Members voting through e-voting / Postal Ballot till October 14, 2015 (upto 5.00 p.m.) being the last date fixed for e-voting and for receipt of Postal Ballot Forms 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 Postal Ballot of the Company.

Based on the Scrutinizer's report dated October 16, 2015, *I hereby declare that the resolution, as set out in the Notice of Postal Ballot of the Company has 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	Partial modification of Ordinary Resolution approved by the shareholders at the Annual General Meeting held on August 13, 2014 with regard to re-appointment and payment of remuneration to Mr. S. Raghunandan.	90.22%	9.78%	Special Resolution

The Scrutinizer's Report on the voting process conducted for the Postal Ballot is annexed herewith.

For JYOTHY LABORATORIES LIMITED

Date: October 16, 2015

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

16th October, 2015

To

The Chairman

JYOTHY LABORATORIES LIMITED

Ujala House, Ram Krishna Mandir Road,

Kondivita, Andheri (East),

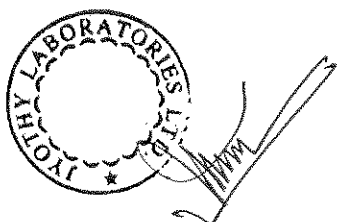
Mumbai- 400 059.

Dear Sir,

Sub: Scrutinizer's Report on Postal Ballot conducted as per Section 110 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014:

Jyothy Laboratories Limited ("the Company") has vide resolution passed by its Board of Directors at their meeting held on 2nd September, 2015, appointed the undersigned as the Scrutinizer to ensure that the process of Postal Ballot is conducted in the manner prescribed under Section 110 of the Companies Act, 2013 ("the Act") read with the Companies (Management and Administration) Rules, 2014 ("the Rules of Chapter VII") and the said provisions are duly complied with.

As required under Section 110 of the Act read with Rule 22 of the Rules of Chapter VII, a Notice of postal Ballot along with explanatory statement under Section 102 of the Companies Act, 2013 dated 2nd September, 2015 was sent to shareholders on 4th September, 2015 by Registered Post and/or through electronic means along with postal ballot forms and pre-paid postal envelope returnable to the Scrutinizer, for passing of the Special Resolution pursuant to the provisions of Section 196, 197 and 203 read with Schedule V and other applicable provisions of the Companies Act, 2013 and subject to the approval of Central government, for partial modification of the Ordinary Resolution passed by the Shareholders of the Company at the Annual General Meeting held on 13th August, 2014 for ratification of payment of remuneration, perquisites/benefits and amount debited to Profit and Loss Account on account of stock options for the Financial Year 2014-15 and for the payment of remuneration, perquisites/benefits and amount debitable to Profit and Loss Account on account of stock options for the remainder of the term after 31st March, 2015 to 31st May, 2017 to Mr. Raghunandan Sathyanarayan Rao (DIN: 02263845), Whole-Time Director and Chief Executive Officer of the Company.



The Company also availed the e-Voting facility offered by Central Depository Services (India) Limited (CDSL) for providing e-Voting facility to the members of the Company as required under Rule 20 of the Rules of Chapter VII.

The Cut-off date for the purpose of identifying the Members who were entitled to vote through Postal Ballot/e-voting facility on the resolution placed for the approval of Members was Friday, 4th September, 2015

The Shareholders were required to complete the postal ballot form and return the same in pre-paid envelope addressed to Scrutinizer not later than 5.00 p.m. on Wednesday, 14th October, 2015 or cast their votes online on the basis of the User ID and Password provided to them by CDSL. Accordingly, the Postal Ballot Forms received and e-votes casted upto 5.00 p.m. on Wednesday, 14th October, 2015 have been considered for my scrutiny. As required under Rule 22(10) of the Rules of Chapter VII, a register has been maintained and particulars of all postal ballot forms received from the members have been recorded therein.

A summary of the ballot papers received and e-Voting with their pattern of voting is as per Annexure annexed to this Report.

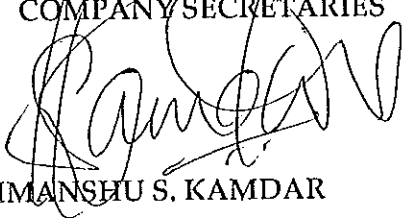
Based on the said Annexure, the Special Resolution as set out in the Notice is passed with requisite majority.

The results of the voting by members through Postal Ballots and e-Voting in respect of the above mentioned Resolutions may accordingly be declared.

Thanking you,

Yours sincerely,

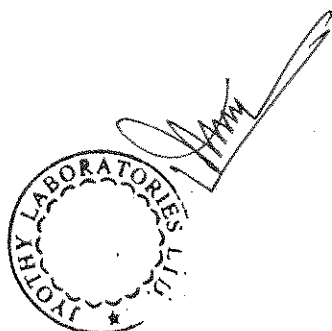
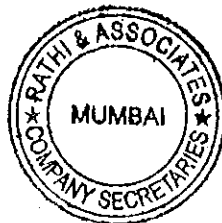
For RATHI & ASSOCIATES
COMPANY SECRETARIES



HIMANSHU S. KAMDAR
PARTNER

FCS NO: 5171

COP NO: 3030



ANNEXURE

The summary of the Postal Ballot Forms (PBF) and e-Voting confirmations received is given below:

Sr. No.	Particulars	No. of Ballots /E-voting	No. of Shares voted
a.	Postal Ballot Forms received	255	3,56,983
b.	e-Voting Confirmations received	177	15,31,93,112
	Total	432	153,550,095
c.	<u>Less:</u> Invalid Postal Ballot Forms / e-Voting confirmations / Voting not carried	23	3,107,257
d.	Net Valid Postal Ballot Forms / e-Voting confirmations	409	150,442,838
(i)	Postal Ballot Forms / e-Voting with assent for the Resolution	325	135,733,385
	Percentage (%) of Assent		90.22%
(ii)	Postal Ballot Forms / e-Voting with dissent for the Resolution	84	14,709,453
	Percentage(%) of Dissent		9.78%

