



Declaration of results of E-voting / Postal Ballot in respect of special business listed in the Postal Ballot Notice dated October 27, 2016

Pursuant to Section 110 and all other applicable provisions, if any, of the Companies Act, 2013, ("the Act") read with the Companies (Management and Administration) Rules, 2014, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), resolutions listed in the Notice of the Postal Ballot dated October 27, 2016 as appended herein below were proposed to be passed as special resolutions by the shareholders of the Jyothy Laboratories Limited (the Company) by way of postal ballot including remote e-voting.

Members voting through remote e-voting / Postal Ballot till November 29, 2016 (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. The Company had appointed Mr. Himanshu S. Kamdar, Practicing Company Secretary (Membership No. FCS 5171), Partner, Rathi & Associates, Mumbai as the Scrutinizer to scrutinize the voting process for the Postal Ballot including remote e-voting.

Based on the Scrutinizer's report dated December 1, 2016, *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)
1	Special Resolution for issue of Non-Convertible Debentures in one or more tranches, aggregating upto Rs.500 Crores on Private Placement basis.	99.92	0.08
2	Special Resolution for re-appointment of Mr. K. Ullas Kamath as Joint Managing Director and Chief Financial Officer of the Company.	98.69	1.31
3	Special Resolution for re-appointment of Ms. M. R. Jyothy as Whole Time Director and Chief Marketing Officer of the Company.	98.44	1.56

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

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

Date: December 1, 2016

Place: Mumbai



For JYOTHY LABORATORIES LIMITED

M. P. Ramachandran
Chairman & Managing Director

Rathi & Associates

COMPANY SECRETARIES

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

December 01, 2016

To

The Chairman

JYOTHY LABORATORIES LIMITED

Ujala House, Ramkrishna 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 October 25, 2016, appointed the undersigned as the Scrutinizer to ensure that the process of voting by Postal Ballot vide Notice of Postal Ballot dated October 27, 2016 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 dated October 27, 2016 along with the Explanatory Statement under Section 102 of the Companies Act, 2013 was sent to the shareholders by courier and/or through electronic means along with postal ballot forms and pre-paid postal envelope returnable to the Scrutinizer, for passing of the following resolutions:

1. Resolution No. 1 as a Special Resolution authorizing the Board of Directors of the Company for making offers(s) or invitation(s) to subscribe to Non-Convertible



For Jyothy Laboratories Ltd 1


M. P. Ramchandran
Chairman & Managing Director

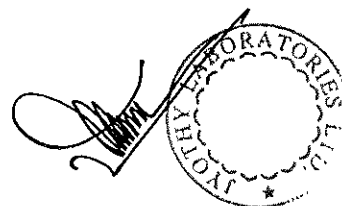
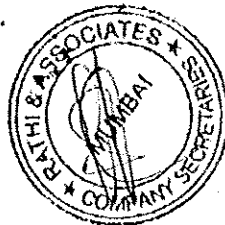
Debentures ('NCDs') in one or more tranches aggregating upto Rs. 500 crores (Rupees Five Hundred Crores), on a private placement basis, during the period of one year from the date of passing of the Special Resolution by the members, within the overall borrowing limits of the Company, as may be approved by the Members from time to time on such terms and conditions as the Board may from time to time determine proper and beneficial;

2. **Resolution No. 2** as a Special Resolution for re-appointment of Mr. K. Ullas Kamath (DIN: 00506681) as the Joint Managing Director and Chief Financial Officer of the Company for a period of 5 (five years) with effect from January 23, 2017 to January 22, 2022 (both days inclusive) on the terms, conditions and remuneration as specified in the resolution;
3. **Resolution No. 3** as a Special Resolution for re-appointment of Ms M. R. Jyothy (DIN: 00571828) as the Whole Time Director and Chief Marketing Officer of the Company for a period of 5 (five years) with effect from January 1, 2017 to December 31, 2021 (both days inclusive) on the terms, conditions and remuneration as specified in the resolution.

The Company availed the e-voting facility offered by Central Depository Services (India) Limited (CDSL) for providing e-voting facility to the members of the Company.

The Shareholders were required to complete the postal ballot form and return the same in pre-paid envelope addressed to Scrutinizer so as to reach not later than 5.30 P.M. IST on Tuesday, 29th November, 2016 or cast their votes online through e-voting on the basis of the User ID and password provided to them by CDSL by 5.30 P.M. till Tuesday, 29th November, 2016. Accordingly, the Postal Ballot Forms received and e-votes cast upto 5.30 P.M. on Tuesday, 29th November, 2016 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.

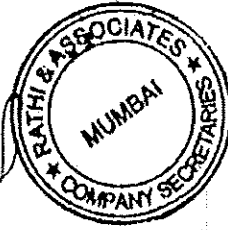
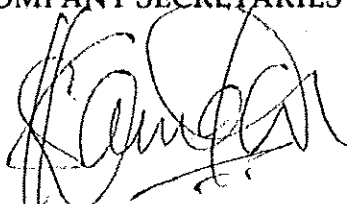


The results of the voting by shareholders through Postal Ballots and e-voting in respect of the above mentioned resolutions may accordingly be declared by the Chairman.

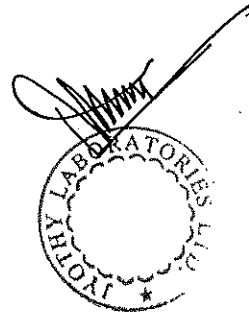
Thanking you,

Yours sincerely,

For RATHI & ASSOCIATES
COMPANY SECRETARIES



HIMANSHU S. KAMDAR
PARTNER
PCS No. 5171
COP No. 3030

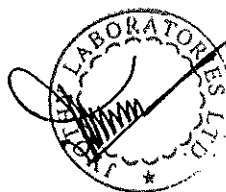
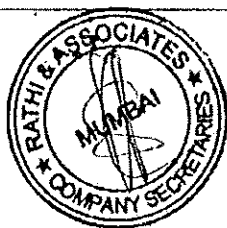


Annexure

The summary of the Postal Ballot Forms and e-voting confirmations received is given below:

For Resolution 1: Special Resolution authorizing the Board of Directors of the Company for making offers(s) or invitation(s) to subscribe to Non-Convertible Debentures ('NCDs') in one or more tranches aggregating upto Rs. 500 crores (Rupees Five Hundred Crores), on a private placement basis, during the period of one year from the date of passing of the Special Resolution by the members, within the overall borrowing limits of the Company, as may be approved by the Members from time to time on such terms and conditions as the Board may from time to time determine proper and beneficial;

Sr. No.	Particulars	No. of Postal Ballot Forms / e-Voting confirmations	No. of Shares voted
a.	Votes casted through ballots	196	25,085
b.	e-voting confirmations received	155	148,460,941
	Total	351	148,486,026
c.	Less: Invalid Postal Ballot forms / e-voting confirmations/ Voting not carried	27	100,762
d.	Valid Postal Ballot forms/ e-voting confirmations	324	148,385,264
(i)	Postal Ballot forms / e-voting with assent for the Resolution	308	148,273,242
	Percentage (%) of Assent		99.92
(ii)	Postal Ballot forms / e-voting with dissent for the Resolution	16	112,022
	Percentage (%) of Dissent		0.08



For Resolution 2: Special Resolution for re-appointment of Mr. K. Ullas Kamath (DIN: 00506681) as the Joint Managing Director and Chief Financial Officer of the Company for a period of 5 (five years) with effect from January 23, 2017 to January 22, 2022 (both days inclusive) on the terms, conditions and remuneration as specified in the resolution.

Sr. No.	Particulars	No. of Postal Ballot Forms / e-Voting confirmations	No. of Shares voted
a.	Votes casted through ballots	196	25,085
b.	e-voting confirmations received	162	150,053,941
	Total	358	150,079,026
c.	Less: Invalid Postal Ballot forms / e-voting confirmations/ Voting not carried	30	100,937
d.	Valid Postal Ballot forms/ e-voting confirmations	328	149,978,089
(i)	Postal Ballot forms / e-voting with assent for the Resolution	314	148,009,352
	Percentage (%) of Assent		98.69
(ii)	Postal Ballot forms / e-voting with dissent for the Resolution	14	1,968,737
	Percentage (%) of Dissent		1.31



For Resolution 3: Special Resolution for re-appointment of Ms M. R. Jyothy (DIN: 00571828) as the Whole Time Director and Chief Marketing Officer of the Company for a period of 5 (five years) with effect from January 1, 2017 to December 31, 2021 (both days inclusive) on the terms, conditions and remuneration as specified in the resolution.

Sr. No.	Particulars	No. of Postal Ballot Forms / e-Voting confirmations	No. of Shares voted
a.	Votes casted through ballots	196	25,085
b.	e-voting confirmations received	162	150,053,941
	Total	358	150,079,026
c.	Less: Invalid Postal Ballot forms / e-voting confirmations/ Voting not carried	30	100,937
d.	Valid Postal Ballot forms/ e-voting confirmations	328	149,978,089
(i)	Postal Ballot forms / e-voting with assent for the Resolution	314	147,643,104
	Percentage (%) of Assent		98.44
(ii)	Postal Ballot forms / e-voting with dissent for the Resolution	14	2,334,985
	Percentage (%) of Dissent		1.56

