

# Rathi & Associates

## COMPANY SECRETARIES

A-303, Prathamesh, 3rd Floor, Raghuvanshi Mills Compound, 11-12, Senapati Bapat Marg, Lower Parel (W), Mumbai - 400 013.  
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December 20, 2016

**The Chairman of the Court Convened Meeting**

**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 ballots at the Court Convened Meeting of Equity Shareholders of Jyothy Laboratories Limited

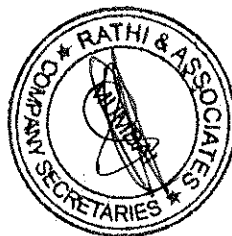
1. Jyothy Laboratories Limited ("the Company") at its Board Meeting held on 8<sup>th</sup> December 2016 appointed the undersigned as the Scrutinizers for the process of remote e-voting and physical voting through ballots under Section 108 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended from time to time and Regulation 44(1) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, on the resolution seeking shareholders' approval to the scheme of amalgamation between Jyothy Laboratories Limited and Jyothy Consumer Products Marketing Limited as contained in the notice dated November 21, 2016, placed for approval of the equity shareholders of the Company at the court convened meeting of the equity shareholders of the Company held on December 20, 2016 at 10.30 a.m. pursuant to the order dated November 18, 2016 ("Order") passed by the Hon'ble Bombay High Court ("Court Convened Meeting").
2. The management of the Company is responsible to ensure the compliance with the applicable law, relating to remote e-voting and physical ballots at the Court Convened Meeting on the resolution contained in the aforesaid Notice. Our responsibility as scrutinizers for the voting process through electronic means and physical ballots at the Court Convened Meeting is to ensure that the voting is done in a fair and transparent manner and restricted to make a Consolidated Scrutinizer's Report of the votes cast "in favour" or "against" the resolution, based on the records received and the reports generated from the remote e-voting system of Central Depository Services (India) Limited (CDSL), the agency engaged by the Company to provide remote e-voting facility and the records maintained by the Company and the authorizations/proxies lodged with the Company.



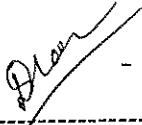
3. As required under Section 391 of the Companies Act, 1956 read with Section 101 of the Act, a notice along with explanatory statement under Section 102 of the Act for the Court Convened Meeting was sent to the Members by permitted means, for seeking approval of members on following resolution:

**“RESOLVED THAT** pursuant to the provisions of Section 391 to 394 and other applicable provisions of the Companies Act, 1956 and/ or under the corresponding provisions of the Companies Act, 2013, the rules, regulations, circulars and notifications made thereunder (including any statutory modification or re -enactment thereof) as may be applicable, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Securities and Exchange Board of India Circular No. CIR/CFD/CMD/16/2015 dated November 30, 2015 read with, the observation letters issued by BSE Limited and the National Stock Exchange of India Limited dated August 26, 2016, relevant provisions of other applicable laws, the provisions of the Memorandum and Articles of Association of the Company and subject to the approval of the Hon’ble High Court of Judicature at Bombay and such other approvals, permissions and sanctions of regulatory and other authorities, as may be necessary and subject to such conditions and modifications as may be prescribed or imposed by any regulatory or other authorities, while granting such consents, approvals and permissions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall be deemed to mean and include the committee constituted/to be constituted by the Board to exercise its powers including the powers conferred by this Resolution), the proposed Amalgamation embodied in the Scheme of Amalgamation of Jyothy Consumer Products Marketing Limited with Jyothy Laboratories Limited (“the Scheme”) placed before this meeting and initialled by the Chairman of the meeting for the purpose of identification, be and is hereby approved and agreed to, with/without any modifications and/or conditions, if any, which may be required and/or imposed and/or permitted by the Hon’ble High Court of Judicature at Bombay while sanctioning the Scheme of Amalgamation and/ or by any other authorities under applicable law(s);

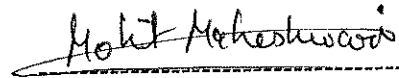
**RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all such acts, deeds, matters and things, as may be considered requisite, desirable, appropriate or necessary to give effect to this resolution and effectively implement the amalgamation embodied in the Scheme and to accept such modifications, amendments, limitations and/or conditions, if any, which may be required and/or imposed by any authorities under law, or as may be required for the purpose of resolving any doubts or difficulties that may arise in giving effect to the Scheme, as the Board may deem fit and proper.”



4. The Company provided the remote e-Voting facility offered by CDSL to cast votes on aforesaid resolution through e-voting by the members of the Company. Remote e-Voting facility was made available to shareholders of the Company to exercise their voting rights from Saturday, 17<sup>th</sup> December 2016 (10.00 a.m.) upto Monday, 19<sup>th</sup> December, 2016 (5.00 p.m.).
5. The Company also distributed physical ballots to the members present at the Court Convened Meeting to enable them to cast their votes on the aforesaid resolution.
6. After completion of voting by physical ballots at the meeting, the ballot box was opened in my presence and in the presence of two witnesses namely, Mr. Darshil Shah (PAN: EZYPS7198G) resident of Grant Road – 400 036 and Mr. Mohit Maheshwari (PAN: BDJPM0225Q) resident of Goregaon – 400 104 who have signed below in confirmation of the opening of the ballot box in their presence:

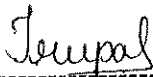


Darshil Shah

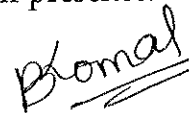


Mohit Maheshwari

8. The ballots were scrutinized for the purpose of eliminating duplicate voting i.e. on electronic voting as well as use of ballot.
9. After counting of votes by physical ballots, votes cast through Remote e-Voting upto 5.00 P.M. on Monday, December 19, 2016 were un-blocked on December 20, 2016 at around 11:50 a.m. in the presence of two witnesses namely Ms. Trupal Trivedi (PAN: AOOPT2536C) resident of Thane – 400 601 and Ms Komal Binwani (PAN: AXTPB3404F) resident of Ulhasnagar – 421 003 who have signed below in confirmation of the un-blocking of the votes cast through Remote e-Voting in their presence:

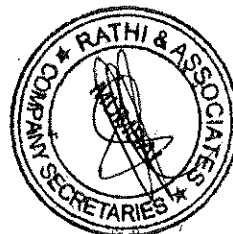


Trupal Trivedi



Komal Binwani

10. We submit our consolidated report on votes cast through Remote e-Voting and physical ballots at the Court Convened Meeting, on the resolution contained in the Notice dated November 21, 2016, placed for approval of the Shareholders of the Company as under:



**10.1 Physical Ballots:**

Total No. of members who were present in person or by proxy or by authorized representative who cast their votes by Physical Ballots	62
Total Number of shares held	5,749
Total Number of votes cast	5,744
Total Number of shares in respect of which votes not cast	5

**(a) Voted in favour of the resolution:**

Number of members present and voting (in person or by proxy or by authorized representative)	% of the total number of members present and voting (in person or by proxy or by authorized representative)	Number of votes (in terms of number of shares voted) cast	% of total number of votes (in terms of number of shares voted) cast
57	91.94	5,598	97.46

**(b) Voted against the resolution:**

Number of members present and voting (in person or by proxy or by authorized representative)	% of the total number of members present and voting (in person or by proxy or by authorized representative)	Number of votes (in terms of number of shares voted) cast	% of total number of votes (in terms of number of shares voted) cast
2	3.23	40	0.70



**(c) Invalid votes:**

Total number of members whose votes were declared invalid	Total number of votes cast
3	106

**10.2 Remote e-Voting:**

Total No. of members who cast their votes by Remote e-voting	160
Total Number of shares held	150,852,104
Total Number of votes cast	150,852,104

**(a) Voted in favour of the resolution:**

Number of members voted	% of the total number of members voted	Number of votes (in terms of number of shares voted) cast	% of total number of votes (in terms of number of shares voted) cast
158	98.75	150,852,073	99.99998

**(b) Voted against the resolution:**

Number of members voted	% of the total number of members voted	Number of votes (in terms of number of shares voted) cast	% of total number of votes (in terms of number of shares voted) cast
2	1.25	31	0.00002



**(c) Invalid votes:**

Total number of members whose votes were declared invalid	Total number of votes cast
0	0

**10.3 Consolidated Voting Result:**

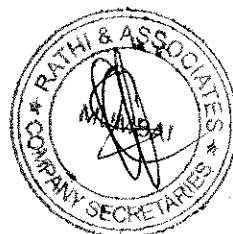
Total No. of members who cast their votes by Remote e-Voting and Physical ballots	222
Total Number of shares held	15,0857,853
Total Number of votes cast	150,857,848

**(a) Voted in favour of the resolution:**

Number of members voted (including votes cast electronically)	% of the total number of members voted (including votes cast electronically)	Number of votes (in terms of number of shares voted) cast (including votes cast electronically)	% of total number of votes (in terms of number of shares voted) cast (including votes cast electronically)
215	96.85	150,857,671	99.99988

**(b) Voted against the resolution:**

Number of members voted (including votes cast electronically)	% of the total number of members voted (including votes cast electronically)	Number of votes (in terms of number of shares voted) cast (including votes cast electronically)	% of total number of votes (in terms of number of shares voted) cast (including votes cast electronically)
4	1.80	71	0.00005



(c) Invalid votes:

Total number of members whose votes were declared invalid (including votes cast electronically)	Total number of votes cast (including votes cast electronically)
3	106

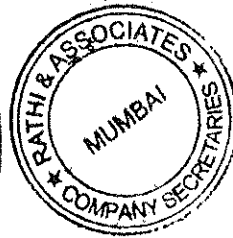
The results of the voting by members through remote e-Voting and physical ballots at the Court Convened Meeting in respect of the above mentioned Resolution may accordingly be declared by the Company.

Thanking you,

Yours sincerely,  
For RATHI & ASSOCIATES  
COMPANY SECRETARIES




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



RAMACHANDRAN K. AIYAR  
INDEPENDENT SHAREHOLDER SCRUTINIZER  
PAN AAAPA5129J

COUNTERSIGNED BY  
For JYOTHY LABORATORIES  
LIMITED



M.P. RAMACHANDRAN  
CHAIRMAN APPOINTED FOR THE MEETING