



JYOTHY LABORATORIES LIMITED

26TH ANNUAL GENERAL MEETING HELD ON JULY 11, 2017

Declaration of results of remote e-voting / physical voting through ballot in respect of resolutions proposed in the Notice dated May 18, 2017 convening the 26th Annual General Meeting of Jyothy Laboratories Limited held on July 11, 2017

As per provisions of Section 108 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 physical voting through ballot to its Members to enable them to cast their votes on the resolutions proposed in the Notice convening the 26th Annual General Meeting (AGM).

Members voting through remote e-voting till July 10, 2017 (upto 5.00 p.m.) being the last date fixed for remote e-voting and physical voting through ballot to enable those Members who did not had access to remote e-voting have been considered by the Scrutinizer. The Company had appointed Mr. Himanshu S. Kamdar, Practicing Company Secretary, Partner, Rathi & Associates as the Scrutinizer to scrutinize the voting process at the 26th AGM of the Company.

Based on the Scrutinizer's report dated July 12, 2017, *I hereby declare that all the 6 (Six) resolutions, as set out in the Notice dated May 18, 2017 convening the 26th 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 for the year ended March 31, 2017 including the Audited Balance Sheet as at March 31, 2017, the Statement of Profit and Loss and Cash Flow Statement for the financial year April 1, 2016 to March 31, 2017 and the reports of the Board of Directors and Statutory Auditors thereon. b. the Audited Consolidated Financial Statements for the year ended March 31, 2017.	100	0.00	Ordinary
2	Declaration of final dividend on equity shares of the Company for the year ended March 31, 2017.	100	0.00	Ordinary
3	Appointment of Director in place of Ms. M. R. Jyothy who retires by rotation, and being eligible, offers herself for re-appointment.	99.32	0.68	Ordinary
4	Appointment of M/s B S R & Co. LLP, Chartered Accountants (Firm Registration No. 101248W/ W-100022) as the Statutory	100	0.00	Ordinary



Jyothy LABORATORIES LIMITED

CIN - L24240MH1992PLC128651

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

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	Auditors in place of the retiring auditors and fixing their remuneration.			
5	Annual payment of remuneration by way of commission for a period of five years commencing from April 01, 2017 to its Directors other than Managing/ Whole- Time Directors not exceeding 1% of the net profits of the Company of the respective financial year.	98.45	1.55	Ordinary
6	Ratification of remuneration of Cost Auditors.	100	0.00	Ordinary

The Scrutinizer's Report on the remote e-voting and physical voting through ballot process conducted at the 26th AGM is annexed herewith.

For JYOTHY LABORATORIES LIMITED

(M. P. Ramachandran)
Chairman & Managing Director



Date: July 12, 2017
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

12th July, 2017

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 26th Annual General Meeting of the Members of Jyothy Laboratories Limited held on 11th July, 2017:

Jyothy Laboratories Limited ("the Company") vide resolution of its Board of Directors dated May 18, 2017, 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 18th May, 2017, 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 26th 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"



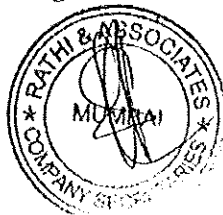
For Jyothy Laboratories Ltd


M. P. Ramchandran
Chairman & Managing Director

the resolutions, based on 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 facilities at the AGM and of voting through ballot as provided by Link Intime (India) Private Limited, the Registrar & Transfer Agent (RTA) of the Company.

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 and/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, 2017, including the Audited Balance Sheet as at March 31, 2017, the Statement of Profit & Loss and Cash Flow Statement for the financial year commencing from April 1, 2016 to March 31, 2017 including Schedules and 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, 2017
2. Resolution No. 2 as an Ordinary Resolution to declare dividend on Equity Shares of the Company for the Financial Year ended 31st March, 2017.
3. Resolution No. 3 as an Ordinary Resolution for appointment of Ms M.R. Jyothy (DIN: 00571828) as Director of the Company, who retired by rotation and being eligible, offered herself for re-appointment.
4. Resolution No. 4 as an Ordinary Resolution for appointment of M/s B S R & Co. LLP, Chartered Accountants, Mumbai (Firm Registration No. 101248W/W-100022) as the Statutory Auditors of the Company in place of the retiring Statutory Auditors, M/s S R B C & Co. LLP, Chartered Accountants (Firm Registration No. 324982E/E300003), to hold office from the conclusion of 26th Annual General Meeting till the conclusion of 31st Annual General Meeting and authorizing the Board to fix their remuneration.



5. Resolution No. 5 as an Ordinary Resolution for approval of annual payment of remuneration by way of commission, for a period of five years, commencing from April 1, 2017, to the Directors of the Company (whether existing or future) other than the Managing/Whole-time Directors not exceeding 1% of the net profits of the Company of the respective financial year, computed in the manner referred to in Section 198 of the Companies Act, 2013, in such proportion/manner as may be determined by the Board of Directors of the Company and that such remuneration paid shall be in addition to the payment of sitting fees and reimbursement of expenses, if any, to the Directors for attending the meetings of the Board of Directors or Committees thereof.
6. Resolution No. 6 as an Ordinary Resolution for approval of payment of remuneration to M/s R. Nanabhoy & Co., Cost Accountants (Firm Registration Number 000010), appointed as the Cost Auditors of the Company for the financial year ended March 31, 2017, amounting to INR 3,00,000/- (Rupees Three Lacs only) per annum plus tax as applicable and out of pocket expenses, if any.

The Company provided the remote e-voting facility offered by CDSL to cast votes on aforesaid resolutions by the members of the Company. The Company had also made available the physical ballots at the 26th AGM to enable the members to cast their votes on the aforesaid resolutions.

Remote e-voting facility was made available to shareholders of the Company to exercise their voting rights from 10.00 a.m. of Saturday, 08th July, 2017 upto 5.00 p.m. of Monday, 10th July, 2017. Accordingly, e-votes casted upto 5.00 p.m. of 10th July, 2017 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 26th Annual General Meeting, the voting was conducted through physical ballot at the meeting and the locked ballot box was subsequently opened in the presence of two shareholders of the Company, namely Mr. Anil Parekh and Mrs. Lekha Shah.

The remote e-voting was unblocked in the presence of two witnesses not in employment of the Company, namely Ms. Komal Bhatnani and Ms. Divya Chhabra.



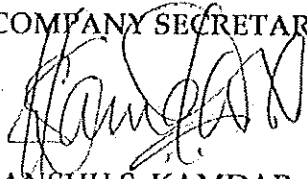
A summary of the votes cast by shareholders through remote e-voting and physical ballots at the 26th Annual General Meeting with their pattern of voting is as per Annexure annexed to this Report.

The results of the voting by members through remote e-voting and physical ballots at the 26th 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

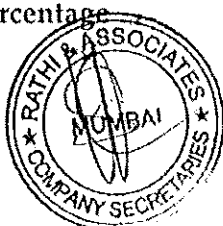
The summary of the votes cast through physical ballots and through remote e-voting confirmations received for each of the resolutions is given below:

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, 2017, including the Audited Balance Sheet as at March 31, 2017, the Statement of Profit & Loss and Cash Flow Statement for the financial year commencing from April 1, 2016 to March 31, 2017 including Schedules and 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, 2017

Sr. No.	Particulars	Resolution 1	
		No. of remote e-voting confirmations	No. of Shares voted
a.	Votes cast through physical ballots	83	83,344
b.	Remote e-voting confirmations received	133	147,168,108
	Total	216	147,251,452
c.	Less: Invalid ballots/remote e-voting confirmations	2	26
d.	Net valid physical ballots/remote e-voting confirmations	214	147,251,426
	(i) Physical ballots/remote e-voting confirmations with assent for the Resolution	208	147,251,410
	% of Assent		100.00*
	(ii) Physical ballot/remote e-voting confirmations with dissent for the Resolution	6	16
	% of Dissent		0.00

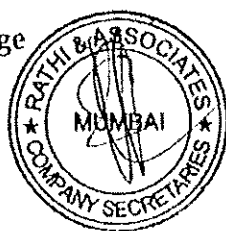
* Rounded off to nearest percentage



For Resolution 2: As an Ordinary Resolution to declare dividend on Equity Shares of the Company for the Financial Year ended 31st March, 2017.

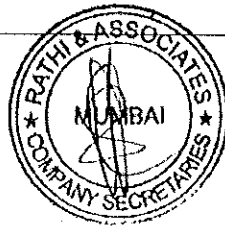
Sr. No.	Particulars	Resolution 2	
		No. of remote e-voting confirmations	No. of Shares voted
a.	Votes cast through physical ballots	83	83,344
b.	Remote e-voting confirmations received	142	149,071,408
	Total	225	149,154,752
c.	Less: Invalid ballots/remote e-voting confirmations	2	26
d.	Net valid physical ballots/remote e-voting confirmations	223	149,154,726
	(i) Physical ballots/remote e-voting confirmations with assent for the Resolution	218	149,154,715
	% of Assent		100.00*
	(ii) Physical ballots/remote e-voting confirmations with dissent for the Resolution	5	11
	% of Dissent		0.00

* Rounded off to nearest percentage



For Resolution 3: As an Ordinary Resolution for appointment of Ms M.R. Jyothy (DIN: 00571828) as Director of the Company, who retired by rotation and being eligible, offered herself for re-appointment.

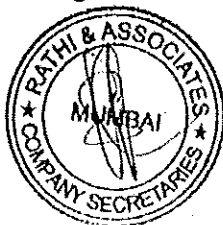
Sr. No.	Particulars	Resolution 3	
		No. of ballots/ remote e-voting confirmations	No. of Shares voted
a.	Votes cast through physical ballots	83	83,344
b.	Remote e-voting confirmations received	141	149,071,358
	Total	224	149,154,702
c.	Less: Invalid ballots/remote e-voting confirmations	2	26
d.	Net valid physical ballots/remote e-voting confirmations	222	149,154,676
	(i) Physical ballots/remote e-voting confirmations with assent for the Resolution	210	148,135,240
	% of Assent		99.32
	(ii) Physical ballots/remote e-voting confirmations with dissent for the Resolution	12	1,019,436
	% of Dissent		0.68



For Resolution 4: As an Ordinary Resolution for appointment of M/s B S R & Co. LLP, Chartered Accountants, Mumbai (Firm Registration No. 101248W/W-100022) as the Statutory Auditors of the Company in place of the retiring Statutory Auditors, M/s S R B C & Co. LLP, Chartered Accountants, (Firm Registration No. 324982E/ E300003), to hold office from the conclusion of 26th Annual General Meeting till the conclusion of 31st Annual General Meeting and authorizing the Board to fix their remuneration.

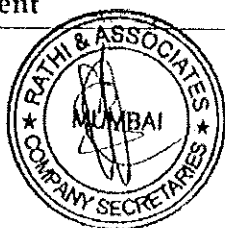
Sr. No.	Particulars	Resolution 4	
		No. of ballots/ remote e-voting confirmations	No. of Shares voted
a.	Votes cast through physical ballots	83	83,344
b.	Remote e-voting confirmations received	134	147,208,108
	Total	217	147,291,452
c.	Less: Invalid ballots/remote e-voting confirmations	2	26
d.	Net valid physical ballots/remote e-voting confirmations	215	147,291,426
	(i) Physical ballots/remote e-voting confirmations with assent for the Resolution	209	147,291,410
	% of Assent		100.00
	(ii) Physical ballots/remote e-voting confirmations with dissent for the Resolution	6	16
	% of Dissent		0.00

* Rounded off to nearest percentage



For Resolution 5: As an Ordinary Resolution for approval of annual payment of remuneration by way of commission, for a period of five years, commencing from April 1, 2017, to the Directors of the Company (whether existing or future) other than the Managing/whole-time Directors not exceeding 1% of the net profits of the Company of the respective financial year, computed in the manner referred to in Section 198 of the Companies Act, 2013, in such proportion/manner as may be determined by the Board of Directors of the Company and that such remuneration paid shall be in addition to the payment of sitting fees and reimbursement of expenses, if any, to the Directors for attending the meetings of the Board of Directors or Committees thereof.

Sr. No.	Particulars	Resolution 5	
		No. of remote confirmations	No. of Shares voted
a.	Votes cast through physical ballots	83	83,344
b.	Remote e-voting confirmations received	142	149,071,408
	Total	225	149,154,752
c.	Less: Invalid ballots/remote e-voting confirmations	2	26
d.	Net valid physical ballots/remote e-voting confirmations	223	149,154,726
	(i) Physical ballots/remote e-voting confirmations with assent for the Resolution	210	146,838,705
	% of Assent		98.45
	(ii) Physical ballots/remote e-voting confirmations with dissent for the Resolution	13	2,316,021
	% of Dissent		1.55



For Resolution 6: As an Ordinary Resolution for approval of payment of remuneration to M/s R. Nanabhoy & Co., Cost Accountants (Firm Registration Number 000010), appointed as the Cost Auditors of the Company for the financial year ended March 31, 2017, amounting to INR 3,00,000/- (Rupees Three Lacs only) per annum plus tax as applicable and out of pocket expenses, if any.

Sr. No.	Particulars	Resolution 6	
		No. of ballots/remote e-voting confirmations	No. of Shares voted
a.	Votes cast through physical ballots	83	83,344
b.	Remote e-voting confirmations received	142	149,071,408
	Total	225	149,154,752
c.	Less: Invalid ballots/remote e-voting confirmations	2	26
d.	Net valid physical ballots/remote e-voting confirmations	223	149,154,726
	(i) Physical ballots/remote e-voting confirmations with assent for the Resolution	217	149,154,710
	% of Assent		100.00
	(ii) Physical ballots/remote e-voting confirmations with dissent for the Resolution	6	16
	% of Dissent		0.00

* Rounded off to nearest percentage

