

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

December 1, 2016



UJALA

To,

BSE Limited

Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai - 400 023.

Scrip Code: 532926

National Stock Exchange of India Limited

Exchange Plaza, Bandra Kurla Complex,
Bandra (East),
Mumbai - 400051

Scrip Code: JYOTHYLAB

Sub: Result of the Postal Ballot including remote e-voting pursuant to Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Dear Sirs,

This is with reference to our letter dated October 29, 2016 wherein we had enclosed the Postal Ballot Notice dated October 27, 2016 along with the Explanatory Statement. The Postal Ballot was conducted for seeking approval of shareholders of the Company for special business listed in the aforesaid Notice dated October 27, 2016.

In this connection and in accordance with the Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the special resolutions set out in the aforesaid Notice dated October 27, 2016 has been approved by the shareholders of the Company with requisite majority and the summarised Voting results of the Postal Ballot including remote-e-voting in the prescribed format, along with the copy of Scrutiniser's report are enclosed herewith.

Kindly take the above on your record and disseminate the same for information of the investors.

Thanking you,

Yours faithfully,

For JYOTHY LABORATORIES LIMITED

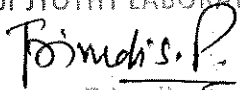
Shreyas Trivedi
Head - Legal & Company Secretary



Encl : a/a.

Resolution Required : Special		1 - Special Resolution for Issue of Non-Convertible Debentures In one or more tranches, aggregating upto Rs. 500 Crores on a Private Placement basis						
Whether promoter/ promoter group are interested in the agenda/resolution?		NO						
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – In favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]=([2]/[1])*100	[4]	[5]	[6]=([4]/[2])*100	[7]=([5]/[2])*100
Promoter and Promoter Group	E-Voting	121533847	121533847	100.0000	121533847	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		121533847	100.0000	121533847	0	100.0000	0.0000
Public Institutions	E-Voting	41461107	26823573	64.6957	26712272	111301	99.5851	0.4149
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		26823573	64.6957	26712272	111301	99.5851	0.4149
Public Non Institutions	E-Voting	18619050	4961	0.0266	4773	188	96.2104	3.7896
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		22883	0.1229	22350	533	97.6708	2.3292
	Total		27844	0.1495	27123	721	97.4106	2.5894
Total		181614004	148385264	81.7036	148273242	112022	99.9245	0.0755

For JYOTHY LABORATORIES LIMITED


Shreyas Trivedi
Head-Legal & Company Secretary

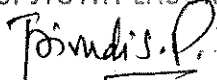
Resolution Required : Special		2 - Special Resolution for re-appointment of Mr. K. Ullas Kamath as the Joint Managing Director and Chief Financial Officer of the Company.						
Whether promoter/ promoter group are Interested in the agenda/resolution?		NO						
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	$[3]=([2]/[1])*100$	[4]	[5]	$[6]=([4]/[2])*100$	$[7]=([5]/[2])*100$
Promoter and Promoter Group	E-Voting	121533847	121533847	100.0000	121533847	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		121533847	100.0000	121533847	0	100.0000	0.0000
Public Institutions	E-Voting	41461107	28416573	68.5379	26448871	1967702	93.0755	6.9245
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		28416573	68.5379	26448871	1967702	93.0755	6.9245
Public Non Institutions	E-Voting	18619050	4961	0.0266	4334	627	87.3614	12.6386
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		22708	0.1220	22300	408	98.2033	1.7967
	Total		27669	0.1486	26634	1035	96.2594	3.7406
Total		181614004	149978089	82.5807	148009352	1968737	98.6873	1.3127

For JYOTHY LABORATORIES LIMITED

Bindis P.
 Shreyas Trivedi
 Head-Legal & Company Secretary

Resolution Required : Special		3 - Special Resolution for re-appointment of Ms. M. R. Jyothy as the Whole-time Director & Chief Marketing Officer of the Company.						
Whether promoter/ promoter group are Interested in the agenda/resolution?		NO						
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – In favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]=([2]/[1])*100	[4]	[5]	[6]=([4]/[2])*100	[7]=([5]/[2])*100
Promoter and Promoter Group	E-Voting	121533847	121533847	100.0000	121533847	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		121533847	100.0000	121533847	0	100.0000	0.0000
Public Institutions	E-Voting	41461107	28416573	68.5379	26082298	2334275	91.7855	8.2145
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		28416573	68.5379	26082298	2334275	91.7855	8.2145
Public Non Institutions	E-Voting	18619050	4961	0.0266	4684	277	94.4164	5.5836
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		22708	0.1220	22275	433	98.0932	1.9068
	Total		27669	0.1486	26959	710	97.4340	2.5660
Total		181614004	149978089	82.5807	147643104	2334985	98.4431	1.5569

For JYOTHY LABORATORIES LIMITED


Shreyas Trivedi
Head-Legal & Company Secretary

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

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



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
FCS 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

