

# NOTICE

**NOTICE** is hereby given that the 26<sup>th</sup> Annual General Meeting of the Members of Jyothy Laboratories Limited will be held on **Tuesday, July 11, 2017 at 11.00 a.m.** at **M. C. Ghia Hall, Indian Textile Accessories & Machinery Manufacturers' Association, Bhogilal Hargovindas Building, 4<sup>th</sup> Floor, 18/20, K. Dubhash Marg, Kala Ghoda, Mumbai – 400001** to transact the following business:

## **ORDINARY BUSINESS:**

- To receive, consider and adopt:
  - 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 April 1, 2016 to March 31, 2017 including Schedules and the Notes attached thereto and forming part thereof and the reports of the Board of Directors ('the Board') and the Statutory Auditors thereon; and
  - the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2017, together with the Report of the Auditors thereon.
- To declare dividend on Equity Shares of the Company for the financial year ended March 31, 2017.
- To appoint a Director in place of Ms. M. R. Jyothy (DIN: 00571828), who retires by rotation and being eligible, offers herself for re-appointment.
- To consider and if thought fit, to pass with or without modification, the following Resolution as an Ordinary Resolution:

**"RESOLVED THAT** pursuant to the provisions of Sections 139, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, including any amendment, modification, variation or re-enactment thereof and pursuant to the recommendation of the Audit Committee, M/s B S R & Co. LLP, Chartered Accountants (Firm Registration No.101248W/W-100022), be and are hereby appointed as the Statutory Auditors of the Company, in place of retiring Statutory Auditors, M/s. S R B C & Co LLP, Chartered Accountants (Firm Registration No. 324982E/ E300003), to hold office as such from the conclusion of this Annual General Meeting until the conclusion of the 31<sup>st</sup> Annual General Meeting, subject to ratification of such appointment by the Members of the Company at every Annual General Meeting at such remuneration plus tax, as applicable, out of pocket, travelling

and other expenses incurred by them in connection with the audit, etc., as may be mutually agreed between the Board of Directors of the Company and the Statutory Auditors."

## **SPECIAL BUSINESS:**

- To consider and, if thought fit, to pass with or without modification(s), the following Resolution as an Ordinary Resolution:

**"RESOLVED THAT** pursuant to Section 197 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") and the Rules made thereunder (including any statutory amendment(s), modification(s) or re-enactment(s) thereof, for the time being in force) and Regulation 17(6) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the consent of Members of the Company be and is hereby accorded to the Company, for annual payment of remuneration by way of commission, for a period of five years, commencing from April 1, 2017, to its Directors (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;

**RESOLVED FURTHER THAT** such remuneration paid to its Directors (whether existing or future) other than the Managing/ Whole-time Directors will 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."

- To consider and if thought fit, to pass with or without modification(s), the following Resolution as an Ordinary Resolution:

**"RESOLVED THAT** pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory amendment(s), modification(s) or re-enactment(s) thereof, for the time being in force), M/s. R. Nanabhoy & Co., Cost Accountants (Firm Registration Number 000010) appointed as the Cost Auditors of the Company by the Board of Directors of the Company on recommendation of Audit Committee of the Company for conducting audit of the cost accounting records of the Company for the financial year ended March 31, 2017, be paid remuneration amounting to ₹3,00,000/- (Rupees Three Lacs only) per annum plus Tax as applicable and out of pocket expenses, if any."

Mumbai, May 18, 2017  
Registered Office:  
'Ujala House', Ramkrishna Mandir Road,  
Kondivita, Andheri (East), Mumbai – 400059  
Tel No.: 022 66892800 Fax No.: 022 66892805  
E-mail: [secretarial@jyothy.com](mailto:secretarial@jyothy.com)  
website: [www.jyothylaboratories.com](http://www.jyothylaboratories.com)  
CIN: L24240MH1992PLC128651

By Order of the Board of Directors  
For Jyothy Laboratories Limited  
Sd/-  
Shreyas Trivedi  
Head – Legal & Company Secretary  
Membership No.: A12739

## NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY/ PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/ HERSELF. SUCH A PROXY/ PROXIES NEED NOT BE MEMBER(S) OF THE COMPANY. A person can act as proxy on behalf of Members not exceeding fifty (50) and holding in aggregate not more than ten percent of total share capital of the Company. A Member holding more than ten percent of total share capital of the Company may appoint a single person as proxy and such person shall not act as proxy for any other member.**

The instrument of Proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting. A Proxy form is sent herewith.

2. A Statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the Special Business to be transacted at the Meeting is annexed hereto.
3. Corporate Members intending to send their authorised representatives to attend the Meeting are requested to send to the Company, a certified copy of the Board Resolution authorising their representative to attend and vote on their behalf at the Meeting.

The shareholders can also access the Annual Report 2016-17 of the Company circulated to the Members and other information about the Company on the Company's website, i.e., on [www.jyothylaboratories.com](http://www.jyothylaboratories.com) and on websites of Stock Exchanges on which shares of the Company are listed namely [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com)

4. **Members attending the Annual General Meeting (AGM) of the Company are requested to bring their copy of this Annual Report.** Members are requested to hand over the Attendance Slip, duly filled in and signed in accordance with their specimen signature(s) registered with the Company for admission to the AGM hall. Members who hold shares in dematerialized form are requested to bring their Client ID and DP ID Numbers for identification.
5. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
6. Relevant documents referred to in the accompanying Notice and the Statement are open for inspection by the Members at the Registered Office of the Company on all working days, during business hours up to the date of the Meeting.
7. The Certificate from the Statutory Auditors of the Company certifying that the Company's Employee Stock Option Schemes are being implemented in accordance with Securities and Exchange Board of India (Share based Employee Benefits) Regulations, 2014 and in accordance with the resolutions passed by the Members of the Company will be available for inspection of Members at the Annual General Meeting.
8. The Company has notified closure of Register of Members and Share Transfer Books from Wednesday, July 5, 2017 to Tuesday, July 11, 2017 (both days inclusive) for Annual General Meeting and determining the eligibility of Members entitled for dividend on Equity Shares for the financial year 2016-17.
9. In terms of Section 152 of the Companies Act, 2013, Ms. M. R. Jyothy (DIN 00571828), Whole Time Director and Chief Marketing Officer of the Company, retires by rotation at the Meeting and being eligible offers herself for re-appointment. Details as required in sub-regulation (3) of Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) and Secretarial Standards

on General Meetings (SS-2) in respect of the Directors seeking appointment/ re-appointment at the Annual General Meeting, forms integral part of the notice.

10. Dividend, if approved by Members at the ensuing Annual General Meeting, will be paid to those eligible Members on or before July 15, 2017, whose name appear as:
  - a) Members in the Register of Members of the Company after giving effect to valid share transfers in physical form lodged with the Company or its Registrar and Share Transfer Agents (RTA) on or before July 4, 2017 and
  - b) Beneficial Owners in the list of Beneficial Owners Position list as on the closing hours of July 4, 2017 furnished by National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) for this purpose.
11. In accordance with the provisions of Section 101 of the Companies Act, 2013 read with Rule 18 of the Companies (Management and Administration) Rules, 2014, this Notice and the Annual Report of the Company for the Financial Year 2016-17 are being sent by e-mail to those Members who have registered their e-mail address with the Company and/ or its Registrar and Share Transfer Agent (in respect of shares held in physical form) or with their Depository Participants (DPs) (in respect of shares held in electronic form) and made available to the Company by NSDL and/ or CDSL. For Members who have not registered their e-mail address, physical copies of the Notice and the Annual Report for 2016-17 is being sent through the permitted mode.
12. Members holding shares in electronic form may note that as per the circular issued by NSDL and CDSL, the Company is obliged to print on the dividend warrants, bank details of beneficiary owners/ Members as furnished by these Depositories while making payment of dividend. The Company or its RTA cannot act on any request received directly from the Members holding shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised by the Members only to their DPs.
13. SEBI & the Ministry of Corporate Affairs encourages paperless communication as a contribution to greener environment.

Members are advised to register/ update their address, e-mail address and bank mandates (i.e. bank account number, name of the bank and the branch, 9 digit MICR Bank/ Branch code and account type) to their DPs in case of shares held in electronic form and to the Company and/ or its RTA in case of shares held in physical form for receiving dividend in their bank accounts and all communications, including Annual Report, Notices, Circulars etc. from the Company.
14. In case of remittance in electronic form, an intimation of the dividend payment would be sent to the shareholders. Shareholders who are not covered by NECS facility, the dividend amount will be remitted by means of dividend warrants which will be posted to their registered addresses.
15. Shareholders who have not en-cashed their dividend warrants for the dividends declared for the financial years 2009-10 onwards upto financial year 2015-16 are requested to send a letter along with original instrument of unclaimed dividend warrant, if any or letter of undertaking for issue of revalidated dividend warrant/ fresh demand draft in lieu of dividend warrant. Pursuant to the provisions of the Investor Education and Protection Fund (Uploading of information regarding Unpaid and Unclaimed Amounts lying with companies) Rules, 2012, the Company has uploaded the details of unpaid and unclaimed amounts in respect of dividends for the financial years 2009-10 to 2014-15 lying with the Company as on July 21, 2016 (date of last Annual General Meeting) on the website of the Company ([www.jyothylaboratories.com](http://www.jyothylaboratories.com)), as also on the website of the Ministry of Corporate Affairs.

In terms of Section 124 of Companies Act, 2013, (Corresponding Section 205A and 205C of the Companies Act, 1956) dividend declared for the financial year 2009-10 will be due for transfer to Investor Education and Protection Fund (IEPF) (established by the Central Government) in August 2017 as the same would remain unpaid for a period of seven years from the due date of payment. Members are requested to en-cash their Dividend Warrants promptly. It may be noted that once the unclaimed dividend is transferred to the IEPF as above, no claim shall lie with the Company in respect of such amount.

16. Pursuant to the provisions of Section 124(6) of the Companies Act, 2013 ("the Act") and the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 notified by the Ministry of Corporate Affairs on September 7, 2016 and subsequently amended vide notification dated February 28, 2017 ("the Rules"), all the Equity Shares of the Company in respect of which dividend amounts have not been paid or claimed by the shareholders for seven consecutive years or more are required to be transferred to demat account of Investor Education and Protection Fund Authority (IEPF Account).

Therefore, Members are requested to claim their unpaid dividend pertaining to the financial years 2009-10 to 2014-15, except for the year 2008-09, which has already been transferred to the IEPF, as soon as possible, so that shares in respect of which the dividend is pending are not transferred to IEPF at appropriate date.

17. Members holding shares in physical form and desirous of making a nomination in respect of their shareholdings in the Company, as permitted under Section 72 of the Companies Act, 2013 read with Rule 19 of Companies (Share Capital and Debentures) Rules, 2014, may fill Form SH-13 and send the same to the office of the Company and/ or its RTA. In case of shares held in dematerialized form, the nomination/ change in nomination should be lodged with their respective DPs.
18. Members, who hold shares in multiple Demat accounts and those who hold shares in physical form in multiple folios in identical names or joint holding in the same order of names are advised to consolidate their holdings in single Demat account/ Folio.
19. Members desiring any information on the Annual Financial Statements are requested to write to the Company at least 48 (Forty eight) hours before the AGM.
20. Prevention of Frauds: Members are advised to exercise due diligence and notify their Depository Participant (DP) of any change in address, stay abroad or demise of any shareholder as soon as possible. Do not leave your Demat account dormant for long. Periodic statement of holdings should be obtained from the concerned DP and holdings should be verified to prevent frauds/ misuse, if any.
21. Confidentiality of Security Details: Do not disclose Folio Nos./ DP ID/ Client ID to unknown persons. Do not hand over signed blank transfer deeds, delivery instruction slips to any unknown persons.
22. Dealing of Securities with Registered Intermediaries: Members must ensure that they deal with only SEBI registered intermediaries and must obtain a valid contract note/ confirmation memo from the broker/ sub-broker, within 24 hours of execution of the trade and it should be ensured that the Contract Note/ Confirmation Memo contains order no., trade no., trade time, quantity, price and brokerage.
23. Members can opt for one mode of voting i.e. either by physical ballot or through e-voting. If Members opt for e-voting then do not vote by Physical Ballot or vice versa. However, in case Members cast their vote both by Physical Ballot and e-voting,

then voting done through e-voting shall prevail and voting done by Physical Ballot will be treated as invalid.

In terms of the provisions of Section 107 of the Companies Act, 2013, since the resolutions as set out in this Notice are being conducted through e-voting or physical Ballot, the said resolutions will not be decided on a show of hands at the AGM. **The voting right of all shareholders shall be in proportion to their share in the paid up equity share capital of the Company as on the cut-off date i.e. July 4, 2017.**

24. Voting through electronic means:

In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as substituted by the Companies (Management and Administration) Amendment Rules, 2015 ('Amended Rules 2015') and Regulation 44 of the Listing Regulations and Secretarial Standard on General Meetings (SS2) issued by the Institute of Company Secretaries of India, the Company is pleased to provide its Members facility to exercise their right to vote on resolutions proposed to be considered at the 26<sup>th</sup> Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting votes by the Members using an electronic voting system from a place other than the venue of the AGM ("remote e-voting") will be provided by Central Depository Services (India) Limited (CDSL).

The facility for voting through ballot paper shall be made available at the AGM and the Members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.

The Company has appointed Mr. Himanshu S. Kamdar, Practising Company Secretary (Membership No. FCS 5171), Partner, M/s. Rathi & Associates as the Scrutinizer for conducting the remote e-voting and the voting process at the AGM in a fair and transparent manner.

**The instructions for shareholders voting electronically are as under:**

- (i) The Members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
- (ii) The voting period begins on **Saturday, July 08, 2017 at 10.00 a.m.** and ends on **Monday, July 10, 2017 at 5.00 p.m.** During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. July 4, 2017, may cast their vote electronically. The remote e-voting module shall be disabled by CDSL for voting thereafter.
- (iii) A person who is not a member as on the cut-off date should treat this Notice for information purpose only.
- (iv) Members desiring to cast their vote through remote e-voting should follow the steps mentioned below:
  - a. The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
  - b. Click on Shareholders tab.
  - c. Now Enter your User ID
    - For CDSL Demat account holders: 16 digits beneficiary ID,
    - For NSDL Demat account holders: 8 Character DP ID followed by 8 Digits Client ID,
    - Members holding shares in Physical Form should enter Folio Number registered with the Company.

- d. Next enter the Image Verification as displayed and Click on Login.
- e. If you are holding shares in De-mat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- f. If you are a first time user, follow the steps given below:

### For Members holding shares in Demat Form or Physical Form

PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)  Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Attendance Slip indicated in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or with the Company in order to login.  If both the details are not recorded with the depository or Company, please enter the Member Id / Folio Number in the Dividend Bank details field as mentioned in instruction (c) above.

- g. After entering these details appropriately, click on "SUBMIT" tab.
- h. Members holding shares in physical form will then directly reach to the Company selection screen. However, Members holding shares in De-mat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform.

**It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.**

- i. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- j. Click on the EVSN of JYOTHY LABORATORIES LIMITED on which you choose to vote.
- k. On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- l. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

- m. After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- n. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- o. You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- p. If a demat account holder has forgotten the changed login password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- q. **Shareholder(s) can also cast their vote(s) using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.**

#### (v) Note for Non – Individual Shareholders and Custodians

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
  - The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (vi) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - (vii) The results will be declared not later than forty-eight hours from conclusion of the meeting. The results declared along with the Scrutiniser's Report will be placed on the website of the Company at [www.jyothylaboratories.com](http://www.jyothylaboratories.com) and the website of CDSL viz., [www.evotingindia.com](http://www.evotingindia.com) immediately after the result is declared by the Chairman or any other person authorised by the Board of Directors of the Company and will simultaneously be forwarded to BSE Limited and National Stock Exchange of India Limited, where Equity Shares of the Company are listed.

## EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

### Item No. 4

Explanatory statement for this item is not mandatory, however the same has been provided for reference purpose.

As per the provisions of Section 139 of the Companies Act, 2013, no listed company can appoint or re-appoint an audit firm as its statutory auditor for more than two terms of five consecutive years and the said Section also provides a period of three years from the date of commencement of the Act to comply with this requirement. The said Companies Act, 2013 became applicable with effect from April 1, 2014.

Accordingly, the present Statutory Auditors, M/s. S R B C & CO LLP, Chartered Accountants (Firm Registration No. 324982E/ E300003), Mumbai, were appointed for a period of three years to hold office from the conclusion of the 23<sup>rd</sup> Annual General Meeting (AGM) till the conclusion of the 26<sup>th</sup> AGM of the Company to be held in the year 2017 (subject to ratification of their appointment at every AGM).

Earlier, S. R. Batliboi & Associates LLP (SRBA-LLP), (ICAI Firm Registration No. 101049W), Chartered Accountants (CAs), Mumbai, were appointed as Statutory Auditors of the Company for financial year 2013-14 at the 22<sup>nd</sup> Annual General Meeting (AGM) of the Company held on August 12, 2013 and prior to that, S. R. Batliboi & Associates (SRBA) were the Statutory Auditors of the Company since 2002-03.

In totality, all these three firms being under the same network of audit firms have completed a term of more than 10 years as stipulated in Section 139 of the Companies Act, 2013.

Accordingly, as per the said requirements of the Act, M/s. B S R & Co. LLP, Chartered Accountants (Firm Registration No. 101248W/ W-100022) are proposed to be appointed as Statutory Auditors for a period of 5 years, commencing from the conclusion of 26<sup>th</sup> AGM till the conclusion of the 31<sup>st</sup> AGM, subject to ratification of their appointment by Members of the Company at every Annual General Meeting.

M/s. B S R & Co. LLP, Chartered Accountants, have consented to the said appointment and confirmed that their appointment, if made, would be within the limits specified under Section 141(3) (g) of the Companies Act, 2013. They have further confirmed that they are not disqualified to be appointed as the Statutory Auditors in terms of the provisions of Section 139(1), Section 141(2) and Section 141(3) of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014.

B S R & Co. LLP, Chartered Accountants is an affiliate firm of KPMG and have their presence in 12 cities of India with over 200 Partners and Directors and over 2900 professionals. They are the market leaders in India in providing IFRS and Ind AS services.

None of the Directors and/ or Key Managerial Personnel of the Company and/ or their relatives are concerned or interested, financially or otherwise in the resolution set out in item No. 4 of the notice.

The Board recommends the resolution set forth in item No. 4 of the notice for approval of Members.

### Item No. 5

Section 197 of the Companies Act, 2013 permits payment of remuneration to Non-Executive Directors of a Company by way of commission, subject to approval of Members. Further, Section 197 of the Companies Act, 2013 specifies that the remuneration payable to Non-Executive Directors shall not exceed 1% (one percent) of the net profits of the Company, if there is a managing or whole time

director or manager and 3% (three percent) of net profits in any other case. The provisions of the said section also provide that the aforesaid percentages are exclusive of any fees paid to directors for attending meetings of the Board or Committees thereof.

The Members of the Company vide Postal Ballot process dated July 3, 2012 had approved the remuneration payable to Non-Executive Directors of the Company by way of commission not exceeding 1% (one percent) of the net profits of the Company for each year for a period of five years commencing from April 1, 2012 and ending on March 31, 2017.

The aforesaid approval obtained from shareholders was valid only for a period of 5 years. Since the validity of the earlier resolution passed by the shareholders expired on March 31, 2017, approval of Members is sought for extending the validity of the approval for a further period of 5 years commencing from 1 April, 2017.

Considering the rich experience and expertise brought to the Board by the Non-Executive Directors, it is proposed that, remuneration not exceeding one per cent of the net profits of the Company calculated in accordance with provisions of the Act, be continued to be paid and distributed amongst the Non-Executive Directors of the Company in accordance with the recommendations of the Nomination, Remuneration and Compensation Committee and approval of the Board of Directors of the Company, for a further period of five years commencing from 1 April 2017. Such payment will be in addition to payment of sitting fees for attending Board/ Committee meetings.

Details of commission and sitting fees paid to Non-Executive Directors during the Financial Year 2016-17 is provided in the annexure to the Directors Report and the Corporate Governance Report.

Except the Non-Executive Directors of the Company and/ or their relatives, none of the other Directors and / or Key Managerial Personnel of the Company and/ or their relatives are concerned or interested, financially or otherwise, in the resolution set out in item No. 5 of the notice.

The Board recommends the resolution set forth in Item No. 5 for the approval of Members

### Item No. 6

The Board of Directors at its meeting held on May 18, 2017 appointed M/s. R. Nanabhoy & Co., Cost Accountants (Firm Registration No. 000010), as the Cost Auditors of the Company to conduct audit of the Cost Accounting Records of the Company for the financial year ended March 31, 2017, at a remuneration amounting to ₹3,00,000 (Rupees Three Lacs Only) plus Tax as applicable and out of pocket expenses, if any.

In terms of the provisions of Section 148(3) of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors is required to be ratified by the shareholders of the Company.

Accordingly, consent of the Members is sought for approving the resolution as set out in Item No.6 of the Notice for ratification of remuneration payable to the Cost Auditors.

None of the Directors and / or Key Managerial Personnel of the Company and/ or their relatives are concerned or interested in the proposed resolution as set out in Item No.6 of this Notice.

The Board of Directors recommends the resolution in relation to ratification of remuneration to be paid to the Cost Auditors of the Company, for the approval of the shareholders of the Company.

**DETAILS OF DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT AS REQUIRED UNDER REGULATION 36 OF THE LISTING REGULATIONS AND SECRETARIAL STANDARD ON GENERAL MEETINGS (SS-2):**

Name of the Director	Ms. M. R. Jyothy
Date of Birth	January 14, 1978
Date of Appointment on the Board	January 1, 2004
Qualifications	B.Com, MBA from Wellingker's Institute of Management and Research, Family Managed Business Administration from S.P Jain Institute of Management, Mumbai and Owner/ President Management Programme from Harvard University, USA.
No. of Board Meetings Attended	6 of 6 Meetings
Expertise	Marketing and Brand Communication
Details of Directorship in other Companies	Sahyadri Agencies Limited
Chairmanship(s)/ Membership(s) of Committee held in other Companies	Nil
Shareholding in the Company	47,68,937 Equity Shares of Re. 1/- each.
Relationship between Directors inter-se	Daughter of Mr. M .P Ramachandran, Chairman and Managing Director of the Company.
Awards	<ol style="list-style-type: none"> <li>1) Emerging Kerala - Entrepreneurship Excellence Award for Women, 2015.</li> <li>2) Voted amongst the '50 Most Influential Women in Indian Media, Advertising and Marketing, 2015' by a jury chaired by media veteran, Mr. Sam Balsara, under the aegis of IMPACT of the exchange4media Group.</li> <li>3) Voted amongst the '50 Most Influential Women in Indian Media, Advertising and Marketing, 2016' by a jury chaired by media veteran, Mr. Sam Balsara, under the aegis of IMPACT of the exchange4media Group.</li> <li>4) Featured in the '100 MOST INFLUENTIAL MARKETING LEADERS' listing for India by The World Marketing Congress, 2016.</li> </ol>
Terms and Conditions of Appointment	The terms and conditions of appointment and remuneration of Ms. M. R. Jyothy would be governed by the terms and conditions approved by the Members of the Company vide their resolution passed through Postal Ballot/ E-voting dated December 1, 2016.
Last drawn remuneration	₹1,32,80,400 (for the financial year 2016-17)

Mumbai, May 18, 2017

Registered Office:

'Ujala House', Ramkrishna Mandir Road,

Kondivita, Andheri (East), Mumbai – 400059

Tel No.: 022 66892800 Fax No.: 022 66892805

E-mail: [secretarial@jyothy.com](mailto:secretarial@jyothy.com)

website: [www.jyothylaboratories.com](http://www.jyothylaboratories.com)

CIN: L24240MH1992PLC128651

By Order of the Board of Directors  
For Jyothy Laboratories Limited

Sd/-

Shreyas Trivedi

Head – Legal & Company Secretary

Membership No.: A12739



Route Map for the Venue of 26<sup>th</sup> Annual General Meeting of Jyothy Laboratories Limited



# Jyothy Laboratories Limited

Regd. Office: 'Ujala House' Ramkrishna Mandir Road, Kondivita, Andheri (E), Mumbai – 400 059  
 Tel No.: 022 66892800 Fax No.:022 66892805 E-mail: secretarial@jyothy.com website: www.jyothylaboratories.com  
 CIN: L24240MH1992PLC128651

## FORM NO. MGT – 11 PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 read with Rule 19(3) of the Companies  
 (Management and Administration) Rules, 2014]

Name of the Member(s) : (IN CAPITAL LETTERS)			
Registered address :			
E-mail Id :			
Folio No. / Client Id :		DP ID :	

I / We, being the Member(s) of ..... shares of the above named Company, hereby appoint

1.	Name		
	Address		
	E-mail Id	Signature	
	or failing him/her		
2.	Name		
	Address		
	E-mail Id	Signature	
	or failing him/her		
3.	Name		
	Address		
	E-mail Id	Signature	

as my/ our proxy to attend and vote (on a poll) for me/ us on my/our behalf at the **26<sup>th</sup> Annual General Meeting of the Company to be held on Tuesday, July 11, 2016 at 11.00 a.m. at M. C. Ghia Hall, Indian Textile Accessories & Machinery Manufacturers' Association, Bhogilal Hargovindas Building, 4<sup>th</sup> Floor, 18/20, K. Dubhash Marg, Kala Ghoda, Mumbai – 400001** and at any adjournment(s) thereof in respect of the resolutions, as indicated below:

- Adoption of the Audited Standalone and Consolidated Financial Statements for the year ended March 31, 2017 and the reports of the Board of Directors and Statutory Auditors thereon.
- Declaration of Dividend on equity shares of the Company for the financial year ended March 31, 2017.
- Appointment of Director in place of Ms. M. R. Jyothy, who retires by rotation and being eligible, offers herself for re-appointment.
- Appointment of Statutory Auditors and fixing their remuneration.
- Payment of remuneration to Non-Executive Directors of the Company by way of Commission.
- Ratification of remuneration of Cost Auditors.

AFFIX ₹1/-  
 REVENUE  
 STAMP

Signed this ..... day of ..... 2017.

Signature of Proxy holder(s): \_\_\_\_\_ Signature of Shareholder (s): \_\_\_\_\_

### Note:

- The instrument of Proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting.
- A Proxy need not be a Member of the Company.
- A person can act as a proxy on behalf of Members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a person as proxy and such person shall not act as a proxy for any other person or Shareholder.
- Appointing a proxy does not prevent a Member from attending the meeting in person if he/ she so wishes.
- In case of joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated.