## Tyothy 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 July 12, 2017

UJALA

To.

Bombay Stock Exchange 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: Voting results in respect of resolutions proposed in the Notice dated May 18, 2017 convening the 26<sup>th</sup> Annual General Meeting (AGM) of the Company held on July 11, 2017 in pusuance of Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations)

Dear Sirs,

With reference to captioned subject, please find attached herewith the Voting results in the format specified under Regulation 44(3) of the Listing Regulations.

As per the requirements of Companies Act, 2013 and the Listing Regulations, the Company had provided the facility of remote e-voting and physical voting through ballot to its Shareholders for voting on the business to be transacted at the 26<sup>th</sup> Annual General Meeting of the Company held on July 11, 2017. The Company had appointed Mr. Himanshu S. Kamdar, Practising Company Secretary, Partner, Rathi & Associates, Company Secretaries as the Scrutinizer for conducting the remote e-voting and physical voting though ballot process at the aforesaid Annual General Meeting. As per the Scrutinizer's report, all resolutions as set out in the Notice convening 26<sup>th</sup> Annual General Meeting have been duly approved by the Shareholders with requisite majority (Copy of the Scrutinizer's Report and Declaration of result by the Chairman of the Annual General Meeting is enclosed for ready reference).

Kindly take the above on your record and oblige.

Thanking you,

Yours faithfully,

For Jyothy Laboratories Limited

Shreyas Trivedi Head- Legal & Company Secretary

Encl: a/a.

			Јуон	hy Laboratories Lim	iteu			•
Date of Annual	General Meet	ing			1	1-Jul-17		
Tota number of Share	holders on Cu	t Off Date				79483		
No. of Shareholders pres	ent In the mee	ting either In						-
person	or proxy:		189					
Promoters and	Promoter Gro	up:						
			,			. 13		
Pii	blic:					13		
						176		
No. of Shareholders atte								
Video Conferencing: F		Promoter				NIL		
	roup: ıblic :							
	ione i		,					
			Receiving, co	nsidering and adopt	ting:			
				ted Standalone Fina		•	• •	•
			March 31, 20	17, including the Au	idited Balance	Sheet as at f	March 31, 2017, the	Statement of
				and Cash Flow State		•	_	•
				17 including Schedu				
			reports of the Board of Directors ('the Board') and the Statutory Auditors thereon; and					
			1(b) the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2017					
Resolution Required : (O	rdinary)		March 31, 20	17				
Whether promoter/ pro	moter group a	re interested	NO					
in the agenda/resolution	1?							
Category	Mode of						•	
	Voting		l `	% of Votes Polled			% of Votes in	
		No. of	No. of votes	_		No. of Votes		% of Votes against
		shares held	polled	shares	– in favour	–Against	polled	on votes polled
<u> </u>	C Making		polled [2]	shares [3]={[2]/[1]}*100	– in favour [4]	-Against [S]	polled [6]={[4]/(2]}*100	on votes polled [7]={[5]/{2]}*100
	E-Voting	shares held	polled [2] 121533847	shares [3]={[2]/[1]}*100 100.0000	- in favour [4] 121533847	-Against [5] 0	polled [6]={[4]/(2]}*100 100.0000	on votes polled [7]={[5]/{2]}*100 0.0000
Promoter and Promoter	E-Voting Poll	shares held [1]	polled [2]	shares [3]={[2]/[1]}*100	– in favour [4]	-Against [S]	polled [6]={[4]/(2]}*100 100.0000	on votes polled [7]={[5]/{2]}*100
Promoter and Promoter Group		shares held [1] 121533847	polled [2] 121533847	shares [3]={[2]/[1]}*100 100.0000	- in favour [4] 121533847 0	-Against [5] 0	polled [6]={[4]/{2]}*100 100.0000 0.0000	on votes polled [7]={[5]/{2}}*100 0.0000 0.0000
	Poll	shares held [1] 121533847	polled [2] 121533847 0	shares [3]={[2]/[1]}*100 100.0000 0.0000	- in favour [4] 121533847 0	-Against [5] 0	polled [6]={[4]/[2]}*100 100.0000 0.0000	on votes polled [7]={[5]/{2}}*100 0.0000 0.0000 .00000
	Poll Postal Ballot	shares held [1] 121533847	polled [2] 121533847 0	shares [3]={[2]/[1]}*100 100.0000 0.0000	- in favour [4] 121533847 0	-Against [5] 0 . 0	polled [6]={[4]/(2]}*100 100.0000 0.0000 0.0000 100.0000 100.0000	on votes polled [7]={[S]/{2}}*100 0.0000 0.0000 0.0000 0.0000
	Poll Postal Ballot Total	shares held [1] 121533847	polled [2] 121533847 0 0 121533847	shares [3]={[2]/[1]}*100 100.0000 0.0000  0.0000 100.0000 70.9485	- in favour [4] 121533847 0 0 121533847 25596829	-Against [5] 0 . 0	polled [6]={[4]/(2]}*100 100.0000 0.0000 0.0000 100.0000 100.0000	on votes polled [7]={[5]/{2}}*100 0.0000 0.0000 0.0000 0.0000
	Poll Postal Ballot Total E-Voting Poll	shares held [1] 121533847 36078024	polled [2] 121533847 0 0 121533847 25596829	shares [3]={[2]/[1]}*100 100.0000 0.0000 0.0000 100.0000 70.9485 0.0000	- in favour [4] 121533847 0 0 121533847 25596829	-Against [5] 0 . 0 0 0 0 0 0	polled [6]={[4]/{2]}*100 100.0000 0.0000 0.0000 100.0000 100.0000 0.0000	on votes polled [7]={[5]/{2]}*100 0.0000 0.0000 0.0000 0.0000 0.0000 0.0000
Group	Poll Postal Ballot Total E-Voting Poll Postal Ballot	shares held [1] 121533847 36078024	polled [2] 121533847 0 0 121533847 25596829 0	shares [3]={[2]/[1]}*100 100.0000 0.0000 0.0000 100.0000 70.9485 0.0000	- in favour [4] 121533847 0 0 121533847 25596829 0	-Against [5] 0 . 0 0 0 0 0 0 0	polled [6]={[4]/{2]}*100 100.0000 0.0000 0.0000 100.0000 100.0000 0.0000 0.0000	on votes polled [7]={[5]/{2]}*100 0.0000 0.0000 0.0000 0.0000 0.0000 0.0000 0.0000
Group	Poli Postal Ballot Total E-Voting Poli Postal Ballot Total	shares held [1] 121533847 36078024	polled [2] 121533847 0 0 121533847 25596829 0 0 25596829	shares [3]={[2]/[1]}*100 100.0000 0.0000 0.0000 100.0000 70.9485 0.0000 70.9485	- in favour [4] 121533847 0 121533847 25596829 0 0 25596829	-Against [5] 0 0 0 0 0 0 0 0 0 0 0	polled [6]={[4]/{2]}*100 100.0000 0.0000 0.0000 100.0000 100.0000 0.0000 0.0000 100.0000	on votes polled [7]={[5]/{2]}*100 0.0000 0.0000 0.0000 0.0000 0.0000 0.0000 0.0000 0.0000
Group	Poli Postal Ballot Total E-Voting Poli Postal Ballot Total E-Voting	shares held [1] 121533847 36078024	polled [2] 121533847 0 0 121533847 25596829 0 0 25596829 37432	shares [3]={[2]/[1]}*100 100.0000 0.0000 0.0000 100.0000 70.9485 0.0000 70.9485 0.1555	- in favour [4] 121533847 0 121533847 25596829 0 25596829 37416	-Against [5] 0 0 0 0 0 0 0 0 16	polled [6]={[4]/{2]}*100 100.0000 0.0000 0.0000 100.0000 100.0000 0.0000 0.0000 100.0000 99.9573	on votes polled [7]={[5]/{2]}*100 0.0000 0.0000 0.0000 0.0000 0.0000 0.0000 0.0000 0.0000 0.0000
Group Public Institutions	Poli Postal Ballot Total E-Voting Poli Postal Ballot Total	shares held [1] 121533847 36078024	polled [2] 121533847 0 0 121533847 25596829 0 0 25596829	shares [3]={[2]/[1]}*100 100.0000 0.0000 0.0000 100.0000 70.9485 0.0000 70.9485	- in favour [4] 121533847 0 121533847 25596829 0 0 25596829	-Against [5] 0 0 0 0 0 0 0 0 0 0 0	polled [6]={[4]/{2]}*100 100.0000 0.0000 0.0000 100.0000 100.0000 0.0000 0.0000 100.0000 99.9573	on votes polled [7]={[5]/{2]}*100 0.0000 0.0000 0.0000 0.0000 0.0000 0.0000 0.0000 0.0000 0.0000
Group	Poli Postal Ballot Total E-Voting Poli Postal Ballot Total E-Voting Poli	shares held [1]  121533847  36078024  24071853	polled [2] 121533847 0 0 121533847 25596829 0 0 25596829 37432 83318	shares [3]={[2]/[1]}*100 100.0000 0.0000 0.0000 100.0000 70.9485 0.0000 70.9485 0.1555 0.3461	- in favour [4] 121533847 0 121533847 25596829 0 25596829 37416 83318	-Against [5] 0 0 0 0 0 0 0 0 0 16	polled [6]={[4]/{2]}*100 100.0000 0.0000 100.0000 100.0000 0.0000 0.0000 100.0000 100.0000 100.0000	on votes polled [7]={[5]/{2]}*100 0.0000 0.0000 0.0000 0.0000 0.0000 0.0000 0.0000 0.0000 0.0000
Group Public Institutions	Poli Postal Ballot Total E-Voting Poli Postal Ballot Total E-Voting	shares held [1]  121533847  36078024  24071853	polled [2] 121533847 0 0 121533847 25596829 0 0 25596829 37432	shares [3]={[2]/[1]}*100 100.0000 0.0000 100.0000 70.9485 0.0000 70.9485 0.1555 0.3461	- in favour [4] 121533847 0 121533847 25596829 0 25596829 37416 83318	-Against [5] 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0	polled [6]={[4]/{2]}*100 100.0000 0.0000 0.0000 100.0000 0.0000 0.0000 0.0000 100.0000 100.0000 0.0000 0.0000 0.0000	on votes polled [7]={[5]/{2]}*100 0.0000 0.0000 0.0000 0.0000 0.0000 0.0000 0.0000 0.0000 0.0000



			Jyoti	ny Laboratories Limi	ted			
Resolution Required : (O	rdinary)		<ol> <li>Declaration</li> <li>2017.</li> </ol>	n of Dividend on eq	ulty shares o	f the Compan	γ for the financial γ	ear ended March
Whether promoter/ proi		re	NO .					
Category	Mode of Voting	No. of	No. of votes	% 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	
······································	E-Voting		121533847	100.0000	121533847	0	100.0000	
Promoter and Promoter	Poll	:	0	0.0000	0	0	0.0000	0.0000
Group	Postal Ballot	121533847	0	0.0000	0	0	0.0000	
	Total		121533847	100.0000	121533847	0	100.0000	
	E-Voting		27500129	76.2240	27500129	0	100.0000	0.0000
	Poli		0	0.0000	. 0	0	0.0000	0.0000
Public Institutions	Postal Ballot	36078024	0	0.0000	0	o	0.0000	
	Total		27500129	76.2240	27500129	0	100.0000	
	E-Voting		37432	0.1555	37421	11	99.9706	
	Poll		83318	0.3461	83318	0	100.0000	0.0000
Public Non Institutions	Postal Ballot	24071853	0	0.0000		0	0.0000	
	Total		120750		120739	11	99.9909	<b></b>
Total		181683724	149154726	82.0958	149154715	11	100.0000	0.0000



			Jyot	hy Laboratories Lim	ited				
Resolution Required : (O	rdinary)			3. Appointment of Ms M.R. Jyothy (DIN: 00571828) as Director of the Company, who retired by otation and being eligible, offered herself for re-appointment.					
Whether promoter/ pror	٠,	re		NO					
interested in the agenda,									
Category	Mode of								
	Voting			% of Votes Polled	No₊ of	No. of	% of Votes in		
		No. of	No. of votes	on outstanding	Votes – in	Votes	favour on votes	% of Votes against	
		shares held	polled	shares	favour	-Against	polled	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	100.0000	121533847	0	100.0000	0.0000	
	Poll		0	0.0000	0	0	0.0000	0.0000	
		121533847							
Group	Postal Ballot		0	0.0000	0	0	0.0000	0,0000	
	Total		121533847	100.0000	121533847	0	100.0000	0.0000	
	E-Voting		27500129	76.2240	26489512	1010617	96.3250	3.6750	
	Poll		0	0.0000	0	0	0.0000	0.0000	
Public Institutions		36078024							
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	
	Total		27500129	76.2240	26489512	1010617	96.3250	3.6750	
	E-Voting		37382	0.1553	37266	116	99.6897	0.3103	
	Poli		83318	0.3461	74615	8703	89.5545	10.4455	
Public Non Institutions		24071853							
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	
	Total		120700	0.5014	111881	8819	92,6935	7.3065	
Total		181683724	149154676	82.0958	148135240	1019436	99.3165	0.6835	



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		204	Jyot	hy Laboratories Lin	nited	-		
Resolution Required : (Ordinary) Whether promoter/ promoter group are Interested in the agenda/resolution?			4. Appointm 101248W/W Auditors, M, 324982E/E30	4. Appointment of M/s B S R & Co. LLP, Chartered Accountants, Mumbal (Firm Registration No 101248W/W-100022) as the Statutory Auditors of the Company in place of the retiring Statuto 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				
	/resolution?					NO		
Category	Mode of Voting	No. of shares held	No. of votes	% 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
	E-Voting		121533847	100.0000	121533847	0	100.0000	
Promoter and Promoter	Poll		0	0.0000	0	0	0.0000	0.0000
Group	Postal Ballot	121533847	0	0.0000	0	0	0.0000	0.0000
	Total		121533847	100.0000	121533847	0	100.0000	0.0000
	E-Voting		25636829	71.0594	25636829	0	100.0000	0.0000
Public Institutions	Poll	36078024	0	0.0000	. 0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	o	0.0000	0.0000
	Total		25636829	71.0594	25636829	0	100.0000	0.0000
	E-Voting		37432	0.1555	37416	16	99.9573	0.0427
Public Non Institutions	Poll	240740-0	83318	0.3461	83318	0	100.0000	0.0000
r oone non institutions	Postal Ballot	24071853	0	0.0000	. 0	0	0.0000	0.0000
Total	Total	101002724	120750	0.5016	120734	16	99.9867	0.0133
10(8)		181683724	147291426	81.0702	147291410	16	100.0000	0.0000



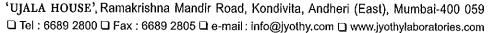
			Jyot	thy Laboratories Lin	iited				
			5. Approval	of annual payment	of remunerat	on by way of	commission, for a	period of five	
			years, comn	encing from April 1	, 2017, to the	Directors of	the Company (whe	ther existing or	
			future) othe	years, commencing from April 1, 2017, to the Directors of the Company (whether existing or future) other than the Managing/Whole-time Directors not exceeding 1% of the net profits of					
			the Compan	y of the respective	inancial vear	computed in	the manner refers	ad to in Castian 10	
			of the Comp	anies Act. 2013. in s	uch proportie	n/manner a	: may be determine	ea to ili section 19	
Resolution Required : (C	ordinary)		Directors of	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					
Whether promoter/ pro	moter group a	are			tat oden teme	ncration paid	a shan be in additio	n to the payment	
interested in the agenda			i			NO			
Category	Mode of	Γ					· ·	<del></del>	
	Voting			% of Votes Polled	No. of	No. of	% of Votes in	]	
		No. of	No. of votes		Votes – in	Votes	favour on votes	0/ -434-1	
	İ	shares held	polled	shares	favour	-Against	polled	% of Votes agains	
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]		on votes polled	
	E-Voting	i	121533847	100.0000	121533847	[2]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100	
Promoter and Promoter	Poll	1	0	0.0000	0	0	100.0000		
		121533847		0.0000			. 0.0000	0.0000	
Group	Postal Ballot		0	0.0000	۸	o	0.0000		
	Total		121533847	100.0000	121533847	0	0.0000	0,000	
	E-Voting .		27500129	76,2240	25193407	2306722	100.0000	0.0000	
	Poll		0	0.0000	23133407	2300722	91.6120	8.3880	
Public Institutions		36078024		0.0000			0.0000	0.0000	
	Postal Ballot		o	0.0000	ام	o	0.0000		
	Total		27500129	76.2240	25193407	2306722	0.0000	0.0000	
	E-Voting		37432	0.1555	37361	71	91.6120	8.3880	
•	Poll		83318	0.3461	74090	9228	99.8103	0.1897	
Public Non Institutions		24071853		0,5401	74030	3228	88.9244	11.0756	
	Postal Ballot		ი	0.0000	ام	0	0.0000		
	Total		120750	0.5016	111451	9299	0.0000	0.0000	
Total		181683724	149154726	82.0958	146838705	2316021	92.2990	7.7010	
	I			02.0556	140030703	2310021	98.4472	1,5528	



				hy Laboratories Lim				
			6. Approval	of payment of remu	neration to N	1/s R. Nanabi	oy & Co., Cost Acco	untants (Firm
			Registration	Number 000010), a	ppointed as t	he Cost Audit	ors of the Company	for the financial
			year ended I	March 31, 2017, am	ounting to INI	R 3,00,000/- (	Rupees Three Lacs	onivi per annum
Resolution Required : (O	rdinary)			pplicable and out of			•	
Stille a blood and an analysis of the analysis								
Whether promoter/ prov	- ,	ire	NO					
interested in the agenda	1	1						
Category	Mode of							
	Voting		l	% of Votes Polled	No. of	No. of	% of Votes in	
	l	No. of	No. of votes		Votes – în	Votes	favour on votes	% of Votes against
		shares held	polled	shares	favour	-Against	polled	on votes polled
		[1]	[2]	[3]={(2]/(1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
,	E-Voting	Į	121533847	100.0000	121533847	0	100.0000	0.0000
Promoter and Promoter	Poll	ļ	0	0.0000	0	0	0.0000	0.0000
Group		121533847						
	Postal Ballot		. 0	0.0000	0	0	0.0000	0.0000
	Total		121533847	100.0000	121533847	0	100.0000	0.0000
	E-Voting	į	27500129	76.2240	27500129	0	100.0000	0.0000
	Poll	Į	0	0.0000	0	0	0.0000	0.0000
Public Institutions		36078024			•	_		
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		27500129	76.2240	27500129	0	100.0000	0.0000
	E-Voting		37432	0.1555	37416	16	99.9573	0.0427
	Poll		83318	0.3461	83318	0	100.0000	0.0000
Public Non Institutions		24071853						
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		120750	0.5016	120734	16	99.9867	0.0133
Total		181683724	149154726	82.0958	149154710	16	100,0000	



CIN - L24240MH1992PLC128651





#### JYOTHY LABORATORIES LIMITED

26<sup>TH</sup> ANNUAL GENERAL MEETING HELD ON JULY 11, 2017

<u>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 26<sup>th</sup> Annual General Meeting of Jyothy Laboratories Limited held on July 11, 2017</u>

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 26<sup>th</sup> 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 26<sup>th</sup> 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 26<sup>th</sup> 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



# 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

	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"

1

For Jyothy Laboratories Ltd

... M. P. Kamchandran Ebairman & 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 Physical 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 Š. KAMDAR

PARTNER

FCS NO. 5171

COP NO. 3030

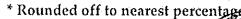
### **ANNEXURE**

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

				Resolutio	on 1	
Sr. No.	Particu	lars	No. of remote	ballots/ e-voting		
			confirm	ations	voted	
a.	Votes c	ast through physical ballots		83	83,344	
ь.	Remote	e-voting confirmations received		133	147,168,108	
	Total			216	147,251,452	
c.	Less:	Invalid ballots/remote e-voting			×.	
				2	26	
d.	Net va	alid physical ballots/remote e-voting				
	confirm	nations		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	



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

		,		Resoluti	on 2	
Sr. No.	Particu	lars	No. of remote	ballots/ e-voting	No. of Shares	
			confirmations voted			
a.	Votes ca	ast 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 ations			,	
				2	26	
d.	!	lid physical ballots/remote e-voting				
	confirm	ations		223	149,154,726	
	(i)	Physical ballots/remote e-voting		•		
		confirmations with assent for the				
		Resolution				
		0/ ()		218	149,154,715	
		% of Assent			100.00*	
	(ii)	Physical ballots/remote e-voting				
	-	confirmations with dissent for the				
		Resolution			_ :	
		9/ of Discout		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.

	-			Resoluti	on 3	
Sr.			No. of	ballots/	No. of	
No.	Particu	ılars	remote	e-voting	Shares	
			confirm	ations	voted	
a.	Votes	cast through physical ballots		83	83,344	
b.	Remote	e e-voting confirmations received				
	Total			141	149,071,358	
	_{			224	149,154,702	
c.	Less:	Invalid ballots/remote e-voting		•		
	confirm	nations		2	26	
d.	Net va	alid physical ballots/remote e-voting		222	149,154,676	
	1	nations			147,104,070	
	(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	4			
		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.

				Resoluti	on 4
Sr. No.	Particu	lars	No. of remote	ballots/ e-voting	
			confirm	ations	voted
a.	Votes ca	ast 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 ations			
				2	26
d.	Net va	lid physical ballots/remote e-voting ations		215	147,291,426
	(i)	Physical ballots/remote e-voting confirmations with assent for the Resolution			
		Resolution		209	147,291,410
		% of Assent		<b>!</b>	100.00
	(ii)	Physical ballots/remote e-voting	•		
•		confirmations with dissent for the Resolution			,
				6	16
	٠.	% 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,

			Resolution 5		
Sr. No.	Particu	lars	No. of remote	ballots/ e-voting	Shares
	**		confirmations		voted
a	Votes c	ast 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			
	Communication			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	j.		
	,	Resolution		210	146,838,705
		% of Assent	98.48		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.

			Resolution 6		
Sr. No.	Particu	lars	No. of remote	e-voting	1
	Valor		confirmations		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: Ihvalid 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			
		0/ (12)		6	16
		% of Dissent			0.00

\* Rounded off to nearest percentage