



**24<sup>TH</sup> ANNUAL GENERAL MEETING HELD ON JULY 30, 2015**


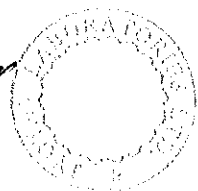
**Declaration of results of E-voting / Ballot Forms voting in respect of 24<sup>th</sup> Annual general Meeting of Jyothy Laboratories limited held on July 30, 2015**

As per provisions of the Companies Act, 2013 and the Listing Agreement, the Company had provided the facility of e-voting and voting through Ballot Forms to the Members to enable them to cast their votes on the resolutions proposed in the Notice of the 24<sup>th</sup> Annual General Meeting.

Members voting through e-voting / Postal Ballot voting till July 29, 2015 (upto 5.00 p.m.) being the last date fixed for e-voting and for receipt of Postal Ballot forms have been considered by the Scrutinizer. Further, to enable those Members who could not vote through e-voting or Physical Ballot, physical Ballot Forms were made available at the AGM. The Company had appointed Mr. Himanshu S. Kamdar, Practicing Company Secretary, Partner, Rathi & Associates, Mumbai as the Scrutinizer to scrutinize the voting process for the 24<sup>th</sup> AGM of the Company.

Based on the Scrutinizer's report dated July 31, 2015, *I hereby declare that all the 8 (Eight) resolutions, as set out in the Notice of 24<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 the Audited Standalone and Consolidated financial statements of the Company for the financial year ended March 31, 2015, and the reports of the Board of Directors ("the Board") and the Auditors.	100%	0.00	Ordinary
2	Declaration of dividend for the financial year ended March 31, 2015.	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.	100%	0.00	Ordinary
4	Ratification of appointment of Auditors.	99.56%	0.44%	Ordinary
5	Re-appointment of Mr. T. Ananth Rao as Head – Operations.	99.55%	0.45%	Ordinary

# *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



UJALA

6	Re-appointment of Mr. Ravi Razdan as Head – IT & HR.	99.55%	0.45%	Ordinary
7	Re-appointment of Ms. M. R. Deepthy as General Manager – Finance and Assistant Company Secretary.	98.70%	1.30%	Ordinary
8	Ratification of remuneration of Cost Auditors.	100%	0%	Ordinary

The Scrutinizer's Report on the voting process conducted for the 24<sup>th</sup> AGM is annexed herewith.

For JYOTHY LABORATORIES LIMITED



Date: August 1, 2015

Place: Mumbai

(M. P. Ramachandran)  
Chairman & Managing Director

# 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

1<sup>st</sup> August, 2015

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 24<sup>th</sup> Annual General Meeting of the Members of Jyothy Laboratories Limited held on 30<sup>th</sup> July, 2015:**

Jyothy Laboratories Limited ("the Company") has, vide resolution of its Board of Directors dated 25<sup>th</sup> May, 2015, appointed the undersigned as the Scrutinizer to ensure that the process of remote e-voting and physical voting through ballot (including ballots through post) on the resolutions contained in the Notice dated 25<sup>th</sup> May, 2015, 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 Clause 35B of the Listing Agreement, 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 thereunder and the applicable provisions of the Listing Agreement, relating to remote e-voting and physical ballot voting (including ballots through post) on the resolutions contained in the aforesaid Notice of the 24<sup>th</sup> 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 (including ballots received through post) is done in a fair and transparent manner and to make a Consolidated Scrutinizer's Report of the votes cast "in favour" or "against" the resolutions, based on the reports generated from the remote e-voting system of Central Depository Services (India) Limited (CDSL) and of voting through ballot as provided by Link Intime (India) Private Limited, the agencies engaged by the Company to provide voting facilities at the AGM.



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 or through e-mail), for seeking approval of members on following resolutions:

- (a) Resolution No. 1 as an Ordinary Resolution for consideration and adoption of the Audited Financial Statements of the Company for the year ended 31<sup>st</sup> March, 2015 together with the Reports of the Board of Directors and Auditors thereon.
- (b) Resolution No. 2 as an Ordinary Resolution to declare dividend on Equity Shares of the Company for the year ended 31<sup>st</sup> March, 2015.
- (c) Resolution No. 3 as an Ordinary Resolution to appoint a Director in place of Ms. M. R. Jyothy (DIN 00571828), who retires by rotation and being eligible, has offered herself for re-appointment.
- (d) Resolution No. 4 as an Ordinary Resolution for ratification of appointment of M/s. S R B C & Co. LLP, Chartered Accountants (Registration No. 324982E) as the Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of the 25<sup>th</sup> Annual General Meeting and to authorize the Board to fix their remuneration.
- (e) Resolution No. 5 as an Ordinary Resolution for re-appointment of Mr. T. Ananth Rao, relative of Mr. M. P. Ramachandran, Chairman & Managing Director and Ms. M. R. Jyothy, Whole Time Director of the Company as Head -Operations of the Company, with effect from 1<sup>st</sup> October, 2015 to 30<sup>th</sup> September, 2018.
- (f) Resolution No. 6 as an Ordinary Resolution for re-appointment of Mr. Ravi Razdan, relative of Mr. M. P. Ramachandran, Chairman & Managing Director of the Company as Head IT & Human Resource of the Company with effect from 1<sup>st</sup> October, 2015 to 30<sup>th</sup> September, 2018.
- (g) Resolution No. 7 as an Ordinary Resolution for re-appointment of Ms. M. R. Deepthi, relative of Mr. M. P. Ramachandran, Chairman & Managing Director and Ms. M. R. Jyothy, Whole Time Director of the Company as General Manager- Finance and Assistant Company Secretary of the Company, with effect from 1<sup>st</sup> October, 2015 to 30<sup>th</sup> September, 2018.
- (h) Resolution No. 8 as an Ordinary Resolution for ratification of remuneration payable to M/s. R. Nanabhoy & Co, Cost Accountants (Firm Registration No.: 000010) Cost Auditors of the Company for the Financial Year ending 31<sup>st</sup> March, 2016.



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 sent Ballot Forms with the Annual Report to all the Shareholders pursuant to the provisions of Clause 35B of the Listing Agreement, to enable them to vote through postal ballot and also made available the physical ballots at the 24<sup>th</sup> AGM to enable them 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 Monday, 27<sup>th</sup> July, 2015 upto 5.00 p.m. of Wednesday, 29<sup>th</sup> July, 2015. Accordingly, e-votes casted upto 5.00 p.m. of 29<sup>th</sup> July, 2015 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. The ballots received through post upto 5.00 p.m. of 29<sup>th</sup> July, 2015 have also been considered for my scrutiny.

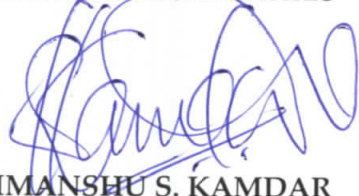
After the conclusion of the Annual General Meeting, first the voting conducted through physical ballot at the meeting, and thereafter through remote e-voting had been unblocked in the presence of two witnesses not in employment of the Company, namely Ms. Prachi Jain and Mr. Vishal Panjabi. A summary of the votes cast by shareholders through remote e-voting and physical ballot (including ballots received through post) at the 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 (including ballots received through post) at the 24<sup>th</sup> 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 Ballot (including ballots received through post) and through remote e-voting confirmations received for each of the resolutions is given below:

### For Resolution 1:

Sr. No.	Particulars	Resolution 1	
		No. of Ballots / Remote E-Voting	No. of Shares voted
a.	Votes cast through physical ballot	40	541470
b.	Remote e-voting Confirmations received	102	145628055
	<b>Total</b>	<b>142</b>	<b>146169525</b>
c.	Less: Invalid Ballot / Remote e-voting confirmations	5	18107464
d.	<b>Net Valid Physical Ballot Forms / Remote e-Voting</b>	<b>137</b>	<b>128062061</b>
	(i) Physical Ballot Forms / Remote e-voting with assent for the Resolution	137	128062061
	<b>% of Assent</b>	<b>100.00</b>	<b>-</b>
	(ii) Physical Ballot Forms / Remote e-voting with dissent for the Resolution	0	0
	<b>% of Dissent</b>	<b>0.00</b>	<b>-</b>



For Resolution 2:

Sr. No.	Particulars	Resolution 2	
		No. of Ballots / Remote E-Voting	No. of Shares voted
a.	Votes cast through physical ballot	43	541654
b.	Remote e-voting Confirmations received	109	146757162
	<b>Total</b>	<b>152</b>	<b>147298816</b>
c.	Less: Invalid Ballot / Remote e-voting confirmations	5	18107464
d.	<b>Net Valid Physical Ballot Forms / Remote e-Voting</b>	<b>147</b>	<b>129191352</b>
	(i) Physical Ballot Forms / Remote e-voting with assent for the Resolution	147	129191352
	<b>% of Assent</b>	<b>100.00</b>	<b>-</b>
	(ii) Physical Ballot Forms / Remote e-voting with dissent for the Resolution	0	0
	<b>% of Dissent</b>	<b>0.00</b>	<b>-</b>



For Resolution 3:

Sr. No.	Particulars	Resolution 3	
		No. of Ballots / Remote E-Voting	No. of Shares voted
a.	Votes cast through physical ballot	41	541353
b.	Remote e-voting Confirmations received	109	146757162
	<b>Total</b>	<b>150</b>	<b>147298515</b>
c.	Less: Invalid Ballot / Remote e-voting confirmations	5	18107464
d.	<b>Net Valid Physical Ballot Forms / Remote e-Voting</b>	<b>145</b>	<b>129191051</b>
(i)	Physical Ballot Forms / Remote e-voting with assent for the Resolution	144	129190951
	<b>% of Assent</b>	<b>*100.00</b>	<b>-</b>
(ii)	Physical Ballot Forms / Remote e-voting with dissent for the Resolution	1	100
	<b>% of Dissent</b>	<b>0.00</b>	<b>-</b>

\*Rounded off to 100





**For Resolution 4:**

Sr. No.	Particulars	Resolution 4	
		No. of Ballots / Remote E-Voting	No. of Shares voted
a.	Votes cast through physical ballot	39	541412
b.	Remote e-voting Confirmations received	108	146754092
	<b>Total</b>	<b>147</b>	<b>147295504</b>
c.	Less: Invalid Ballot / Remote e-voting confirmations	5	18107464
d.	<b>Net Valid Physical Ballot Forms / Remote e-Voting</b>	<b>142</b>	<b>129188040</b>
	(i) Physical Ballot Forms / Remote e-voting with assent for the Resolution	138	128618004
	<b>% of Assent</b>	<b>99.56</b>	<b>-</b>
	(ii) Physical Ballot Forms / Remote e-voting with dissent for the Resolution	4	570036
	<b>% of Dissent</b>	<b>0.44</b>	<b>-</b>



For Resolution 5:

Sr. No.	Particulars	Resolution 5	
		No. of Ballots / Remote E-Voting	No. of Shares voted
a.	Votes cast through physical ballot	42	541652
b.	Remote e-voting Confirmations received	101	141008860
	<b>Total</b>	<b>143</b>	<b>141550512</b>
c.	Less: Invalid Ballot / Remote e-voting confirmations	5	18107464
d.	<b>Net Valid Physical Ballot Forms / Remote e-Voting</b>	<b>138</b>	<b>123443048</b>
(i)	Physical Ballot Forms / Remote e-voting with assent for the Resolution	134	122887388
	<b>% of Assent</b>	<b>99.55</b>	<b>-</b>
(ii)	Physical Ballot Forms / Remote e-voting with dissent for the Resolution	4	555660
	<b>% of Dissent</b>	<b>0.45</b>	<b>-</b>



**For Resolution 6:**

Sr. No.	Particulars	Resolution 6	
		No. of Ballots / Remote E-Voting	No. of Shares voted
a.	Votes cast through physical ballot	43	541654
b.	Remote e-voting Confirmations received	102	140596912
	<b>Total</b>	<b>145</b>	<b>141138566</b>
c.	Less: Invalid Ballot / Remote e-voting confirmations	5	18107464
d.	<b>Net Valid Physical Ballot Forms / Remote e-Voting</b>	<b>140</b>	<b>123031102</b>
(i)	Physical Ballot Forms / Remote e-voting with assent for the Resolution	137	122475517
	<b>% of Assent</b>	<b>99.55</b>	<b>-</b>
(ii)	Physical Ballot Forms / Remote e-voting with dissent for the Resolution	3	555585
	<b>% of Dissent</b>	<b>0.45</b>	<b>-</b>



For Resolution 7:

Sr. No.	Particulars	Resolution 7	
		No. of Ballots / Remote E-Voting	No. of Shares voted
a.	Votes cast through physical ballot	37	540359
b.	Remote e-voting Confirmations received	99	60274925
	<b>Total</b>	<b>136</b>	<b>60815284</b>
c.	Less: Invalid Ballot / Remote e-voting confirmations	5	18107464
d.	<b>Net Valid Physical Ballot Forms / Remote e-Voting</b>	<b>131</b>	<b>42707820</b>
	(i) Physical Ballot Forms / Remote e-voting with assent for the Resolution	127	42152135
	<b>% of Assent</b>	<b>98.70</b>	<b>-</b>
	(ii) Physical Ballot Forms / Remote e-voting with dissent for the Resolution	4	555685
	<b>% of Dissent</b>	<b>1.30</b>	<b>-</b>



For Resolution 8:

Sr. No.	Particulars	Resolution 8	
		No. of Ballots / Remote E-Voting	No. of Shares voted
a.	Votes cast through physical ballot	38	541506
b.	Remote e-voting Confirmations received	108	146757112
	<b>Total</b>	<b>146</b>	<b>147298618</b>
c.	Less: Invalid Ballot / Remote e-voting confirmations	5	18107464
d.	<b>Net Valid Physical Ballot Forms / Remote e-Voting</b>	<b>141</b>	<b>129191154</b>
	(i) Physical Ballot Forms / Remote e-voting with assent for the Resolution	140	129191054
	<b>% of Assent</b>	<b>*100.00</b>	<b>-</b>
	(ii) Physical Ballot Forms / Remote e-voting with dissent for the Resolution	1	100
	<b>% of Dissent</b>	<b>0.00</b>	<b>-</b>

\*Rounded off to 100

