



## JYOTHY LABS LIMITED

(Formerly Known As Jyothy Laboratories Limited)

CIN: L24240MH1992PLC128651

Regd. Office: 'UJALA HOUSE', Ram Krishna Mandir Road, Kondivita, Andheri (East), Mumbai- 400059;

Tel.: 91-22-66892800 Fax: 91-22-66892805

Email: [secretarial@jyothy.com](mailto:secretarial@jyothy.com) Website: [www.jyothy.com](http://www.jyothy.com)

## Notice

**NOTICE** is hereby given that the 29<sup>th</sup> Annual General Meeting (AGM) of the Members of Jyothy Labs Limited (Formerly known as Jyothy Laboratories Limited) will be held on **Friday, August 7, 2020** at **12:00 noon** through **Video Conferencing (VC)/Other Audio Visual Means (OVAM)** to transact the following business:

### **ORDINARY BUSINESS:**

#### **1. To receive, consider and adopt:**

- (a) the Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2020, comprising of the Audited Balance Sheet as at March 31, 2020, the Statement of Profit & Loss and Cash Flow Statement for the Financial Year April 1, 2019 to March 31, 2020 including its Schedules and the Notes attached thereto and forming part thereof along with the reports of the Board of Directors and the Statutory Auditors thereon; and
  - (b) the Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2020, comprising of the Audited Consolidated Balance Sheet as at March 31, 2020, the Statement of Consolidated Profit & Loss and Cash Flow Statement for the Financial Year April 1, 2019 to March 31, 2020 including its Schedules and the Notes attached thereto and forming part thereof along with the report of the Statutory Auditors thereon.
2. To confirm the payment of interim dividend on the equity shares of the Company which was declared on March 12, 2020 as the final dividend for the Financial Year 2019-20.
  3. To appoint a Director in place of Mr. K. Ullas Kamath (DIN: 00506681), who retires by rotation and being eligible, offers himself for re-appointment.

### **SPECIAL BUSINESS:**

#### **4. To consider and if thought fit, to pass with or without modification(s), the following resolution as Special Resolution:**

**"RESOLVED THAT** pursuant to the provisions of Regulation 17(6)(e) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with the provisions of sections 196, 197, 198 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and Schedule V of the Companies Act, 2013 and based on the recommendation of the Nomination, Remuneration and Compensation Committee and approval of the Board of Directors of the Company at their respective meetings held on June 5, 2020, consent of the members of the Company be and is hereby accorded for payment of aggregate annual remuneration to Mr. M. P. Ramachandran, Mr. K. Ullas Kamath and Ms. M. R. Jyothy, Executive Directors who are Promoters/Members of Promoter group, exceeding 5 per cent of the net profits of the Company, for the financial year ended March 31, 2020 and to Mr. K. Ullas Kamath, Ms. M. R. Jyothy and Ms. M. R. Deepthi, Executive Directors who are Promoters/Members of Promoter group, exceeding 5 per cent of the net profits of the Company, from the financial year ending March 31, 2021 onwards till their respective tenure of appointment(s);

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, any one of the Directors of the Company or the Company Secretary of the Company be and is hereby authorised to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, proper or desirable and to settle any questions, difficulties or doubts that may arise in this regard."

5. **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 on recommendation of the Audit Committee of the Company for conducting audit of the cost accounting records of the Company for the financial year ending March 31, 2021, be paid a remuneration amounting to ₹ 3,50,000/- (Rupees Three Lacs Fifty Thousand only) per annum (plus Taxes as applicable and out of Pocket expenses on actual basis);

**RESOLVED FURTHER THAT** the Board of Directors of the Company, be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, expedient or desirable to give effect to this Resolution.”

**By Order of the Board of Directors  
For Jyothy Labs Limited  
(Formerly known as Jyothy Laboratories Limited)**

Sd/-

**Shreyas Trivedi**

Head – Legal & Company Secretary  
Membership No.: A12739

**Place:** Mumbai

**Date:** June 5, 2020

**Registered Office:**

‘Ujala House’, Ram Krishna Mandir Road, Kondivita,  
Andheri (East), Mumbai – 400059

**Tel.:** +91-22-66892800; **Fax:** +91-22-66892805

**Email:** [secretarial@jyothy.com](mailto:secretarial@jyothy.com)

**Website:** [www.jyothylabs.com](http://www.jyothylabs.com) and  
[www.jyothylaboratories.com](http://www.jyothylaboratories.com);

**CIN:** L24240MH1992PLC128651

**NOTES:**

1. In view of the COVID-19 Pandemic, the Ministry of Corporate Affairs (MCA) vide its General Circular no. 20/ 2020 dated May 5, 2020 has allowed the companies to conduct their Annual General Meeting (AGM), during the calendar year 2020, through Video Conferencing (VC) or any Other Audio Visual Means (OAVM) in a manner provided in General Circular No. 14/2020 dated April 8, 2020 and General Circular No. 17/2020 dated April 13, 2020 issued by MCA.

Accordingly, in compliance with the requirements of the aforesaid MCA General Circulars, the Company is convening its 29<sup>th</sup> AGM through VC/OAVM, without the physical presence of the Members at a common venue. The Company has availed the facility of Central Depository Services (India) Limited (CDSL) for convening the 29<sup>th</sup> AGM through VC/OAVM, a detailed process in which the members can attend the AGM through VC/OAVM has been enumerated in **Note number 26** of this Notice.

2. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting i.e. on Friday, August 7, 2020 from 11:45 a.m. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013 (the Act).
3. The aforesaid MCA General Circular dated May 5, 2020 read with MCA General Circular dated April 13, 2020 and SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 have granted relaxations to the companies, with respect to printing and dispatching physical copies of the Annual Reports and Notices to members. Accordingly, the Company will only be sending soft copy of the Annual Report 2019-20 and Notice convening 29<sup>th</sup> AGM via e-mail, to the members whose e-mail ids are registered with the Company or the Registrar and Share Transfer Agent or Depository Participant/ Depository as on the cut-off date Friday, July 3, 2020.
4. For Members who have not registered their e-mail address and those members who have become the members of the Company after July 3, 2020, being the cut-off date for sending soft copy of the Notice of 29<sup>th</sup> AGM and Annual Report, may refer to the Notice of 29<sup>th</sup> AGM and Annual Report which is available on the Company’s website, on the websites of CDSL, BSE and NSE.
5. Members may also note that the Notice convening the 29<sup>th</sup> AGM and the Annual Report for the financial year 2019-20, in Portable Document Format (PDF), will also be available on the Company’s website [www.jyothylabs.com](http://www.jyothylabs.com) and [www.jyothylaboratories.com](http://www.jyothylaboratories.com), website of CDSL i.e. [www.evotingindia.com](http://www.evotingindia.com) and on website of stock exchanges viz. [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com). The relevant documents, if any, referred to in the Notice of 29<sup>th</sup> AGM and the Annual Report will also be available for inspection electronically on request by a member of the Company up to the date of the 29<sup>th</sup> AGM of the Company.

6. 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 A MEMBER OF THE COMPANY.

However, since the 29<sup>th</sup> AGM of the Company will be convened through VC/ OAVM, where there will be no physical attendance of members, the requirement of appointment of proxies pursuant to the provisions of Section 105 of the Act has been dispensed with. Accordingly, attendance slip and proxy form will not be annexed to this Notice.

7. Pursuant to the provisions of Sections 112 and 113 of the Act, members such as the President of India/the Governor of a State/Body Corporate can authorise their representatives to attend the 29<sup>th</sup> AGM through VC/OAVM and cast their votes through e-voting. Provided a scan copy (PDF) of the Board Resolution or governing body Resolution/ Authorisation etc., authorising such representative to attend the AGM of the Company through VC/ OAVM on its behalf and to vote through remote e-voting shall be sent to the Scrutinizer through the registered email address of the member(s) at [associates.rathi8@gmail.com](mailto:associates.rathi8@gmail.com) with a copy marked to the Company at [secretarial@jyothy.com](mailto:secretarial@jyothy.com).
8. A Statement pursuant to Section 102(1) of the Act relating to the Special Business to be transacted at the AGM is annexed hereto.
9. Pursuant to Section 91 of the Act, the Register of Members and Share Transfer Books of the Company will remain closed from **Friday, July 31, 2020 to Friday, August 7, 2020** (both days inclusive) for the purpose of AGM.
10. In terms of Section 152 of the Companies Act, 2013, Mr. K. Ullas Kamath (DIN: 00506681) Joint Managing Director of the Company, retires by rotation at the AGM and being eligible, offers himself 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 Director seeking re-appointment at the AGM, forms integral part of the Notice.
11. In view of the interim dividend for the Financial Year 2019-20, the Board of Directors of the Company does not recommend Final Dividend for the Financial Year 2019-20, for consideration of members.

12. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Further, as per SEBI Circular dated April 20, 2018 all securities holders holding securities in physical form should submit their PAN and Bank account details to the RTA.

The Members may kindly note that as per the amended Regulation 40 of the Listing Regulations w.e.f. April 1, 2019, transfer of the securities would be carried out in dematerialized form only. Accordingly, members holding shares in physical mode are advised to demat their physical share holdings at the earliest.

13. 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. Members are requested to advise such changes only to their DPs.
14. SEBI and the Ministry of Corporate Affairs encourage 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.

For updating the email ids of the members, the Company during the Financial Year, had availed the facility of National Securities Depository Limited (NSDL) for sending messages through sms service to those members whose mobile number were registered with NSDL, requesting them to update their email id(s) with the Company/Registrar and Share Transfer Agent/ Depository Participant.

15. In case of remittance of dividend in future in electronic form, an intimation of the dividend payment would be sent to the members. In case of members who are not covered by NECS facility, the dividend amount will be remitted by means of dividend warrants/demand drafts which will be posted to their registered addresses.

16. Members who have not encashed their dividend warrants for the dividends declared for the financial years 2012-13 onwards upto 2018-19 are requested to send a letter along with unclaimed dividend warrant, if any, or letter of undertaking for issue of duplicate dividend warrant/demand draft. Pursuant to the provisions of the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 (IEPF Rules), the Company has uploaded the details of unpaid and unclaimed amounts in respect of dividends for the financial years 2011-12 to 2017-18 lying with the Company as on March 31, 2019 on the website of the Ministry of Corporate Affairs in e-Form IEPF-2 and also on the website of the Company ([www.jyothy.com](http://www.jyothy.com)).

In terms of Section 124 of the Act, Final dividend declared for the financial year 2012-13 and Interim Dividend for the financial year 2013-14 will be due for transfer to the Investor Education and Protection Fund (IEPF) (established by the Central Government) in September, 2020 and March, 2021, respectively, 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.

17. Attention of Members is invited to the provisions of Section 124(6) of the Act, read with IEPF Rules, as amended from time to time, which inter alia requires the Company to transfer the equity shares in respect of which the dividend has remained unpaid or unclaimed for a continuous period of seven years, to a Demat account of the Authority to be opened by the Investor Education and Protection Fund Authority ('IEPF Authority'). The said shares, once transferred to the said Demat account of the IEPF Authority can be claimed only after following due procedure prescribed under the said IEPF Rules.

Therefore, members are requested to claim their unpaid dividend pertaining to the financial year 2012-13 to 2018-19 as soon as possible, so that shares in respect of which the dividend is pending

are not transferred to the Demat Account of IEPF authority at appropriate date.

18. 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 the 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.

19. 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.

20. Members desiring any information on the annual financial statements or any other query related to the Annual Report are requested to write to the Company at [secretarial@jyothy.com](mailto:secretarial@jyothy.com) at any time before the AGM.

21. 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.

22. 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.

23. 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.

24. Since the ensuing AGM will be convened through VC/OAVM, members can opt for one mode of voting i.e. either by remote e-voting or through e-voting at the time of AGM. Only those members, who are present in the AGM through VC/OAVM facility and have not cast their vote on resolutions through remote e-voting or are otherwise not barred from doing so, shall be allowed to vote through e-voting system in the meeting.

However, in case Members cast their vote both by remote e-voting and e-voting at the time of AGM, then voting done through remote e-voting shall prevail and voting done by e-voting at the time of AGM will be treated as invalid. **The voting right of all shareholders shall be in proportion to their shares in the paid up equity share capital of the Company as on the cut-off date i.e. July 31, 2020.**

**25. PROCESS FOR THOSE MEMBERS WHOSE EMAIL ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORIES FOR OBTAINING LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE:**

- (i) For Physical members- please provide necessary details like Folio No., Name of member, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email at the Company's email id i.e. [secretarial@jyothy.com](mailto:secretarial@jyothy.com) / RTA's email id i.e. [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in).
- (ii) For members holding shares in Demat mode - please provide Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email at the Company's email id i.e. [secretarial@jyothy.com](mailto:secretarial@jyothy.com) / RTA's email id i.e. [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in).
- (iii) The Company/RTA shall co-ordinate with CDSL and provide the login credentials to the above mentioned members.

**26. INSTRUCTIONS FOR MEMBERS ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:**

- (i) Members will be provided with a facility to attend the AGM through VC/OAVM through the CDSL e-Voting system. Shareholders may access the same at <https://www.evotingindia.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/ OAVM will be available in shareholders/members login where the EVSN of the Company will be displayed.
- (ii) Members are encouraged to join the Meeting through Laptops/IPads for better experience.
- (iii) Further members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the AGM.
- (iv) Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop

connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

- (v) To avoid restriction on the number of members attending the meeting, the Company will conduct its AGM through VC/ OAVM and accordingly, there will be no Speaker Shareholder for the ensuing AGM.
- (vi) Members who would like to express their views/ask questions during the meeting may send it in advance to the Company at [secretarial@jyothy.com](mailto:secretarial@jyothy.com) any time **prior to the AGM** mentioning their name, demat account number/folio number, email id, mobile number. The members may alternatively express their views/ask questions at the time of the AGM by using the '**Q&A Window**' which will be available during the streaming of the AGM on CDSL portal. These queries will be replied by the Company suitably by email/during VC/OVAM.

**27. 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 SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards on General Meetings (SS2) issued by the Institute of Company Secretaries of India, the Company is pleased to provide to its members, facility to exercise their right to vote on resolutions proposed to be considered at the 29<sup>th</sup> AGM by electronic means and the business may be transacted through remote e-Voting Services. The facility of casting votes by the members using an electronic voting system on a day other than the day of AGM ("remote e-voting") will be provided by Central Depository Services (India) Limited (CDSL).

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 e-voting process at the time of AGM in a fair and transparent manner.

**A. THE INTRUCTIONS FOR SHAREHOLDRES FOR REMOTE E-VOTING ARE AS UNDER:**

- (i) The voting period begins on **Tuesday, August 4, 2020 at 9:00 a.m.** and ends on **Thursday, August**

**6, 2020 at 5:00 p.m.** During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. July 31, 2020, may cast their vote electronically. The remote e-voting module shall be disabled by CDSL for voting thereafter.

- (ii) Members who have already voted prior to the meeting date would not be entitled to vote on the day of AGM through e-voting.
- (iii) A person who is not a member as on the cut-off date should treat this Notice for information purpose only.
- (iv) The members should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (v) Click on "Shareholders/Members" module.
- (ix) If you are a first time user, follow the steps given below:

For members holding shares in Demat Form and Physical Form	
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat members as well as physical members) <ul style="list-style-type: none"> <li>• Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is provided in the email body in 'PAN/Sequence Number' field.</li> <li>• Members whose email id and PAN are not registered with the Company can avail the 'Sequence Number' by raising a request to the Company's RTA viz. Link Intime India Private Limited at <a href="mailto:rnt.helpdesk@linkintime.co.in">rnt.helpdesk@linkintime.co.in</a>. Members are requested to mention their details like Folio Number/DP ID/Client ID and name of the Company, in their request.</li> </ul>
Dividend Bank Details	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.
<b>OR</b> Date of Birth (DOB)	<ul style="list-style-type: none"> <li>• 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 (vi).</li> </ul>

- (x) After entering these details appropriately, click on "SUBMIT" tab.
- (xi) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat 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 account 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.**
- (xii) For members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xiii) Click on the EVSN for the relevant <Jyothy Labs Limited> on which you choose to vote.
- (vi) Now enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. members holding shares in Physical Form should enter Folio Number registered with the Company.
- (vii) Next enter the Image Verification as displayed and Click on Login.
- (viii) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-voting of any company, then your existing password is to be used.
- (xiv) 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.
- (xv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xvi) 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.
- (xvii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xviii) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xix) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password and enter the details as prompted by the system.

Members can also cast their vote using CDSL's mobile app "m-Voting". The m-Voting app can be downloaded from respective Store. Please follow the instructions as prompted by the mobile app while Remote Voting on your mobile.

**B. INSTRUCTIONS FOR MEMBERS FOR E-VOTING DURING THE AGM ARE AS UNDER:-**

- (i) The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
- (ii) Only those members, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system available during the AGM.
- (iii) If any Votes are cast by the members through the e-voting available during the AGM and if the same members have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the members attending the meeting.
- (iv) Members who have voted through remote e-voting will be eligible to attend the AGM, however, they will not be eligible to vote at the AGM.

**C. NOTE FOR NON – INDIVIDUAL SHAREHOLDERS AND CUSTODIANS**

- (i) Non-Individual members (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 in the "Corporates" module.
- (ii) 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).
- (iii) 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.
- (iv) 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.
- (v) 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) Alternatively Non-Individual members are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer at the email address i.e. [associates.rathi8@gmail.com](mailto:associates.rathi8@gmail.com) and to the Company at the email address i.e. [secretarial@jyothy.com](mailto:secretarial@jyothy.com), if they have voted from individual tab and not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

In case you have any queries or issues regarding remote e-voting or e-voting at the time of AGM, 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). Alternatively, Members can contact Mr. Rakesh Dalvi, Manager, CDSL, by writing to him at A Wing, 25<sup>th</sup> Floor, Marathon Futurex, Mafatlal Mills Compounds, N.M.Joshi Marg, Lower Parel (East), Mumbai - 400 013 or contact at 1800225533.

The results on voting of resolutions will be declared not later than forty-eight hours from conclusion of the AGM. The results declared along with the scrutinizer's report will be placed on the website of the Company i.e. [www.jyothy.com](http://www.jyothy.com) and website of CDSL i.e. [www.evotingindia.com](http://www.evotingindia.com) immediately after the result is declared by the Chairman or any other person authorized by him and will simultaneously be forwarded to BSE Limited and National Stock Exchange of India Limited, where the equity shares of the Company are listed.

28. Since the 29<sup>th</sup> AGM will be held through VC/OAVM, the Route Map to the venue of AGM as per the requirements of Secretarial Standards – 2 is not annexed to this Notice.

**EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013**

As required under Section 102(1) of the Companies Act, 2013 (the Act), the following Explanatory Statement sets out the material facts relating to the Special Business mentioned under item Nos. 4 and 5 in the accompanying Notice:

**ITEM NO. 4:**

In terms of Regulation 17(6)(e) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the fees or compensation payable to the Executive Directors who are Promoters or members of the Promoter group, shall be subject to the

approval of the members by way of Special Resolution in general meeting, where there is more than one Executive Director and the aggregate annual remuneration to such Executive Directors exceeds 5 per cent of the net profits of the Company. The approval of the Members under the said provision shall be valid till the expiry of the term of each such respective Executive Director(s).

As on March 31, 2020, the Company had 3 (three) Executive Directors who are Promoters/members of the Promoter group viz. Mr. M.P. Ramachandran, Mr. K. Ullas Kamath and Ms. M.R. Jyothy. Further, Ms. M.R. Deepthi has also been appointed as the Whole Time Director of the Company with effect from April 1, 2020 and she too belongs to the Promoter group of the Company.

For the Financial Year 2019-20, the aggregate annual remuneration drawn by the Executive Directors belonging to the Promoter group, amounted to ₹ 1263.12 Lacs which constituted to 8.01% of the net profits of the Company for the Financial Year 2019-20. Based on the recommendation of the Nomination, Remuneration and Compensation Committee of the Company, the Board of Directors of the Company at its meeting held on June 5, 2020 approved the payment of aggregate annual remuneration to the Executive Directors in terms of Regulation 17(6)(e) of the Listing Regulations for the Financial Year 2019-20 onwards, till the expiry of the respective term of the Executive Directors.

Accordingly, the Board of Directors of the Company recommends passing of Special Resolution as set out in item number 4 of the accompanying Notice for approval of members for payment of aggregate annual remuneration to Mr. M. P. Ramachandran, Mr. K. Ullas Kamath, and Ms. M. R. Jyothy, Executive Directors who are Promoters/Members of Promoter group, exceeding 5 per cent of the net profits of the Company, for the financial year ended March 31, 2020 and to Mr. K. Ullas Kamath, Ms. M. R. Jyothy and Ms. M. R. Deepthi, Executive Directors who are Promoters/Members of Promoter group, exceeding

5 per cent of the net profits of the Company, from the financial year ending March 31, 2021 onwards and such Special Resolution shall be valid till the expiry of tenure of each such Executive Directors, respectively.

Other than the above named Executive Directors of the Company and their relatives, no other Director, Key Managerial Personnel or their respective relatives are in any way concerned or interested or deemed to be concerned or interested, financially or otherwise, in the proposed resolution as set out at item no. 4 of the Notice.

#### **ITEM NO. 5:**

The Board of Directors at its meeting held on June 5, 2020 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 ending March 31, 2021, at a remuneration amounting to ₹ 3,50,000 (Rupees Three Lacs Fifty Thousand only) plus Taxes as applicable and out of pocket expenses, if any, on actual basis.

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 members of the Company.

Accordingly, consent of the members is sought for approving the resolution as set out at item no. 5 of the Notice for ratification of remuneration payable to the Cost Auditors.

None of the Directors, Key Managerial Personnel or their relatives are in any way concerned or interested or deemed to be concerned or interested, financially or otherwise, in the proposed resolution as set out at item no. 5 of the Notice.



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

Name of the Director	Mr. K. Ullas Kamath
Date of Birth	January 1, 1963
Date of Appointment on the Board	March 26, 1997
Qualifications	A Member of the Institute of Chartered Accountants of India, Institute of Company Secretaries of India and holds a Bachelor's Degree in Law and Master's degree in Commerce. He has participated in Advanced Management Programme at Wharton Business School and at Harvard Business School. He has completed Masters in Global Management (M.Sc.) from London School of Economics.
Experience and nature of his expertise	Business Development, New Projects, Financial Management and formulation of strategies for growth.
Terms/Conditions of appointment/re-appointment	Appointed for a period of 5 years commencing from January 23, 2017 to January 22, 2022 (both days inclusive). Other terms and conditions are as per the Agreement entered with the Company.
Details of remuneration sought to be paid	₹ 3,00,00,000/- per annum other details as per the Agreement entered into with the Company.
Remuneration last drawn	₹ 6,86,93,145/- per annum (including Salary and Commission)
Shareholding in the Company	29,02,760 Equity Shares
Relationship with other Directors and Key Managerial Personnel	None
Number of meetings of Board attended during the financial year 2019-20	5 of 5
Directorship held in other Public Company	a. Jyothy Fabricare Services Limited b. Jyothy Kallol Bangladesh Limited c. V-guard Industries Limited
Chairmanships/ Memberships of Committee across	1. Member of Audit Committee in:- a. V-guard Industries Limited b. Jyothy Fabricare Services Limited 2. Member in Nomination and Remuneration Committee of V-guard Industries Limited.

**By Order of the Board of Directors  
For Jyothy Labs Limited  
(Formerly known as Jyothy Laboratories Limited)**

Sd/-

**Shreyas Trivedi**

Head – Legal & Company Secretary  
Membership No.: A12739

**Place:** Mumbai

**Date:** June 5, 2020

**Registered Office:**

'Ujala House', Ram Krishna Mandir Road, Kondivita, Andheri (East), Mumbai – 400059;

**Tel.:** +91-22-66892800 **Fax:** +91-22-66892805

**Email:** [secretarial@jyothy.com](mailto:secretarial@jyothy.com)

**Websites:** [www.jyothylabs.com](http://www.jyothylabs.com) and [www.jyothylaboratories.com](http://www.jyothylaboratories.com);

**CIN:** L24240MH1992PLC128651