



## JYOTHY LABS LIMITED

CIN: L24240MH1992PLC128651

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

**Tel.:** 022-66892800; **Fax:** 022-66892805;

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

### NOTICE OF POSTAL BALLOT

{Notice pursuant to sections 108 and 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014}

Notice is hereby given pursuant to Section 110 and all other applicable provisions, if any, of the Companies Act, 2013 (**the Act**) read with Rule 22 of the Companies (Management and Administration) Rules, 2014 as amended from time to time (**the Rules**), Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India and the General Circular No. 20/2021 dated December 8, 2021 read with the General Circular No. 14/2020 dated April 8, 2020 and General Circular No. 17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs (collectively referred to as "**MCA Circulars**") pertaining to extension of timeline up to June 30, 2022, for transacting items through Postal Ballot in accordance with the framework provided in the aforesaid MCA circulars, that the Resolution as appended below is proposed to be passed as a **Special Resolution** through Postal Ballot by way of voting through electronic means only ("remote e-voting"). The Explanatory Statement pursuant to Section 102 of the Act, pertaining to the appended Special Resolution setting out the material facts concerning the item and the reasons thereof is annexed hereto along with this Postal Ballot Notice for your consideration.

In compliance with the framework stipulated in the aforesaid MCA Circulars, this Notice is being sent only through email to all those members of the Company whose email IDs were registered with the Company/Depositories/Registrar and Share Transfer Agent ('RTA'), as on **Thursday, March 31, 2022**. The Company would not be sending this Notice and the Postal Ballot form through registered post, speed post or courier to members at their registered addresses and hence the members would have the option to vote only through remote e-voting as the facility for voting through physical ballot papers will not be provided.

Accordingly, pursuant to the provisions of Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time (**the Listing Regulations**), sections 108 and 110 of the Act read with the Rules framed thereunder and in compliance with the requirements mentioned in the MCA Circulars, the Company is pleased to provide remote e-voting facility, to all its Members, to enable them to cast their votes electronically. The Company has availed the services of Central Depository Services (India) Limited (CDSL) to provide remote e-voting facility to its Members.

In accordance with the requirements of the MCA Circulars, the Company has made arrangements for the members to register their e-mail addresses. Therefore, those members who have not yet registered their e-mail addresses are requested to register the same by following the procedure set out in the notes to this Postal Ballot Notice.

The remote e-voting commences on **Saturday, April 9, 2022 at 9:00 a.m. (IST)** and concludes on **Sunday, May 8, 2022 at 5:00 p.m. (IST)**. The remote e-voting module shall be disabled by CDSL for voting thereafter. The remote e-voting facility is available at the link [www.evotingindia.com](http://www.evotingindia.com). Members are requested to read carefully the "Instructions for remote e-voting" enumerated in the notes to this Notice and mark their assent (FOR) or dissent (AGAINST) on or before **May 8, 2022 by 5:00 p.m. (IST)**, failing which it will be considered that no vote has been received from the member.

The Board of Directors of the Company (the Board) in accordance with Rule 22(5) of the Rules has appointed Mr. Himanshu S. Kamdar (Membership No. FCS 5171), Practicing Company Secretary, Partner of M/s. Rathi & Associates, Mumbai, as the scrutinizer for conducting the Postal Ballot process in a fair and transparent manner and he has also communicated his consent to act as the Scrutinizer for this Postal Ballot.

The Scrutinizer upon completion of scrutiny of the votes received in electronic mode, will submit his Report to the Chairman or any other person authorised by him, who shall countersign the same. The results of the Postal Ballot will be announced within two working days of conclusion of the remote e-voting through Postal Ballot i.e. by **Tuesday, May 10, 2022**. The said results would be displayed at the Registered Office of the Company and will be intimated to the Stock Exchanges where the shares of the Company are listed. Additionally, the results will also be uploaded on the Company's website i.e. [www.jyothylabs.com](http://www.jyothylabs.com) and on the website of CDSL i.e. [www.evotingindia.com](http://www.evotingindia.com). The Resolution shall be deemed to have been passed on the last date specified for remote e-voting i.e. **Sunday, May 8, 2022**.

#### **SPECIAL BUSINESS:**

#### **RESOLUTION - Appointment of Mr. Aditya Sapru (DIN - 00501437) as an Independent Director of the Company:**

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

**"RESOLVED THAT** pursuant to the provisions of sections 149, 150 and 152 of the Companies Act, 2013 (the Act) read with Schedule IV and other applicable provisions of the Act, the Companies (Appointment and Qualification of Directors) Rules, 2014, Regulation 16(1)(b) and Regulation 25



of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time, Mr. Aditya Sapru (DIN: 00501437), who was appointed as an Additional Director designated as an Independent Director of the Company by the Board of Directors pursuant to the provisions of Section 161 of the Act and the Articles of Association of the Company, with effect from March 28, 2022 and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, for a period of 5 (Five) consecutive years commencing from March 28, 2022 up to March 27, 2027 (both days inclusive);

**RESOLVED FURTHER THAT** the Board of Directors or Key Managerial Personnel of the Company, be and are hereby severally authorized to do all such acts, deeds, matters and things as may be considered necessary, incidental and/ or ancillary thereto to give effect to the aforesaid resolution.”

**By Order of the Board of Directors  
For Jyothy Labs Limited**

**Sd/-  
Shreyas Trivedi  
Head – Legal & Company Secretary  
Membership No.: A12739**

**Place:** Mumbai

**Date:** April 4, 2022

**Registered Office:**

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

Tel.: 022-66892800; Fax: 022-66892805;

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

**CIN:** L24240MH1992PLC128651

**NOTES:**

1. The Explanatory Statement pursuant to Section 102, read with Section 110 of the Companies Act, 2013 (the Act) setting out material facts are appended herein below.
2. Details as required in sub-regulation (3) of Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the Listing Regulations) and Secretarial Standards on General Meetings (SS-2) in respect of the Director seeking appointment, forms integral part of this Notice.
3. In accordance with the MCA General Circular No. 20/2021 dated December 8, 2021 read with the General Circular No. 14/2020 dated April 8, 2020 and General Circular No. 17/2020 dated

April 13, 2020, the Postal Ballot Notice is being sent only through email to those shareholders whose names appear on the Register of Members/ List of Beneficial Owners as received from the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on **Thursday, March 31, 2022** and whose e-mail addresses are registered with the Company/Depositories/RTA. The physical copies of the Notice along with the Postal Ballot Forms and pre-paid business reply envelopes are **not being sent** to the members through registered post, speed post or courier at their registered addresses.

4. Resolution passed by Members with requisite majority, through Postal Ballot shall be deemed to have been passed at a General Meeting of Members convened on that behalf.
5. In compliance with the MCA Circulars and pursuant to the provisions of sections 108 and 110 of the Act, the Rules made thereunder and Regulation 44 of the Listing Regulations, for this Postal Ballot, the Company has only provided the facility to its Members to exercise their votes electronically and to vote on Resolution through the remote e-voting service facility arranged by CDSL and accordingly, the Members will not be sent any physical Postal Ballot Forms. Please refer note no. 11 for instructions on electronic voting.
6. Members whose names appear on the Register of Members/List of Beneficial Owners as on **Thursday, March 31, 2022** will be considered for the purpose of remote e-voting. A person who is not a Member as on the relevant date should treat this Notice for information purpose only.
7. Voting rights shall be reckoned on the paid up value of shares registered in the name of the Members as on **Thursday, March 31, 2022**. The Postal Ballot remote e-voting period commences on **Saturday, April 9, 2022 at 9:00 a.m. (IST)** and ends on **Sunday, May 8, 2022 at 5:00 p.m. (IST)**.
8. Members cannot exercise votes by proxy.
9. Members holding shares in physical mode and who have not updated their email addresses with the Company are requested to update their email addresses by writing to the Company at [secretarial@jyothy.com](mailto:secretarial@jyothy.com) along with the copy of the duly signed request letter from the Member mentioning therein the name and email id of the member, folio number, certificate number, self-attested copy of the PAN card, self-attested copy of any one of the following document (e.g.: Driving License, Election Identity Card, Passport), mobile number and image of share certificate in PDF or JPEG format, in support of the request letter. Members holding shares in dematerialised mode are requested to register/ update their email addresses with the relevant Depository Participants. In case of any query, a member may send an e-mail to the Company at [secretarial@jyothy.com](mailto:secretarial@jyothy.com) or to the Company's RTA at [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in).

10. Mr. Himanshu S. Kamdar (Membership No. FCS 5171), Practicing Company Secretary, Partner of M/s. Rathi & Associates, Company Secretaries, Mumbai, has been appointed as the Scrutinizer to scrutinize the Postal Ballot through remote e-voting process in a fair and transparent manner.

The Scrutinizer after the completion of scrutiny, will submit his report to the Chairman or any other person authorised by him, who shall countersign the same and the result of voting by Postal Ballot will be announced by the Chairman or any other person so authorized by him, on or before **Tuesday, May 10, 2022** and will also be displayed on the Company's website i.e. [www.jyothylabs.com](http://www.jyothylabs.com), website of CDSL i.e. [www.evotingindia.com](http://www.evotingindia.com) and will simultaneously be forwarded to BSE Limited and National Stock Exchange of India Limited, where the equity shares of the Company are listed.

The resolution, if passed by the requisite majority, shall be deemed to have been passed on **Sunday, May 8, 2022** i.e. the last date specified for remote e-voting.

**11. Voting through electronic means:**

In compliance with Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and sections 108, 110 and other applicable provisions of the Act, read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 as amended, the Company is pleased to provide remote e-voting facility to all its Members, to enable them to cast their votes electronically. The Company has engaged the services of CDSL for the purpose of providing e-voting facility to all its Members.

**The instructions for remote e-voting are as follows:**

- (i) The remote e-voting period begins on **Saturday, April 9, 2022 at 9:00 a.m. (IST)** and ends on **Sunday, May 8, 2022 at 5:00 p.m. (IST)**. During this period members of the Company, holding shares either in physical form or in dematerialized form, as on **Thursday, March 31, 2022** (the cut-off date) may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020**, under Regulation 44 of the Listing Regulations, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

- (iii) In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020** on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting **for Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

<b>Type of shareholders</b>	<b>Login Method</b>
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	<ol style="list-style-type: none"> <li>1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi.</li> <li>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.</li> <li>3) If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> </ol>

	<p>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page or click on <a href="https://evoting.cdslindia.com/Evoting/EvotingLogin">https://evoting.cdslindia.com/Evoting/EvotingLogin</a> The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<p>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select “Register Online for IDeAS “Portal or click at   <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com">https://www.evoting.nsd.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p>
<p>Individual Shareholders (holding securities in</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after</p>

demat mode) login through their <b>Depository Participants</b>	successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.
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**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL**

<b>Login type</b>	<b>Helpdesk details</b>
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022-23058738 and 22-23058542-43.
Individual Shareholders holding securities in Demat mode with <b>NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30

- (iv) Login method for e-Voting for **Physical shareholders and shareholders other than individual holding in Demat form.**
- 1) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
  - 2) Click on “Shareholders” module.
  - 3) 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. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
  - 4) Next enter the Image Verification as displayed and Click on Login.
  - 5) 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.



6) If you are a first-time user follow the steps given below:

	<b>For Physical shareholders and other than individual shareholders holding shares in Demat.</b>
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> <li>Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.</li> </ul>
Dividend Bank Details <b>OR</b> 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 in the company records in order to login. <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.</li> </ul>

- (v) After entering these details appropriately, click on “SUBMIT” tab.
- (vi) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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 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.
- (vii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (viii) Click on the EVSN for the relevant <Jyothy Labs Limited> on which you choose to vote.
- (ix) 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.
- (x) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xi) 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.

- (xii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiii) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xiv) 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 & enter the details as prompted by the system.
- (xv) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**
- 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 in the “Corporates” module.
  - 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.
  - Alternatively Non-Individual shareholders 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 the same in the CDSL e-voting system for the scrutinizer to verify the same.

**PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NUMBER ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.**

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, 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 to 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).

2. For Demat shareholders - Please update your email id & mobile number with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email id & mobile number with your respective Depository Participant (DP) which is mandatory while e-Voting through Depository.

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at **022- 23058738** and **022-23058542/43**. All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call on 022-23058542/43.

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

#### **Appointment of Mr. Aditya Sapru (DIN: 00501437) as an Independent Director of the Company:**

Pursuant to the provisions of sections 149, 150, 152 and 161 of the Companies Act, 2013 (the Act), the Board of Directors of the Company, on the recommendation of the Nomination, Remuneration and Compensation Committee, appointed Mr. Aditya Sapru (DIN: 00501437) as an Additional Director designated as an Independent Director of the Company for a term of 5 (five) consecutive years, commencing from March 28, 2022 to March 27, 2027 (both days inclusive), not liable to retire by rotation, subject to the approval of members of the Company.

As per Regulation 17(1C) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended, the Company is required to obtain approval of shareholders for appointment of Mr. Aditya Sapru at the next general meeting or within a time period of three months from the date of appointment i.e. March 28, 2022, whichever is earlier. Accordingly, the Board of Directors of the Company at its Meeting held on March 28, 2022, recommended to obtain approval of the members of the Company by way of passing Special Resolution through Postal Ballot under Section 110 of the Companies Act, 2013 (the “Act”).

Mr. Aditya Sapru is the Founder and Managing Director of Neumck Strategy & Consulting, a strategy advisory company based out of Bangalore. Mr. Aditya Sapru has an extensive experience and expertise in working with organizations to build their long term growth strategy. He has worked with clients across the world and helped them address their market expansion aspirations and restructuring their businesses to achieve their objectives of stakeholder growth.

Mr. Aditya Sapru has received an MBA from Santa Clara University, with specialization in Finance and Operations Research and an MS from Cornell University. He started his professional career as an Associate at a Silicon Valley based private equity firm with focus on tech in Asia Pacific & the United States. Previously, Mr. Sapru was a Global Partner and Managing Director with Frost & Sullivan a global research and consulting firm and Group President Strategy for the Hinduja Group.

In the opinion of the Board, Mr. Aditya Sapru fulfils the conditions specified in sections 149 and 152 and Schedule IV of the Act read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and Listing Regulations. Further, he has given a declaration to the Board of Directors to the effect that he meets the criteria of independence as provided in Section 149(6) of the Act, Regulation 16(1)(b) of the Listing Regulations and that he is not disqualified from being appointed as a Director in terms of Section 164 of the Act. Also, Mr. Sapru is independent of the management and possesses the appropriate skills, experience and knowledge required for the discharge of his duties as an Independent Director.

Appointment of Mr. Aditya Sapru as an Independent Director requires approval of the members in General Meeting and accordingly the Board recommends passing of Special Resolution as set out in this Postal Ballot Notice for approval of members. The proposed appointment of Mr. Aditya Sapru as an Independent Director is for a tenure of 5 years commencing from March 28, 2022 up to March 27, 2027 (both days inclusive) and that he shall not be liable to retire by rotation.

Upon confirmation of the appointment as Independent Director by the members of the Company, the appointment shall be formalised by issue of a letter of appointment by the Company to Mr. Aditya Sapru.

Additional information in respect of Mr. Aditya Sapru, pursuant to the provisions of the Listing Regulations and Secretarial Standard -2 on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India is annexed to this Notice.

Save and except the Independent Director and his relatives in the respective appointment, none of the other 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 in this Notice.

It is proposed to authorise the Board of Directors or Key Managerial Personnel(s) of the Company to complete all the regulatory formalities as prescribed by the Ministry of Corporate Affairs, Securities and Exchange Board of India (SEBI), Stock Exchanges and/or any other regulatory or statutory authority(ies) in connection with the appointment of Director.

All documents referred to in the Postal Ballot Notice and Statement under Section 102(1) of the Act would be available for inspection through electronic mode on a request made by the member at [secretarial@jyothy.com](mailto:secretarial@jyothy.com). Alternatively, the documents can also be viewed on the website of the Company [www.jyothylabs.com](http://www.jyothylabs.com) under the investor tab.

**By Order of the Board of Directors  
For Jyothy Labs Limited**

**Sd/-  
Shreyas Trivedi  
Head – Legal & Company Secretary  
Membership No.: A12739**

**Place:** Mumbai

**Date:** April 4, 2022

**Registered Office:**

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

**Tel.:** 022-66892800; **Fax:** 022-66892805;

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

**CIN:** L24240MH1992PLC128651

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

<b>Name of the Director</b>	Mr. Aditya Sapru
<b>Date of Birth / Age</b>	August 27, 1968 (53 years)
<b>DIN</b>	00501437
<b>Nationality</b>	Indian
<b>Date of the first appointment on the Board</b>	March 28, 2022
<b>Terms and Conditions of Appointment</b>	Appointed as an Independent Director for a period of 5 (five) consecutive years, not liable to retire by rotation, with effect from March 28, 2022 to March 27, 2027 (both days inclusive)  Other terms and conditions will be as per the Formal Letter of Appointment to be issued by the Company.
<b>Remuneration proposed to be paid</b>	Sitting fees for attending each meeting of the Board / Committees and commission as may be decided by the Board of Directors of the Company for each of the Financial Year within the limits prescribed under the Companies Act, 2013.

<b>Remuneration last drawn (including sitting fees, if any)</b>	Nil
<b>Relationship with other Directors, Manager and Key Managerial Personnel of the Company</b>	None
<b>Qualification(s)</b>	Mr. Aditya Sapru has received an MBA from Santa Clara University, with specialization in Finance and Operations Research and an MS from Cornell University. He is currently pursuing a PhD in Economics, focused on better understanding how generative innovation happens in a resource constrained environment.
<b>Experience and expertise in the specific functional area</b>	About 3 decades of international experience. Mr. Aditya Sapru has expertise in building growth frameworks and growth strategy for organizations to create long term stakeholder value.
<b>Skills and capabilities required for the role and the manner in which the proposed Independent Director meets such requirements</b>	<p>The Nomination, Remuneration and Compensation Committee of the Company has identified that currently the Company requires a Director who possess Leadership experience in running/ serving large entities, skills in Finance and Accounting.</p> <p>Mr. Aditya Sapru has the capabilities and Leadership experience in running / serving large corporate entities; Business Strategy / Business Management and skills in finance, accounting &amp; risk management. The Company believes that his skills, knowledge, and experience on the Board will complement the effective functioning of the Company.</p>
<b>List of Directorship in other companies</b>	<p>1. Neumck Strategy &amp; Advisory Private Limited- Managing Director</p> <p>2. Thinking Forks Consulting Private Limited- Director</p> <p>3. Hinduja Tech Limited - Director</p> <p>4. Unitary Investment Management LLP - Designated Partner</p> <p>5. GOCL Corporation Limited - Director</p> <p>6. ZASK Associates LLC - Director</p> <p>7. Spire Research &amp; Consulting MENA LLC - Director</p>
<b>Directorship in listed entities</b>	GOCL Corporation Limited

<b>List of Membership/ Chairmanship of Committees of other companies</b>	1. <u>Hinduja Tech Limited</u> <ul style="list-style-type: none"> <li>- Member of Audit Committee</li> <li>- Chairman of Risk Management Committee</li> </ul> 2. <u>GOCL Corporation Limited</u> <ul style="list-style-type: none"> <li>- Member of Nomination and Remuneration Committee</li> <li>- Member of Stakeholders Relationship Committee</li> <li>- Member of Corporate Social Responsibility Committee</li> <li>- Member of Investment Appraisal &amp; Project Review Committee</li> <li>- Chairman of Safety Review Committee</li> </ul>
<b>Listed entities from which the Director has resigned in the past three years</b>	Nil
<b>Number of shares held in the Company</b>	Nil
<b>Number of meetings of the Board attended during the Financial Year 2021-22</b>	N.A.