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

October 16, 2015

To,

Bombay Stock Exchange Limited
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai - 400 023.

By Hand- Delivery
By email at corp.relations@bseindia.com
Scrip Code: 532926

National Stock Exchange of India Limited
Exchange Plaza, Bandra Kurla Complex,
Bandra (East),
Mumbai – 400051

By Hand- Delivery
By email: cmlist@nse.co.in
Scrip Code: JYOTHYLAB

Sub: Details regarding the voting results of the Postal Ballot and E-voting pusuant to Clause 35A of the Listing Agreement

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Dear Sirs,

With reference to captioned subject, please find attached herewith the Voting results in the format specified under Clause 35A of the Listing Agreement.

As per the requirements of Companies Act, 2013 and the Listing Agreement, the Company had provided the facility of e-voting and voting through Postal Ballot to its Shareholders for voting on the business as set out in the Postal Ballot Notice dated September 2, 2015. The Company had appointed Mr. Himanshu S. Kamdar, Practising Company Secretary, Partner, Rathi & Associates, Mumbai as the Scrutinizer for e-voting and the Postal Ballot process. As per the Scrutinizer's report, the resolution as set out in the Notice of Postal Ballot dated September 2, 2015 has been duly approved by the Shareholders with requisite majority.

Kindly take the above on your record and oblige.

Thanking you,

Yours faithfully,

For **JYOTHY LABORATORIES LIMITED**

M. L. Bansal
Company Secretary

JYOTHY LABORATORIES LTD.

Encl : A/a.

Jyothy Laboratories Limited

Voting Results as per Clause 35A of the Listing Agreement

Resolution Passed	Special
Mode of Voting	Postal Ballot/ E-voting
Date of Postal Ballot Notice	02-Sep-15
Record Date for reckoning Voting Rights	04-Sep-15
Date of Dispatch of Notice	14-Sep-15
Total No. of Shareholders on record date	76483

Promoter /Public	Number of Shares	Number of Votes	% of Votes polled on Outstanding shares	Number of Votes in favour	Number of Votes Against	% of Votes in favour on Votes polled	% of Votes Against on Votes polled
Resolution No:1 To consider and approve the partial modification of Ordinary Resolution approved by the shareholders at the Annual General Meeting held on August 13, 2014 with regard to re-appointment and payment of remuneration to Mr. Raghunandan Sathyanarayan Rao.							
Mode of Voting: (E-voting)							
Promoter and Promoter Group	120881401	120881401	100.0000	120881401	0	100.0000	0.0000
Public Institutional Holders	34195669	21210289	62.0262	8283803	12926486	39.0556	60.9444
Public-Others	25946426	7997227	30.8221	6532686	1464541	81.6869	18.3131
Total(A)	**181023496**	**150088917**	82.9113	**135697890**	**14391027**	**90.4117**	**9.5883**
Mode of Voting: (Poll)							
Promoter and Promoter Group	120881401	0	0.0000	0	0	0.0000	0.0000
Public Institutional Holders	34195669	313391	0.9165	0	313391	0.0000	100.0000
Public-Others	25946426	40530	0.1557	35495	5035	87.5771	12.4229
Total(B)	**181023496**	**353921**	**0.1954**	**35495**	**318426**	**10.0291**	**89.9709**
Result (A+B)	**181023496**	**150442838**	**83.1068**	**135733385**	**14709453**	**90.2226**	**9.7774**

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

16th October, 2015

To
The Chairman
JYOTHY LABORATORIES LIMITED
Ujala House, Ram Krishna Mandir Road,
Kondivita, Andheri (East),
Mumbai- 400 059.

Dear Sir,

Sub: Scrutinizer's Report on Postal Ballot conducted as per Section 110 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014:

Jyothy Laboratories Limited ("the Company") has vide resolution passed by its Board of Directors at their meeting held on 2nd September, 2015, appointed the undersigned as the Scrutinizer to ensure that the process of Postal Ballot is conducted in the manner prescribed under Section 110 of the Companies Act, 2013 ("the Act") read with the Companies (Management and Administration) Rules, 2014 ("the Rules of Chapter VII") and the said provisions are duly complied with.

As required under Section 110 of the Act read with Rule 22 of the Rules of Chapter VII, a Notice of postal Ballot along with explanatory statement under Section 102 of the Companies Act, 2013 dated 2nd September, 2015 was sent to shareholders on 4th September, 2015 by Registered Post and/or through electronic means along with postal ballot forms and pre-paid postal envelope returnable to the Scrutinizer, for passing of the **Special Resolution** pursuant to the provisions of Section 196, 197 and 203 read with Schedule V and other applicable provisions of the Companies Act, 2013 and subject to the approval of Central government, for partial modification of the Ordinary Resolution passed by the Shareholders of the Company at the Annual General Meeting held on 13th August, 2014 for ratification of payment of remuneration, perquisites/benefits and amount debited to Profit and Loss Account on account of stock options for the Financial Year 2014-15 and for the payment of remuneration, perquisites/benefits and amount debitable to Profit and Loss Account on account of stock options for the remainder of the term after 31st March, 2015 to 31st May, 2017 to Mr. Raghunandan Sathyanarayan Rao (DIN: 02263845), Whole-Time Director and Chief Executive Officer of the Company.

RATHI & ASSOCIATES ★ MUMBAI ★ COMPANY SECRETARIES

The Company also availed the e-Voting facility offered by Central Depository Services (India) Limited (CDSL) for providing e-Voting facility to the members of the Company as required under Rule 20 of the Rules of Chapter VII.

The Cut-off date for the purpose of identifying the Members who were entitled to vote through Postal Ballot/e-voting facility on the resolution placed for the approval of Members was Friday, 4th September, 2015

The Shareholders were required to complete the postal ballot form and return the same in pre-paid envelope addressed to Scrutinizer not later than 5.00 p.m. on Wednesday, 14th October, 2015 or cast their votes online on the basis of the User ID and Password provided to them by CDSL. Accordingly, the Postal Ballot Forms received and e-votes casted upto 5.00 p.m. on Wednesday, 14th October, 2015 have been considered for my scrutiny. As required under Rule 22(10) of the Rules of Chapter VII, a register has been maintained and particulars of all postal ballot forms received from the members have been recorded therein.

A summary of the ballot papers received and e-Voting with their pattern of voting is as per Annexure annexed to this Report.

Based on the said Annexure, the Special Resolution as set out in the Notice is passed with requisite majority.

The results of the voting by members through Postal Ballots and e-Voting in respect of the above mentioned Resolutions may accordingly be declared.

Thanking you,

Yours sincerely,
For RATHI & ASSOCIATES
COMPANY SECRETARIES

RATHI & ASSOCIATES ★ MUMBAI ★ COMPANY SECRETARIES

HIMANSHU S. KAMDAR
PARTNER
FCS NO: 5171
COP NO: 3030

ANNEXURE

The summary of the Postal Ballot Forms (PBF) and e-Voting confirmations received is given below:

Sr. No.	Particulars	No. of Ballots /E-voting	No. of Shares voted
a.	Postal Ballot Forms received	255	3,56,983
b.	e-Voting Confirmations received	177	15,31,93,112
	Total	**432**	**153,550,095**
c.	Less: Invalid Postal Ballot Forms / e-Voting confirmations / Voting not carried	23	3,107,257
d.	**Net Valid Postal Ballot Forms / e-Voting confirmations**	**409**	**150,442,838**
(i)	Postal Ballot Forms / e-Voting with assent for the Resolution	325	135,733,385
	Percentage (%) of Assent		**90.22%**
(ii)	Postal Ballot Forms / e-Voting with dissent for the Resolution	84	14,709,453
	Percentage(%) of Dissent		**9.78%**

RATHI & ASSOCIATES * COMPANY SECRETARIES * MUMBAI