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 4, 2014

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: Submission of copy of proceedings of 23rd Annual General Meeting (AGM) of the Company held on August 13, 2014 in pusuance of Clause 31(d) of the Listing Agreement

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Dear Sirs,

With reference to captioned subject, please find attached herewith copy of the proceedings of 23rd AGM of the Company held on August 13, 2014 pursuance to clause 31(d) of the of the Listing Agreement.

Kindly take the above on record and acknowledge.

Thanking you,

Yours faithfully,

for **Jyothy Laboratories Limited**

JYOTHY LABORATORIES LTD. MUMBAI

M. L. Bansal
Company Secretary

Encl : A/a.

MINUTES OF THE 23rd ANNUAL GENERAL MEETING (AGM) OF JYOTHY LABORATORIES LIMITED HELD ON AUGUST 13, 2014 AT 10.30 A.M. AT M. C. GHIA HALL, INDIAN TEXTILE ACCESSORIES & MACHINERY MANUFACTURERS' ASSOCIATION, BHOGILAL HARGOVINDAS BUILDING, 4TH FLOOR, 18/20, K. DUBHASH MARG, KALA GHODA, MUMBAI – 400001

PRESENT:

Following persons were present on the dais:

(a) Mr. M. P. Ramachandran	**Chairman, Managing Director and Member**
(b) Mr. K. Ullas Kamath	Joint Managing Director, Chief Financial Officer and Member
(c) Ms. M. R. Jyothy	Whole-Time Director and Member
(d) Mr. S. Raghunandan	Whole-Time Director, Chief Executive Officer and Member
(e) Mr. Nilesh B. Mehta	Independent Director and Chairman of the Audit Committee
(f) Mr. Bipin R. Shah	Independent Director and Member
(f) Mr. R. Lakshminarayanan	Independent Director
(g) Mr. M. L. Bansal	Company Secretary
(h) Ms Neetu Kashiramka	Vice President - Finance

Mr. Vikram Mehta, Audit Partner of M/s. S. R. Batliboi & Associates LLP, Statutory Auditors of the Company was present by invitation.

Attendance: 139 members holding in aggregate 11,83,93,815 equity shares (65% of the paid up equity share capital of the Company) were present in person as Members, through Proxies and /or Corporate Representations.

At 10.30 A.M., Mr. M. P. Ramachandran, the Chairman commenced the meeting by welcoming the Shareholders to the 23rd Annual General Meeting and announced that the requisite quorum was present, and thereafter he called the meeting to Order.

He also announced that;

- Register of proxies containing **23** proxies in respect of **3,49,72,869** shares,
- Register of Corporate representations containing **1** representation in respect of **1,50,00,000** shares and
- Statutory books were available for members' inspection at the entrance of M. C. Ghia Hall.

He further informed the shareholders that Mr. Nilesh B. Mehta, Chairman of the Audit Committee of the Board of Directors of the Company was present at the Annual General Meeting.

The Chairman with the permission of shareholders of the Company took the Notice and Directors' Report, already circulated to them as read. He then requested Mr. M. L. Bansal, Company Secretary to read the Auditor's Report. Mr. Bansal read out the Auditor's Report.

The Chairman delivered a speech on performance of the Company during the Financial Year 2013-14.

The Chairman then invited Members (other than those present by proxy) to make comments, offer suggestions and seek clarifications.

Following members spoke on various items of the Notice and Annual Accounts for the year and sought clarifications:

(i) Sudhir Shantaram Vartak
(ii) Beruz Feramroz Pouredehi
(iii) Homayun Beruz Pouredehi
(iv) Manish Bhandari
(v) Shobha Ashok Bharne
(vi) Dinesh Gopaldas Bhatia
(vii) Hutokshi Sam Patel
(viii) Noshir Cawasji Gotla
(ix) Kiran Sawani
(x) Prakash Vazirani
(xi) Nafisa hakim Bookwala
(xii) Lata Bharat Negandhi
(xiii) Ghanshyam Harilal Bharucha
(xiv) Hakim Fakhruddin Bookwala,

Thereafter, the Chairman requested Mr. K. Ullas Kamath, Joint Managing Director of the Company to respond to the queries raised by members present at the meeting and which he did.

The Chairman informed the Members that the Companies Act, 2013 had come into effect from April 1, 2014 and has brought about several changes in the procedure for conduct of AGM including changes in voting procedure at the AGM. The Chairman requested Mr. M. L. Bansal to brief the members about voting procedure at the AGM.

Mr. Bansal stated that considering all the statutory requirements, both under the Section 108 of Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014 and Clause 35B of the Listing Agreement, the Company in order to ensure larger participation had provided e-voting facilities to shareholders of the Company to cast their votes electronically. He also stated that Members who did not had access to e-voting facility were provided an option to cast their votes through the Ballot Form as annexed to the Notice of the general meeting.

Further he informed that Members who had not voted by any of the modes specified above can cast their vote by depositing the ballot form in the ballot box provided at the Hall.

Thereafter Mr. Bansal informed Members that the combined results of e-voting and physical ballot would be displayed on the website of the Company and the Stock Exchanges.

The Chairman declared that the meeting would stand concluded when the last vote is cast through physical ballot.

The resolutions set out in the notice and passed through e-voting and Ballot forms were as below:

Ordinary Busienss

Item No.1: Adoption of the audited Balance Sheet and Profit & Loss Account for the year ended March 31, 2014 and the reports of the Board of Directors and Auditors thereon

"**RESOLVED THAT** the Audited Balance Sheet as at 31st day of March 2014 and the Statement of Profit and Loss for the year ended on that date and the Directors Report and the Auditors Report thereon, be and the same are hereby received, considered and adopted."

Item No.2: Declaration of final dividend and confirmation of Interim dividend already paid for financial year 2013-14

"**RESOLVED THAT** the interim dividend at the rate of 100%, i.e. Re.1/- per Equity Share on 181,023,496 Equity Shares of Re.1/- each of the Company, aggregating to Rs.181,023,496/- paid to the shareholders for the financial year ended 31st March, 2014, as per the resolution passed by the Board of Directors at their meeting held on January 18, 2014 be and is hereby noted and confirmed."

"**RESOLVED THAT** the Dividend at the rate of 200%, i.e., Rs.2.00 per Equity Share on 181,023,496 Equity Shares of Re.1/- each of the Company, aggregating to Rs.362,046,992/- be and is hereby declared for the year ended on 31st March 2014"

Item No. 3: Appointment of Director in place of Mr. K. Ullas Kamath who retires by rotation and being eligible offers himself for re-appointment

"**RESOLVED THAT** Mr. K. Ullas Kamath (DIN: 00506681), who retires by rotation and being eligible, offers himself for reappointment be and is hereby reappointed, as Joint Managing Director of the Company, liable to retire by rotation."

Item No. 4: Appointment of Auditors and fixing of their remuneration

"**RESOLVED THAT** pursuant to the provisions of Sections 139, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, including any amendment, modification, variation or re-enactment thereof, M/s S R B C & Co., LLP, Chartered Accountants (Registration No.324982E), Mumbai, ('the Auditors') be and are hereby appointed as Statutory Auditors of the Company for a period of 3 (three) years and to hold office as such from the conclusion of this Annual General Meeting until the conclusion of the 26th Annual General Meeting, subject to ratification of such appointment by the Members of the Company at every Annual General Meeting at such remuneration plus service tax, out of pocket, travelling and living expenses, etc., as may be mutually agreed between the Board of Directors of the Company and the Auditors."

SPECIAL BUSINESS:

Item No. 5: Re-appointment of Mr. M. P. Ramachandran as Chairman & Managing Director of the Company and approval of remuneration

"**RESOLVED THAT** in terms of Article 148 of the Articles of Association of the Company and in accordance with the provisions of Sections 196, 197 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and subject to

such approval of Department/ Ministry of Corporate Affairs, Government of India, as may be required in this regard, approval of the Company be and is hereby accorded to the re-appointment of Mr. Ramachandran Panjan Moothedath (DIN: 00553406) as Chairman and Managing Director of the Company, for a period of 5 (five) years with effect from April 1, 2014 to March 31, 2019, on following terms and conditions including remuneration:

Details of Remuneration:

1. a) Salary: Re. 1/- (Rupee One Only) per annum.

   b) Commission @ 2% (Two percent) of the net profits of the year computed in the manner laid down in Section 198 of the Companies Act, 2013 and Rules thereto.

2. Perquisites and allowances:

   (a) Medical Expenses: Reimbursement of medical expenses incurred for self and family including hospitalization, membership of any hospital/ doctors scheme.
   (b) Use of Company car with driver and telephones at the residence. Use of car with driver and telephones for office purposes will not be considered as perquisites.
   (c) Earned/ privilege leave: As per Rules of the Company.
   (d) Any other perquisites/ benefits that may become applicable to senior management staff in future.

RESOLVED FURTHER THAT notwithstanding the total managerial remuneration i.e. the remuneration paid/ payable and perquisites/ benefits provided/ to be provided to the Chairman and Managing Director of the Company, for aforesaid period, together with all other Directors of the Company, exceeds/ may exceed the limits prescribed under Section 197 read with Schedule V of the Companies Act, 2013 and Rules thereto, the Company shall pay or provide to him the aforesaid remuneration and perquisites/ benefits, subject to such approval of Department/ Ministry of Corporate Affairs, Government of India, as may be requisite in this regard.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to alter and/ or vary terms and conditions of the said appointment and/ or enhance, enlarge, alter or vary the scope and quantum of remuneration, perquisites and benefits payable to Mr. Ramachandran, which shall be in accordance with the provisions of the Companies Act, 2013 and Rules thereto (including any statutory modification(s) or re-enactment thereof, for the time being in force).

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to settle any question, difficulty or doubt, that may arise in giving effect to this resolution, do all such acts, deeds, matters and things as may be necessary and sign and execute all documents or writings as may be necessary, proper or expedient for the purpose of giving effect to this resolution and for matters concerned therewith or incidental thereto."

Item No. 6: Re-appointment of Mr. S. Raghunandan as Whole Time Director & Chief Executive Officer of the Company and approval of remuneration

"**RESOLVED THAT** in accordance with the provisions of Sections 196, 197 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and subject to such approval of Department/ Ministry of Corporate Affairs, Government of India, as may be required in this regard, approval of the Company be and is hereby accorded to the re-appointment of Mr. Raghunandan Sathyanarayan Rao (DIN: 02263845)

as Whole Time Director and Chief Executive Officer of the Company, for a period of 3 (three) years with effect from June 1, 2014 to May 31, 2017 on following terms and conditions including remuneration:

Designation: Whole Time Director and Chief Executive Officer.

Salary: Rs. 33,00,000/- (Rupees Thirty Three Lac Only) per month.

Perquisites:

a) Housing: Deposit in respect of a house that may be leased by him in Mumbai and brokerage payable for leasing, if any.
b) Medical Expenses: Reimbursement of medical expenses incurred for self and family including hospitalization, subject to a limit of Rs. 15,000/- per annum.
c) Leave Travel Allowance: For self and family subject to a maximum of Rs. 2,00,000/- per annum.
d) Personal Accident Insurance coverage for self, as per Rules of the Company.
e) Use of Company Car with Driver and telephones at the residence. Use of car with driver and telephones for office purposes will not be considered as perquisites.
f) Company's contribution towards Provident Fund as per Rules applicable to senior management staff of the Company.
g) Company's contribution to Superannuation Fund @ 10% of Salary as per Rules of the Company or if permissible and at the option of Mr. Raghunandan, an allowance in part/ full substitution of the aforesaid contribution.
h) Leave and encashment of leave, in accordance with the Rules of the Company.

RESOLVED ALSO THAT the total salary and perquisites/ benefits shall not exceed Rs. 5,00,00,000/- (Rupees Five Crore Only) per annum.

RESOLVED FURTHER THAT notwithstanding the total managerial remuneration i.e. the remuneration paid/ payable and perquisites/ benefits provided/ to be provided to the said Whole Time Director and Chief Executive Officer of the Company, for aforesaid period, together with all other Directors of the Company, exceeds/ may exceed the limits prescribed under Section 197 read with Schedule V of the Companies Act, 2013 and Rules thereto, the Company shall pay or provide to him the aforesaid remuneration and perquisites/ benefits, subject to such approval of Department/ Ministry of Corporate Affairs, Government of India, as may be requisite in this regard.

RESOLVED ALSO THAT Mr. Raghunandan will be eligible to participate in Stock Option Scheme, as may be approved by the Board and the Members of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to alter and/ or vary the terms and conditions of the said appointment and/ or enhance, enlarge, alter or vary the scope and quantum of remuneration, perquisites and benefits payable to Mr. Raghunandan, which shall be in accordance with the provisions of the Companies Act, 2013 and Rules thereto (including any statutory modification(s) or re-enactment thereof, for the time being in force).

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to settle any question, difficulty or doubt, that may arise in giving effect to this resolution, do all such acts, deeds, matters and things as may be necessary and sign and execute all documents or writings as may be necessary, proper or expedient for the purpose of giving effect to this resolution and for matters concerned therewith or incidental thereto."

Item No. 7: Re-appointment of Ms. M. R. Jyothy as Whole Time Director of the Company and approval of remuneration

"**RESOLVED THAT** in accordance with the provisions of Sections 196, 197 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and subject to such approval of Department/ Ministry of Corporate Affairs, Government of India, as may be required in this regard, approval of the Company be and is hereby accorded to the re-appointment of Ms. Jyothy Ramchandran (DIN: 00571828) as Whole Time Director of the Company, for a period of 3 (three) years with effect from June 1, 2014 to May 31, 2017 on following terms and conditions including remuneration:

Designation: Whole Time Director.

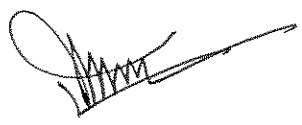
Salary: Rs. 7,00,000/- (Rupees Seven Lac Only) per month.

Perquisites:

(a) Housing: Rent free unfurnished accommodation owned/ hired/ leased by the Company.
(b) Reimbursement of expenses on actual basis, pertaining to gas, fuel, water, electricity and telephones as also reasonable reimbursement to upkeep and maintenance expenses in respect of such accommodation.
(c) Medical Expenses: Reimbursement of medical expenses incurred for self and family including hospitalization, membership of any hospital/ doctors scheme.
(d) Leave Travel Allowance: For self and family subject to a maximum of one month's salary.
(e) Personal Accident Insurance coverage for self, as per Rules of the Company.
(f) Use of Company Car with Driver and telephones at the residence. Use of car with driver and telephones for office purposes will not be considered as perquisites.
(g) Company's contribution towards Provident Fund, and Gratuity as per Rules applicable to senior management staff of the Company.
(h) Company's contribution to Superannuation Fund @ 10% of Salary as per Rules of the Company or if permissible and at the option of Ms. M. R. Jyothy, an allowance in part/ full substitution of the aforesaid contribution.
(i) Leave and encashment of leave, in accordance with the Rules of the Company.
(j) Any other perquisites/ benefits that may become applicable to senior management staff in future.

RESOLVED FURTHER THAT notwithstanding the total managerial remuneration i.e. the remuneration paid/ payable and perquisites/ benefits provided/ to be provided to the said Whole Time Director of the Company, for aforesaid period, together with all other Directors of the Company, exceeds/ may exceed the limits prescribed under Section 197 read with Schedule V of the Companies Act, 2013 and Rules thereto, the Company shall pay or provide to her the aforesaid remuneration and perquisites/ benefits, subject to such approval of Department/ Ministry of Corporate Affairs, Government of India, as may be requisite in this regard.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to alter and/ or vary terms and conditions of the said appointment and/ or enhance, enlarge, alter or vary the scope and quantum of remuneration, perquisites and benefits payable to Ms. M. R. Jyothy, which shall be in accordance with the provisions of the Companies Act, 2013 and Rules thereto (including any statutory modification(s) or re-enactment thereof, for the time being in force).



RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to settle any question, difficulty or doubt, that may arise in giving effect to this resolution, do all such acts, deeds, matters and things as may be necessary and sign and execute all documents or writings as may be necessary, proper or expedient for the purpose of giving effect to this resolution and for matters concerned therewith or incidental thereto."

Item No. 8 (as Special Resolution): Appointment of Mr. Nilesh Bansilal Mehta (DIN: 00199071), as an Independent Director of the Company

"**RESOLVED THAT** pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and Clause 49 of the Listing Agreement (including any statutory modification(s) or re-enactment thereof, for the time being in force), Mr. Nilesh Bansilal Mehta (DIN: 00199071), Director of the Company in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013, proposing his candidature for the office of Director, be and is hereby appointed as Independent Director of the Company to hold office up to March 31, 2019."

Item No.9 Appointment of Mr. Kiliyanat Puliasseri Padmakumar (DIN: 00023176), as an Independent Director of the Company

"**RESOLVED THAT** pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and Clause 49 of the Listing Agreement (including any statutory modification(s) or re-enactment thereof, for the time being in force), Mr. Kiliyanat Puliasseri Padmakumar (DIN: 00023176), Director of the Company in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013, proposing his candidature for the office of Director, be and is hereby appointed as Independent Director of the Company to hold office up to March 31, 2019."

Item No.10: Appointment of Mr. Bipin Ratilal Shah (DIN: 00006094), as an Independent Director of the Company

"**RESOLVED THAT** pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and Clause 49 of the Listing Agreement (including any statutory modification(s) or re-enactment thereof, for the time being in force), Mr. Bipin Ratilal Shah (DIN: 00006094), Director of the Company in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013, proposing his candidature for the office of Director, be and is hereby appointed as Independent Director of the Company to hold office up to March 31, 2019."

Item No.11: Appointment of Mr. Ramakrishnan Lakshminarayanan (DIN: 00238887), as an Independent Director of the Company

"**RESOLVED THAT** pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and Clause 49 of the Listing Agreement (including any statutory modification(s) or re-enactment thereof, for the time being in force), Mr. Ramakrishnan Lakshminarayanan (DIN: 00238887), Director of the Company in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013, proposing his candidature for the office of

Director, be and is hereby appointed as Independent Director of the Company to hold office up to March 31, 2019."

Item No.12 (as Special Resolution): Power to borrow moneys in excess of paid up capital and free reserves of the Company in terms of Section 180(1)(c) of the Companies Act, 2013.

"**RESOLVED THAT** pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 and the rules made there under, including any amendment, modification, variation or re-enactment thereof and the Articles of Association of the Company, consent of the Company be and is hereby accorded to the Board of Directors of the Company to borrow, from time to time, such sum or sums of money as they may deem necessary for the purpose of the business of the Company, notwithstanding that the monies to be borrowed together with the monies already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) and remaining outstanding at any point of time will exceed the aggregate of the paid-up share capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purpose; provided that the total amount up to which monies may be borrowed by the Board of Directors of the Company and which shall remain outstanding at any given point of time shall not exceed Rs. 1,000/- Crore (Rupees One Thousand Crore Only).

RESOLVED FURTHER THAT the Board be and is hereby empowered and authorized to arrange or fix the terms and conditions of all such borrowings, from time to time, viz. terms as to interest, repayment, security or otherwise as it may deem fit and to sign and execute all such documents, deeds and writings and to do all such acts, deeds, matters and things as may be deemed necessary, expedient and incidental thereto and to delegate all or any of its powers herein conferred to any Committee of Directors and/ or Director(s) and/ or Officer(s) of the Company, to give effect to this resolution."

Item No.13 (as Special Resolution): Power to create charge on the assets of the Company in terms of Section 180(1)(a) of the Companies Act, 2013

"**RESOLVED THAT** pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 and Rules made there under, including any amendment, modification, variation or re-enactment thereof, consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "The Board" which term shall be deemed to include any committee thereof for the time being exercising the powers conferred on the Board by this Resolution) to mortgage/ charge and/ or also to create liens, charges and all other encumbrances of whatsoever nature on all or any of the Company's immovable and movable properties, tangible and intangible, and the whole or substantially the whole of all or any of the undertakings of the Company, where-so-ever situate, present and future, together with power to take over the management of the business and concern of the Company in certain events, in such form and in such manner as the Board may think fit and proper, in favour of Banks/ Institutions/ other lenders/ trustees of the holders of securities, issued/ to be issued from time to time in one or more tranches, to secure the principal amount of moneys borrowed/ to be borrowed pursuant to borrowing power of the Board, together with interest, compound interest, premium on redemption and all costs, charges and expenses and all other moneys as may become due and payable by the Company, in that behalf and to vary or modify existing mortgages, charges, hypothecation, encumbrances and lien as the case may be, from time to time, in such manner and in such form on all or any of the properties or part of any of the property and the undertakings of the Company, both present and future, as may be decided by the Board and as agreed to by the said banks/ institutions/ other lenders/ trustees of the holders of securities issued/ to be issued by the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorized to sign and execute all such documents, deeds and writings and to do all such acts, deeds, matters and things as may be necessary, expedient and incidental thereto for giving effect to this resolution."

Item No.14 (as Special Resolution): Consent for Adoption of Employee Stock Option Scheme 2014-A and to create, offer, issue and allot stock options to Mr. S. Raghunandan

"**RESOLVED THAT** pursuant to the provisions of Section 62(1)(b) and all other applicable provisions of the Companies Act, 2013, applicable provisions of the Companies (Share Capital and Debentures) Rules, 2014, applicable provisions of the Companies Act, 1956, if any, the Memorandum and Articles of Association of the Company, Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 (hereinafter referred to as "SEBI Guidelines") and subject to such other approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, the approval and consent of the members be and are hereby accorded to the **Jyothy Laboratories Employee Stock Option Scheme 2014-A (ESOS 2014-A)** and to the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to include any Committee, including the Remuneration and Compensation Committee which the Board has constituted or may constitute or reconstitute in future to exercise its powers, including the powers, conferred by this resolution), to create, offer, issue and allot at any time to Mr. S. Raghunandan, Whole Time Director and Chief Executive Officer of the Company, options exercisable into not more than 27,15,352 (Twenty Seven Lac Fifteen Thousand Three Hundred and Fifty Two) Equity Shares of the Company of Re.1/- (Rupee One Only) under one or more Employee Stock Option Schemes, in one or more tranches, and on such terms and conditions as may be fixed or determined by the Board in accordance with the provisions of the law or guidelines issued by the relevant Authority; each option would be exercisable for one Equity share of a face value of Re. 1/- (Rupee One Only) each fully paid-up on payment of the requisite exercise price to the Company.

RESOLVED FURTHER THAT in case of any corporate action(s) such as rights issues, bonus issues, merger and sale of division and others, if any additional Equity Shares are issued by the Company for the purpose of making a fair and reasonable adjustment to the options granted earlier, the above ceiling of 27,15,352 (Twenty Seven Lac Fifteen Thousand Three Hundred and Fifty Two) Equity Shares shall be deemed to be increased to the extent of such additional Equity Shares issued.

RESOLVED FURTHER THAT the Board be and is hereby authorised to issue and allot Equity Shares upon exercise of options from time to time in accordance with the Employee Stock Option Scheme and such Equity Shares shall rank pari passu in all respects with the then existing Equity Shares of the Company.

RESOLVED FURTHER THAT in case the Equity Shares of the Company are either sub-divided or consolidated, then the number of shares to be allotted and the price of acquisition payable under the scheme shall automatically stand augmented or reduced, as the case may be, in the same proportion as the present face value of Rs. 1/- per equity share bears to the revised face value of the Equity Shares of the Company after such sub-division or consolidation, without affecting any other rights or obligations of the said allottees.

RESOLVED FURTHER THAT the Board be and is hereby authorized to make modifications, changes, variations, alterations or revisions in the ESOS 2014-A as it may deem fit, from

time to time in its sole and absolute discretion in conformity with the provisions of the of the Companies Act, 2013, applicable provisions of the Companies (Share Capital and Debentures) Rules, 2014 if any, applicable provisions of the Companies Act, 1956, if any, the Memorandum and Articles of Association of the Company, SEBI Guidelines and any other applicable laws."

Item No.15 (as Special Resolution): Consent for grant of stock options in excess of 1% of the issued capital to Mr. S. Raghunandan

"**RESOLVED THAT** pursuant to the provisions of Section 62(1)(b) and all other applicable provisions of the Companies Act, 2013, applicable provisions of the Companies (Share Capital and Debentures) Rules, 2014, applicable provisions of the Companies Act, 1956, if any, the Memorandum and Articles of Association of the Company, Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 (hereinafter referred to as "SEBI Guidelines"), the consent of the members be and is hereby accorded to the Board of Directors to issue such shares to Mr. S. Raghunandan, Whole Time Director and Chief Executive Officer (as specified in Clause 8 of the Explanatory Statement hereto) during any one year, exceeding 1% of the issued capital (excluding outstanding warrants and convertibles) of the Company at the time of grant of shares under ESOS 2014-A, in one or more tranches, and on such terms and conditions as may be fixed or determined by the Board in accordance with the provisions of the law or guidelines issued by the relevant Authority; each option would be exercisable for one Equity share of a face value of Re. 1/- (Rupee One Only) each fully paid-up on payment of the requisite exercise price to the Company."

Item No.16 (as Special Resolution): Consent for Adoption of Employee Stock Option Scheme 2014 and to create, offer, issue and allot stock options to permanent employees of the Company

"**RESOLVED THAT** pursuant to the provisions of Section 62(1)(b) and all other applicable provisions of the Companies Act, 2013, applicable provisions of the Companies (Share Capital and Debentures) Rules, 2014, applicable provisions of the Companies Act, 1956, if any, the Memorandum and Articles of Association of the Company, Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 (hereinafter referred to as "SEBI Guidelines") and subject to such other approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, the approval and consent of the members be and are hereby accorded to the **Jyothy Laboratories Employee Stock Option Scheme 2014 ("ESOS 2014")** and to the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to include any Committee, including the Remuneration and Compensation Committee which the Board has constituted or may constitute or reconstitute in future to exercise its powers, including the powers, conferred by this resolution), to create, offer, issue and allot at any time to or to the benefit of such person(s) who are in permanent employment of the Company, including any Director of the Company, whether whole time or otherwise but excluding Independent Directors and Promoters of the Company, options exercisable into not more than 27,15,352 (Twenty Seven Lac Fifteen Thousand Three Hundred and Fifty Two) Equity Shares of the Company under one or more Employee Stock Option Schemes, in one or more tranches, and on such terms and conditions as may be fixed or determined by the Board in accordance with the provisions of the law or guidelines issued by the relevant Authority; each option would be exercisable for one Equity share of a face value of Re. 1/- (Rupee One Only) each fully paid-up on payment of the requisite exercise price to the Company.

RESOLVED FURTHER THAT in case of any corporate action(s) such as rights issues, bonus issues, merger and sale of division and others, if any additional Equity Shares are issued by the Company to the Option Grantees for the purpose of making a fair and reasonable adjustment to the options granted earlier, the above ceiling of 27,15,352 (Twenty Seven Lac Fifteen Thousand Three Hundred and Fifty Two) Equity Shares shall be deemed to be increased to the extent of such additional Equity Shares issued.

RESOLVED FURTHER THAT the Board be and is hereby authorised to issue and allot Equity Shares upon exercise of options from time to time in accordance with the Employee Stock Option Scheme and such Equity Shares shall rank pari passu in all respects with the then existing Equity Shares of the Company.

RESOLVED FURTHER THAT in case the Equity Shares of the Company are either sub-divided or consolidated, then the number of shares to be allotted and the price of acquisition payable by the option grantees under the schemes shall automatically stand augmented or reduced, as the case may be, in the same proportion as the present face value of Re. 1/- per equity share bears to the revised face value of the Equity Shares of the Company after such sub-division or consolidation, without affecting any other rights or obligations of the said allottees.

RESOLVED FURTHER THAT the Board be and is hereby authorized to make modifications, changes, variations, alterations or revisions in the ESOS 2014 as it may deem fit, from time to time in its sole and absolute discretion in conformity with the provisions of the of the Companies Act 2013, applicable provisions of the Companies (Share Capital and Debentures) Rules, 2014, applicable provisions of the Companies Act, 1956, if any, the Memorandum and Articles of Association of the Company, SEBI Guidelines and any other applicable laws."

Item No.17 (as Special Resolution): Sale of stake in Jyothy Consumer Product Marketing Limited to Associated Industries Consumer Products Private Limited

"**RESOLVED THAT** pursuant to the provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Meetings of Board and its Powers) Rules, 2014 and all other applicable rules, regulations, guidelines (including any statutory modifications or re-enactment thereof, for the time being in force) and subject to all applicable approvals, permissions and such conditions as may be prescribed by any of the concerned authorities while granting such approvals, which may be agreed to by the Board of Directors of the Company, approval of the members of the Company be and is hereby accorded for entering into transaction with the Company's Wholly Owned subsidiary namely Associated Industries Consumer Products Private Limited for sale of 8,25,540 (Eight Lac Twenty Five Thousand Five Hundred and Forty) Equity Shares of Rs. 10/- each fully paid-up of Jyothy Consumer Products Marketing Limited which are currently held by the Company, for such consideration payable by Associated Industries Consumer Products Private Limited which shall be determined on the basis of a valuation report to be obtained in this regard, however, the same not being less than Rs. 10/- (Rupees Ten Only) per Equity Share (i.e. the face value of Equity Share) of Jyothy Consumer Products Marketing Limited.

RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board of Directors be and are hereby authorized to agree, make, accept and finalize all such terms, condition(s), modification(s) and alteration(s) as it may deem fit and the Board is also hereby authorized to resolve and settle all questions, difficulties or doubts that may arise with regard to the said transaction and to finalize and execute all agreements, documents and writings and to do all acts, deeds and things in this connection and incidental thereto as the Board in its absolute discretion may deem fit without being required to seek any further consent or

approval of the members or otherwise to the end and intent that they shall be deemed to have given approval thereto expressly by the authority of this resolution."

Item No.18: Ratification of remuneration of Cost Auditors

"**RESOLVED THAT** pursuant to 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 modification(s) or re-enactment 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 for audit of the cost accounting records of the Company for the financial year ending March 31, 2015, be paid remuneration amounting to Rs. 2,40,000/- (Rupees Two Lac Forty Thousand only) plus Service Tax as applicable and out of pocket expenses, if any.

RESOLVED FURTHER THAT the Board of Directors and/ or the Company Secretary, be and are hereby authorised to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution".

Mr. M. L. Bansal presented vote of thanks to the Chair and also announced about arrangements of refreshments for the shareholders near the entrance of the hall.

The Consolidated results of the e-voting and Ballot Forms were declared by the Company on August 16, 2014 on the website of the Company and the website of the Stock Exchanges, the details of results declaration are enclosed as Annexure to the Minutes.

CHAIRMAN

Mumbai, August 11, 2013

Jyothy LABORATORIES LIMITED

'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

ANNEXURE TO MINUTES OF 23rd ANNUAL GENERAL MEETING

CIN: L24240MH1992PLC128651

Declaration of results of E-voting / Ballot Forms voting in respect of 23rd Annual General Meeting of Jyothy Laboratories Limited held on 13th August, 2014

In terms of Section 108 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Clause 35B of the Listing Agreement, **Jyothy Laboratories Limited** ('the Company') provided e-voting facility and facility of voting through Ballot Forms to the Members vide Notice of 23rd Annual General Meeting (AGM) dated 22nd May, 2014.

Members voting through e-voting / Postal Ballot voting till 9th August, 2014 (upto 5.30 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 Postal Ballot, physical Ballot Forms were distributed on 13th August, 2014, i.e. the day of the 23rd AGM. The Board had appointed Mr. Himanshu S. Kamdar, Practising Company Secretary, Partner – M/s. Rathi & Associates, Company Secretaries as Scrutinizer to scrutinize the voting processes for the 23rd AGM of the Company.

Based on the Scrutinizer's Report dated 14th August, 2014, *I hereby declare that all the 18 (Eighteen) resolutions, as set out in the Notice of the 23rd AGM of the Company dated 22nd May, 2014, have been duly passed with requisite majority,* the details of which are specified hereinbelow:

Item No.	Brief description	% Votes in Favour (Assent)	% Votes Against (Dissent)	Passed as
1.	Adoption of the audited Balance Sheet and Profit & Loss Account for the year ended March 31, 2014 and the reports of the Board of Directors and Auditors thereon.	100.00%	0.00%	Ordinary
2.	Declaration of final dividend and	100.00%	0.00%	Ordinary

	confirmation of Interim dividend already paid for financial year 2013-14.			
3.	Appointment of Director in place of Mr. K. Ullas Kamath who retires by rotation and being eligible offers himself for re-appointment.	98.34%	1.66%	Ordinary
4.	Appointment of Auditors and fixing of their remuneration.	97.13%	2.87%	Ordinary
5.	Re-appointment of Mr. M. P. Ramachandran as Chairman & Managing Director of the Company and approval of remuneration.	100.00%	0.00%	Ordinary
6.	Re-appointment of Mr. S. Raghunandan as Whole Time Director & Chief Executive Officer of the Company and approval of remuneration.	100.00%	0.00%	Ordinary
7.	Re-appointment of Ms. M. R. Jyothy as Whole Time Director of the Company and approval of remuneration.	100.00%	0.00%	Ordinary
8.	Appointment of Mr. Nilesh B. Mehta as an Independent Director of the Company.	97.15%	2.85%	Ordinary
9.	Appointment of Mr. K. P. Padmakumar as an Independent Director of the Company.	100.00%	0.00%	Ordinary
10.	Appointment of Mr. Bipin R. Shah as an Independent Director of the Company.	100.00%	0.00%	Ordinary
11.	Appointment of Mr. R. Laxminarayanan as an Independent Director of the Company.	100.00%	0.00%	Ordinary
12.	Power to borrow moneys in excess of paid up capital and free reserves of the Company in terms of Section 180(1)(c) of the Companies Act, 2013.	100.00%	0.00%	Special

JYOTHY LABORATORIES LTD. MUMBAI

13.	Power to create charge on the assets of the Company in terms of Section 180(1)(a) of the Companies Act, 2013.	100.00%	0.00%	Special
14.	Consent for Adoption of Employee Stock Option Scheme 2014-A and to create, offer, issue and allot stock options to Mr. S. Raghunandan.	90.73%	9.27%	Special
15.	Consent for grant of stock options in excess of 1% of the issued capital to Mr. S. Raghunandan.	89.37%	10.63%	Special
16.	Consent for Adoption of Employee Stock Option Scheme 2014 and to create, offer, issueand allot stock options to permanent employees of the Company.	92.27%	7.73%	Special
17.	Sale of stake in Jyothy Consumer Products Marketing Limited to Associated Industries Consumer Products Private Limited.	100.00%	0.00%	Special
18.	Ratification of remuneration of Cost Auditors.	100.00%	0.00%	Ordinary

The Scrutinizer's Report on the voting process conducted for the 23rd AGM is annexed herewith.

For JYOTHY LABORATORIES LIMITED

Date: 16th August, 2014
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

14th August, 2014

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 voting process conducted at 23th Annual General Meeting of Equity Shareholders of Jyothy Laboratories Limited:**

Jyothy Laboratories Limited ("the Company"), has appointed the undersigned as the Scrutinizer to ensure that the process of e-Voting and physical voting through ballot on the resolutions, as prescribed under Clause 35B of the Listing Agreement and Rule 20 of the Companies (Management and Administration) Rules, 2014 of the Companies Act, 2013 ("the Act"), placed for the approval of members as per the Notice dated 22nd May, 2014 be carried out in the 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 relating to e-voting and ballot on the resolutions contained in the Notice to the 23th Annual General Meeting ("AGM") of the members of the Company. My responsibility as a scrutinizer for the voting process through electronic means and ballot at the AGM is restricted to make a Scrutinizer's Report of the votes cast "in favour" or "against" the resolutions, based on the reports generated from the e-voting system of Central Depository Services (India) Limited and of voting through ballot as provided by Link Intime (India) Private Limited, the agencies engaged by the Company to provide e-voting facilities.

As required under Section 101 of the Act, a notice along with explanatory statement under Section 102 of the Act was sent to the Shareholders by Registered Post / Courier and through e-mail, for seeking approval of members on following resolutions:

1. Resolution No. 1 as an Ordinary Resolution for adoption of Audited Balance Sheet as at 31st March, 2014 and the Statement of Profit & Loss for the financial year ended on that date together with the Report of the Directors' and Auditors' thereon.

2. Resolution No. 2 as an Ordinary Resolution to declare final dividend and confirm interim dividend already paid for the year ended 31st March, 2014.

3. Resolution No. 3 as an Ordinary Resolution for re-appointment of Mr. L. Ullas Kamath (DIN: 00506681) as a Director of the Company, who retired by rotation and being eligible, offered himself for re-appointment.

4. Resolution No. 4 as an Ordinary Resolution for appointment of M/s S R B C & Co., LLP, Chartered Accountants (Registration No. 324982E), as the Statutory Auditors of the Company for a period of 3 (three) years to hold office from the conclusion of this Annual General Meeting until the conclusion of the 26th Annual General Meeting subject to ratification of members at every Annual General Meeting.

5. Resolution No. 5 as an Ordinary Resolution for re-appointment of and remuneration payable to Mr. Ramachandran Panjan Moothedath (DIN 00553406) as Chairman and Managing Director of the Company for a period of 5 (five) years, w.e.f. 1st April, 2014.

6. Resolution No. 6 as an Ordinary Resolution for re-appointment of and remuneration payable to Mr. Raghunandan Sathyanarayan Rao (DIN 02263845) as the Whole-time Director and Chief Executive Officer of the Company for a period of 3 (three) years, w.e.f. 1st June, 2014.

7. Resolution No. 7 as an Ordinary Resolution for re-appointment of and remuneration payable to Ms. Jyothy Ramachandran (DIN 00571828) as the Whole-time Director of the Company for a period of 3 (three) years, w.e.f. 1st June, 2014.

8. Resolution No. 8 as an Ordinary Resolution for appointment of Mr. Nilesh Bansilal Mehta (DIN 00199071) as an Independent Director of the Company to hold office upto March 31, 2019.

9. Resolution No. 9 as an Ordinary Resolution for appointment of Mr. Kiliyanat Puliasseri Padmakumar (DIN 00023176) as an Independent Director of the Company to hold office upto March 31, 2019.

10. Resolution No. 10 as an Ordinary Resolution for appointment of Mr. Bipin Ratilal Shah (DIN 00006094) as an Independent Director of the Company to hold office upto March 31, 2019.

11. Resolution No. 11 as an Ordinary Resolution for appointment of Mr. Ramakrishnan Lakshminarayan (DIN 00238887) as an Independent Director of the Company to hold office upto March 31, 2019.

12. Resolution No. 12 as a Special Resolution for authorizing the Board of Directors of the Company to borrow fund(s) which may exceed aggregate of the Company's paid-up share capital and free reserves but not exceeding Rs. 1000 Crores (Rupees One Thousand Crores only) at any time pursuant to the provisions of Section 180(1)(c) of Companies Act, 2013.

13. Resolution No. 13 as a Special Resolution authorizing the Board of Directors of the Company to pledge, mortgage and/or hypothecate movable and/or immovable assets of the Company for securing the borrowings from time to time upto a limit of Rs. 1000 Crores (Rupees One Thousand Crores only) pursuant to the provisions of Section 180(1)(a) of the Companies Act, 2013.

14. Resolution No. 14 as a Special Resolution for adoption of Jyothy Laboratories Employee Stock Option Scheme 2014-A (ESOS 2014-A) in order to create, offer, issue and allot stock options to Mr. S. Raghunandan, Whole-time Director and Chief Executive Officer of the Company, options exercisable into not more than 27,15,352 (Twenty Seven Lacs Fifteen Thousand Three Hundred and Fifty Two) Equity Shares of Re 1/- (Rupee One only) each.

15. Resolution No. 15 as a Special Resolution for issuance of Shares to Mr. S. Raghunandan during any year exceeding 1% of the total issued capital of the Company at the time of grant of Shares under ESOS 2014-A.

16. Resolution No. 16 as a Special Resolution for adoption of Jyothy Laboratories Employee Stock Option Scheme (ESOS 2014) in order to create, offer, issue and allot stock options to Employees and Directors but excluding Independent Directors, options exercisable into not more than 27,15,352 (Twenty Seven Lacs Fifteen Thousand Three Hundred and Fifty Two) Equity Shares of Re 1/- (Rupee One only) each.

17. Resolution No. 17 as a Special Resolution for sale of 825,540 Equity Shares of Rs. 10/- each of Jyothy Consumer Products Marketing Limited to Associated Industries Consumer Products Private Limited pursuant to the provisions of Section 188 of the Companies Act, 2013.

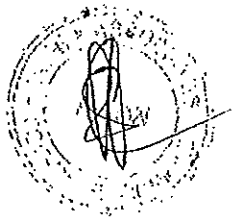
18. Resolution No. 18 as a Special Resolution for appointment of M/s R. Nanabhoy & Co., Cost Accountants (Firm Registration Number 000010) as the Cost Auditors of the Company for the financial year ending 31st March, 2015 on a remuneration of Rs. 240,000/- (Rupees Two Lac Forty Thousand only).

The Company provided the e-Voting facility offered by Central Depository Services (India) Limited (CDSL) to cast votes on aforesaid resolutions through e-Voting by the members of the Company.

E-Voting facilities were made available to shareholders of the Company to exercise their voting rights from 9.30 a.m. of Thursday, 7th August, 2014 upto 5.30 p.m. of Saturday, 9th August, 2014. Accordingly, e-votes casted upto 5.30 p.m. of 9th August, 2014 have been considered for my scrutiny.

The Company also distributed physical ballots to the members present at the 23rd Annual General Meeting to enable them to cast their votes on the aforesaid resolutions.

A summary of the votes casted by shareholders through e-Voting and physical ballots at the 23rd Annual General Meeting with their pattern of voting is as per Annexure annexed to this Report.



The results of the voting by members through e-Voting and physical ballots at the 23rd 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 casted through e-Voting and physical ballots received for each of the resolutions is given below:

For Resolution No. 1:

Sr. No.	Particulars		Resolution 1	
			No. of Ballots / E-Voting	No. of Shares voted
a.	Votes cast through physical ballot		42	11384684
b.	e-Voting Confirmations received		76	130094179
	Total		118	141478863
c.	Less: Invalid Ballot / e-Voting confirmations		3	85
d.	**Net Valid Physical Ballot Forms / e-Voting**			
	(i)	Physical Ballot Forms / e-Voting with assent for the Resolution	115	141478778
		% of Assent	-	100.00
	(ii)	Physical Ballot Forms / e-Voting with dissent for the Resolution	0	0
	% of Dissent		-	0

For Resolution No. 2:

Sr. No.	Particulars		Resolution 2	
			No. of Ballots / E-Voting	No. of Shares voted
a.	Votes cast through physical ballot		42	11384684
b.	e-Voting Confirmations received		84	133409838
	Total		126	144794522
c.	Less: Invalid Ballot / e-Voting confirmations		3	85
d.	**Net Valid Physical Ballot Forms / e-Voting**			
	(i)	Physical Ballot Forms / e-Voting with assent for the Resolution	123	144794437
		% of Assent	-	100.00
	(ii)	Physical Ballot Forms / e-Voting with dissent for the Resolution	0	0
	% of Dissent		-	0

For Resolution No. 3:

Sr. No.	Particulars		Resolution 3	
			No. of Ballots / E-Voting	No. of Shares voted
a.	Votes cast through physical ballot		42	11384684
b.	e-Voting Confirmations received		84	133409838
	Total		126	144794522
c.	Less: Invalid Ballot / e-Voting confirmations		3	85
d.	**Net Valid Physical Ballot Forms / e-Voting**			
	(i)	Physical Ballot Forms / e-Voting with assent for the Resolution	106	142385672
		% of Assent	-	98.34
	(ii)	Physical Ballot Forms / e-Voting with dissent for the Resolution	17	2408765
	% of Dissent		-	1.66

For Resolution No. 4:

Sr. No.	Particulars		Resolution 4	
			No. of Ballots / E-Voting	No. of Shares voted
a.	Votes cast through physical ballot		42	11384684
b.	e-Voting Confirmations received		76	132294169
	Total		118	143678853
c.	Less: Invalid Ballot / e-Voting confirmations		3	85
d.	**Net Valid Physical Ballot Forms / e-Voting**			
	(i)	Physical Ballot Forms / e-Voting with assent for the Resolution	106	139556784
		% of Assent	-	97.13
	(ii)	Physical Ballot Forms / e-Voting with dissent for the Resolution	9	4121984
	% of Dissent		-	2.87

For Resolution No. 5

Sr. No.	Particulars		Resolution 5	
			No. of Ballots / E-Voting	No. of Shares voted
a.	Votes cast through physical ballot		42	11384684
b.	e-Voting Confirmations received		84	133409838
	Total		126	144794522
c.	Less: Invalid Ballot / e-Voting confirmations		3	85
d.	**Net Valid Physical Ballot Forms / e-Voting**			
	(i)	Physical Ballot Forms / e-Voting with assent for the Resolution	120	144794082
		% of Assent	-	100.00
	(ii)	Physical Ballot Forms / e-Voting with dissent for the Resolution	3	355
	% of Dissent		-	0

For Resolution No. 6:

Sr. No.	Particulars		Resolution 6	
			No. of Ballots / E-Voting	No. of Shares voted
a.	Votes cast through physical ballot		42	11384684
b.	e-Voting Confirmations received		84	133409838
	Total		126	144794522
c.	Less: Invalid Ballot / e-Voting confirmations		3	85
d.	**Net Valid Physical Ballot Forms / e-Voting**			
	(i)	Physical Ballot Forms / e-Voting with assent for the Resolution	120	144794082
		% of Assent	-	100.00
	(ii)	Physical Ballot Forms / e-Voting with dissent for the Resolution	3	355
	% of Dissent		-	0

For Resolution No. 7:

Sr. No.	Particulars		Resolution 7	
			No. of Ballots / E-Voting	No. of Shares voted
a.	Votes cast through physical ballot		42	11384684
b.	e-Voting Confirmations received		83	133409828
	Total		125	144794512
c.	Less: Invalid Ballot / e-Voting confirmations		3	85
d.	**Net Valid Physical Ballot Forms / e-Voting**			
	(i)	Physical Ballot Forms / e-Voting with assent for the Resolution	117	144793563
		% of Assent	-	100.00
	(ii)	Physical Ballot Forms / e-Voting with dissent for the Resolution	5	864
	% of Dissent		-	0

For Resolution No. 8:

Sr. No.	Particulars		Resolution 8	
			No. of Ballots / E-Voting	No. of Shares voted
a.	Votes cast through physical ballot		42	11384684
b.	e-Voting Confirmations received		83	133409828
	Total		125	144794512
c.	Less: Invalid Ballot / e-Voting confirmations		3	85
d.	**Net Valid Physical Ballot Forms / e-Voting**			
	(i)	Physical Ballot Forms / e-Voting with assent for the Resolution	113	140672718
		% of Assent	-	97.15
	(ii)	Physical Ballot Forms / e-Voting with dissent for the Resolution	9	4121709
	% of Dissent		-	2.85

For Resolution No. 9:

Sr. No.	Particulars		Resolution 9	
			No. of Ballots / E-Voting	No. of Shares voted
a.	Votes cast through physical ballot		42	11384684
b.	e-Voting Confirmations received		84	133409838
	Total		126	144794522
c.	Less: Invalid Ballot / e-Voting confirmations		3	85
d.	**Net Valid Physical Ballot Forms / e-Voting**			
	(i)	Physical Ballot Forms / e-Voting with assent for the Resolution	120	144794082
		% of Assent	-	100.00
	(ii)	Physical Ballot Forms / e-Voting with dissent for the Resolution	3	355
	% of Dissent		-	0

For Resolution No. 10:

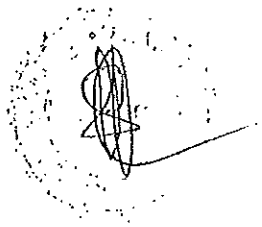
Sr. No.	Particulars		Resolution 10	
			No. of Ballots / E-Voting	No. of Shares voted
a.	Votes cast through physical ballot		42	11384684
b.	e-Voting Confirmations received		83	133409828
	Total		125	144794512
c.	Less: Invalid Ballot / e-Voting confirmations		3	85
d.	**Net Valid Physical Ballot Forms / e-Voting**			
	(i)	Physical Ballot Forms / e-Voting with assent for the Resolution	119	144794072
		% of Assent	-	100.00
	(ii)	Physical Ballot Forms / e-Voting with dissent for the Resolution	3	355
	% of Dissent		-	0

For Resolution No. 11:

Sr. No.	Particulars		Resolution 11	
			No. of Ballots / E-Voting	No. of Shares voted
a.	Votes cast through physical ballot		42	11384684
b.	e-Voting Confirmations received		84	133409838
	Total		**126**	**144794522**
c.	Less: Invalid Ballot / e-Voting confirmations		3	85
d.	**Net Valid Physical Ballot Forms / e-Voting**			
	(i)	Physical Ballot Forms / e-Voting with assent for the Resolution	120	144794082
		% of Assent	-	100.00
	(ii)	Physical Ballot Forms / e-Voting with dissent for the Resolution	3	355
	% of Dissent		-	0

For Resolution No. 12:

Sr. No.	Particulars		Resolution 12	
			No. of Ballots / E-Voting	No. of Shares voted
a.	Votes cast through physical ballot		42	11384684
b.	e-Voting Confirmations received		83	133409828
	Total		**125**	**144794512**
c.	Less: Invalid Ballot / e-Voting confirmations		3	85
d.	**Net Valid Physical Ballot Forms / e-Voting**			
	(i)	Physical Ballot Forms / e-Voting with assent for the Resolution	116	144793803
		% of Assent	-	100.00
	(ii)	Physical Ballot Forms / e-Voting with dissent for the Resolution	6	624
	% of Dissent		-	0



For Resolution No. 13:

Sr. No.	Particulars		Resolution 13	
			No. of Ballots / E-Voting	No. of Shares voted
a.	Votes cast through physical ballot		42	11384684
b.	e-Voting Confirmations received		83	133409819
	Total		125	144794512
c.	Less: Invalid Ballot / e-Voting confirmations		3	85
d.	**Net Valid Physical Ballot Forms / e-Voting**			
	(i)	Physical Ballot Forms / e-Voting with assent for the Resolution	118	144794063
		% of Assent	-	100.00
	(ii)	Physical Ballot Forms / e-Voting with dissent for the Resolution	4	364
	% of Dissent		-	0

For Resolution No. 14:

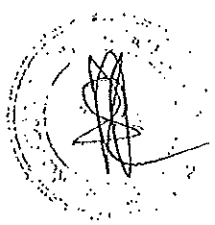
Sr. No.	Particulars		Resolution 14	
			No. of Ballots / E-Voting	No. of Shares voted
a.	Votes cast through physical ballot		42	11384684
b.	e-Voting Confirmations received		83	133409828
	Total		125	144794512
c.	Less: Invalid Ballot / e-Voting confirmations		3	85
d.	**Net Valid Physical Ballot Forms / e-Voting**			
	(i)	Physical Ballot Forms / e-Voting with assent for the Resolution	90	131376573
		% of Assent	-	90.73
	(ii)	Physical Ballot Forms / e-Voting with dissent for the Resolution	32	13417854
	% of Dissent		-	9.27

For Resolution No. 15:

Sr. No.	Particulars		Resolution 15	
			No. of Ballots / E-Voting	No. of Shares voted
a.	Votes cast through physical ballot		42	11384684
b.	e-Voting Confirmations received		83	133409828
	Total		125	144794512
c.	Less: Invalid Ballot / e-Voting confirmations		3	85
d.	**Net Valid Physical Ballot Forms / e-Voting**			
	(i)	Physical Ballot Forms / e-Voting with assent for the Resolution	90	129398130
		% of Assent	-	89.37
	(ii)	Physical Ballot Forms / e-Voting with dissent for the Resolution	32	15396297
	% of Dissent		-	10.63

For Resolution No. 16:

Sr. No.	Particulars		Resolution 16	
			No. of Ballots / E-Voting	No. of Shares voted
a.	Votes cast through physical ballot		42	11384684
b.	e-Voting Confirmations received		83	133409828
	Total		125	144794512
c.	Less: Invalid Ballot / e-Voting confirmations		3	85
d.	**Net Valid Physical Ballot Forms / e-Voting**			
	(i)	Physical Ballot Forms / e-Voting with assent for the Resolution	97	133603233
		% of Assent	-	92.27
	(ii)	Physical Ballot Forms / e-Voting with dissent for the Resolution	25	11191194
	% of Dissent		-	7.73



For Resolution No. 17:

Sr. No.	Particulars		Resolution 17	
			No. of Ballots / E-Voting	No. of Shares voted
a.	Votes cast through physical ballot		42	11384684
b.	e-Voting Confirmations received		83	133409828
	Total		125	144794512
c.	Less: Invalid Ballot / e-Voting confirmations		3	85
d.	**Net Valid Physical Ballot Forms / e-Voting**			
	(i)	Physical Ballot Forms / e-Voting with assent for the Resolution	114	144793213
		% of Assent	-	100.00
	(ii)	Physical Ballot Forms / e-Voting with dissent for the Resolution	8	1214
	% of Dissent		-	0

For Resolution No. 18:

Sr. No.	Particulars		Resolution 18	
			No. of Ballots / E-Voting	No. of Shares voted
a.	Votes cast through physical ballot		42	11384684
b.	e-Voting Confirmations received		84	133409838
	Total		126	144794522
c.	Less: Invalid Ballot / e-Voting confirmations		3	85
d.	**Net Valid Physical Ballot Forms / e-Voting**			
	(i)	Physical Ballot Forms / e-Voting with assent for the Resolution	117	144793322
		% of Assent	-	100.00
	(ii)	Physical Ballot Forms / e-Voting with dissent for the Resolution	6	1115
	% of Dissent		-	0