® Jyothy LABORATORIES LIMITED

CIN: L24240MH1992PLC128651

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

Ph: 91-22-66892800; Fax: 91-22-66892805; Email: secretarial@jyothy.com; Website: www.jyothylaboratories com

NOTICE OF POSTAL BALLOT

{Pursuant to Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014}

Dear Member(s),

Notice is hereby given pursuant to the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") read with the Companies (Management and Administration) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force) and other applicable laws and regulations, that the resolution appended below is proposed to be passed by Members through means of Postal Ballot/ electronic voting (e-voting).

The proposed Special Resolution, along with the Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, setting out all material facts pertaining to the resolution and a Postal Ballot Form is enclosed for your consideration. The Board of Directors of the Company has appointed Mr. Himanshu S. Kamdar (Membership No. FCS 5171), Practicing Company Secretary, Partner, M/s. Rathi & Associates, Mumbai as a Scrutinizer for conducting the Postal Ballot and e-voting process in a fair and transparent manner.

In compliance with Clause 35B of the Listing Agreement, provisions of Section 108 & 110 of the Act read with the Rules made thereunder, the Company is pleased to provide e-voting facility to the Members to enable them to cast their votes electronically. Members holding shares either in physical form or in dematerialized form, as on the cut-off date August 7, 2015 may cast their vote electronically on the business as set out in the Notice of the Postal Ballot through electronic voting system of Central Depository Services (India) Limited ('CDSL').

Members desiring to exercise their vote by postal ballot are requested to carefully read the instructions printed in the Postal Ballot Form and return the said Form duly completed in the attached self-addressed Business Reply Envelope, so as to reach the Scrutinizer not later than 5.00 p.m. on Saturday, September 12, 2015. The Ballot Form received after the said date will be treated as not received as per Rule 22(12) of the Companies (Management and Administration) Rules, 2014.

The Scrutinizer will submit his Report to the Chairman or any other Director of the Company after completion of the scrutiny of the voting by Postal Ballot and e-voting. The result of Postal Ballot and e-voting would be declared and notified by the Chairman or any other Director authorised by him in this behalf, on Monday, September 14, 2015, at 5.00 p.m. at the Registered Office of the Company situated at 'Ujala House', Ramkrishna Mandir Road, Kondivita, Andheri (East), Mumbai-400059. The aforesaid results shall be intimated to National Stock Exchange of India Limited (NSE) and Bombay Stock Exchange Limited (BSE), and also would be displayed on the Company's website at www.jyothylaboratories.com. The date of declaration of result shall be deemed to be date of passing of the said Resolution.

PROPOSED RESOLUTION:

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 Section 13 read with Section 110 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof for the time being in force) and Rules made thereunder, subject to the necessary approvals as may be required in this regard from the appropriate authorities, and further subject to such other terms, conditions, stipulations, alterations, amendments or modifications as may be required, specified or suggested by any such authorities, which terms, conditions, stipulations, alterations, amendments or modifications, the Board of Directors (hereinafter referred to as "the Board", which term shall include any of its duly authorised committee or individual Director) is hereby authorised to accept as it may deem fit, the consent of the members of the Company be and is hereby accorded to amend the Object Incidental to or Ancillary to the Attainment of the Main Object of the Memorandum of Association of the Company, by inserting new sub clause 5A after the existing sub clause 5 in 'Clause III B' of the Memorandum of Association of the Company as follows:

5A "To purchase, procure, deal, import and obtain materials in any commodity market or commodity exchange, and engage in hedging, spot trading, forward commodity contracts, rate swaps, commodity future/swaps, commodity options and derivatives to manage risks on account of variation in prices of key raw materials or inputs required by the Company directly or indirectly, through hedging or otherwise."

RESOLVED FURTHER THAT the existing Memorandum of Association of the Company, duly modified as aforesaid, or as suggested by any appropriate authority and accepted by the Board, be adopted as the Memorandum of Association of the Company;

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board, be and is hereby authorized to do all such acts, deeds, matters and things as may be deemed necessary and settle any or all questions/matters arising with respect to the above matter, and to execute all such deeds, documents, agreements and writings as may be necessary for the purpose of giving effect to this resolution, take such further incidental and ancillary steps in this regard, as may be considered desirable or expedient by the Board in the best interest of the Company and its members;

RESOLVED FURTHER THAT any Director of the Company and/or any person(s), for the time being, duly authorized by the Board be and are/is hereby authorized to take all steps necessary for giving effect to this resolution."

By Order of the Board
For Jyothy Laboratories Limited

Place: Mumbai
Date: July 30, 2015

M. L. Bansal
Company Secretary

Notes:

1. Pursuant to Section 102 of the Companies Act, 2013, the statement setting out material facts and reasons for the proposed special business is annexed hereto.
2. The Notice of the Postal Ballot along with the Postal Ballot Form and self-addressed Business Reply Envelope is being sent to all the members whose email IDs are not registered but whose names appear in the Register of Members/ Beneficial Owners as per the details furnished by the Depositories as on August 7, 2015. The members who have registered their e-mail IDs for receipt of documents in electronic mode will receive Notice by e-mail. Voting rights shall be reckoned on the paid up value of equity shares registered in the name of the members as on August 7, 2015.
3. In compliance with the provisions of Section 110 of the Companies Act, 2013 and Rules framed thereunder, the Company is pleased to provide Members, the facility to exercise their right to vote by electronic means and the business may be transacted through e-voting services provided by CDSL.
4. Kindly note that the members can opt for only one mode of voting i.e., either by postal ballot or e-voting. If the members opt for e-voting, then they should not vote by postal ballot and vice versa. However, in case members cast their vote by postal ballot and e-voting, then voting done through e-voting shall prevail and voting done by postal ballot will be treated as invalid.
5. A Member cannot exercise his Vote by proxy on a Postal Ballot.
6. All documents referred to in this Postal Ballot Notice and Explanatory Statement stating out the material facts are available for inspection of the Members at the Registered Office of the Company between 10.00 a.m. to 12 noon on all working days except Sundays and National Holidays up to September 12, 2015.
7. Resolution passed by Members through Postal Ballot is deemed to have been passed as if it has been passed at a General Meeting of the Members.
8. A member may seek duplicate Postal Ballot Notice and Postal Ballot Form from Link Intime India Private Limited, C-13, Pannalal Silk Mills Compound, Lal Bahadur Shastri Road, Bhandup West, Mumbai- 400078.

Instructions and other information relating to e-voting are as under:

i. The voting period begins on Friday, August 14, 2015 at 10.00 a.m. and ends on Saturday, September 12, 2015 at 5.00 p.m. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e August 7, 2015, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting after 5.00 p.m. on September 12, 2015.

ii. The shareholders should log on to the e-voting website www.evotingindia.com.

iii. Click on "Shareholders".

iv. Now Enter your User ID;

   a. For CDSL: 16 digits beneficiary ID;

   b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID;

   c. Members holding shares in Physical Form should enter Folio Number registered with the Company.

v. Next enter the Image Verification as displayed and Click on Login.

vi. If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.

vii. If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders).
	• Members who have not updated their PAN with the Company/ Depository Participant are requested to use the sequence number which is printed on Physical Ballot/ Attendance Slip indicated in the PAN field.
Dividend Bank Details **OR** 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 Enter the Dividend Bank Details as recorded in your demat account or in the Company records for the said demat account or folio. • If both the details are not recorded with the depository or Company please enter the member id/ folio number in the Dividend Bank details field as mentioned in instruction (iv).

viii. After entering these details appropriately, click on "SUBMIT" tab.

ix. Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat 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.

x. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

xi. Click on the EVSN for JYOTHY LABORATORIES LIMITED on which you choose to vote.

xii. 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.

xiii. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

xiv. 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.

xv. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

xvi. You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.

xvii. If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

xviii. Note for Non–Individual Shareholders and Custodians

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.

  A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to 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 should be mailed to 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.

xix. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com or contact Mr. Wenceslaus Furtado, Deputy Manager- Central Depository Services (India) Limited, 17th Floor, Phiroje Jeejeebhoy Towers, Dalal Street, Fort, Mumbai- 400001 on 18002005533.

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

The Company purchases raw materials for manufacture of soaps and detergents. The raw material for the same is "Labsa". The price of Labsa fluctuates with fluctuation in the price of crude oil. In order to manage the risk due to fluctuations in the price of Crude oil, it shall be necessary to hedge/ trade in futures, options and derivatives. For undertaking the said activities, the Company has been advised to amend Clause III B of its Memorandum of Association.

In view of the above, it is proposed to alter Clause III B of the Memorandum of Association of the Company, by inserting new sub clause 5A after the existing sub clause 5 in the Memorandum of Association of the Company.

In order to enable the Company to amend the Object Clause of the Memorandum of the Association of the Company, approval of the members is required to be obtained by way of Special Resolution. Accordingly, the proposed resolution is being placed for your approval through Postal Ballot and e-voting.

None of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financial or otherwise, in the aforesaid resolution, except to the extent of their equity shareholdings in the Company.

By Order of the Board
For Jyothy Laboratories Limited

Place: Mumbai
Date: July 30, 2015

M.L.Bansal
Company Secretary

Jyothy LABORATORIES LIMITED
CIN: L24240MH1992PLC128651
'UJALA HOUSE', Ramakrishna Mandir Road, Kondivita, Andheri (East) Mumbai- 400059.
Ph: 91-22-66892800; Fax: 91-22-66892805; Email: secretarial@jyothy.com; Website: www.jyothylaboratories com

POSTAL BALLOT FORM

Sl. No.

(1) Name & Registered Address of the Sole/ First Member/ Beneficial Owner :

(2) Name(s) of the Joint Member(s), if any :

(3) Registered folio No./ *DP ID No./ Client ID No. (* Applicable to the Members holding Shares in dematerialized form) :

(4) Number of Shares held :

(5) I/ We hereby exercise my/ our votes in respect of the Special Resolution to be passed through Postal Ballot for the business stated in the Postal Ballot Notice of the Company dated **"July 30, 2015"** by conveying my/ our assent or dissent to the said Resolution by placing the tick (√) mark at the appropriate box below:

Item No.	Description	No. of Shares held by me	I assent to the resolution Please tick (√)	I dissent to the resolution Please tick (√)
1	Special Resolution under Section 13 of the Companies Act, 2013 for alteration of the Objects Clause of the Memorandum of Association of the Company.			

Place:

Date:

Signature of the Shareholder

E-VOTING PARTICULARS

EVSN (E-Voting Sequence Number)	User ID	Password / PIN

Note: Please read carefully the instructions printed overleaf before exercising your vote. Please refer to the instructions for voting through electronic means provided in the Postal Ballot Notice sent herewith.

Instructions

1. A Member desiring to exercise his/her vote by Postal Ballot may complete this Postal Ballot Form and send it to the Scrutinizer in the enclosed self-addressed Business Reply Envelope. Postage will be borne and paid by the Company. However, envelopes containing Postal Ballot Form, if sent by courier or deposited in person at the expense of the member will also be accepted.

2. The self-addressed Business Reply Envelope being sent herewith bears the name and address of the Scrutinizer appointed for conducting Postal Ballot process.

3. The Postal Ballot Form should be completed and signed by the Member (as per the specimen signature Registered with the Company/ Depository Participant). In case of joint holding, this Form should be completed and signed by the first named member and in his/her absence, by the subsequent named member and so on.

4. There shall be one Postal Ballot Form for every Folio/Client ID irrespective of the number of joint holders. The Postal Ballot shall not be exercised by a Proxy.

5. A member may request for a duplicate Postal Ballot Form, if so required. However, the duly completed duplicate Postal Ballot Form should reach the Scrutinizer not later than the date specified herein below at serial no. 8.

6. The votes may be cast either in favour or against by putting the tick (√) mark in the column provided for assent or dissent. Postal Ballot Form bearing tick marks in both the columns will render the form invalid.

7. Incomplete, unsigned or incorrectly ticked Postal Ballot Form will be rejected. The Scrutinizer's decision on the validity of a Postal Ballot will be final and binding.

8. Duly completed Postal Ballot Form should be received by the Scrutinizer not later than the close of working hours (i.e. before 5.00 p.m.) on September 12, 2015. Postal Ballot Forms received after this date will be treated as if no reply from the member has been received.

9. Voting rights shall be reckoned on the paid up value of Shares registered in the name(s) of the Shareholder(s) as on the cut-off date i.e. August 7, 2015.

10. In case of shares held by companies, trusts, societies, etc. the duly completed Postal Ballot Form should be signed by the authorized signatory and shall be accompanied by a certified true copy of the Board Resolution/Authorization together with specimen signature(s) of the duly authorized signatories.

11. Members are requested not to send any other paper along with the Postal Ballot Form in the enclosed self-addressed Business Reply Envelope in as much as all such envelopes will be delivered to the Scrutinizer and any extraneous paper found in such envelope would be destroyed by the Scrutinizer.

12. The result of the Postal Ballot will be declared on September 14, 2015 at the Registered Office of the Company. The result of the Postal Ballot will also be posted on the website of the Company (www.jyothylaboratories.com) and the web-site of Stock Exchanges on which the Company is listed.

13. Postal Ballot Form shall be considered invalid if a form other than the one issued by the company or a photocopy thereof has been used.

14. A member need not use all his/ her votes nor does he/ she need to cast his/ her votes in the same way.

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