



Jyothy LABORATORIES LIMITED

Regd. Office: UJALA HOUSE, Ramakrishna Mandir Road, Kondivita, Andheri (East), Mumbai - 400 059
Tel. : 66892800, Fax: 66892805, Email: secretarial@jyothy.com, Website: www.jyothylaboratories.com

NOTICE

Notice is hereby given that an Extra-Ordinary General Meeting ('EGM') of the Members of JYOTHY LABORATORIES LIMITED will be held on 19th day of November, 2013 at 11.00 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 - 400 001 to transact the following business:

Special Business:

1. 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 81(1A) and all other applicable provisions of the Companies Act, 1956 and the provisions of Companies Act, 2013, if any (including any statutory modification(s) or re-enactment thereof, for the time being in force), the provisions of Foreign Exchange Management Act, 1999 and rules and regulations framed thereunder and subject to the provisions of Chapter VII of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, (SEBI (ICDR) Regulations, 2009), as in force and subject to other applicable rules, regulations and guidelines of Securities and Exchange Board of India (SEBI) and enabling provisions of the Memorandum and Articles of Association of the Company and the Listing Agreements entered into between the Company and the Stock Exchanges, where the shares of the Company are listed and subject to requisite approvals, consents, permissions and/or sanctions, if any, of SEBI, the Stock Exchanges and other appropriate authorities, including Reserve Bank of India, as may be required and subject to such conditions as may be prescribed by any of them while granting any such approvals, consents, permissions, and / or sanctions and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the 'Board' which term shall be deemed to include any committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred hereunder), the Board be and is hereby authorized to create, offer, issue and allot, from time to time, in one or more tranches, 1,50,00,000 (One Crore Fifty Lacs) equity shares of Re. 1/- each (each an "Equity Share" and collectively the "Issue Shares") to the Promoter and/or Promoter Group of the Company on preferential allotment basis, in such manner and on such price, terms and conditions as may be determined by the Board in accordance with the SEBI (ICDR) Regulations, 2009 or other provisions of the law as may be prevailing at the time; provided that the minimum price of the Issue Shares so issued shall not be less than the price arrived at in accordance with provisions of Chapter VII of SEBI (ICDR) Regulations, 2009;

RESOLVED FURTHER THAT the Issue Shares shall be issued and allotted by the Company to the Promoter and/or Promoter Group, inter alia, subject to the following:

- The Issue Shares shall be allotted within a period of 15 days from the date of passing of this Resolution provided that where the allotment of the said Issue Shares is pending on account of pendency of any approval of such allotment by any regulatory authority, the allotment shall be completed within a period of 15 days from the date of such approval; and
- The Issue Shares to be issued and allotted in the manner aforesaid shall rank *pari-passu* with the existing equity shares of the Company in all respects.

RESOLVED FURTHER THAT the "Relevant Date" for the purpose of calculating the price of the Issue Shares is the date 30 days prior to the date of this Extra-Ordinary General Meeting. Since the relevant date falls on a weekend, the day preceding the weekend is reckoned to be the relevant date i.e. October 18, 2013.

RESOLVED FURTHER THAT for the purpose of giving effect to any offer, issue or allotment of the Issue Shares, the Board be and is hereby authorized to take all actions and to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary and desirable for such purpose, including without limitation, issuing clarifications on the issue and allotment of the Issue Shares, resolving any difficulties, effecting any modification to the foregoing (including any modifications to the terms of the issue), preparing, signing and filing applications with the appropriate authorities for obtaining requisite approvals, liaising with appropriate authorities



NOTICE

Notice is hereby given that an Extra-Ordinary General Meeting ('EGM') of the Members of JYOTHY LABORATORIES LIMITED will be held on 19th day of November, 2013 at 11.00 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 - 400 001 to transact the following business:

Special Business:

1. 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 81(1A) and all other applicable provisions of the Companies Act, 1956 and the provisions of Companies Act, 2013, if any (including any statutory modification(s) or re-enactment thereof, for the time being in force), the provisions of Foreign Exchange Management Act, 1999 and rules and regulations framed thereunder and subject to the provisions of Chapter VII of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, (SEBI (ICDR) Regulations, 2009), as in force and subject to other applicable rules, regulations and guidelines of Securities and Exchange Board of India (SEBI) and enabling provisions of the Memorandum and Articles of Association of the Company and the Listing Agreements entered into between the Company and the Stock Exchanges, where the shares of the Company are listed and subject to requisite approvals, consents, permissions and/or sanctions, if any, of SEBI, the Stock Exchanges and other appropriate authorities, including Reserve Bank of India, as may be required and subject to such conditions as may be prescribed by any of them while granting any such approvals, consents, permissions, and / or sanctions and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the 'Board' which term shall be deemed to include any committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred hereunder), the Board be and is hereby authorized to create, offer, issue and allot, from time to time, in one or more tranches, 1,50,00,000 (One Crore Fifty Lacs) equity shares of Re. 1/- each (each an "Equity Share" and collectively the "Issue Shares") to the Promoter and/or Promoter Group of the Company on preferential allotment basis, in such manner and on such price, terms and conditions as may be determined by the Board in accordance with the SEBI (ICDR) Regulations, 2009 or other provisions of the law as may be prevailing at the time; provided that the minimum price of the Issue Shares so issued shall not be less than the price arrived at in accordance with provisions of Chapter VII of SEBI (ICDR) Regulations, 2009;

RESOLVED FURTHER THAT the Issue Shares shall be issued and allotted by the Company to the Promoter and/or Promoter Group, inter alia, subject to the following:

- The Issue Shares shall be allotted within a period of 15 days from the date of passing of this Resolution provided that where the allotment of the said Issue Shares is pending on account of pendency of any approval of such allotment by any regulatory authority, the allotment shall be completed within a period of 15 days from the date of such approval; and
- The Issue Shares to be issued and allotted in the manner aforesaid shall rank *pari-passu* with the existing equity shares of the Company in all respects.

RESOLVED FURTHER THAT the "Relevant Date" for the purpose of calculating the price of the Issue Shares is the date 30 days prior to the date of this Extra-Ordinary General Meeting. Since the relevant date falls on a weekend, the day preceding the weekend is reckoned to be the relevant date i.e. October 18, 2013.

RESOLVED FURTHER THAT for the purpose of giving effect to any offer, issue or allotment of the Issue Shares, the Board be and is hereby authorized to take all actions and to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary and desirable for such purpose, including without limitation, issuing clarifications on the issue and allotment of the Issue Shares, resolving any difficulties, effecting any modification to the foregoing (including any modifications to the terms of the issue), preparing, signing and filing applications with the appropriate authorities for obtaining requisite approvals, liaising with appropriate authorities

to obtain the requisite approvals, entering into contracts, arrangements, agreements, memoranda, documents for appointment of agencies for managing, listing and trading of Issue Shares, to appoint such consultants, legal advisors, advisors and all such agencies as may be required for the issuance of the Issue Shares, utilisation of issue proceeds and to do all acts, deeds and things in connection therewith 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 shall be deemed to have given their approval thereto expressly by the authority of this Resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers herein conferred to any Committee of the Board or any Director(s) of the Company and to generally do all such acts, deeds and things as may be necessary or incidental to give effect to the aforesaid Resolutions;

RESOLVED FURTHER THAT all actions taken by the Board or Committees duly constituted for this purpose in connection with any matter(s) referred to or contemplated in any of the foregoing Resolutions be and are hereby approved, ratified and confirmed in all respects."

By order of the Board
For **JYOTHY LABORATORIES LIMITED**

Place : Mumbai

Sd/-

M. L. Bansal

Company Secretary

Date : 22nd October, 2013

Notes:

1. The relevant statement to be annexed to the Notice in respect of business under Item No. 1 of the Notice is annexed hereto.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT PROXY, ONE OR MORE, TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF AND SUCH PROXY NEED NOT BE MEMBER OF THE COMPANY.**
3. The instrument appointing a proxy, to be effective, must be duly filled, stamped and signed and must be deposited with the Company at its Registered Office not less than 48 hours before the Meeting.

STATEMENT TO BE ANNEXED TO THE NOTICE IN TERMS OF SECTION 102 OF THE COMPANIES ACT, 2013

Material Facts relating to the Preferential Allotment

In terms of Section 102 of the Companies Act, 2013, the following Explanatory Statement sets out all the material facts relating to the Item No. 1 of the accompanying Notice dated 22nd October, 2013.

In the year 2011, the Company had taken over 83.65% of equity shares in M/s Jyothy Consumer Products Ltd (earlier known as Henkel India Ltd) - hereinafter 'JCPL' - (which was later merged into the Company with effect from 13th May, 2013) to achieve expansion of business by appropriate consolidation of product profiles, pooling and more efficient utilization of resources, attaining greater economies of scale and improvement in various operating parameters. For this purpose, the Company had raised funds from various sources including raising debt fund from financial institutions. After successful merger of JCPL, the Company is on a growth trajectory and is on course to be prominent player in Indian FMCG Market. Now it is felt that there is a need to infuse permanent capital to strengthen the financial structure and to meet other general corporate purposes including but not limited to retirement of debt, meeting necessary investments/capital expenditure entailed in expanding business.

The Board of Directors of the Company, at its meeting held on 22nd October, 2013 subject to necessary approval(s), has approved the proposal for issuing 1,50,00,000 (One Crore Fifty Lacs) equity shares through preferential offer ('Issue Shares') to Promoter and/or Promoter Group. The Resolution set out at Item No. 1 of the accompanying Notice authorises the Board to issue to the Promoter and / or Promoter Group 1,50,00,000 equity shares of Re.1/- each, in such manner and on such price, terms and conditions as may be determined by the Board in accordance with the provisions of Chapter VII of SEBI (ICDR) Regulations, 2009.

The preferential allotment of Issue Shares to Promoter and/or Promoter Group would be strictly in accordance with Chapter VII of the SEBI (ICDR) Regulations, 2009 and the following parameters would be subject to such changes as may be required to conform to the SEBI (ICDR) Regulations, 2009.

- The Preferential issue would comprise of issue of 1,50,00,000 equity shares of Re.1/- each.
- The pricing of the Issue Shares to be allotted on preferential basis to Promoter and /or Promoter Group shall not be lower than the price determined in accordance with the SEBI (ICDR) Regulations, 2009.
- The Issue Shares to be allotted to Promoter/ Promoter Group pursuant to the proposed Special Resolution shall be subject to lock-in for such period from the date of trading approval of such shares, consistent with SEBI (ICDR) Regulations, 2009.
- The Issue Shares to be allotted in pursuance of the above Resolution shall rank *pari-passu* in all respects with the existing equity shares of the Company

The details of the issue and other particulars as required in terms of SEBI, (ICDR) Regulations, 2009 in relation to the Resolution proposed under Item No 1 are given as under:

i. The Objects of the preferential issue:

To infuse permanent capital to strengthen the financial structure and to meet other general corporate purposes including but not limited to retirement of debt, meeting necessary investments/capital expenditure entailed in expanding business.

ii. The proposal of promoters, directors or key management personnel of the Company to subscribe the offer:

The preferential issue is being made to the Promoter and/or Promoter Group of the Company. As such this Resolution is being sought to approve subscription to the equity shares of the Company by the Promoter and/or Promoter Group that are being offered through this Resolution.

Other than the above, no other directors or key management personnel of the Company propose to subscribe the offer

iii. Shareholding Pattern of the Company pre and post preferential offer:

Shareholder category	% of shareholding before the proposed preferential allotment (as on October 18, 2013)		% of shareholding after the proposed preferential allotment	
	Number of shares	%	Number of shares	%
Promoter and Promoter Group	10,57,44,118	63.69	12,07,44,118	66.70
Mutual Fund	91,96,825	5.54	91,96,825	5.08
Foreign Institutional Investors	2,68,38,346	16.17	2,68,38,346	14.83
Foreign Banks	69	0.00	69	0.00
Nationalised Banks	1,928	0.00	1,928	0.00
Non Nationalised Banks	5,341	0.00	5,341	0.00
Financial Institutions	19,605	0.01	19,605	0.01
GIC & its subsidiaries	68,07,880	4.10	68,07,880	3.76
Other Bodies Corporate	56,74,377	3.42	56,74,377	3.13
Directors	1,99,988	0.12	1,99,988	0.11
Non Resident Indians	4,77,982	0.29	4,77,982	0.26
Non Resident(Non Repatriable)	93,815	0.06	93,815	0.05
Office Bearers	1,370	0.00	1,370	0.00
Public	1,07,49,801	6.47	1,07,49,801	5.94
Clearing Members	1,97,248	0.12	1,97,248	0.11
Trusts	14,803	0.01	14,803	0.01
TOTAL	16,60,23,496	100.00	18,10,23,496	100.00

iv. Proposed time within which the preferential issue shall be completed:

As required under the SEBI (ICDR) Regulations, 2009, the allotment of Issue Shares will be completed within 15 days from the date of the passing of this Resolution. Provided that where the allotment is pending on account of pendency of any application for approval or permission by any regulatory authority, if applicable, the allotment would be completed within 15 days from date of such approval.

v. The identity of the natural persons who are ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the proposed allottees, the percentage of post preferential issue that may be held by them and change in control, if any, in the Company consequent to the preferential issue is as follows:

Name of the proposed allottee	Pre-allotment holding		Post-allotment holding	
	Number of shares	%	Number of shares	%
Sahyadri Agencies Ltd	Nil		8,69,74,777	48.05
M. P. Ramachandran	7,19,74,777	43.35		

The shareholding pattern of Sahyadri Agencies Ltd is as follows:

Sr. No.	Name of shareholder	Number of shares of Rs.1000/- each	% of shares held
1	Ms. M. G. Shanthakumari	100	14.29
2	Ms. M. R. Jyothy	100	14.29
3	Mr. M.P. Divakaran	100	14.29
4	Ms. K. K. Sujatha	100	14.29
5	Mr. M. P. Sidharthan	100	14.29
6	Ms. M. R. Deepthi	100	14.29
7	Ms. U. B. Beena	100	14.29
	TOTAL	700	100.00

All the above shareholders form part of Promoter Group

vi. An undertaking that the issuer shall re-compute the price of the specified securities in terms of the provision of SEBI (ICDR) Regulations, 2009 where it is required to do so:

Not applicable as the equity shares of the Company are listed on two recognised stock exchanges for more than six months prior to the Relevant Date. However in case the requirement arises in accordance with the SEBI (ICDR) Regulations, 2009, the Company shall re-compute the price of the Issue Shares in terms of the provision of the said Regulations where it is required to do so.

The Company undertakes that in the event of requirement to re-compute the price and if such re-computed price is higher than the price paid on allotment and the amount payable on account of the re-computation of price is not paid within the time stipulated in SEBI (ICDR) Regulations, 2009, the Issue Shares shall continue to be locked -in till the time such amount is paid by allottees.

vii. Important terms and conditions:

- The total subscription amount, payable by the Promoter and/or Promoter Group, shall be payable at the time of allotment of the Issue Shares. A certificate to the same effect from Statutory Auditors will be submitted to stock exchanges as per the SEBI (ICDR) Regulations, 2009.
- The allotment of the Issue Shares are subject to the Promoter and/or Promoter Group not having sold any equity shares during the six months preceding the Relevant Date (defined below) and the Promoter and/or Promoter Group not acquiring or selling any equity shares until completion of the allotment of the Issue Shares under the proposed preferential issue;
- Under Chapter VII of the SEBI (ICDR) Regulations, 2009, issue of equity shares on a preferential basis shall be made at a price not less than higher of: (a) the average of the weekly high and low of the closing prices of the equity shares quoted on a recognized stock exchange during the six months preceding the Relevant Date or (b) the average of the weekly high and low of the closing prices of the equity shares quoted on a recognized stock exchange during the two weeks preceding the Relevant Date;
- The "Relevant Date" for determining the issue price of the equity shares shall be October 18, 2013, being the date preceding the weekend and 30 days prior to the date of EGM i.e. November 19, 2013.

viii. Auditors Certificate:

The Company is in the process of obtaining a certificate from M/s S. R. Batliboi & Associates LLP, Statutory Auditors of the Company, certifying that the issue of the Issue Shares is being made in accordance with requirements of SEBI (ICDR) Regulations, 2009. A copy of this certificate shall be placed before the shareholders at the EGM and the same will also be made available for inspection at the registered office of the Company during the hours between 10.00 a.m. and 5.00 p.m until 15 days after the date of EGM.

Pursuant to provisions of Section 81(1A) of Companies Act, 1956, any offer or issue of shares of the Company to persons other than the existing holders of the equity shares of a Company, in the proportion of their holding, requires prior approval of the Shareholders in general meeting by a Special Resolution. The Listing Agreements executed by the Company with the Stock Exchanges also provide that the Company shall, in the first instance, offer all securities for subscription pro-rata to the Shareholders unless the Shareholders in a general meeting decide otherwise. As per Regulation 72(1)(a) of the SEBI (ICDR) Regulations, 2009, a listed issuer may make a preferential issue if a Special Resolution has been passed by its Shareholders.

Accordingly, the consent of the Shareholders is being sought, pursuant to the applicable provisions of the Companies Act, 1956, the Companies Act, 2013 and SEBI (ICDR) Regulations, 2009 to issue and allot equity shares on preferential basis as stated in the Resolution under Item No.1 of this Notice.

The Special Resolution, if passed, will have the effect of allowing the Board to issue and allot Issue Shares to the Promoter and/or Promoter Group.

None of the Directors or key managerial personnel of the Company or their relatives are in any way concerned or interested, financial or otherwise, in the above referred Resolution except :

Mr. M. P. Ramachandran - Chairman & Managing Director, Mr. K. Ullas Kamath - Joint Managing Director and Ms. M. R. Jyothy - Whole Time Director, being associated with the Promoter and/or Promoter Group and their relatives to the extent of their holding in the Company

By order of the Board
For JYOTHY LABORATORIES LIMITED

Place : Mumbai

Sd/-

M. L. Bansal

Company Secretary

Date : 22nd October, 2013

vii. Important terms and conditions:

- The total subscription amount payable by the Promoter and/or Promoter Group, shall be payable at the time of allotment of the issue shares. A certificate to the same effect from Statutory Auditors will be submitted to stock exchanges as per the SEBI (ICDR) Regulations, 2009.
- The allotment of the issue shares are subject to the Promoter and/or Promoter Group not having sold any equity shares during the six months preceding the Relevant Date (defined below) and the Promoter and/or Promoter Group not acquiring or selling any equity shares until completion of the allotment of the issue shares under the proposed preferential issue.
- Under Chapter VII of the SEBI (ICDR) Regulations, 2009, issue of equity shares on a preferential basis shall be made at a price not less than higher of: (a) the average of the weekly high and low of the closing prices of the equity shares quoted on a recognized stock exchange during the six months preceding the Relevant Date or (b) the average of the weekly high and low of the closing prices of the equity shares quoted on a recognized stock exchange during the two weeks preceding the Relevant Date.
- The "Relevant Date" for determining the issue price of the equity shares shall be October 18, 2013, being the date preceding the weekend and 30 days prior to the date of EGM i.e. November 19, 2013.

viii. Auditors Certificate:

The Company is in the process of obtaining a certificate from M/s S. R. Balibol & Associates LLP, Statutory Auditors of the Company, certifying that the issue of the issue shares is being made in accordance with requirements of SEBI (ICDR) Regulations, 2009. A copy of this certificate shall be placed before the shareholders at the EGM and the same will also be made available for inspection at the registered office of the Company during the hours between 10.00 a.m. and 5.00 p.m. until 15 days after the date of EGM.

Pursuant to provisions of Section 81(A) of Companies Act, 1956, any offer or issue of shares of the Company to persons other than the existing holders of the equity shares of a Company, in the proportion of their holding, requires prior approval of the Shareholders in general meeting by a Special Resolution. The Listing Agreement executed by the Company with the Stock Exchanges also provide that the Company shall, in the first instance, offer all securities for subscription pro-rata to the Shareholders unless the Shareholders in a general meeting decide otherwise. As per Regulation 32(1)(a) of the SEBI (ICDR) Regulations, 2009, a listed issuer may make a preferential issue if a Special Resolution has been passed by its Shareholders.

Accordingly, the consent of the Shareholders is being sought, pursuant to the applicable provisions of the Companies Act, 1956, the Companies Act, 2013 and SEBI (ICDR) Regulations, 2009 to issue and allot equity shares on preferential basis as stated in the Resolution under Item No. 1 of this Notice.

The Special Resolution, if passed, will have the effect of allowing the Board to issue and allot issue shares to the Promoter and/or Promoter Group.

None of the Directors or key managerial personnel of the Company or their relatives are in any way concerned or interested, financial or otherwise, in the above referred Resolution except:



Jyothy LABORATORIES LIMITED

PROXY FORM

Regd. Office: UJALA HOUSE, Ramakrishna Mandir Road, Kondivita, Andheri (East), Mumbai - 400 059

Extra - Ordinary General Meeting - November 19, 2013

DP ID & Client ID / Folio No.: _____ No. of Shares: _____
 I/We, _____ of _____ in the district of _____
 being a member / members of the above named Company hereby appoint
 _____ of _____
 in the district of _____ or failing him / her _____
 _____ of _____ in the district of _____
 as my / our proxy to vote for me / us in my / our behalf at the Extra
 Ordinary General Meeting of the Company to be held on **Tuesday, November 19, 2013 at 11.00 a.m., and at any
 adjournment thereof.**

Signature this _____ day of _____, 2013

Affix Re.
1/-
Revenue
Stamp

Signature: _____

Note: The duly filled in proxy form must be received at the **Secretarial & Legal Department**, Jyothy Laboratories Limited, 'Ujala House', Ram Krishna Mandir Road, Kondivita, Andheri (East), Mumbai - 400059, not less than **FORTY EIGHT HOURS** before the time for commencement of the aforesaid Extra-Ordinary General Meeting.



Jyothy LABORATORIES LIMITED

ATTENDANCE SLIP

Regd. Office: UJALA HOUSE, Ramakrishna Mandir Road, Kondivita, Andheri (East), Mumbai - 400 059

Extra-Ordinary General Meeting - November 19, 2013

DP ID & Client ID / Folio No.: _____ No. of Shares: _____

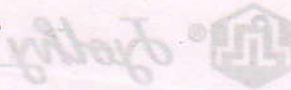
I certify that I am a registered shareholder / proxy for the registered shareholder of the Company (Member's/ Proxy's
 name and address in block letters to be furnished
 below). _____

I hereby record my presence at the Extra-Ordinary General Meeting of the Company on **Tuesday, November 19, 2013 at 11.00 a.m.** at '**M. C. Ghia Hall**', of Indian Textile Accessories & Machinery Manufacturers' Association, Bhogilal Hargovindas Building, 4th Floor, 18/20, K. Dubhash Marg, Kala Ghoda, Mumbai - 400 001

(Member's/Proxy's name in Block Letters)

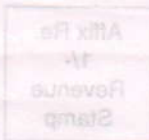
(Member's/Proxy's Signature)

Note: Please fill in this attendance slip and hand it over at the entrance of the place of meeting.



Regd. Office: UJALA HOUSE, Ramkrishna Mandir Road, Kondivita, Andheri (East), Mumbai - 400 059
Extra - Ordinary General Meeting - November 19, 2013

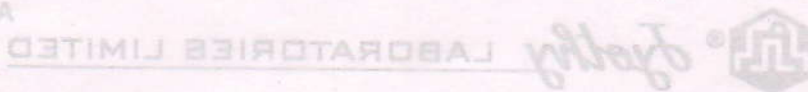
DP ID & Client ID / Folio No. _____ No. of Shares _____
I/We _____ of _____ in the district of _____
being a member / members of the above named Company hereby appoint _____ of _____
in the district of _____ or failing him / her _____
as my / our proxy to vote for me / us in my / our behalf at the Extra
Ordinary General Meeting of the Company to be held on Tuesday, November 19, 2013 at 11.00 a.m., and at any
adjournment thereof.
Signature this _____ day of _____, 2013



Signature: _____

Note: The duly filled in proxy form must be received at the Secretarial & Legal Department, Jyothy Laboratories Limited, Ujala House, Ramkrishna Mandir Road, Kondivita, Andheri (East), Mumbai - 400059, not less than FORTY EIGHT HOURS before the time for commencement of the aforesaid Extra-Ordinary General Meeting.

ATTENDANCE SLIP



Regd. Office: UJALA HOUSE, Ramkrishna Mandir Road, Kondivita, Andheri (East), Mumbai - 400 059
Extra-Ordinary General Meeting - November 19, 2013

DP ID & Client ID / Folio No. _____ No. of Shares _____
I certify that I am a registered shareholder / proxy for the registered shareholder of the Company (Member's Proxy's
name _____ and _____ address _____ in _____ block _____ to _____ be _____
below) _____

I hereby record my presence at the Extra-Ordinary General Meeting of the Company on Tuesday, November 19,
2013 at 11.00 a.m. at 'M. C. Ghis Hall', of Indian Textile Accessories & Machinery Manufacturers' Association,
Hospital/Hangover Building, 4th Floor, 18/20, K. Durbash Marg, Kala Ghoda, Mumbai - 400 001

If undelivered please return to:

JYOTHY LABORATORIES LIMITED

Ujala House, Ramkrishna Mandir Road,

Kondivita, Andheri (East),

Mumbai - 400 059, Maharashtra

(Member's Proxy's Signature)

(Member's Proxy's name in Block Letters)

Note: Please fill in this attendance slip and hand it over at the entrance of the place of meeting.