

NOTICE

NOTICE is hereby given that the 24th Annual General Meeting of the members of Jyothy Laboratories Limited will be held on **Thursday, July 30, 2015, 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 – 400001 to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Standalone and Consolidated financial statements of the Company, for the financial year ended March 31, 2015, and the reports of the Board of Directors ('the Board') and the Auditors.
2. To declare dividend for the financial year ended March 31, 2015.
3. To appoint a Director in place of Ms. M. R. Jyothy (DIN: 00571828), who retires by rotation and, being eligible, offers herself for re-appointment.
4. To consider and if thought fit, to pass with or without modification, the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder, as amended from time to time, pursuant to recommendation of Audit Committee of the Board of Directors, and pursuant to the resolution passed by the members at the annual general meeting held on August 13, 2014, the appointment of M/s. S R B C & CO LLP, Chartered Accountants, Mumbai (Registration No. 324982E), as Auditors of the Company to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of the twenty-fifth AGM of the Company to be held in the year 2016 be and is hereby ratified at such remuneration as shall be fixed by the Board of Directors of the Company plus service tax as applicable and actual out of pocket expenses incurred by the Auditors in connection with the audit."

SPECIAL BUSINESS:

5. **To consider and, if thought fit, to pass with or without modification(s), the following Resolution as an Ordinary Resolution**

"RESOLVED THAT pursuant to the provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 or any amendment or substitution thereof (including any statutory modification(s) or re-enactment thereof for the time being in force) and the Rules made thereunder, the consent of the Company be and is hereby accorded to re-appointment of Mr. T. Ananth Rao, Head - Operations of the Company, relative of Mr. M. P. Ramachandran, Chairman & Managing Director and Ms. M. R. Jyothy, Whole Time Director of the Company with effect from October 1, 2015 to September 30, 2018 at a remuneration as under:

- **Salary:** ₹ 4,00,000/- per month with an increase of ₹ 25,000/- per month to be effective from April 1, 2016 and thereafter an increase of ₹ 50,000/- per month from next April 1, every year.
- **Perquisites:** Company's contribution towards provident fund; gratuity, personal accident insurance coverage and reimbursement of medical expenses as per policy framed by the Company from time to time for similar category of staff.

RESOLVED FURTHER THAT the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include any Committee, including the Nomination, Remuneration and Compensation Committee which may exercise its powers, including the powers conferred by this resolution) be and is hereby authorized to vary/ alter the scope of the remuneration as it may deem fit in the interest of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient for the purpose of giving effect to this resolution."

6. To consider and, if thought fit, to pass with or without modification(s), the following Resolution as an Ordinary Resolution

"RESOLVED THAT pursuant to the provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 or any amendment or substitution thereof (including any statutory modification(s) or re-enactment thereof for the time being in force) and the Rules made thereunder, the consent of the Company be and is hereby accorded to re-appointment of Mr. Ravi Razdan as Head IT & Human Resource of the Company, relative of Mr. M. P. Ramachandran, Chairman & Managing Director of the Company with effect from October 1, 2015 to September 30, 2018 at a remuneration as under:

- **Salary:** ₹ 3,35,000/- per month with an increase of ₹ 20,000/- per month to be effective from April 1, 2016 and thereafter an increase of ₹ 40,000/- per month from next April 1, every year.
- **Perquisites:** Company's contribution towards provident fund, gratuity, personal accident insurance coverage and reimbursement of medical expenses as per policy framed by the Company from time to time for similar category of staff.

RESOLVED FURTHER THAT the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include any Committee, including the Nomination, Remuneration and Compensation Committee which may exercise its powers, including the powers conferred by this resolution) be and is hereby authorized to vary/ alter the scope of the remuneration as it may deem fit in the interest of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient for the purpose of giving effect to this resolution."

7. To consider and, if thought fit, to pass with or without modification(s), the following Resolution as an Ordinary Resolution

"RESOLVED THAT pursuant to the provisions of Section 188 and other applicable provisions, if any, of the

Companies Act, 2013 or any amendment or substitution thereof (including any statutory modification(s) or re-enactment thereof for the time being in force) and the Rules made thereunder, the consent of the Company be and is hereby accorded to re-appointment of Ms. M. R. Deepthi as General Manager - Finance and Assistant Company Secretary of the Company, relative of Mr. M. P. Ramachandran, Chairman & Managing Director and Ms. M. R. Jyothy, Whole Time Director of the Company with effect from October 1, 2015 to September 30, 2018 at a remuneration as under:

- **Salary:** ₹ 3,35,000/- per month with an increase of ₹ 20,000/- per month to be effective from April 1, 2016 and thereafter an increase of ₹ 40,000/- per month from next April 1, every year.
- **Perquisites:** Company's contribution towards provident fund; gratuity, personal accident insurance coverage and reimbursement of medical expenses as per policy framed by the Company from time to time for similar category of staff.

RESOLVED FURTHER THAT the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include any Committee, including the Nomination, Remuneration and Compensation Committee which may exercise its powers, including the powers conferred by this resolution) be and is hereby authorized to vary/ alter the scope of the remuneration as it may deem fit in the interest of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient for the purpose of giving effect to this resolution."

8. To consider and, if thought fit, to pass with or without modification(s), the following Resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of 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, 2016, be paid remuneration amounting to ₹ 2,75,000/- (Rupees Two Lac Seventy Five 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, matters and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution."

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

**M. L. Bansal
Company Secretary**

Mumbai,
May 25, 2015

Registered Office:

'Ujala House', Ram Krishna Mandir Road,
Kondivita, Andheri (East), Mumbai – 400059
CIN: L24240MH1992PLC128651

NOTES:

- 1 A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY/ PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/ HERSELF. SUCH A PROXY/ PROXIES NEED NOT BE MEMBER(S) OF THE COMPANY. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in aggregate not more than ten percent of total share capital of the Company. A member holding more than ten percent, of total share capital of the Company may appoint a single person as proxy and such person shall not act as proxy for any other member.**

The instrument of Proxy in order to be effective, should be deposited at the Registered Office of the Company,

duly completed and signed, not less than 48 hours before the commencement of the meeting. A Proxy form is sent herewith.

2. Corporate members intending to send their authorised representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorising their representative to attend and vote on their behalf at the Meeting.
3. A Statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the Special Business to be transacted at the Meeting is annexed hereto.
4. In terms of Section 152 of the Companies Act, 2013, Ms. M. R. Jyothy (DIN 00571828), Director of the Company, retires by rotation at the Meeting and being eligible, offer herself for re-appointment. Brief profile of Director proposed to be re-appointed, nature of expertise in specific functional areas, names of companies in which she hold directorships and memberships/ chairmanships of Board Committees, shareholding and relationships between directors inter-se as stipulated under Clause 49 of the Listing Agreement with the Stock Exchanges, are provided at the end this notice.
5. In accordance with the provisions of Section 101 of the Companies Act, 2013 read with Rule 18 of the Companies (Management and Administration) Rules, 2014, the Annual Report of the Company for the financial year 2014-15, Notice and Ballot Form are being sent by e-mail to those Members who have registered their e-mail address with the Company's Registrars and Share Transfer Agents (RTA) (in respect of shares held in physical form) or with their Depository Participants (DPs) (in respect of shares held in electronic form) and made available to the Company by NSDL and CDSL.
6. The shareholders can also access the Annual Report 2014-15 of the Company circulated to the Members of the Company and other information about the Company on Company's website, i.e., www.jyothy laboratories.com or on Stock Exchange websites, which are www.bseindia.com and www.nseindia.com
- 7. Members attending the Annual General Meeting (AGM) of the Company are requested to bring their**

copy of Annual Report. Members are requested to hand over the Attendance Slip, duly filled in and signed in accordance with their specimen signature(s) registered with the Company for admission to the AGM hall. Members who hold shares in dematerialized form are requested to bring their Client ID and DP ID Numbers for identification.

8. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
9. Relevant documents referred to in the accompanying Notice and the Statement are open for inspection by the members at the Registered Office of the Company on all working days, during business hours up to the date of the Meeting.
10. The Company has notified closure of Register of Members and Share Transfer Books from Friday, July 17, 2015 to Thursday, July 30, 2015 (both days inclusive) for determining the names of members eligible for dividend on Equity Shares, if declared at the Meeting.
11. Dividend, if approved by the Members at the ensuing Annual General Meeting, will be paid to eligible members within a period of 30 days from the date of declaration, to those members:
 - a) whose names appear as Members in the Register of Members of the Company after giving effect to valid share transfers in physical form lodged with the Company or its RTA on or before July 16, 2015 and
 - b) whose names appear as Beneficial Owners in the list of Beneficial Owners on July 16, 2015 furnished by National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) for this purpose.
12. Members holding shares in electronic form may note that as per the regulations of NSDL and CDSL, the Company is obliged to print the details on the dividend warrants as furnished by these Depositories i.e. bank particulars registered against their respective depository accounts will be used by the Company for

payment of dividend. The Company or its RTA cannot act on any request received directly from the members holding shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised by the members only to their DPs.

13. **Members are advised to register/ update their address, e-mail addresses and bank mandates** (i.e. bank account number, name of the bank and the branch, 9 digit MICR Bank/ Branch code and account type) to their DPs in case of shares held in electronic form and to the Company's RTA in case of shares held in physical form for receiving dividend in their bank accounts and all communications, including Annual Report, Notices, Circulars, etc. from the Company.
14. In case of remittance of dividend in electronic form, an intimation of dividend payment would be sent to the shareholders. Shareholders who are not covered by NECS facility, the dividend amount will be remitted by means of dividend warrants which will be posted to their addresses.
15. Shareholders who have not en-cashed their dividend warrants for the dividends declared for the financial years 2007-08 to 2013-14 are requested to send a letter along with unclaimed dividend warrant, if any or letter of undertaking for issue of duplicate dividend warrant/ demand draft. Pursuant to the provisions of Investor Education and Protection Fund (Uploading of information regarding unpaid and unclaimed amounts lying with companies) Rules, 2012, the Company has uploaded the details of unpaid and unclaimed amounts in respect of dividends for the financial years 2007-08 to 2012-13 lying with the Company as on August 13, 2014 (date of last AGM) on the website of the Company (www.jyothylaboratories.com), as also on the website of the Ministry of Corporate Affairs.

In terms of Section 205A and 205C of the Companies Act, 1956 (which are still applicable as the relevant sections under the Companies Act, 2013 are yet to be notified), dividend declared for the financial year 2007-08 will be due for transfer to Investor Education and Protection Fund (IEPF) (established by the Central Government) in December 2015 as the same would be unpaid for a period of seven years from the due date of payment. Members are requested to en-cash their

Dividend Warrants promptly. It may be noted that once the unclaimed dividend is transferred to IEPF as above, no claim shall lie with the Company in respect of such amount.

16. Members holding shares in physical form and desirous of making a nomination in respect of their shareholdings in the Company, as permitted under Section 72 of the Companies Act, 2013 read with Rule 19 of Companies (Share Capital and Debentures) Rules, 2014, may fill SH-13 and send the same to the office of RTA of the Company. In case of shares held in dematerialized form, the nomination/ change in nomination should be lodged with their DPs.
17. Members, who hold shares in multiple Demat accounts and those who hold shares in physical form in multiple folios in identical names or joint holding in the same order of names are advised to consolidate their holdings in single Demat account.
18. Members are requested to correspond with RTA for all matters relating to shareholding in the Company.
19. Members desiring any information on the accounts are requested to write to the Company at least seven days in advance of the AGM.
20. Prevention of Frauds: You are advised to exercise due diligence and notify your DP of any change in address, stay abroad or demise of any shareholder as soon as possible. Do not leave your Demat account dormant for long. Periodic statement of holdings should be obtained from the concerned DP and holdings should be verified.
21. Confidentiality of Security Details: Do not disclose your Folio Nos./ DP ID, Client ID to unknown persons. Do not hand over signed blank transfer deeds, delivery instruction slips to any unknown persons.
22. Dealing of Securities with Registered Intermediaries: Members must ensure that they deal with only SEBI registered intermediaries and must obtain a valid contract note/ confirmation memo from the broker/ sub-broker, within 24 hours of execution of the trade

and it should be ensured that the Contract Note/ Confirmation Memo contains order no., trade no., trade time, quantity, price and brokerage.

23. Members can opt for one mode of voting i.e. either by physical ballot or through e-voting. If Members opt for e-voting then do not vote by Physical Ballot or vice versa. However, in case Members cast their vote both by Physical Ballot and e-voting, then voting done through e-voting shall prevail and voting done by Physical Ballot will be treated as invalid.

In terms of the provisions of Section 107 of the Companies Act, 2013, since the resolutions as set out in this Notice are being conducted through e-voting or physical Ballot, the said resolutions will not be decided on a show of hands at the AGM. **The voting right of all shareholders shall be in proportion to their share in the paid up equity share capital of the Company as on the cut-off date i.e. July 23, 2015.**

24. Voting through electronic means:

Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, the Company is pleased to provide its members the facility of 'e-voting' to exercise their right to vote at the 24th AGM. The business may be transacted through e-voting services rendered by CDSL.

The facility for voting through ballot/ polling paper shall also be made available at the venue of the 24th AGM. The members attending the meeting, who have not already cast their vote through e-voting shall be able to exercise their voting rights at the meeting. The members who have already cast their vote through e-voting may attend the meeting but shall not be entitled to cast their vote again at the AGM.

The Company has appointed Mr. Himanshu S. Kamdar, Practising Company Secretary (Membership No. FCS 5171), Partner, M/s. Rathi & Associates as the Scrutinizer for conducting the e-voting and the voting process at the AGM in a fair and transparent manner.

The instructions to members for voting electronically are as under:

- i. The voting period begins on Monday, July 27, 2015 at 10.00 a.m. and ends on Wednesday, July 29, 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 July 23, 2015, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting after 5.00 p.m. on July 29, 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	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders).</p> <p>❏ Members who have not updated their PAN with the Company/ Depository Participant are requested to use the sequence number which is printed on Attendance Slip indicated in the PAN field.</p>
Dividend Bank Details OR Date of Birth (DOB)	<p>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.</p> <p>❏ 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).</p>

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.
- 25. i. In terms of Clause 35B of the Listing Agreement, in order to enable its members, who do not have access to e-voting facility, to send their assent or dissent in writing in respect of the resolutions as set out in this Notice, a Ballot Form is attached. Members desiring to exercise their vote by Ballot are requested to complete the Ballot Form with assent (for) or dissent (against) and send it to Mr. Himanshu S. Kamdar, Scrutinizer, C/o Link Intime India Private Limited, Unit: Jyothy Laboratories Limited, C-13, Pannalal Silk Mills Compound, L.B.S. Marg, Bhandup (West), Mumbai – 400 078, Tel. No.: 022-25946970, Fax No. : 022-25946969, E-mail: rnt.helpdesk@linkintime.co.in so as to reach him on or before July 29, 2015 by 5.00 p.m. Any Ballot Form received after the said date shall be treated as if the reply from the Members has not been received.
- ii. Members can request for Ballot Form at Link Intime India Private Limited, Unit: Jyothy Laboratories Limited, C-13, Pannalal Silk Mills Compound, L.B.S. Marg, Bhandup (West), Mumbai – 400 078 or they

may also send their request through e-mail to: rnt.helpdesk@linkintime.co.in or may Contact 022-25946970.

- iii. In case of voting by physical ballot, the institutional members (i.e. other than individuals, HUF, NRI, etc.) are required to send a copy of the relevant Board Resolution/ Authority Letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer along with the Ballot Form so as to reach the Scrutinizer on or before 5.00 p.m. on Wednesday, July 29, 2015.

26. The Scrutinizer, after scrutinising the votes cast at the meeting and through e-voting and also the physical ballots received by post, will, not later than three days of conclusion of the Meeting, make a consolidated scrutinizer's report and submit the same

to the Chairman. The results declared along with the consolidated scrutinizer's report shall be placed on the website of the Company www.jyothy laboratories.com and the results shall simultaneously be communicated to the Stock Exchanges.

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

**M. L. Bansal
Company Secretary**

Mumbai,
May 25, 2015

Registered Office:

'Ujala House', Ram Krishna Mandir Road,
Kondivita, Andheri (East), Mumbai – 400059
CIN: L24240MH1992PLC128651

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

Item No.5

Mr. T. Ananth Rao has done Bachelors of Business Management and has completed Intermediate Examinations conducted by Institute of Chartered Accountants of India. He is related to Ms. M. R. Jyothy, Whole Time Director and Mr. M. P. Ramachandran, Chairman & Managing Director of the Company.

Mr. Rao has been spearheading the operation function of the Company since October 1, 2007 to September 30, 2012 as Manager - Operations and thereafter as Head - Operations. The members of the Company had passed a special resolution, pursuant to Section 314 of the Companies Act, 1956, at the Annual General Meeting held on August 14, 2012 approving re-appointment of Mr. T. Ananth Rao as Head - Operations of the Company with

effect from October 1, 2012 at a remuneration of ₹ 2,25,000 per month with an increase of ₹ 50,000 per month every year plus perquisites and benefits. His current appointment expires on September 30, 2015.

Mr. Rao played a pivotal role in streamlining and integrating the operations of the Company after acquisition and amalgamation of Henkel India Limited into the Company and effectively utilizing synergies created due to the said amalgamation. He undertook several initiatives for improving the procurement process, third party manufacturing, logistics and Supply Chain resulting into cost efficiencies. He improved process of inventory management which contributed to efficiency and reduction in working capital requirement.

The particulars of the transaction pursuant to of Explanation (3) to Rule 15 of Companies (Meeting of Board and its Powers) Rules, 2014 are as under:

(a)	Name of the related party	Mr. T. Ananth Rao
(b)	Name of the Director or Key Managerial Personnel who is related	Mr. M. P. Ramachandran, Chairman & Managing Director and Ms. M. R. Jyothy, Whole Time Director
(c)	Nature of relationship	Mr. T. Ananth Rao is husband of Ms. M. R. Jyothy and Son in law of Mr. M. P. Ramachandran
(d)	Remuneration	As provided in the resolution
(e)	Nature, material terms and particulars of the arrangement	Mr. T. Ananth Rao had been appointed as 'Head - Operations' of the Company on remuneration of ₹ 2,25,000 per month with an increase of ₹ 50,000 per month every year plus perquisites and benefits. His then appointment and remuneration was approved by the Central Government for a period of three years upto September 30, 2015. His re-appointment as Head - Operations and remuneration is proposed as per terms set out in the resolution given at item number 5 for a period of three years w.e.f. October 1, 2015 to September 30, 2018.
(f)	Any other information relevant or important for the members to make a decision on the proposed transaction	None

The Audit Committee, the Nomination, Remuneration and Compensation Committee and the Board of Directors of the Company at respective meetings held on May 25, 2015 have approved, subject to approval of the members pursuant to Section 188 of the Companies Act, 2013, the re-appointment of Mr. T. Ananth Rao as Head - Operations of the Company for a period of three years w.e.f. October 1, 2015.

In terms of the provisions of Section 188 of the Companies Act, 2013, the proposed resolution seeks approval of the members of the Company for re-appointment of Mr. T. Ananth Rao and for the remuneration payable to him w.e.f. October 1, 2015, as he is a related party being relative to Ms. M. R. Jyothy, Whole Time Director and Mr. M. P. Ramachandran, Chairman and Managing Director of the Company.

Except Ms. M. R. Jyothy and Mr. M. P. Ramachandran, being relatives of Mr. T. Ananth Rao, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the said resolution.

The Board recommends the resolution given at item no. 5 for the approval of the members of the Company.

Item No.6

Mr. Ravi Razdan has done B.E. in Information Technology from MGM College of Engineering, Nanded and M.M.S. in Systems from S.I.E.S. College of Management Studies, Navi Mumbai, affiliated to Mumbai University. He is related to Mr. M. P. Ramachandran, Chairman & Managing Director of the Company.

Mr. Ravi Razdan is Head - Information Technology of the Company since April 1, 2010. The members of the Company had passed a special resolution, pursuant to Section 314 of the Companies Act, 1956, by way of postal ballot, the results of which were announced on July 30, 2011 approving re-appointment of Mr. Ravi Razdan as Head - IT of the Company with effect from May 1, 2011 at a remuneration of ₹ 1,25,000 per month with an increase of ₹ 25,000 per month every year plus perquisites and benefits. He was assigned additional responsibilities as Head-HR since January 1, 2014.

He has played a significant role in setting up an advanced and robust Information technology function in the Company. Some of his key achievements include successful migration of erstwhile Henkel India Limited systems from SAP to Jyothy's custom ERP in just a span of one month,

implementation of Jyothy Secondary Sales System – **Lakshya** to track distributor Secondary Sales and Stocks, **Business Sales Analytics System** for Sales analysis, and Supply Chain Planning Automation system “**Disha**”. “**Connect**” has been launched for tracking production and dispatches in case of third party manufacturing. He was also instrumental in setting up of Disaster Recovery site and Disaster Recovery Plans for the Company. He has received

IDC Insights Award 2014, for IT project in Manufacturing Category for Excellence in Transformation. In HR, he formalised performance appraisal process, implemented UAN project for all PF members of the Company and streamlined various HR processes. He has also received Citation for “**100 Most Talented Global HR Leaders**” by CHRO Asia in 2015.

The particulars of the transaction pursuant to Explanation (3) to Rule 15 of Companies (Meeting of Board and its Powers) Rules, 2014 are as under:

(a)	Name of the related party	Mr. Ravi Razdan
(b)	Name of the Director or Key Managerial Personnel who is related	Mr. M. P. Ramachandran, Chairman & Managing Director
(c)	Nature of relationship	Mr. Ravi Razdan is Son in law of Mr. M. P. Ramachandran
(d)	Remuneration	As provided in the resolution
(e)	Nature, material terms and particulars of the arrangement	Mr. Ravi Razdan had been appointed as ‘Head – IT’ of the Company on remuneration of ₹ 1,25,000 per month with an increase of ₹ 25,000 per month every year plus perquisites and benefits. He was assigned additional responsibilities as ‘Head-HR’ w.e.f. January 1, 2014. His re-appointment as Head – IT & HR and remuneration is proposed as per terms set out in the resolution given at item number 6 for a period of three years w.e.f. October 1, 2015 to September 30, 2018.
(f)	Any other information relevant or important for the members to make a decision on the proposed transaction	Awards: 1) IDC Insights Award 2014 for IT project in Manufacturing Category for Excellence in Transformation; 2) Citation for “100 Most Talented Global HR Leaders” by CHRO Asia in 2015.

The Audit Committee, the Nomination, Remuneration and Compensation Committee and the Board of Directors of the Company at respective meetings held on May 25, 2015 have approved, subject to approval of the members pursuant to Section 188 of the Companies Act, 2013, the re-appointment of Mr. Ravi Razdan as Head – IT & HR of the Company for a period of three years w.e.f. October 1, 2015.

In terms of the provisions of Section 188 of the Companies Act, 2013, the proposed resolution seeks approval of the members of the Company for re-appointment of Mr. Ravi Razdan and for the remuneration payable to him w.e.f. October 1, 2015, as he is a related party being related to Mr. M. P. Ramachandran, Chairman and Managing Director of the Company.

Except Mr. M. P. Ramachandran, being relative of Mr. Ravi Razdan, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the said resolution.

The Board recommends the resolution given at item no. 6 for the approval of the members of the Company.

Item No.7

Ms. M. R. Deepthi has done B.M.S. from Chinai College of Commerce and M.M.S. from S.I.E.S. College of Management Studies, Navi Mumbai, both affiliated to Mumbai University. Further she has completed Company Secretary Course in June 2011 and has passed intermediate examination of Cost Accountancy in June 2013. She is related to Mr. M. P. Ramachandran, Chairman & Managing Director and Ms. M. R. Jyothy, Whole Time Director of the Company.

Ms. M. R. Deepthi was appointed as Manager-New Project w.e.f. April 1, 2007 and later as Manager- Finance w.e.f. August 1, 2010. The members of the Company had passed a special resolution, pursuant to Section 314 of the Companies Act, 1956, by way of postal ballot, the results of which were announced on July 30, 2011 approving re-appointment of Ms. M. R. Deepthi as Manager - Finance

of the Company w.e.f. May 1, 2011 at a remuneration of ₹ 1,25,000 per month with an increase of ₹ 25,000 per month every year plus perquisites and benefits.

Ms. M. R. Deepthi has been playing a key role in budget formulation, preparation of MIS report, monitoring performance against the budget, raising and management of funds and other financial activities. She has co-ordinated in raising funds to the extent of ₹ 228 Crore through QIP in 2010 and later through privately placed debentures to the extent of ₹ 400 Crores. She is actively involved in handling of

day to day financial activities and fund management of the Company. Apart from finance function she is also actively participating in Secretarial function of the Company. She has been liaising with Internal and Statutory Auditors and is involved in implementation of Compliance tool. She was also involved in preparation of 'Charter of Internal Complaints Committee' in pursuance of Sexual Harrassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and Rules thereunder.

The particulars of the transaction pursuant to Explanation (3) to Rule 15 of Companies (Meeting of Board and its Powers) Rules, 2014 are as under:

(a)	Name of the related party	Ms. M. R. Deepthi
(b)	Name of the Director or Key Managerial Personnel who is related	Mr. M. P. Ramachandran, Chairman & Managing Director and Ms. M. R. Jyothy, Whole Time Director
(c)	Nature of relationship	Ms. M. R. Deepthi is daughter of Mr. M. P. Ramachandran and sister of Ms. M. R. Jyothy
(d)	Remuneration	As provided in the resolution
(e)	Nature, material terms and particulars of the arrangement	Ms. M. R. Deepthi had been appointed as 'Manager - Finance' of the Company on remuneration of ₹ 1,25,000 per month with an increase of ₹ 25,000 per month every year plus perquisites and benefits. Her re-appointment as General Manager - Finance and Assistant Company Secretary and remuneration is proposed as per terms set out in the resolution given at item number 7 for a period of three years w.e.f. October 1, 2015 to September 30, 2018.
(f)	Any other information relevant or important for the members to make a decision on the proposed transaction	None

The Audit Committee, the Nomination, Remuneration and Compensation Committee and the Board of Directors of the Company at respective meetings held on May 25, 2015 have approved, subject to approval of the members pursuant to Section 188 of the Companies Act, 2013, the re-appointment of Ms. M. R. Deepthi as General Manager - Finance and Assistant Company Secretary of the Company for a period of three years w.e.f. October 1, 2015.

In terms of the provisions of Section 188 of the Companies Act, 2013, the proposed resolution seeks approval of the members of the Company for re-appointment of Ms. M. R. Deepthi and for the remuneration payable to her w.e.f. October 1, 2015, as she is a related party being related to Mr. M. P. Ramachandran, Chairman and Managing Director and Ms. M. R. Jyothy, Whole Time Director of the Company.

Except Mr. M. P. Ramachandran and Ms. M. R. Jyothy, being relatives of Ms. M. R. Deepthi, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the said resolution.

The Board recommends the resolution given at item no. 7 for the approval of the members of the Company.

Item No. 8

The Board of Directors at its meeting held on May 25, 2015 appointed M/s. R. Nanabhoy & Co., Cost Accountants (Firm Registration No. 000010), as the Cost Auditor for audit of the Cost Accounting Records of the Company for the financial year ending March 31, 2016, at a remuneration amounting to ₹ 2,75,000 (Rupees Two Lac Seventy Five Thousand Only)

plus Service Tax as applicable and out of pocket expenses, if any. In terms of the provisions of Section 148(3) of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to Cost Auditor is required to be ratified by the shareholders of the Company.

Accordingly, consent of the members is sought for approving the resolution as set out at Item No.8 of the

Notice for ratification of remuneration payable to the Cost Auditor.

None of the Directors/ Key Managerial Personnel of the Company/ their respective relatives is concerned or interested in the proposed resolution as set out at Item No.8 of this Notice.

Your Directors commend for your approval the ordinary resolution set out at Item No.8 of the Notice

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

**M. L. Bansal
Company Secretary**

Mumbai, May 25, 2015

Registered Office:

'Ujala House', Ram Krishna Mandir Road,
Kondivita, Andheri (East), Mumbai – 400059
CIN: L24240MH1992PLC128651

DETAILS OF DIRECTORS SEEKING RE-APPOINTMENT AS REQUIRED UNDER CLAUSE 49 OF LISTING AGREEMENT ENTERED WITH THE STOCK EXCHANGES:

Name of the Director	Ms. M. R. Jyothy
Date of Birth	January 14, 1978
Date of Appointment on the Board	January 1, 2004
Qualifications	B.Com, MBA from Wellingker's Institute of Management and Research, Family Managed Business Administration from S. P. Jain Institute of Management, Mumbai and Owner/ President Management Programme from Harvard University, USA.
Expertise	Marketing and Brand Communication
Directorship held in other Public Company (excluding foreign, private and Section 8 Companies)	Sahyadri Agencies Limited
Chairmanships/ Memberships of Committee across	Nil
Shareholding of Director	46,18,084 Equity Shares
Relationship between Directors inter-se	Daughter of Mr. M .P Ramchandran, Chairman and Managing Director of the Company.
Awards	<ol style="list-style-type: none"> 1) Indian Marketing Awards 2014 - Bronze Medal for Henko in Consumer Insights for its exemplary work in revolutionising the laundry category. 2) Asia Star award for the Best Packaging at ASIA STAR 2014, an International Award for Excellence in Packaging, the only regional packaging award across the Asian Continent and recognized as The Packaging Oscars of Asia. 3) Emerging Kerala- Women Entrepreneurship Excellence Award, 2015. 4) Place in IMPACT's 50 Most Influential Women in Indian Media, Marketing and Advertising industry. 5) 'Henko LINTelligent', the premium detergent brand, was awarded Product of the Year 2015 in the detergent category.

JYOTHY LABORATORIES LIMITED

Regd. Office: 'Ujala House', Ramkrishna Mandir Road, Kondivita, Andheri (E), Mumbai – 400 059

Tel No.: 022 66892800, Fax No.:022 66892805, E-mail: secretarial@jyothy.com, website: www.jyothy laboratories.com

CIN: L24240MH1992PLC128651

BALLOT FORM

(To be returned to Scrutinizer appointed by the Company)



1. Name(s) of Member(s):
(including joint-holders, if any)
2. Address of Member(s):
3. Registered Folio No./
DPID No./ Client ID No.*:
(*Applicable to Members holding shares in dematerialised form)
4. Number of Share(s) held:
5. I/ We hereby exercise my/ our vote in respect of the Ordinary Resolution(s)/ Special Resolution(s) as specified in the Notice dated May 25, 2015 for the 24th Annual General Meeting of the Company to be held on Thursday, July 30, 2015 for the business stated in the said Notice by conveying my/ our assent or dissent to the said resolution in the relevant box below:

Item No.	Description	Type of resolution (Ordinary/ Special)	I/ We assent to the resolution (For)	I/ We dissent to the resolution (Against)
1.	To receive, consider and adopt the Audited Standalone and Consolidated financial statements of the Company for the financial year ended March 31, 2015, and the reports of the Board of Directors ('the Board') and the Auditors.	Ordinary		
2.	Declaration of dividend for the financial year ended March 31, 2015.	Ordinary		
3.	Appointment of Director in place of Ms. M. R. Jyothy who retires by rotation, and being eligible, offers herself for re-appointment.	Ordinary		
4.	Ratification of appointment of Auditors.	Ordinary		
5.	Re-appointment of Mr. T. Ananth Rao as Head – Operations.	Ordinary		
6.	Re-appointment of Mr. Ravi Razdan as Head – IT & HR.	Ordinary		
7.	Re-appointment of Ms. M. R. Deepthy as General Manager - Finance and Assistant Company Secretary.	Ordinary		
8.	Ratification of remuneration of Cost Auditors.	Ordinary		

Place:

Date:

Signature of Member/ Beneficial Owner

#E-mail:..... #Tel No.:.....



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CIN: L24240MH1992PLC128651

ENTRANCE PASS/ ATTENDANCE SLIP

(To be presented at the entrance)

24th ANNUAL GENERAL MEETING ON THURSDAY, JULY 30, 2015 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 – 400001

1. Name(s) of Member(s) :
(including joint-holders, if any)
2. Registered Address of the
Sole/ First named member :
3. Registered Folio No./
DPID No./ Client ID No.* :
4. No. of Shares held :

I/ We certify that I am a Registered Shareholder/ proxy of the Registered Shareholder of the Company as per details above.
I/ We hereby record my presence at this 24th Annual General Meeting of the Company

Name of the Shareholder/ Proxy.....

Signature of the Shareholder/ Proxy present

ELECTRONIC VOTING PARTICULARS

DEFAULT PAN/ SEQUENCE NUMBER

Members who have not updated their PAN with the Company's RTA/
Depository Participant shall use default PAN/ Sequence No. given on
the sticker above. Other Members should use their PAN.

JYOTHY LABORATORIES LIMITED

Regd. Office: 'Ujala House' Ramkrishna Mandir Road, Kondivita, Andheri (E), Mumbai – 400 059
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CIN: L24240MH1992PLC128651

FORM NO. MGT – 11

PROXY FORM

[Pursuant to Section 105 (6) of the Companies Act, 2013 read with Rule 19 (3) of the Companies
(Management and Administration) Rules, 2014]

24th Annual General Meeting on Thursday, July 30, 2015.

Name of Member(s):

Registered address :

E-mail Id :

Folio No./ Client ID :

DP ID:

I/ We being the member(s) ofshares of the Jyothy Laboratories Limited hereby appoint:

1. Name: _____
Address: _____
E-mail Id: _____ Signature: _____ or failing him/ her;
2. Name: _____
Address: _____
E-mail Id: _____ Signature: _____ or failing him/ her;
3. Name: _____
Address: _____
E-mail Id: _____ Signature: _____

as my/ our proxy to attend and vote (on a poll) for me/ us and on my/our behalf at the 24th Annual General Meeting of the Company to be held on Thursday, July 30, 2015 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 – 400001 and at any adjournment thereof in respect of resolutions, as indicated below:

1. To receive, consider and adopt the Audited Standalone and Consolidated financial statements of the Company for the financial year ended March 31, 2015, and the reports of the Board of Directors ("the Board") and the Auditors.
2. Declaration of dividend for the financial year ended March 31, 2015.
3. Appointment of Director in place of Ms. M. R. Jyothy, who retires by rotation, and being eligible, offers herself for re-appointment.
4. Ratification of appointment of Auditors.
5. Re-appointment of Mr. T. Ananth Rao as Head – Operations.
6. Re-appointment of Mr. Ravi Razdan as Head – IT & HR.
7. Re-appointment of Ms. M. R. Deepthy as General Manager – Finance and Assistant Company Secretary.
8. Ratification of remuneration of Cost Auditors.

Affix Re.1/-
Revenue
Stamp

Signed this day of 2015.

Signature of shareholder(s):_____

Signature of Proxy holder(s):_____

Note: Proxy form to be effective, should be submitted at the Registered Office of the Company not less than 48 (forty eight) hours before the commencement of aforesaid Annual General Meeting.