

NOTICE

NOTICE is hereby given that the 25th Annual General Meeting of the Members of Jyothy Laboratories Limited will be held on **Thursday, July 21, 2016**, 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:
 - a) the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2016, including the Audited Balance Sheet as at March 31, 2016, the Statement of Profit & Loss and Cash Flow Statement for the financial year April 1, 2015 to March 31, 2016 including the Notes attached thereto and forming part thereof and the reports of the Board of Directors ('the Board') and the Statutory Auditors thereon; and
 - b) the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2016.
2. To confirm payment of interim dividend on Equity Shares of the Company for the financial year ended March 31, 2016.
3. To declare final dividend on Equity Shares of the Company for the financial year ended March 31, 2016.
4. To appoint a Director in place of Mr. K. Ullas Kamath (DIN: 00506681), who retires by rotation and, being eligible, offers himself for re-appointment.
5. 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 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 (Firm Registration No. 324982E/ E300003), as the Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of the Twenty-Sixth Annual General Meeting of the Company to be held in the year 2017 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 Statutory Auditors in connection with the audit."

SPECIAL BUSINESS:

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

"RESOLVED THAT in terms of Article 148 of the Articles of Association of the Company and in accordance with the provisions of Sections 196, 197 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory amendments(s), modification(s) or re-enactment(s) thereof, for the time being in force), subject to such approval of the Department/ Ministry of Corporate Affairs, Government of India, as may be required in this regard, Mr. M. P. Ramachandran (DIN: 00553406) be and is hereby appointed as the Chairman & Managing Director of the Company for a period of 5 (Five) years with effect from August 22, 2016 to August 21, 2021 on the following terms and conditions including remuneration:

Details of Terms and conditions including Remuneration:

1. Term: August 22, 2016 to August 21, 2021 (both days inclusive)
2.
 - a) Salary: Re.1/- (Rupee One Only) per annum.
 - b) Commission: Remuneration by way of commission in addition to salary and perquisites. The amount of commission would be 2.00 % (two per cent) of the net profits of the Company, computed in accordance with the provisions of the Companies Act, 2013.
3. Perquisites and allowances:
 - (a) Medical Expenses: Reimbursement of medical expenses incurred for self and family including hospitalization, membership of any hospital / doctors scheme;
 - (b) Use of Company car with driver and telephones at the residence: Use of car with driver and telephones for office purposes shall not be considered as perquisites;
 - (c) Earned / privilege leave: As per the Rules of the Company;
 - (d) Any other perquisites / benefits that may become applicable to senior management staff in future;

RESOLVED FURTHER THAT in the event of any loss or inadequacy of profits in any financial year during his tenure as the Chairman & Managing Director of the Company shall pay Mr. M. P. Ramachandran, the remuneration by way of salary, perquisites, commission or any other allowances as specified above and in accordance with the limits specified under Section 197 and in Schedule V of the Companies Act, 2013 or such other limits as may be prescribed by the Government from time to time in this

NOTICE

regard, as minimum remuneration, subject to approval of the Government of India, Ministry of Corporate Affairs, if any;

RESOLVED FURTHER THAT if any remuneration paid/ payable or benefits provided/ to be provided to Mr. M. P. Ramachandran, Chairman & Managing Director of the Company, is assessed to be excess in terms of Section 197 and Schedule V of the Companies Act, 2013, for any financial years comprised in the tenure of his appointment, the Company shall, subject to approval of the Government of India in terms of Section 200 of the Companies Act, 2013 read with Rule 6 to the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, not recover such excess remuneration/ benefits from Mr. M. P. Ramachandran and that excess remuneration paid, if any, shall be held by him in trust for the Company until such time that the approval of the Government of India is received by the Company;

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

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

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 148 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory amendment(s), modification(s) or re-enactment(s) 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 by the Board of Directors of the Company on recommendation of Audit Committee of the Company for conducting audit of the cost accounting records of the Company

for the financial year ending March 31, 2017, be paid remuneration amounting to ₹ 2,75,000/- (Rupees Two Lacs Seventy Five Thousand only) plus Service Tax as applicable and out of pocket expenses, if any."

By Order of the Board of Directors
For Jyothy Laboratories Limited

M. L. Bansal
Company Secretary
Membership No.: F2297

Mumbai, May 23, 2016

Registered Office:

'Ujala House', Ramkrishna Mandir Road,
 Kondivita, Andheri (East), Mumbai – 400059
 Tel. No.: 022 66892800 Fax No.: 022 66892805
 E-mail: secretarial@jyothy.com
 Website: www.jyothylaboratories.com
 CIN: L24240MH1992PLC128651

NOTES:

- 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.

- 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.
- 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.
- The shareholders can also access the Annual Report 2015-16 of the Company circulated to the Members of the Company and other information about the Company

NOTICE

on Company's website, i.e., www.jyothylaboratories.com or on Stock Exchange websites, which are www.bseindia.com and www.nseindia.com

5. **Members attending the Annual General Meeting (AGM) of the Company are requested to bring their copy of this 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.
 6. 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.
 7. 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.
 8. The Company has notified closure of Register of Members and Share Transfer Books from **Saturday, July 16, 2016 to Thursday, July 21, 2016** (both days inclusive) for Annual General Meeting and determining the entitlement of members eligible for final dividend 2015-16 on Equity Shares, if declared at the Meeting.
 9. In terms of Section 152 of the Companies Act, 2013, Mr. K. Ullas Kamath (DIN: 00506681), Director of the Company, retire by rotation at the Meeting and being eligible, offers himself for re-appointment. Details as required in sub-regulation (3) of Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) and Secretarial Standard on General Meetings (SS-2) in respect of the Directors seeking appointment/ re-appointment at the Annual General Meeting, forms integral part of the notice.
 10. Final Dividend, if approved by the Members at the ensuing Annual General Meeting, will be paid to those eligible Members on or before July 31, 2016, whose name appear as:
 - a) 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 Registrar and Share Transfer Agent (RTA) on or before **July 15, 2016** and
 - b) Beneficial Owners in the list of Beneficial Owners Position List as on the closing hours of **July 15, 2016** furnished by National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) for this purpose.
 11. 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, this Notice and the Annual Report of the Company for the financial year 2015-16 are being sent by e-mail to those Members who have registered their e-mail address with the Company and/ or its Registrar and Share Transfer Agent (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/ or CDSL. For members who have not registered their e-mail address, physical copies of the Notice and the Annual Report for 2015-16 is being sent through the permitted mode.
 12. Members holding shares in electronic form may note that as per the circular issued by NSDL and CDSL, the Company is obliged to print on the dividend warrants, bank details of beneficiary owners/ members as furnished by these Depositories while making 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. SEBI & the Ministry of Corporate Affairs encourages paperless communication as a contribution to greener environment.
- 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 and/ or its 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 in electronic form, an intimation of the 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 registered addresses.
 15. Shareholders who have not en-cashed their dividend warrants for the dividends declared for the financial years 2008-09 onwards upto 2014-15 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 the 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 2008-09 to

NOTICE

2013-14 lying with the Company as on July 30, 2015 (date of last Annual General Meeting) 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 2008-09 will be due for transfer to Investor Education and Protection Fund (IEPF) (established by the Central Government) in August 2016 as the same would remain 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 the 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 Form SH-13 and send the same to the office of the Company and/ or its RTA. In case of shares held in dematerialized form, the nomination/ change in nomination should be lodged by Members with their respective 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/ Folio.
18. Members desiring any information on the Annual Financial Statements are requested to write to the Company at least 48 (Forty eight) hours before the AGM.
19. Prevention of Frauds: Members are advised to exercise due diligence and notify their Depository Participant (DP) of any change in address, stay abroad or demise of any shareholder as soon as possible. Do not leave Demat account dormant for long. Periodic statement of holdings should be obtained from the concerned DP and holdings should be verified to prevent frauds/ misuse, if any.
20. Confidentiality of Security Details: Do not disclose Folio Nos./ DP ID/ Client ID to unknown persons. Do not hand over signed blank transfer deeds, delivery instruction slips to any unknown persons.
21. 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.

22. 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 15, 2016.**

23. Voting through electronic means:

In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as substituted by the Companies (Management and Administration) Amendment Rules, 2015 ('Amended Rules 2015') and Regulation 44 of the Listing Regulations and Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India, the Company is pleased to provide its members facility to exercise their right to vote on resolutions proposed to be considered at the 25th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-voting services. The facility of casting votes by the members using an electronic voting system from a place other than the venue of the AGM ("remote e-voting") will be provided by the Central Depository Services (India) Limited (CDSL).

The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.

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 remote e-voting and the voting process at the AGM in a fair and transparent manner.

NOTICE

The instructions for shareholders voting electronically are as under:

- (i) The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
- (ii) The voting period begins on **Monday, July 18, 2016 at 10.00 a.m.** and ends on **Wednesday, July 20, 2016 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 15, 2016, may cast their vote electronically. The remote e-voting module shall be disabled by CDSL for voting thereafter.
- (iii) A person who is not a member as on the cut-off date should treat this Notice for information purpose only.
- (iv) Members desiring to cast their vote through remote e-voting should follow the steps mentioned below:
- (f) If you are a first time user, follow the steps given below:

For Members holding shares in Demat Form or 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 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 with the Company in order to login. If both the details are not recorded with the depository or the Company, please enter the Member Id / Folio Number in the Dividend Bank details field as mentioned in instruction (c).

- (g) After entering these details appropriately, click on "SUBMIT" tab.
- (h) Members holding shares in physical form will then directly reach to 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.
- (a) The shareholders should log on to the e-voting website www.evotingindia.com.
- (b) Click on Shareholders tab.
- (c) Now Enter your User ID
- For CDSL Demat Account holder: 16 digits beneficiary ID,
 - For NSDL Demat Account holder: 8 character DP ID followed by 8 digits Client ID,
 - Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (d) Next enter the Image Verification as displayed and Click on Login.
- (e) 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.
- (i) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (j) Click on the EVSN for JYOTHY LABORATORIES LIMITED on which you choose to vote.
- (k) 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.
- (l) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

NOTICE

- (m) 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.
- (n) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (o) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (p) If a demat account holder has forgotten the login password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (q) **Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively on or after June 30, 2016. Please follow the instructions as prompted by the mobile app while voting on your mobile.**
- (v) Note for Non – Individual Shareholders and Custodians
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians 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 e-mailed 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 linked in the login 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.
- (vi) 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 e-mail to helpdesk.evoting@cdslindia.com.
- (vii) The Scrutinizer, after scrutinising the votes cast at the meeting and through remote e-voting will, not later than three days of conclusion of the Annual General 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.jyothylaboratories.com and the results shall simultaneously be communicated to the Stock Exchanges.

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

ITEM NO. 6

Mr. M. P. Ramachandran who was appointed as the Chairman & Managing Director of the Company for a period of five years effective from April 1, 2014 upto March 31, 2019 (both days inclusive) will attain age of 70 (seventy) years on August 22, 2016 and hence continuation of his employment as the Chairman & Managing Director of the Company would require the approval of Members by way of Special Resolution.

Section 196(3) read with Part 1 of Schedule V of the Companies Act, 2013, inter alia, specifies that no Company shall continue the employment of any person as Managing Director, Whole Time Director or Manager who has attained the age of seventy years, unless it is approved by Members by passing a Special Resolution.

Keeping in view that Mr. M. P. Ramachandran has rich and varied experience in the Fast Moving Consumer Goods (FMCG) Industry and has been involved in the operations of the Company over a long period of time, it would be in the interest of the Company to continue the employment of Mr. M. P. Ramachandran as the Chairman & Managing Director of the Company.

Mr. M. P. Ramachandran has been associated with the Company from the date of its incorporation. He holds a postgraduate degree in Financial Management from University of Mumbai and began his career as an accountant in 1971 in Mumbai. He set up the Jyothy Laboratories business in 1983 and has steered the Company to its present level. He possesses rich experience of over 40 years in sales, production and general management. In 2003 and 2004, he was nominated by The Economics Times for "Entrepreneur of the Year Award". Recently he has also been awarded with "Life Time Achievement Award" at 6th Brand Icon Awards held at Thiruvananthapuram and "V. C. Padmanabhan Memorial Award" for Business Excellence leading to Development of society at large.

NOTICE

Pursuant to the recommendation of the Nomination, Remuneration and Compensation Committee, the Board of Directors of the Company passed a Resolution on May 23, 2016 approving appointment of Mr. M. P. Ramachandran as the Chairman & Managing Director of the Company for a further period of five years with effect from August 22, 2016 to August 21, 2021 (both days inclusive).

This explanatory statement may also be read and treated as disclosure in compliance with the requirements of Section 190 of the Companies Act, 2013.

Accordingly, consent of Members is sought by way of Special Resolution as set out at Item No. 6 of the Notice for appointment of Mr. M. P. Ramachandran as the Chairman & Managing Director of the Company.

Except Mr. M. P. Ramachandran and Ms. M. R. Jyothy and their relatives, none of the Directors/ Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise in this Resolution set out at Item No. 6.

The Board of Directors recommends the Resolution in relation to the appointment of the Chairman & Managing Director, for the approval of shareholders of the Company.

ITEM NO. 7

The Board of Directors at its meeting held on May 23, 2016 appointed M/s. R. Nanabhoy & Co., Cost Accountants (Firm Registration No. 000010), as the Cost Auditors to conduct audit of the Cost Accounting Records of the Company for the financial year ended March 31, 2016, at a remuneration amounting to ₹ 2,75,000 (Rupees Two Lacs 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 the Cost Auditors is required to be ratified by the Shareholders of the Company.

Accordingly, consent of Members is sought for approving the Ordinary Resolution as set out at Item No.7 of the Notice for ratification of remuneration payable to the Cost Auditors.

None of the Directors/ Key Managerial Personnel of the Company and their respective relatives are concerned or interested in the proposed Resolution as set out at Item No.7 of this Notice.

The Board of Directors recommends the Resolution in relation to ratification of remuneration to be paid to the Cost Auditors of the Company, for the approval of Shareholders of the Company.

DETAILS OF DIRECTORS SEEKING APPOINTMENT/ RE-APPOINTMENT AS REQUIRED UNDER REGULATION 36 OF THE LISTING REGULATIONS AND SECRETARIAL STANDARD ON GENERAL MEETING (SS-2):

1. Name of the Director	Mr. M. P. Ramachandran
Date of Birth	August 22, 1946
Date of Appointment on the Board	January 15, 1992
Age	69 years
Qualifications	Postgraduate degree in Financial Management from University of Mumbai
No. of Board Meetings attended	6 of 6
Expertise	Production, sales and general management in FMCG Industry
Details of Directorship in other Companies	Wonderla Holidays Limited (Listed) Jyothy Fabricare Services Limited Jyothy Consumer Products Marketing Limited Sahyadri Agencies Limited Jyothy Kallol Bangladesh Limited (Incorporated in Bangladesh)
Chairmanship(s)/ Membership(s) of Committee held in other Companies	Wonderla Holidays Limited - Audit Committee, Nomination and Remuneration Committee (Chairman) and Stakeholders Relationship Committee Sahyadri Agencies Limited - Audit Committee and Nomination and Remuneration Committee Jyothy Fabricare Services Limited - Audit Committee
Shareholding of Director	7,21,12,060 Equity Shares of ₹ 1/- each
Relationship between Director inter-se	Father of Ms. M. R. Jyothy, Whole Time Director of the Company

NOTICE

Awards	<ul style="list-style-type: none"> Life Time Achievement Award at 6th Brand Icon Awards held at Thiruvananthpuram. V. C. Padmanabhan Memorial Award for Business Excellence leading to Development of society at large.
Terms and Condition of Appointment	Terms and condition of appointment with details of remuneration to be paid is specified in the Special Resolution set out at Item no. 6 of the accompanying Notice convening 25 th Annual General Meeting of the Company.
Last drawn remuneration	Salary: ₹ 1/- per annum Commission: 2% of Net Profits of the Company (For more details please refer Report on Corporate Governance)

2. Name of the Director	Mr. K. Ullas Kamath
Date of Birth	January 1, 1963
Date of Appointment on the Board	March 26, 1997
Age	53 years
Qualifications	Chartered Accountant, Company Secretary and holds a Bachelor's degree in Law and Master's degree in Commerce.
No. of Board Meetings attended	6 of 6
Expertise	Business development, new projects, financial management and formulation of strategies for growth.
Details of Directorship in other Companies	V-Guard Industries Limited (Listed) Jyothy Fabricare Services Limited Jyothy Kallol Bangladesh Limited (Incorporated in Bangladesh)
Chairmanship(s)/ Membership(s) of Committee held in other Companies	V-Guard Industries Limited - Audit Committee Jyothy Fabricare Services Limited - Audit Committee
Shareholding of Director	14,51,380 Equity Shares of ₹ 1/- each
Relationship between Directors inter-se	None
Awards	Winner of All India CA Business Achievers Award 2008 instituted by ICAI, India.

By Order of the Board of Directors
For Jyothy Laboratories Limited

M. L. Bansal
Company Secretary
Membership No.: F2297

Mumbai, May 23, 2016

Registered Office:
 'Ujala House', Ramkrishna Mandir Road,
 Kondivita, Andheri (East), Mumbai – 400059
 Tel. No.: 022 66892800 Fax No.: 022 66892805
 E-mail: secretarial@jyothy.com
 Website: www.jyothylaboratories.com
 CIN: L24240MH1992PLC128651

Route Map for the Venue of 25th Annual General Meeting of Jyothy Laboratories Limited to be held at M. C. Ghia Hall, Indian Textile Accessories & Machinery Manufacturers' Association, Bhogilal Hargovindas Building, 4th Floor, 18/20, K. Dubhash Marg, Mumbai – 400001



(Source : Google Map)

Map not to scale. For illustrative purposes only.

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.jyothylaboratories.com
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]

Name of the Member(s) : _____
Registered address : _____
E-mail Id : _____
Folio No./ Client ID : _____
DP ID : _____

I/ We being the member(s) of _____ equity shares 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 on my/ our behalf at the **25th Annual General Meeting** of the Company to be held on **Thursday, July 21, 2016 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 / or at any adjournment(s) thereof in respect of the resolutions, as indicated below:

1. Adoption of the Audited Standalone and Consolidated Financial Statements for the financial year ended March 31, 2016 and the reports of the Board of Directors and Statutory Auditors thereon.
2. Confirmation of payment of Interim Dividend on Equity Shares of the Company for the financial year ended March 31, 2016.
3. Declaration of Final Dividend on Equity Shares of the Company for the financial year ended March 31, 2016.
4. Appointment of Director in place of Mr. K. Ullas Kamath, who retires by rotation and being eligible, offers himself for re-appointment.
5. Ratification of appointment of Auditors and fixing their remuneration.
6. Appointment of Mr. M. P. Ramachandran as the Chairman & Managing Director.
7. Ratification of remuneration of Cost Auditors.

Signed this day of 2016.

**AFFIX ₹ 1/-
REVENUE
STAMP**

Signature of Proxy holder(s): _____ Signature of shareholder(s): _____

Note:

1. 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.
2. A Proxy need not be a Member of the Company.
3. A person can act as a proxy on behalf of Members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a person as proxy and such person shall not act as a proxy for any other person or Shareholder.
4. Appointing a proxy does not prevent a Member from attending the meeting in person if he/ she so wishes.
5. In the case of joint holders, the signature of anyone holder will be sufficient, but names of all the joint holders should be stated.

