



Jyothy Laboratories Limited

CIN: L24240MH1992PLC128651

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

Tel.: 91-22-66892800 Fax: 91-22-66892805

Email: secretarial@jyothy.com, Website: www.jyothy laboratories.com

NOTICE OF POSTAL BALLOT

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

Notice is hereby given pursuant to Section 110 and all other applicable provisions, if any, of the Companies Act, 2013, ("the Act") read with the Companies (Management and Administration) Rules, 2014 ("the Rules"), including any statutory modification or re-enactment thereof for the time being in force, that the resolutions appended below are proposed to be passed as special resolutions by way of postal ballot including remote e-voting. The Explanatory Statement pertaining to the aforesaid resolutions setting out the material facts concerning each item and the reasons thereof is annexed hereto along with a Postal Ballot Form ("the Form") for your consideration.

The Board of Directors of the Company ("the Board") in compliance with Rule 22(5) of the Rules has appointed Mr. Himanshu S. Kamdar (Membership No. FCS 5171), Practicing Company Secretary, Partner, M/s. Rath & Associates, Company Secretaries, Mumbai, as the scrutinizer for conducting the Postal Ballot process in a fair and transparent manner.

In compliance with Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and provisions of section 110 of the Act read with the Rules, the Company is pleased to provide Remote Electronic Voting ("e-voting") facility as an alternate, to all its Members, to enable them to cast their votes electronically instead of dispatching the physical Postal Ballot Form by post. The Company has engaged the services of Central Depository Services (India) Limited ("CDSL") to provide e-voting facility to its Members. It may be noted that e-voting is optional. In case a Member has voted through e-voting facility, he/she is not required to send the physical Postal Ballot Form. In case a Member votes through e-voting facility as well as sends his/her vote through physical ballot, the vote cast through e-voting shall only be considered and the voting through physical Postal Ballot shall not be considered by the Scrutinizer.

The e-voting commences on Monday, October 31, 2016 at 10.00 a.m. IST and concludes on Tuesday, November 29, 2016 at 5.30 p.m. IST. The e-voting module shall be disabled by CDSL for voting thereafter. The e-voting facility is available at the link <https://www.evotingindia.com>. For e-voting, please read carefully the "Procedure/ Instructions for e-voting" enumerated in the notes to this Notice. Members opting to vote through physical mode; i.e. sending the Postal Ballot Form duly signed by post, are requested to carefully read the instructions printed on the Form enclosed herewith and return it, duly completed and signed along with their assent (FOR) or dissent (AGAINST) in the attached self-addressed postage pre-paid envelope, so as to reach the Scrutinizer on or before November 29, 2016 by 5.30 p.m. IST.

Please note that any Postal Ballot Form(s) received thereafter will be treated as not having been received.

The Scrutinizer will submit his Report to the Chairman or any other authorised Director of the Company, upon completion of scrutiny of the Postal Ballots / e-Voting. The Results of the Postal Ballot will be announced on or before December 1, 2016 through the website of the Company at the link <http://www.jyothy laboratories.com>.

The Results of the Postal Ballot together with remote e-voting and the Report of the Scrutinizer shall be displayed on the Notice Board at the Company's Registered Office besides being communicated to BSE Limited and National Stock Exchange of India Limited. The Results and the Report of the Scrutinizer will also be hosted on the Company's website at the link <http://www.jyothy laboratories.com> and on the website of CDSL at <https://www.evotingindia.com>. The Results will thereafter be published in at least 1 (one) English and 1 (one) vernacular newspaper circulating in Maharashtra. References to Postal Ballot(s) in this Postal Ballot Notice include votes received through remote e-voting mechanism. The Resolutions shall be deemed to have been passed on announcement of results of Postal Ballot / e-voting subject to receipt of the requisite number of votes in favour of the Resolutions.

SPECIAL BUSINESS:

Item No. 1: Private Placement of Non-Convertible Debentures:

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 Sections 42, 71 and all other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Companies (Share Capital and Debentures) Rules, 2014 [hereinafter collectively referred to as "the Rules"] as may be amended from time to time, other applicable rules under the Companies Act, 2013, the Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008, and any other applicable regulations and guidelines issued by the Securities and Exchange Board of India (including statutory modification and amendments thereof and any circulars, notifications, clarifications, rules passed thereunder from time to time) and in accordance with the Memorandum and Articles of Association of the Company, and subject to such approvals, consents, sanctions, permissions as may be necessary from all appropriate statutory and regulatory authorities, and subject to such conditions and modifications as may be prescribed by the respective statutory and/or regulatory authorities while granting such approvals, consents, sanctions, permissions which may be agreed to by the Board of Directors, approval of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to include any Committee thereof which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this Resolution) for making offer(s) or invitation(s) to subscribe to Non-Convertible Debentures in one or more tranches, aggregating upto Rs. 500 Crores (Rupees Five Hundred Crores), on a private placement basis, during the period of one year from the date of passing of the Special Resolution by the Members, within the overall borrowing limits of the Company, as may be approved by the Members from time to time on such terms and conditions as the Board may from time to time determine proper and beneficial;

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized on behalf of the Company to do such acts, deeds, matters and things as they may in their absolute discretion deem necessary or desirable in connection with such Issue or any matters incidental thereto including but not limited to the determination of face value, issue price, issue size, timing, amount, security, coupon / interest rate(s), yield, utilization of issue proceeds, listing, allotment and other terms and conditions of the Issue, appointment of intermediaries and sign and execute all deed(s) / document(s) / undertaking(s) / agreement(s) / paper(s) / underwriting(s)."

Item no. 2 – Re-appointment of Mr. K. Ullas Kamath as the Joint Managing Director and Chief Financial Officer of the Company

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 (the Act) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), subject to such approval of Department/ Ministry of Corporate Affairs, Government of India, as may be required in this regard and subject to such approvals, permissions, sanctions, as may be required, and subject to such conditions and modifications, as may be prescribed or imposed by any of the authorities including the Central Government in granting such approvals and pursuant to the recommendation of the Nomination, Remuneration and Compensation Committee, consent of the Company be and is hereby accorded to the re-appointment of Mr. K. Ullas Kamath (DIN 00506681) as the Joint Managing Director and Chief Financial Officer of the Company under the provisions of the Act for a period of 5 (Five years) with effect from January 23, 2017 to January 22, 2022 (both days inclusive) on the following terms and conditions including remuneration:

Details of Remuneration:

1. **Term:** January 23, 2017 to January 22, 2022 (both days inclusive)
2.
 - a) **Salary:** Rs.25,00,000/- (Rupees Twenty Five Lacs) per month.
 - b) **Commission:** Remuneration by way of commission in addition to salary and perquisites. The amount of commission would be 1.80 % of the net profits of the Company, computed in accordance with the provisions of the Companies Act, 2013.
3. **Perquisites and allowances:**
 - a) Housing: Rent free unfurnished accommodation owned/ hired/ leased by the Company;
 - b) Reimbursement of expenses on actual basis, pertaining to gas, fuel, water, electricity and telephones as also reasonable reimbursement to upkeep and maintenance expenses in respect of such accommodation;
 - c) Medical Expenses: Reimbursement of medical expenses incurred for self and family including hospitalization, membership of any hospital / doctors scheme;
 - d) Leave Travel Allowance: For self and family subject to a maximum of one month's salary;
 - e) Personal Accident Insurance coverage for self, as per the Rules of the Company;
 - f) Use of Company car with driver and telephones at the residence. Use of car with driver and telephones for office purposes shall not be considered as perquisites;
 - g) Company's contribution towards Provident Fund, and Gratuity as per the Rules applicable to senior management staff of the Company;
 - h) Company's contribution to Superannuation Fund @10% of Salary as per Rules of the Company or if permissible and at the option of Mr. K. Ullas Kamath, an allowance in part/ full substitution of the aforesaid contribution.
 - i) Leave and encashment of leave, in accordance with the Rules of the Company.
 - j) Earned / privilege leave: As per the Rules of the Company;
 - k) 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, the Company shall pay Mr. K. Ullas Kamath, Joint Managing Director & Chief Financial Officer of the Company, 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 regard, as minimum remuneration, subject to approval of the Central Government, if any;

RESOLVED FURTHER THAT if any remuneration paid/ payable or benefits provided/ to be provided to Mr. K. Ullas Kamath, Joint Managing Director & Chief Financial Officer 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 re-appointment, the Company shall, subject to the 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. K. Ullas Kamath 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 Central Government is received by the Company;

RESOLVED FURTHER THAT the approval of the Company be accorded to the Board of Directors of the Company (hereinafter referred to as the 'Board' which term shall be deemed to include the Nomination, Remuneration and Compensation Committee of the Board) to relocate, re-allocate, re-designate, vary, alter, increase, enhance or widen the terms and conditions of re-appointment and the remuneration payable to the appointee, from time to time, as they may in their discretion deem fit within the above limits and subject to the limits laid down in section 197 and all other applicable provisions of the Act including any statutory modification and re-enactment thereof for the time being in force, and the Rules framed thereunder read with Schedule V of the Act and subject to the approval of the Central Government, if necessary, and subject to the requisite approvals, if any, being obtained;

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board be authorised to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, proper or desirable and to settle any questions, difficulties or doubts that may arise in this regard and further to execute all necessary documents, applications, returns and writings as may be necessary, proper, desirable or expedient."

Item no. 3 - Re-appointment of Ms. M. R. Jyothy as the Whole Time Director and Chief Marketing officer of the Company

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 the Articles of Associations 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 (the Act) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), subject to such approval of Department/ Ministry of Corporate Affairs, Government of India, as may be required in this regard and subject to such conditions and modifications, as may be prescribed or imposed by any of the authorities including the Central Government in granting such approvals and pursuant to the recommendation of the Nomination, Remuneration and Compensation Committee, consent of the Company be and is hereby accorded to the re-appointment of Ms. M. R. Jyothy (DIN 00571828) be as the Whole Time Director & Chief Marketing Officer of the Company for a period of 5 (five) years with effect from January 1, 2017 to December 31, 2021 (both days inclusive) on the following terms and conditions including remuneration:

Details of Remuneration:

- 1) **Term:** January 1, 2017 to December 31, 2021 (both days inclusive)
- 2) **Salary:** Rs.15,00,000/- (Rupees Fifteen Lacs) per month.
- 3) **Perquisites and allowances:**
 - a) Housing: Rent free unfurnished accommodation owned/ hired/ leased by the Company;
 - b) Reimbursement of expenses on actual basis, pertaining to gas, fuel, water, electricity and telephones as also reasonable reimbursement to upkeep and maintenance expenses in respect of such accommodation;
 - c) Medical Expenses: Reimbursement of medical expenses incurred for self and family including hospitalization, membership of any hospital / doctors scheme;
 - d) Leave Travel Allowance: For self and family subject to a maximum of one month's salary;
 - e) Personal Accident Insurance coverage for self, as per the Rules of the Company;
 - f) Use of Company car with driver and telephones at the residence. Use of car with driver and telephones for office purposes shall not be considered as perquisites;
 - g) Company's contribution towards Provident Fund, and Gratuity as per the Rules applicable to senior management staff of the Company;
 - h) Company's contribution to Superannuation Fund @10% of Salary as per Rules of the Company or if permissible and at the option of Ms. M. R. Jyothy, an allowance in part/ full substitution of the aforesaid contribution;
 - i) Leave and encashment of leave, in accordance with the Rules of the Company;
 - j) Earned / privilege leave: As per the Rules of the Company;
 - k) 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 her tenure, the Company shall pay Ms. M. R. Jyothy, Whole Time Director & Chief Marketing Officer of the Company, the remuneration by way of salary, perquisites 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 regard, as minimum remuneration, subject to approval of the Central Government, if any;

RESOLVED FURTHER THAT if any remuneration paid/ payable or benefits provided/ to be provided to Ms. M. R. Jyothy, Whole Time Director & Chief Marketing Officer 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 her re-appointment, the Company shall, subject to the 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 Ms. M. R. Jyothy and that excess remuneration paid, if any, shall be held by her in trust for the Company until such time that the approval of the Central Government is received by the Company;

RESOLVED FURTHER THAT the approval of the Company be accorded to the Board of Directors of the Company (hereinafter referred to as the 'Board' which term shall be deemed to include the Nomination, Remuneration and Compensation Committee of the Board) to relocate, re-allocate, re-designate, vary, alter, increase, enhance or widen the terms and conditions of re-appointment and the remuneration payable to the appointee, from time to time, as they may in their discretion deem fit within the above limits and subject to the limits laid down in section 197 and all other applicable provisions of the Act including any statutory modification and re-enactment thereof for the time being in force, and the Rules framed thereunder read with Schedule V of the Act and subject to the approval of the Central Government, if necessary, and subject to the requisite approvals, if any, being obtained;

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board be authorised to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, proper or desirable and to settle any questions, difficulties or doubts that may arise in this regard and further to execute all necessary documents, applications, returns and writings as may be necessary, proper, desirable or expedient.”

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

Mumbai, October 27, 2016

Registered Office:

'Ujala House', Ram Krishna 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

**Sd/-
Shreyas Trivedi
Head-Legal &Company Secretary
Membership No.: ACS 12739**

NOTES:

1. Pursuant to Section 102 of the Companies Act, 2013, the statement setting out material facts and reasons for the proposed special business is annexed hereto.
2. The Notice of the Postal Ballot along with the Postal Ballot Form and self-addressed Business Reply Envelope is being sent to all the members whose email IDs are not registered but whose names appear in the Register of Members/ Beneficial Owners as per details furnished by the Depositories as on October 27, 2016. The members who have registered their e-mail IDs for receipt of documents in electronic mode will receive Notice by e-mail. Voting rights shall be reckoned on the paid up value of equity shares registered in the name of the members as on October 27, 2016.
3. In compliance with the provisions of Section 110 of the Companies Act, 2013 and Rules framed thereunder, the Company is pleased to provide Members, the facility to exercise their right to vote by electronic means and the business may be transacted through e-voting services provided by CDSL.
4. Kindly note that the members can opt for only one mode of voting i.e., either by Postal Ballot or e-voting. If the members opt for e-voting, then they should not vote by Postal Ballot and vice versa. However, in case members cast their vote by Postal Ballot and e-voting, then voting done through e-voting shall prevail and voting done by physical ballot will be treated as invalid.
5. A Member cannot exercise his / her / its Vote by proxy on a Postal Ballot.
6. All documents referred to in this Postal Ballot Notice and Explanatory Statement setting out the material facts are available for inspection of the Members at the Registered Office of the Company between 10.00 a.m. to 12 noon on all working days except Sundays and National Holidays up to November 29, 2016.
7. Resolution passed by Members through Postal Ballot is deemed to have been passed as if it has been passed at a General Meeting of the Members. A member may seek duplicate Postal Ballot Notice and Postal Ballot Form from the Company's Registrar & Transfer Agent namely, Link Intime India Private Limited, C-13, Pannalal Silk Mills Compound, Lal Bahadur Shastri Road, Bhandup West, Mumbai- 400078.
8. Voting through electronic means:
In compliance with provisions of Section 110 of the Companies Act, 2013, Rule 22 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the Listing Regulations, the Company is pleased to offer remote e-voting facility to all its Members to enable them to cast their votes electronically as an alternative to dispatch the Postal Ballot Forms. Please note that e-voting is entirely optional for the Member(s) and that the Member(s) can opt only for one mode of voting. If a Member has opted for e-voting, then he/she/it is not required to send the Postal Ballot Form. In case a Member votes through e-voting facility as well as sends his/her/its vote through physical ballot, the vote cast through e-voting shall only be considered and the voting through Postal Ballot shall not be considered by the Scrutinizer.

The instructions for shareholders voting electronically through remote e-voting are as under:

- (i) The voting period begins on Monday, October 31 2016 at 10.00 a.m. and ends on Tuesday, November 29, 2016 at 5.30 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. October 27, 2016, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) A person who is not a member as on the cut-off date should treat this Notice for information purpose only.
- (iii) Members desiring to cast their vote through remote e-voting should follow the steps mentioned below:
- (iv) The shareholders should log on to the e-voting [website www.evotingindia.com](http://www.evotingindia.com).
 - i. Click on Shareholders tab.
 - ii. 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.
 - iii. Next enter the Image Verification as displayed and Click on Login.
 - iv. 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.
 - v. 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) <ul style="list-style-type: none"> Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Postal Ballot form 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. <ul style="list-style-type: none"> 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 (ii).

- vi After entering these details appropriately, click on "SUBMIT" tab.
- vii 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.
- viii For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- ix Click on the EVSN for JYOTHY LABORATORIES LIMITED on which you choose to vote.
- x 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.

- xi Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- xii 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.
- xiii Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- xiv You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- xv 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.
- xvi **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. 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 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 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 email to helpdesk.evoting@cdslindia.com.
- (vii) The voting rights of the Members shall be in proportion to the paid-up value of their shares in the equity capital of the Company as on the cut-off date, being 27th day of October, 2016. A person who is not a Member as on the cut-off date is requested to treat this Notice for information purposes only.
- (viii) Mr. Himanshu S. Kamdar (Membership No. FCS 5171), Practicing Company Secretary, Partner, M/s. Rathi & Associates, Company Secretaries, Mumbai, has been appointed as Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- (ix) The Scrutinizer shall upon completion of scrutiny of the Postal Ballots / e-voting submit this Report to the Chairman or any other authorised Director of the Company.
- (x) The Results of the Resolutions shall be declared by the Chairman or any other Director authorised by the Chairman of the Company and the Resolutions shall be deemed to have been passed on announcement of results of Postal Ballot / e-voting subject to receipt of the requisite number of votes in favour of the Resolutions.
- (xi) The Results declared along with the Scrutinizer's Report will be available on the website of the Company at the link <http://www.jyothylaboratories.com> and on the website of CDSL and shall also be communicated to BSE Limited and the National Stock Exchange of India Limited.

Information as required under Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Clause 1.2.5 of the Secretarial Standard on General Meetings (SS-2) is given hereunder:

Particulars	Names of the Directors	
	Mr. K. Ullas Kamath	Ms. M. R. Jyothy
DIN	00506681	00571828
Age	53 years	38 years
Qualification(s)	Chartered Accountant, Company Secretary and holds a Bachelor's Degree in Law and Master's degree in Commerce. He has participated in Advanced Management Programme at Wharton Business School and at Harvard Business School. He has also done M.Sc. (Global Masters in Management) from London School of Economics, UK.	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 Business School, USA.
Experience and Nature of expertise in specific functional areas	Business Development, New Projects, Financial Management and formulation of strategies for growth.	Marketing and Brand Communication.
Recognition or awards	Winner of All India CA Business Achievers Award 2008 instituted by ICAI, India.	Awarded with Emerging Kerala- Women Entrepreneurship Excellence Award, 2015. Found place in IMPACT's 50 Most Influential Women in Indian Media, Marketing and Advertising industry.

Terms and conditions of appointment or re-appointment	The details are indicated in Resolution No.2.	The details are indicated in Resolution No. 3.
Details of remuneration sought to be paid	The details are indicated in Resolution No.2.	The details are indicated in Resolution No. 3.
Details of the remuneration last drawn by such person (F.Y.2015-16)	Rs.5,98,53,159/-	Rs.1,02,48,000/-
Date of first appointment on the Board	March 26, 1997	October 24, 2005
Shareholding in the Company	14,51,380 Equity Shares of Re.1/- each	47,68,937 Equity Shares of Re.1/- each
Relationship with other Directors and Key Managerial Personnel	None	Daughter of Mr. M. P. Ramachandran, Chairman & Managing Director of the Company
The number of Meetings of the Board attended during the Financial Year 2015-16.	6 of 6	6 of 6
Other Directorships (Excluding Jyothy Laboratories Limited)	V-Guard Industries Limited (Listed) Jyothy Fabricare Services Limited Jyothy Kallol Bangladesh Limited (Incorporated in Bangladesh)	Jyothy Consumer Products Marketing Limited
Membership/ Chairmanship of Committees of other Boards (Excluding Jyothy Laboratories Limited)	V-Guard Industries Limited - Audit Committee Jyothy Fabricare Services Limited - Audit Committee	Jyothy Consumer Products Marketing Limited - Audit Committee - Nomination and Remuneration Committee

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

Item No. 1

Pursuant to the provisions of Sections 42, 71 and such other applicable provisions of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 effective April 1, 2014, a Company proposing to borrow money by offering or making an invitation to subscribe to Non-Convertible Debentures ("NCDs") on a private placement basis is required to obtain a specific prior approval of the Members of the Company by way of a Special Resolution. Such approval by a Special Resolution can be obtained once a year for all the offers and invitations for such NCDs to be made during the year. Keeping in view the requirements of funds for the Company's business operations and advantages of a diversified debt portfolio, the Company seeks an enabling approval of the Members for the Board of Directors to raise resources through issue of the NCDs for an aggregate amount not exceeding Rs. 500 Crores on a private placement basis in one or more tranches, during the period of one year from the date of passing of the special resolution by the Members, within the overall approved borrowing limits, with authority to the Board to determine the terms and conditions, including the issue price of the NCDs, interest, repayment, security, or otherwise, as it may deem expedient and to do all such acts, deeds, matters and things in connection therewith and incidental thereto as the Board in its absolute discretion deems fit, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of the Resolution. The Board recommends the Resolution at Item No. 1 of the Notice for approval of the Members as a Special Resolution. None of the Directors, Key Managerial Personnel or their relatives are in any way concerned or interested, financially or otherwise in this resolution except as Members.

Item No. 2 & 3

Mr. K. Ullas Kamath was appointed as the Joint Managing Director for a period of five years with effect from January 23, 2012 to January 22, 2017 (both days inclusive). The appointment and remuneration was approved by the members of the Company vide Postal Ballot on July 3, 2012 as a Special Resolution and was further partially modified on August 22, 2013 by the Members in the 22nd Annual General Meeting of the Company. Further he was entrusted with the additional responsibility of Chief Financial Officer w.e.f. May 22, 2014.

Ms. M. R. Jyothy was appointed as the Whole Time Director for a period of three years with effect from June 1, 2014 to May 31, 2017 (both days inclusive). The appointment and remuneration was approved by the members of the Company in the 23rd Annual General Meeting held on August 13, 2014 as an Ordinary Resolution. She was designated as the Chief Marketing Officer in addition to Whole Time Director of the Company by the Board in their Meeting held on August 11, 2016.

The term of Mr. K. Ullas Kamath expires on January 22, 2017 and it is proposed to re-appoint him for a further period of five years with effect from January 23, 2017. Further, term of Ms. M. R. Jyothy expires on May 31, 2017, however it is proposed to re-appoint her with effect from January 1, 2017. The Board recommends the Resolution set out at Item Nos. 2 & 3 of the Notice for approval of the Members as a Special Resolution. None of the Directors or Key Managerial Personnel of the Company or their relatives except Mr. K. Ullas Kamath, Ms. M. R. Jyothy and Mr. M. P. Ramachandran, Chairman and Managing Director being father of Ms. M. R. Jyothy and their relatives are in any way, concerned or interested in the said resolution.

The following additional information as required under Schedule V of the Companies Act, 2013 is given below:

I General Information:

1. Nature of Industry

The Company is engaged in the business of manufacture and marketing of Fast Moving Consumer Goods (FMCG).

2. Date of commencement of commercial production: January, 1992.

3. In case of new companies expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus: Not Applicable.

4. Financial Performance based on given indicators:**(Rs. In Crores)**

Particulars	For the year ended March 31, 2016	For the year ended March 31, 2015
Total Income	1584.89	1444.52
Expenditure other than Finance costs, Interest and Depreciation	1357.70	1272.27
Profit before Finance costs, Interest, Depreciation and Tax	227.19	172.25
Finance costs	4.86	12.03
Interest Income (net)	47.02	59.16
Depreciation	67.94	70.37
Profit before Tax and exceptional items	201.41	149.01
Exceptional items	-	2.09
Profit before Tax	201.41	146.92
Tax provision	-	4.13
Net Profit	162.36	142.79

5. Foreign Investments and Collaborations:

The Company has made a Foreign Investment of Rs. 5.80 Crores towards 75% of the Equity Share Capital of Jyothy Kallol Bangladesh Limited. The Company has not entered into any collaboration.

II Information about the Appointee:

	Mr. K. Ullas Kamath	Ms. M. R. Jyothy
Background	<p>Mr. K. Ullas Kamath is a qualified Chartered Accountant and Company Secretary and holds a bachelor's degree in Law and master's degree in Commerce. He has participated in Advanced Management Programme at Wharton Business School and at Harvard Business School. He has also done M.Sc. (Global Masters in Management) from London School of Economics, UK. His responsibilities include business development, new projects, sales, financial management and supervision of day-to-day operations of the Company. He has been associated with the Company since its incorporation and has been on its Board since 1997. The Institute of Chartered Accountants of India gave him an Award "CA BUSINESS ACHIEVER – SME" at a function held on January 25, 2009.</p> <p>Mr. K. Ullas Kamath had put in substantial efforts in acquisition of Henkel business successfully. His responsibilities have substantially increased after the said acquisition of Henkel India Limited and its associates.</p>	<p>Ms. M. R. Jyothy holds a postgraduate degree in management with an additional diploma in Family Managed Business Administration and she also completed the Owner/ President Management Programme from Harvard Business School.</p> <p>Under her leadership the Company had three major launches i.e. Exo Round, Henko LINTelligent and Maxo 'Fits all machine' Liquid vapourizer bottle. The latest launch which contributed to her success story is 'Maxo Magic Card' with safety stand. In the year gone by, she was awarded with Emerging Kerala- Entrepreneurship Excellence Award for women. She was also among the '50 Most Influential Women in Indian Media, Marketing and Advertising' list released by IMPACT for two years in a row. Ms. M. R. Jyothy, Whole Time Director and Chief Marketing Officer of the Company, is the brain behind all the recent revolutionary products and innovations in the Company.</p>
Past Remuneration (FY 2015 - 16)	Rs. 5,98,53,159/-	Rs. 1,02,48,000/-
Recognition & Awards	The Institute of Chartered Accountants of India gave him an Award "CA BUSINESS ACHIEVER – SME" at a function held on January 25, 2009	Awarded as the 50 Most Influential Women in Indian Media, Advertising and Marketing, 2016
Job Profile & Suitability	Mr. Kamath has been associated with the Company since its incorporation and has been on its Board since 1997. Mr. Kamath was appointed as Deputy Managing Director on April 1, 2010 and later on was elevated to the position of Joint Managing Director of the Company w.e.f. January 23, 2012. The turnover and profits of the Company have been growing over the years. The growth in the Company's operations can to a very large extent be attributable to the dynamism and relentless efforts set by Mr. Kamath. Several new initiatives have been and are being taken to further the growth and the profitability of the Company. Taking into consideration his qualifications, expertise in relevant fields and the efforts put by him in acquisition of Henkel business, Mr. Kamath is best suited for the responsibilities currently assigned to him by the Board of Directors of the Company.	Ms. M. R. Jyothy had joined the Company as Management Trainee w.e.f. November 22, 2003 and on September 5, 2005, she was elevated to the position of Manager – New Product Development. Further she was appointed on the Board w.e.f. October 24, 2005. In view of the knowledge and experience of Ms. M. R. Jyothy and her contribution to the marketing and product development function of the Company and streamlining of these functions and taking into consideration her qualifications and expertise, Ms. M. R. Jyothy is best suited for the responsibilities currently assigned to her by the Board of Directors of the Company.
Remuneration Proposed	The remuneration including perquisites shall be as stated in the Special Resolution attached herewith.	The remuneration including perquisites shall be as stated in the Special Resolution attached herewith.

Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	Taking into consideration the size of the Company, the profile of the appointees, their responsibilities, the industry benchmarks, the remuneration proposed to be paid is commensurate with the remuneration packages paid to similar senior level counterpart(s) in other companies in the industry.	
Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel	Besides the remuneration proposed to be paid to Mr. K. Ullas Kamath and the dividend declared/may be declared by the Company to which he and his family members are entitled to on account of holding shares in the Company, he does not have any other pecuniary relationship with the Company or with any other managerial personnel and Directors.	Besides the remuneration proposed to be paid to Ms. M. R. Jyothy and the dividend declared/may be declared by the Company to which she and her family members are entitled to on account of holding shares in the Company, she does not have any other pecuniary relationship with the Company. Further she is daughter of Mr. M. P. Ramachandran, Chairman & Managing Director of the Company.

III Other Information:

1. Reasons of loss or inadequate profits:

The net profit of the Company is not inadequate and the overall managerial remuneration has been within the prescribed limits and is likely to remain within prescribed limits.

2. Steps taken or proposed to be taken for improvement:

The remuneration paid/ payable to Mr. K. Ullas Kamath, Ms. M. R. Jyothy and all other directors put together have been well within the limits prescribed by Section 197 of the Companies Act, 2013. Additionally, it has always been a constant endeavor on the part of the Company to take steps towards improving its productivity and profits.

3. Expected Increase in productivity and profits in measurable terms:

The Company is intending to innovate across its portfolio and introduce new categories while creating a differential positioning for products of the Company. New plans for innovations being lined up for Maxo Machine, re-launch of Exo Dishwash and growing Henko LINTelligent range, among others. In order to boost its sales, the Company is determined to activate key, new urban outlets, strengthen modern trade channels and expand its reach in rural markets of southern India. The Company has a streamlined strategy on manufacturing, technology, supply chain and distribution fronts which helps it in simplifying the complexity of sourcing and procurement, allowing for scale advantages, improved hygiene, speed and accuracy in business operations, optimization and cost saving and as a whole improves overall profit margins.

The Company's initiative to take its successful regional brands to the national level has earned fruits as the non-south business is growing at a faster pace than its south business. Product superiority and building brand affinity through differentiated positioning and a national distribution has enabled the Company to achieve sustainable growth. Other efforts which the Company will undertake are robust innovation and increased investments in brands.

With a stronger GDP, rise in employment and an increase in the rate of availability through distribution expansion, the Company is confident that the Consumer demand will be more consistent and robust to support sales growth. Further the various unique strategies adopted by the Company will contribute in increased revenue and higher margins. In addition, the robust innovation in pipeline, investments in brands, distribution channels and improving the customer experience has started to show results.

IV. Disclosures:

The information as required under Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Clause 1.2.5 of the Secretarial Standard on General Meetings (SS-2) is given above. The Company shall make appropriate disclosures as required under Schedule V of the Act, in the Corporate Governance Report forming part of the Annual Report for the Financial Year 2016-17.

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

Mumbai, October 27, 2016

Registered Office:

'Ujala House', Ram Krishna 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

**Sd/-
Shreyas Trivedi
Head-Legal &Company Secretary
Membership No.: ACS 12739**



Jyothy Laboratories Limited

CIN: L24240MH1992PLC128651

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

Telephone: 91-22-66892800 Fax: 91-22-66892805

Email: secretarial@jyothy.com, Website: www.jyothylaboratories.com

POSTAL BALLOT FORM

POSTAL BALLOT No.:

1. Name(s) of Member(s) :
2. Registered address of the
Sole/first named Member :
3. Name(s) of Joint holder(s), if any :
4. Registered Folio No. / DPID No. /
Client ID No.* :
(*applicable to members holding
shares in dematerialised form)
5. No. of Shares held :
6. I/We hereby exercise my/our vote in respect of the Special Resolutions as proposed to be passed through Postal Ballot/ e-voting for the business stated in Item Nos. 1 to 3 of the Notice of the Company dated October 27, 2016, by sending my/our assent or dissent to the said Resolution(s) by placing tick (✓) mark at the appropriate box below:

Item No.	Description	No. of Shares held	I/ We assent to the resolution (FOR)	I/ We dissent to the resolution (AGAINST)
1.	Special Resolution for issue of Non-Convertible Debentures in one or more tranches, aggregating upto Rs. 500 Crores on a Private Placement basis.			
2.	Special Resolution for re-appointment of Mr. K. Ullas Kamath as the Joint Managing Director and Chief Financial Officer of the Company.			
3.	Special Resolution for re-appointment of Ms. M. R. Jyothy as the Whole Time Director & Chief Marketing Officer of the Company.			

Date:

Place:

Signature of the Member

The Company is pleased to offer remote e-voting facility as an alternate for the Members of the Company, to enable them to cast their votes electronically instead of sending the Postal Ballot Forms to the Scrutinizer.

E-VOTING PARTICULARS

EVSN (E-voting Sequence Number)	DEFAULT PAN/ SEQUENCE NUMBER
161028001	

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

INSTRUCTIONS FOR VOTING IN PHYSICAL MODE

1. A Member desiring to exercise his/her vote by Postal Ballot may complete this Postal Ballot Form and send it to the Scrutinizer in the enclosed self-addressed Business Reply Envelope. Postage will be borne and paid by the Company. However, envelopes containing Postal Ballot Form, if sent by courier or deposited in person at the expense of the member will also be accepted.
2. This Form should be completed and signed by the Member. In case of joint holding, this Form should be completed and signed (as per the specimen signature registered with the Company or furnished by National Securities Depository Limited / Central Depository Services (India) Limited to the Company, in respect of shares held in the physical form or dematerialised form respectively) by the first named Member and in his/her absence, by the next named Member.
3. In case of shares held by companies, trusts, societies, etc. duly completed Postal Ballot Form should be accompanied by a certified copy of the Board Resolution / Authorisation giving requisite authority to the person voting on the Postal Ballot Form. Where the Form has been signed by a representative of the President of India or of the Governor of a State, a certified copy of the nomination should accompany the Postal Ballot Form.
4. There will be only one Postal Ballot Form for every folio irrespective of the number of Joint Members.
5. The right of voting by Postal Ballot shall not be exercised by a Proxy.
6. Incomplete, unsigned or incorrect Postal Ballot Forms will be rejected.
7. Pursuant to Clause 16.5.3(e) of Secretarial Standard on General Meetings (SS-2) issued by the Council of the Institute of Company Secretaries of India and approved by the Central Government, in case a Member abstains from voting on a Resolution i.e., the Member neither assents nor dissents to the Resolution, then his/her/its vote will be treated as an invalid vote with respect to that Resolution.
8. Additionally, please note that the Postal Ballot Forms shall be considered invalid if:
 - a. The Member's signature on the Postal Ballot Form does not tally with that of the records of the Company/its Registrar and Transfer Agent;
 - b. Any competent authority has given directions in writing to the Company to freeze the voting rights of the Member;
 - c. The Postal Ballot Form is received torn or defaced or mutilated such that it is difficult for the Scrutinizer to identify either, the Member, or the number of votes, or as to whether the votes are for 'Assent' or 'Dissent', or if the signature could not be verified or one or more of the above grounds;
 - d. The Member has made any amendment to the Resolution or imposed any condition while exercising his/her/its vote.
9. A Member need not use all the votes nor needs to cast all the votes in the same way.
10. Duly completed Postal Ballot Form should reach the Scrutinizer on or before Tuesday, November 29, 2016 by 5.30 p.m. IST. Postal Ballot Form received after this date will be treated as if the reply from the Member(s) has / have not been received.

A Member may request for a duplicate Postal Ballot Form, if so required or can download the Postal Ballot Form from the Company's Website at the link <http://jyothylaboratories.com> and the same duly completed should reach the Scrutinizer not later than the last date for voting specified at Sr. No.10 above. In case of receipt of more than one Postal Ballot Form from a Member, the last received Form would be considered and the earlier received Form(s) would be considered invalid.

11. The voting rights shall be reckoned on the paid-up value of Shares registered in the name of the Member(s) on the date of the Notice annexed herewith i.e. October 27, 2016. Any recipient of the Notice who has no voting rights is requested to treat this Notice for information purposes only.
12. Member(s) are requested not to send any other paper alongwith the Postal Ballot Form in the enclosed self-addressed postage prepaid envelope, as such envelope will be sent to the Scrutinizer and any extraneous paper found in such envelope would be destroyed by the Scrutinizer.
13. The Scrutinizer's decision on the validity of a Postal Ballot Form will be final.
14. The Results of the Postal Ballot will be declared on or before Thursday, December 01, 2016 as specified in the Notice.

The Results declared along with the Scrutinizer's Report will be hosted on the website of the Company at the link <http://www.jyothylaboratories.com> and on the website of CDSL at the link <https://evotingindia.com> and shall also be communicated to BSE Limited and the National Stock Exchange of India Limited. The Results will thereafter be published in newspapers for the information of Members.