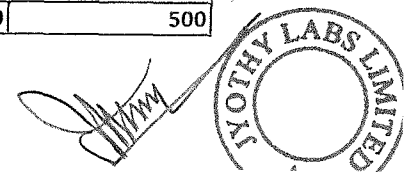


Jyothy Labs Limited (Formerly known as Jyothy Laboratories Limited)

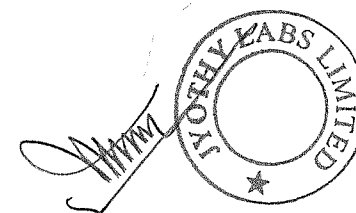
Format for Voting Results

Date of the AGM	July 23, 2019
Total number of shareholders on record date i.e. July 16, 2019	89065
No. of shareholders present in the meeting either in person or through proxy: Promoters and Promoter Group:	5
Public:	176
No. of Shareholders attended the meeting through Video Conferencing	Not Applicable

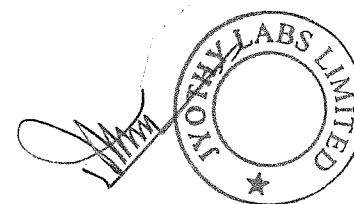
Resolution Required : (Ordinary)			1 - Adoption of the Audited Standalone and Consolidated Financial Statements for the year ended March 31, 2019 and the reports of the Board of Directors and Statutory Auditors thereon.						
Whether promoter/ promoter group are interested in the agenda/resolution?			No						
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled	No. of votes Invalid
		[1]	[2]	$[3]=\{[2]/[1]\} \times 100$	[4]	[5]	$[6]=\{[4]/[2]\} \times 100$	$[7]=\{[5]/[2]\} \times 100$	[8]
Promoter and Promoter Group	E-Voting	246434669	246434669	100.0000	246434669	0	100.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		246434669	100.0000	246434669	0	100.0000	0.0000	0
Public Institutions	E-Voting	91993456	67516474	73.3927	67516474	0	100.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		67516474	73.3927	67516474	0	100.0000	0.0000	0
Public Non Institutions	E-Voting	28780519	8841	0.0307	8829	12	99.8643	0.1357	500
	Poll		8675	0.0301	8675	0	100.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		17516	0.0608	17504	12	99.9315	0.0685	500
Total		367208644	313968659	85.5014	313968647	12	100.0000	0.0000	500



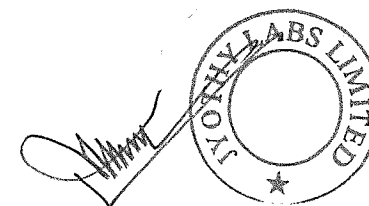
Jyothy Labs Limited (Formerly known as Jyothy Laboratories Limited)									
Resolution Required : (Ordinary)			2 - Declaration of Dividend on equity shares of the Company for the Financial Year 2018-19.						
Whether promoter/ promoter group are interested in the agenda/resolution?			No						
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled	No. of votes Invalid
		[1]	[2]	$[3]=\{[2]/[1]\} \times 100$	[4]	[5]	$[6]=\{[4]/[2]\} \times 100$	$[7]=\{[5]/[2]\} \times 100$	[8]
Promoter and Promoter Group	E-Voting	246434669	246434669	100.0000	246434669	0	100.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		246434669	100.0000	246434669	0	100.0000	0.0000	0
Public Institutions	E-Voting	91993456	67703838	73.5964	67703838	0	100.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		67703838	73.5964	67703838	0	100.0000	0.0000	0
Public Non Institutions	E-Voting	28780519	8841	0.0307	8829	12	99.8643	0.1357	500
	Poll		8675	0.0301	8675	0	100.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		17516	0.0608	17504	12	99.9315	0.0685	500
Total		367208644	314156023	85.5525	314156011	12	100.0000	0.0000	500



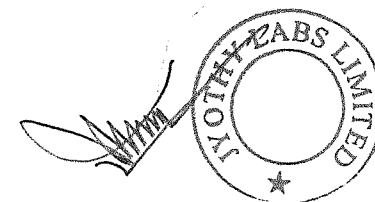
Jyothy Labs Limited (Formerly knows as Jyothy Laboratories Limited)									
Resolution Required : (Ordinary)			3 - Appointment of Director in place of Ms. M. R. Jyothy (DIN – 00571828), who retires by rotation and being eligible, offers herself for re-appointment.						
Whether promoter/ promoter group are interested in the agenda/resolution?			Yes, to the extent of their shareholding						
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled	No. of votes Invalid
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100	[8]
Promoter and Promoter Group	E-Voting	246434669	246434669	100.0000	246434669	0	100.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		246434669	100.0000	246434669	0	100.0000	0.0000	0
Public Institutions	E-Voting	91993456	67703838	73.5964	67695688	8150	99.9880	0.0120	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		67703838	73.5964	67695688	8150	99.9880	0.0120	0
Public Non Institutions	E-Voting	28780519	8841	0.0307	8719	122	98.6201	1.3799	500
	Poll		8675	0.0301	8675	0	100.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		17516	0.0608	17394	122	99.3035	0.6965	500
Total		367208644	314156023	85.5525	314147751	8272	99.9974	0.0026	500



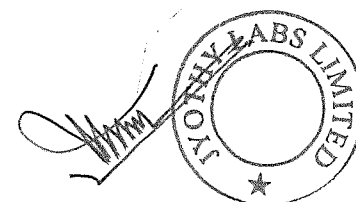
Jyothy Labs Limited (Formerly known as Jyothy Laboratories Limited)									
Resolution Required : (Ordinary)			4 - Appointment of Ms. Bhumika Batra (DIN – 03502004), as an Independent Director of the Company for a period of 5 (Five) years with effect from March 14, 2019 up to March 13, 2024 (both days inclusive).						
Whether promoter/ promoter group are interested in the agenda/resolution?			no						
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled	No. of votes Invalid
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100	[8]
Promoter and Promoter Group	E-Voting	246434669	246434669	100.0000	246434669	0	100.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		246434669	100.0000	246434669	0	100.0000	0.0000	0
Public Institutions	E-Voting	91993456	67703838	73.5964	63356936	4346902	93.5795	6.4205	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		67703838	73.5964	63356936	4346902	93.5795	6.4205	0
Public Non Institutions	E-Voting	28780519	8841	0.0307	6268	2573	70.8970	29.1030	500
	Poll		8675	0.0301	8675	0	100.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		17516	0.0608	14943	2573	85.3106	14.6894	500
Total		367208644	314156023	85.5525	309806548	4349475	98.6155	1.3845	500



Jyothy Labs Limited (Formerly known as Jyothy Laboratories Limited)									
Resolution Required : (Special)			5 - Appointment of Ms. M. R. Jyothy (DIN – 00571828) as the Managing Director of the Company for a period of 5 years commencing from April 1, 2020 up to March 31, 2025 (both days inclusive).						
Whether promoter/ promoter group are interested in the agenda/resolution?			Yes, to the extent of their shareholding						
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled	No. of votes Invalid
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100	[8]
Promoter and Promoter Group	E-Voting	246434669	246434669	100.0000	246434669	0	100.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		246434669	100.0000	246434669	0	100.0000	0.0000	0
Public Institutions	E-Voting	91993456	67703838	73.5964	60633749	7070089	89.5573	10.4427	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		67703838	73.5964	60633749	7070089	89.5573	10.4427	0
Public Non Institutions	E-Voting	28780519	8841	0.0307	8708	133	98.4956	1.5044	500
	Poll		8675	0.0301	6175	2500	71.1816	28.8184	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		17516	0.0608	14883	2633	84.9680	15.0320	500
Total		367208644	314156023	85.5525	307083301	7072722	97.7487	2.2513	500



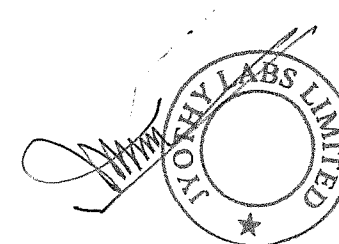
Jyothy Labs Limited (Formerly known as Jyothy Laboratories Limited)									
Resolution Required : (Ordinary)			6 - Appointment of Ms. M. R. Deepthi (DIN – 01746698) as a Director, liable to retire by rotation.						
Whether promoter/ promoter group are interested in the agenda/resolution?			Yes, to the extent of their shareholding						
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled	No. of votes Invalid
		[1]	[2]	[3]=[2]/[1]*100	[4]	[5]	[6]=[4]/[2]*100	[7]=[5]/[2]*100	[8]
Promoter and Promoter Group	E-Voting	246434669	246434669	100.0000	246434669	0	100.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		246434669	100.0000	246434669	0	100.0000	0.0000	0
Public Institutions	E-Voting	91993456	67703838	73.5964	63384872	4318966	93.6208	6.3792	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		67703838	73.5964	63384872	4318966	93.6208	6.3792	0
Public Non Institutions	E-Voting	28780519	8841	0.0307	7879	962	89.1189	10.8811	500
	Poll		8675	0.0301	6175	2500	71.1816	28.8184	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		17516	0.0608	14054	3462	80.2352	19.7648	500
Total		367208644	314156023	85.5525	309833595	4322428	98.6241	1.3759	500



Jyothy Labs Limited (Formerly known as Jyothy Laboratories Limited)									
Resolution Required : (Special)			7 - Appointment of Ms. M. R. Deepthi (DIN – 01746698) as the Whole-time Director of the Company for a period of 5 years commencing from April 1, 2020 up to March 31, 2025 (both days inclusive).						
Whether promoter/ promoter group are interested in the agenda/resolution?			Yes,						
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled	No. of votes Invalid
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100	[8]
Promoter and Promoter Group	E-Voting	246434669	246434669	100.0000	246434669	0	100.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		246434669	100.0000	246434669	0	100.0000	0.0000	0
Public Institutions	E-Voting	91993456	67703838	73.5964	58937749	8766089	87.0523	12.9477	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		67703838	73.5964	58937749	8766089	87.0523	12.9477	0
Public Non Institutions	E-Voting	28780519	8841	0.0307	7819	1022	88.4402	11.5598	500
	Poll		8675	0.0301	6175	2500	71.1816	28.8184	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		17516	0.0608	13994	3522	79.8927	20.1073	500
Total		367208644	314156023	85.5525	305386412	8769611	97.2085	2.7915	500

Handwritten signature and circular stamp of Jyothy Labs Limited.

Jyothy Labs Limited (Formerly knows as Jyothy Laboratories Limited)									
Resolution Required : (Ordinary)			8 - Ratification of remuneration of Cost Auditors.						
Whether promoter/ promoter group are interested in the agenda/resolution?			No						
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled	No. of votes Invalid
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100	[8]
Promoter and Promoter Group	E-Voting	246434669	246434669	100.0000	246434669	0	100.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		246434669	100.0000	246434669	0	100.0000	0.0000	0
Public Institutions	E-Voting	91993456	67703838	73.5964	67703838	0	100.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		67703838	73.5964	67703838	0	100.0000	0.0000	0
Public Non Institutions	E-Voting	28780519	8841	0.0307	8736	105	98.8124	1.1876	500
	Poll		8675	0.0301	8675	0	100.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		17516	0.0608	17411	105	99.4005	0.5995	500
Total		367208644	314156023	85.5525	314155918	105	100.0000	0.0000	500



JYOTHY LABS LIMITED
(Formerly known as JYOTHY LABORATORIES LIMITED)
28TH ANNUAL GENERAL MEETING HELD ON JULY 23, 2019

Declaration of results of remote e-voting / physical voting through poll in respect of resolutions proposed in the Notice dated May 7, 2019 convening the 28th Annual General Meeting of Jyothy Labs Limited (Formerly known as Jyothy Laboratories Limited) held on July 23, 2019

As per the provisions of sections 108 and 109 of the Companies Act, 2013 read with Rule 20 and 21 of the Companies (Management and Administration) Rules, 2014, as amended from time to time and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company had provided the facility of remote e-voting and physical voting through poll to its members to enable them to cast their votes on the resolutions proposed in the Notice convening the 28th Annual General Meeting (AGM).

Members voting through remote e-voting till July 22, 2019 (upto 5.00 p.m.) being the last date fixed for remote e-voting and members voting physically through poll at the time of AGM, have been considered by the Scrutinizer. The Company had appointed Mr. Himanshu S. Kamdar, Practicing Company Secretary, Partner, Rath & Associates as the Scrutinizer to scrutinize the voting process at the 28th AGM of the Company.

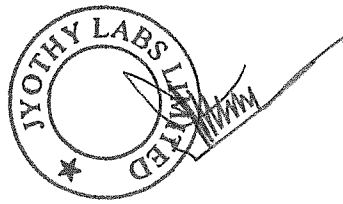
Based on the Scrutinizer's report dated July 23, 2019, *I hereby declare that all the 8 (Eight) resolutions, as set out in the Notice dated May 7, 2019 convening the 28th AGM of the Company have been duly passed with requisite majority*, the details of which are specified as below:

Item No.	Brief description	% Votes in Favour (Assent)	% Votes Against (Dissent)	Passed as
1	To receive, consider and adopt: (a) the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2019, comprising of Audited Balance Sheet as at March 31, 2019, the Statement of Profit & Loss and Cash Flow Statement for the financial year April 1, 2018 to March 31, 2019 including its Schedules and the Notes attached thereto and forming part thereof and the reports of the Board of Directors and the Statutory Auditors thereon; and	100.0000	0.0000	Ordinary



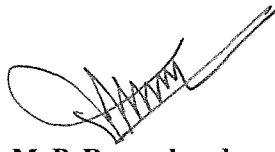
Jyothy Labs Limited
 (Formerly known as Jyothy Laboratories Limited)
 CIN: L24240MH1992PLC128651
 Ujala House, Ram Krishna Mandir Road,
 Kondivita, Andheri (E), Mumbai 400 059
 +91 022-6689 2800 Fax: 022-66892805
 info@jyothy.com www.jyothy.com

	(b) the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2019, comprising of Audited Consolidated Balance Sheet as at March 31, 2019, the Statement of Consolidated Profit & Loss and Cash Flow Statement for the financial year April 1, 2018 to March 31, 2019 including its Schedules and the Notes attached thereto and forming part thereof together with the report of the Statutory Auditors thereon.			
2	Declaration of Dividend on equity shares of the Company for the financial year 2018-19.	100.0000	0.0000	Ordinary
3	Appointment of Director in place of Ms. M. R. Jyothy (DIN – 00571828), who retires by rotation and being eligible, offers herself for re-appointment.	99.9974	0.0026	Ordinary
4	Appointment of Ms. Bhumika Batra (DIN – 03502004), as an Independent Director of the Company for a period of 5 (Five) years with effect from March 14, 2019 up to March 13, 2024 (both days inclusive).	98.6155	1.3845	Ordinary
5	Appointment of Ms. M. R. Jyothy (DIN – 00571828) as the Managing Director of the Company for a period of 5 years commencing from April 1, 2020 up to March 31, 2025 (both days inclusive).	97.7487	2.2513	Special
6	Appointment of Ms. M. R. Deepthi (DIN – 01746698) as a Director, liable to retire by rotation.	98.6241	1.3759	Ordinary
7	Appointment of Ms. M. R. Deepthi (DIN – 01746698) as the Whole-time Director of the Company for a period of 5 years commencing from April 1, 2020 up to March 31, 2025 (both days inclusive).	97.2085	2.7915	Special
8	Ratification of remuneration of Cost Auditors.	100.0000	0.0000	Ordinary

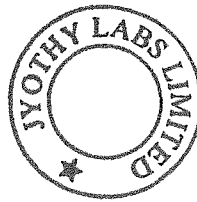


The Consolidated Scrutinizer's report on remote e-voting and physical voting through poll process conducted at the 28th AGM is enclosed herewith.

For Jyothy Labs Limited
(Formerly known as Jyothy Laboratories Limited)



M. P. Ramachandran
Chairman & Managing Director
(DIN – 00553406)



Rathi & Associates

COMPANY SECRETARIES

A-303, Prathamesh, 3rd Floor, Raghuvanshi Mills Compound, 11-12, Senapati Bapat Marg, Lower Parel (W), Mumbai - 400 013.
Tel.: 4076 4444 / 2491 1222 • Fax : 4076 4466 • E-mail : associates.rathi8@gmail.com

24th July, 2019

The Chairman

JYOTHY LABS LIMITED.

Ujala House, Ram Krishna Mandir Road,
Kondivita, Andheri (East),
Mumbai- 400 059

Dear Sir,

Sub: Scrutinizer's Report on the remote e-voting and physical voting through ballot process conducted at the 28th Annual General Meeting of the Members of Jyothy Labs Limited held on 23rd July, 2019:

Jyothy Labs Limited ("the Company") vide resolution of its Board of Directors dated May 7, 2019, appointed the undersigned as the Scrutinizer to ensure that the process of remote e-voting and physical voting through ballot on the resolutions contained in the Notice dated May 7, 2019 for the 28th Annual General Meeting held on 23rd July 2019 (AGM), as prescribed under Section 108 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 of the Companies Act, 2013 ("the Act") as amended from time to time and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, placed for the approval of Members of the Company, be carried out in a fair and transparent manner.

The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules made thereunder and the applicable regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, relating to remote e-voting and voting by physical ballot on the resolutions contained in the aforesaid Notice of the 28th Annual General Meeting (AGM) of the Members of the Company. My responsibility as a Scrutinizer is to scrutinize and ensure that the voting done through remote e-voting and physical ballot is done in a fair and transparent manner and to make a Consolidated Scrutinizer's Report of the votes cast "in favour" or "against" the resolutions, based on the reports generated from the remote e-voting system of Central Depository Services (India) Limited (CDSL), the agency engaged by the Company to provide remote e-voting facility and of voting through physical ballots as provided by Link Intime (India) Private Limited at the AGM.

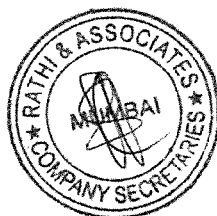
For Jyothy Labs Limited
(Formerly known as Jyothy Laboratories Limited)


M. P. Ramachandran
Chairman & Managing Director



As required under Section 101 of the Act, a notice of AGM along with explanatory statement under Section 102 of the Act was sent to the Members by permitted means (i.e. by courier and e-mail), for seeking approval of members on following resolutions:

1. Resolution No. 1 as an Ordinary Resolution for consideration and adoption of
 - (a) the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2019, including the Audited Balance Sheet as at March 31, 2019, the Statement of Profit & Loss and Cash Flow Statement for the financial year from April 1, 2018 to March 31, 2019 including Schedules and 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, 2019, comprising of Audited Consolidated Balance Sheet as at March 31, 2019, the Statement of Consolidated Profit & Loss and Cash Flow Statement for the financial year from April 1, 2018 to March 31, 2019 including Schedules and the Notes attached thereto and forming part thereof together with the Report of the Statutory Auditors thereon.
2. Resolution No. 2 as an Ordinary Resolution for declaration of dividend on Equity Shares of the Company for the Financial Year 2018-19.
3. Resolution No. 3 as an Ordinary Resolution for appointment of Ms. M.R. Jyothy (DIN: 00571828) who retired by rotation and being eligible, offered herself for re-appointment.
4. Resolution No. 4 as an Ordinary Resolution for the appointment of Ms. Bhumika Batra (DIN: 03502004) as an Independent Director of the Company, in terms of the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 for a period of 5 (Five) years with effect from March 14, 2019 upto March 13, 2024.
5. Resolution No. 5 as a Special Resolution for the appointment of Ms. M.R. Jyothy (DIN: 00571828) as the Managing Director of the Company in terms of the provisions of Sections 196, 197 and 203 read with Schedule V and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 for a period of 5 (Five) years commencing from April 1, 2020 up to March 31, 2025 and the terms and conditions thereof including managerial remuneration.



6. Resolution No. 6 as an Ordinary Resolution for appointment of Ms. M.R. Deepthi (DIN: 01746698) as a Director, liable to retire by rotation.
7. Resolution No. 7 as a Special Resolution for the appointment of Ms. M. R. Deepthi (DIN: 01746698) as the Whole-time Director of the Company in terms of the provisions of Sections 196 and 197 read with Schedule V and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 for a period of 5 (Five) years commencing from April 1, 2020 up to March 31, 2025 and the terms and conditions thereof including managerial remuneration.
8. Resolution No. 8 as an Ordinary Resolution for approval of payment of remuneration to M/s R. Nanabhoy & Co., Cost Accountants (Firm Registration Number 000010), Cost Auditors of the Company, amounting to INR 3,50,000/- (Rupees Three Lacs Fifty Thousand only) per annum plus taxes as applicable and out of pocket expenses on actual basis, for the financial year ended March 31, 2020.

The Company provided the remote e-voting facility offered by CDSL to cast votes on aforesaid resolutions by the members of the Company. The Company had also made available the physical ballots at the 28th AGM to enable the members to cast their votes on the aforesaid resolutions.

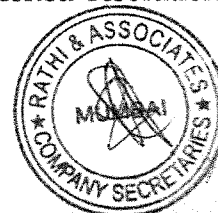
Remote e-voting facility was made available to shareholders of the Company to exercise their voting rights from 9.00 a.m. of Saturday, July 20, 2019 which ended on Monday, July 22, 2019 at 5.00 p.m. Accordingly, e-votes casted upto 5.00 p.m. of July 22, 2019 have been considered for my scrutiny. The facility of voting at the Annual General Meeting through physical ballots has also been considered for the scrutiny.

The remote e-voting was unblocked in the presence of two witnesses not in employment of the Company, namely Ms. Divya Chhabra and Ms. Radhika Khatod.

After the conclusion of the 28th Annual General Meeting, the voting was conducted through physical ballots at the meeting and the locked ballot box was subsequently opened in the presence of two shareholders of the Company namely Mr. Kirti Shah and Mr. Behruz.

A summary of the votes cast by shareholders through remote e-voting and physical ballots at the 28th Annual General Meeting with their pattern of voting is as per Annexure annexed to this Report.

The results of the voting by members through remote e-voting and physical ballots at the 28th Annual General Meeting in respect of the above mentioned resolutions may accordingly be declared by the Chairman of the Company.



Thanking you,
Yours sincerely,

For RATHI & ASSOCIATES
COMPANY SECRETARIES



HIMANSHU S. KAMDAR
PARTNER
M. NO. FCS 5171
COP NO. 3030



ANNEXURE

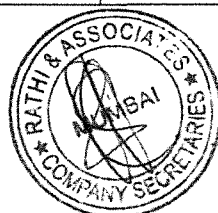
Summary of votes cast through physical ballots and through remote e-voting confirmations:

For Resolution 1: As an Ordinary Resolution for consideration and adoption of:

- (a) the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2019, including the Audited Balance Sheet as at March 31, 2019, the Statement of Profit & Loss and Cash Flow Statement for the financial year from April 1, 2018 to March 31, 2019 including Schedules and 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, 2019, comprising of Audited Consolidated Balance Sheet as at March 31, 2019, the Statement of Consolidated Profit & Loss and Cash Flow Statement for the financial year from April 1, 2018 to March 31, 2019 including Schedules and the Notes attached thereto and forming part thereof together with the Report of the Statutory Auditors thereon.

Sr. No.	Particulars		Resolution 1	
			No. of Ballots / Remote E-Voting	No. of Shares voted
a.	Votes cast through physical ballot		67	8,675
b.	Remote e-voting confirmations received		151	31,39,60,484
	Total		218	31,39,69,159
c.	Less: Invalid Ballot / Remote e-voting confirmations		1	500
d.	Net Valid Physical Ballot Forms / Remote e-Voting		217	31,39,68,659
	(i)	Physical Ballot Forms / Remote e-voting with assent for the Resolution	214	31,39,68,647
		% of Assent		*100
	(ii)	Physical Ballot Forms / Remote e-voting with dissent for the Resolution	3	12
		% of Dissent		-

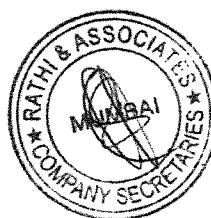
* Rounded off to nearest percentage



Resolution No. 2 as an Ordinary Resolution for declaration of dividend on Equity Shares of the Company for the Financial Year 2018-19.

Sr. No.	Particulars	Resolution 2	
		No. of Ballots / Remote Voting	No. of Shares voted
a.	Votes cast through physical ballot	67	8,675
b.	Remote e-voting confirmations received	156	31,41,47,848
	Total	223	31,41,56,523
c.	Less: Invalid Ballot / Remote e-voting confirmations	1	500
d.	Net Valid Physical Ballot Forms / Remote e-Voting	222	31,41,56,023
	(i) Physical Ballot Forms / Remote e-voting with assent for the Resolution	219	31,41,56,011
	% of Assent	*100	
	(ii) Physical Ballot Forms / Remote e-voting with dissent for the Resolution	3	12
	% of Dissent	-	

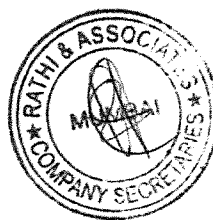
* Rounded off to nearest percentage



Resolution No. 3 as an Ordinary Resolution for appointment of Ms. M R Jyothy (DIN: 00571828) who retired by rotation and being eligible, offered herself for re-appointment.

Sr. No.	Particulars	Resolution 3	
		No. of Ballots / Remote Voting	No. of Shares voted
a.	Votes cast through physical ballot	67	8,675
b.	Remote e-voting confirmations received	156	31,41,47,848
	Total	223	31,41,56,523
c.	Less: Invalid Ballot / Remote e-voting confirmations	1	500
d.	Net Valid Physical Ballot Forms / Remote e-Voting	222	31,41,56,023
	(i) Physical Ballot Forms / Remote e-voting with assent for the Resolution	216	31,41,47,751
	% of Assent		*100
	(ii) Physical Ballot Forms / Remote e-voting with dissent for the Resolution	6	8,272
	% of Dissent		-

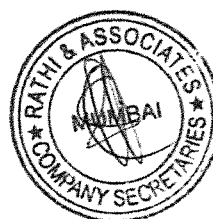
* Rounded off to nearest percentage



Resolution No. 4 as an Ordinary Resolution for the appointment of Ms. Bhumika Batra (DIN: 03502004) as an Independent Director of the Company, in terms of the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 for a further period of 5 (Five) years with effect from March 14, 2019 upto March 13, 2024.

Sr. No.	Particulars	Resolution 4	
		No. of Ballots / Remote Voting	No. of Shares voted
a.	Votes cast through physical ballot	67	8,675
b.	Remote e-voting confirmations received	156	31,41,47,848
	Total	223	31,41,56,523
c.	Less: Invalid Ballot / Remote e-voting confirmations	1	500
d.	Net Valid Physical Ballot Forms / Remote e-Voting	222	31,41,56,023
(i)	Physical Ballot Forms / Remote e-voting with assent for the Resolution	205	30,98,06,548
	% of Assent		*98.62
(ii)	Physical Ballot Forms / Remote e-voting with dissent for the Resolution	17	43,49,475
	% of Dissent		*1.38

* Rounded off to nearest percentage



Resolution No. 5 as a Special Resolution for the appointment of Ms. M.R. Jyothy (DIN: 00571828) as the Managing Director of the Company in terms of the provisions of Sections 196, 197 and 203 read with Schedule V and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 for a period of 5 (Five) years commencing from April 1, 2020 up to March 31, 2025 and the terms and conditions thereof including managerial remuneration.

Sr. No.	Particulars	Resolution 5	
		No. of Ballots / Remote Voting	No. of Shares voted
a.	Votes cast through physical ballot	67	8,675
b.	Remote e-voting confirmations received	156	31,41,47,848
	Total	223	31,41,56,523
c.	Less: Invalid Ballot / Remote e-voting confirmations	1	500
d.	Net Valid Physical Ballot Forms / Remote e-Voting	222	31,41,56,023
	(i) Physical Ballot Forms / Remote e-voting with assent for the Resolution	206	30,70,83,301
	% of Assent		*97.75
	(ii) Physical Ballot Forms / Remote e-voting with dissent for the Resolution	16	70,72,722
	% of Dissent		*2.25

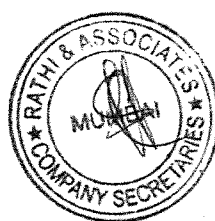
* Rounded off to nearest percentage



Resolution No. 6 as an Ordinary Resolution for appointment of Ms. M.R. Deepthi (DIN: 01746698) as a Director, liable to retire by rotation.

Sr. No.	Particulars	Resolution 6	
		No. of Ballots / Remote Voting	No. of Shares voted
a.	Votes cast through physical ballot	67	8,675
b.	Remote e-voting confirmations received	156	31,41,47,848
	Total	223	31,41,56,523
c.	Less: Invalid Ballot / Remote e-voting confirmations	1	500
d.	Net Valid Physical Ballot Forms / Remote e-Voting	222	31,41,56,023
	(i) Physical Ballot Forms / Remote e-voting with assent for the Resolution	212	30,98,33,595
	% of Assent		*98.62
	(ii) Physical Ballot Forms / Remote e-voting with dissent for the Resolution	10	43,22,428
	% of Dissent		*1.38

* Rounded off to nearest percentage



Resolution No. 7 as a Special Resolution for the appointment of Ms. M. R. Deepthi (DIN: 01746698) as the Whole-time Director of the Company in terms of the provisions of Sections 196 and 197 read with Schedule V and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 for a period of 5 (Five) years commencing from April 1, 2020 up to March 31, 2025 and the terms and conditions thereof including managerial remuneration.

Sr. No.	Particulars	Resolution 7	
		No. of Ballots / Remote Voting	No. of Shares voted
a.	Votes cast through physical ballot	67	8,675
b.	Remote e-voting confirmations received	156	31,41,47,848
	Total	223	31,41,56,523
c.	Less: Invalid Ballot / Remote e-voting confirmations	1	500
d.	Net Valid Physical Ballot Forms / Remote e-Voting	222	31,41,56,023
	(i) Physical Ballot Forms / Remote e-voting with assent for the Resolution	205	30,53,86,412
	% of Assent		*97.21
	(ii) Physical Ballot Forms / Remote e-voting with dissent for the Resolution	17	87,69,611
	% of Dissent		*2.79

* Rounded off to nearest percentage



Resolution No. 8 as an Ordinary Resolution for approval of payment of remuneration to M/s R. Nanabhoy & Co., Cost Accountants (Firm Registration Number 000010), Cost Auditors of the Company, amounting to INR 3,50,000/- (Rupees Three Lacs Fifty Thousand only) per annum plus taxes as applicable and out of pocket expenses on actual basis, for the financial year ended March 31, 2020.

Sr. No.	Particulars	Resolution 8	
		No. of Ballots / Remote Voting	No. of Shares voted
a.	Votes cast through physical ballot	67	8,675
b.	Remote e-voting confirmations received	156	31,41,47,848
	Total	223	31,41,56,523
c.	Less: Invalid Ballot / Remote e-voting confirmations	1	500
d.	Net Valid Physical Ballot Forms / Remote e-Voting	222	31,41,56,023
	(i) Physical Ballot Forms / Remote e-voting with assent for the Resolution	217	31,41,55,918
	% of Assent		*100
	(ii) Physical Ballot Forms / Remote e-voting with dissent for the Resolution	5	105
	% of Dissent		-

* Rounded off to nearest percentage

