

Consent to act as a Director of a Company

To
The Board of Directors,
Jyothy Labs Limited
'Ujala House', Ram Krishna Mandir Road,
Kondivita, Andheri (E), Mumbai 400 059

Subject: Consent to act as a Director.

I, **Aditya Sapru**, hereby give my consent to act as a Director of **Jyothy Labs Limited**, pursuant to sub-section (5) of Section 152 of the Companies Act, 2013 and certify that I am not disqualified to become a Director under the Companies Act, 2013.

1. Director Identification Number (DIN): 00501437
2. Name (in full): Aditya Sapru
3. Father's Name (in full): Autar Krishan Sapru
4. Address: 716, 8th Street, Ferns Paradise, Doddanekundi, Bangalore 560037
5. E-mail id: aditya.sapru@neumck.com
6. Mobile no.: +91.9632220511
7. Income-tax PAN: APLPS9178P
8. Occupation: Management Consultant
9. Date of birth: 27th August 1968
10. Nationality: Indian
11. No. of companies in which I am already a Director and out of such companies the names of the companies in which I am a Managing Director, Chief Executive Officer, Whole time Director, Secretary, Chief Financial Officer, Manager.

Sr. No	Name of the Company	Designation
1	Neumck Strategy & Advisory Private Limited	Managing Director
2	Thinking Forks Consulting Private Limited	Director
3	Hinduja Tech Limited	Director
4	Unitary Investment Management LLP	Designated Partner
5	GOCL Corporation Limited	Director
6	ZASK Associates LLC	Director
7	Spire Research & Consulting MENA LLC	Director

12. Particulars of membership No. and Certificate of practice No. if the applicant is a member of any professional Institute: **NIL**



Declaration

I declare that I have not been convicted of any offence in connection with the promotion, formation or management of any company or LLP and have not been found guilty of any fraud or misfeasance or of any breach of duty to any company under this Act or any previous company law in the last five years. I further declare that if appointed my total Directorship in all the companies shall not exceed the prescribed number of companies in which a person can be appointed as a Director.

Signature:

A handwritten signature in blue ink, consisting of a large, stylized loop followed by a smaller loop and a horizontal stroke.

Date: March 16th, 2022

Place: Bangalore

Attachments:

1. Proof of Identity;
2. Proof of residence.

To,
The Board of Directors
Jyothy Labs Limited (the Company)
'UJALA HOUSE', Ram Krishna Mandir Road,
Kondivita, Andheri (East),
Mumbai - 400 059

Dear Sirs/Madam,

Sub.: Declaration of Independence pursuant to Regulation 25(8) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

I, Aditya Sapru [DIN - 00501437], proposed to be appointed as an Independent Director of the Company, hereby state that:

- a. I am not or was not a promoter of the Company or its holding, subsidiary(ies) or associate company(ies) or member of the Promoter group of the Company;
- b. I am not or was not related to promoters or directors in the Company, its holding and/or ultimate holding, subsidiary(ies) or associate company(ies);
- c. I have no pecuniary / material pecuniary relationship with the Company, its holding, subsidiary(ies) or associate company(ies), or their promoters, or directors during the three immediately preceding financial years or during the current financial year;
- d. None of my relatives-
 - (i) is holding securities of or interest in the Company, its holding, subsidiary(ies) or associate company(ies) during the three immediately preceding financial years or during the current financial year of face value in excess of fifty lakh rupees or 2% of the paid-up capital of the Company, its holding, subsidiary(ies) or associate company(ies), respectively;
 - (ii) is indebted to the Company, its holding, subsidiary(ies) or associate company(ies) or their promoters or directors, in excess of such amount as may be specified during the three immediately preceding financial years or during the current financial year;
 - (iii) has given a guarantee or provided any security in connection with the indebtedness of any third person to the Company, its holding, subsidiary(ies) or associate company(ies) or their promoters or directors, for such amount as may be specified during the three immediately preceding financial years or during the current financial year;
 - (iv) has any other pecuniary transaction or relationship with the Company, its holding, subsidiary(ies) or associate company(ies) amounting to 2% or more of its gross turnover or total income:
- e. I or my relatives –



Signature:
Name: Aditya Sapru
DIN: 00501437

- (i) do not hold or have held the position of a key managerial personnel or are or have been employee of the Company or its holding, subsidiary(ies) or associate company(ies) or any company belonging to the promoter group of the Company, in any of the three financial years. immediately preceding the financial year in which I am proposed to be appointed;
- (ii) are not or have not been an employee or proprietor or a partner, in preceding three financial years immediately preceding the financial year in which I am proposed to be appointed, of –
 - a. a firm of auditors or company secretaries in practice or cost auditors of the Company or its holding and/or ultimate holding, subsidiary or associate company(ies); or
 - b. any legal or a consulting firm that has or had any transaction with the Company, its holding and/or ultimate holding, subsidiary or associate company amounting to ten per cent or more of the gross turnover of such firm;
- (iii) do not hold two per cent or more of the total voting power of the Company, either individually or together;
- (iv) do not occupy the post of a Chief Executive or director, by whatever name called, of any non-profit organisation that receives twenty-five per cent or more of its receipts or corpus from the Company, any of the promoters, directors or the holding and/or ultimate holding, subsidiary(ies) or associate company(ies) or that holds two per cent or more of the total voting power of the Company;
- (v) are not a material supplier, service provider or customer or a lessor or lessee of the Company;

f. I am not less than 21 years of age.

g. I am not a non-independent director of another company on the board of which any non-independent director of the Company is an independent director



Date: March 16th, 2022

Place: Bangalore



Signature:

Name: Aditya Sapru

DIN: 00501437

To,
The Board of Directors
Jyothy Labs Limited
'UJALA HOUSE', Ram Krishna Mandir Road,
Kondivita, Andheri (East),
Mumbai – 400 059

Dear Sirs/ Madam,

Sub.: Declaration pursuant to Section 149 of the Companies Act, 2013

I, Aditya Sapru [DIN - 00501437], proposed to be appointed as an Independent Director of the Company, hereby state that:

- a. I am or was not a promoter of the Company or its holding, subsidiary(ies) or associate company(ies);
- b. I am not related to promoters or directors in the Company, its holding, subsidiary(ies) or associate company(ies);
- c. I have or had no pecuniary relationship, other than remuneration as such director or having transaction not exceeding ten percent of my total income or such amount as may be prescribed, with the Company, its holding, subsidiary(ies) or associate company(ies), or their promoters, or directors, during the two immediately preceding financial years or during the current financial year;
- d. none of my relatives—
 - i. is holding any security of or interest in the Company, its holding, subsidiary(ies) or associate company(ies) during the two immediately preceding financial years or during the current financial year;
 - ii. is indebted to the Company, its holding, subsidiary(ies) or associate company(ies) or their promoters or directors, in excess of such amount as may be prescribed during the two immediately preceding financial years or during the current financial year;
 - iii. has given a guarantee or provided any security in connection with the indebtedness of any third person to the Company, its holding, subsidiary(ies) or associate company(ies) or their promoters, or directors of such holding company, for such amount as may be prescribed during the two immediately preceding financial years or during the current financial year; or
 - iv. has any other pecuniary transaction or relationship with the Company, or its subsidiary(ies), or its holding or associate company(ies) amounting to two per cent or more of its gross turnover or total income singly or in combination with the transactions referred to in sub-clause (i), (ii) or (iii);



Signature:
Name: Aditya Sapru
DIN: 00501437

- e. I or my relatives, neither:
- i. hold or has held the position of a key managerial personnel or is or has been employee of the Company or its holding, subsidiary(ies) or associate company(ies) in any of the three financial years immediately preceding the financial year in which I am proposed to be appointed;
 - ii. is or has been an employee or proprietor or a partner, in any of the three financial years immediately preceding the financial year in which I am proposed to be appointed, of—
 - (A) a firm of auditors or company secretaries in practice or cost auditors of the company or its holding, subsidiary(ies) or associate company(ies); or
 - (B) any legal or a consulting firm that has or had any transaction with the company, its holding, subsidiary(ies) or associate company(ies) amounting to ten per cent or more of the gross turnover of such firm;
 - iii. holds two per cent or more of the total voting power of the Company; or
 - iv. is a Chief Executive or director, by whatever name called, of any non-profit organisation that receives twenty-five per cent or more of its receipts from the Company, any of its promoters, directors or its holding, subsidiary(ies) or associate company(ies) or that holds two per cent or more of the total voting power of the company; or
- f. I possess the necessary qualifications prescribed under Rule 5 of Companies (Appointment and Qualification of Directors) Rules, 2014.
- g. I have complied with the provisions of sub-rule (1) and (2) of Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014 by registering myself under data bank of Independent Director for life time.

Date: March 16th, 2022

Place: Bangalore



Signature:

Name: Aditya Sapru

DIN: 00501437