


JYOTHY LABS LIMITED

CIN: L24240MH1992PLC128651

Regd. Office: 'UJALA HOUSE', Ram Krishna Mandir Road, Kondivita, Andheri (East),

Mumbai- 400059; Tel.: 91-22-66892800 Fax: 91-22-66892805

 Email: secretarial@jyothy.com Website: www.jyothylabs.com

Notice

NOTICE is hereby given that the 35th Annual General Meeting (AGM) of the Members of Jyothy Labs Limited (the Company) will be held on **Tuesday, July 14, 2026, at 11:30 A.M.** through Video Conferencing (VC)/Other Audio Visual Means (OAVM) to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended March 31, 2026, comprising of the Audited Balance Sheet as at March 31, 2026, the Statement of Profit & Loss and Cash Flow Statement for the Financial Year April 1, 2025 to March 31, 2026 including Schedules and Notes attached thereto and forming part thereof along with the reports of the Board of Directors and the Statutory Auditors thereon;
2. To declare final dividend of ₹ 3.50 per equity share of face value of ₹ 1 each of the Company for the Financial Year 2025-26.
3. To appoint a Director in place of Mr. Ravi Razdan (DIN: 08936083), who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

4. **To ratify the payment of remuneration to the Cost Auditors of the Company viz. M/s. R. Nanabhoy & Co., Cost Accountants, for the financial year ending March 31, 2027.**

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

"RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory amendment(s), modification(s) or re-

enactment(s) thereof, for the time being in force), the Remuneration of ₹ 5,10,000/- (Rupees Five Lakhs Ten Thousand only) (plus taxes as applicable and out of pocket, travelling and other expenses on actual basis) payable to M/s. R. Nanabhoy & Co., Cost Accountants (Firm Registration Number 000010), the Cost Auditors of the Company, as approved by the Board of Directors on recommendation of the Audit Committee of the Company for the financial year ending March 31, 2027, be and is hereby approved and ratified;

RESOLVED FURTHER THAT the Board of Directors of the Company, be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, expedient or desirable to give effect to this Resolution."

5. **To re-appoint Mr. Aditya Sapru (DIN:00501437) as an Independent Director 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 pursuant to the provisions of Sections 149, 150 and 152 and other applicable provisions read along with Schedule IV of the Companies Act, 2013 (the Act), the Companies (Appointment and Qualifications of Directors) Rules, 2014 [including any statutory modification(s) or re-enactment(s) thereof for the time being in force] and Regulations 17, 25 [including Regulation 25 (2A)] and any other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI Listing Regulations) as amended from time to time, Mr. Aditya Sapru (DIN: 00501437), who was appointed as an Independent Director of the Company for a term of five (5) consecutive years commencing from March 28, 2022 to March 27, 2027 (both days inclusive)

and who being eligible for re-appointment as an Independent Director has given his consent along with a declaration that he meets the criteria for independence under Section 149(6) of the Act and the Rules framed thereunder and Regulation 16(1) (b) of the SEBI Listing Regulations and in respect of whom the Company has received a Notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director and based on the recommendation of the Nomination, Remuneration and Compensation Committee and approval of the Board of Directors of the Company, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of five (5) consecutive years commencing from March 28, 2027 to March 27, 2032 (both days inclusive);

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution.”

6. Annual payment of remuneration by way of Commission to Directors (whether existing or future) other than the Chairperson and Managing Director/Whole-time Directors 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** pursuant to Section 197 and other applicable provisions of the Companies Act, 2013 (the Act) and the Rules made thereunder [including any statutory amendment(s), modification(s) or re-enactment(s) thereof for the time being in force] and Regulation 17(6) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, [including any statutory modification(s) or re-enactment thereof for the time being in force], Articles of Association and based on the recommendation of the

Nomination, Remuneration and Compensation Committee and approval of the Board of Directors, the consent of Members of the Company be and is hereby accorded, for annual payment of remuneration by way of commission to its Directors (whether existing or future) other than the Chairperson and Managing Director/Whole-time Directors of the Company for a period of five (5) years commencing from April 1, 2027 to March 31, 2032, the aggregate of which shall not exceed 1% of the net profits of the Company of the respective financial year, computed in the manner referred to in Section 198 of the Act, in such proportion/manner as may be determined by the Board of Directors of the Company annually;

RESOLVED FURTHER THAT such remuneration paid to the Directors (whether existing or future) other than the Chairperson and Managing Director/Whole-time Directors of the Company, will be in addition to the payment of sitting fees and reimbursement of expenses, if any, to such Directors for attending the meetings of the Board of Directors or Committees thereof.”

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

Sd/-

Shreyas Trivedi

Head – Legal & Company Secretary
Membership No.: A12739

Place: Mumbai

Date: May 4, 2026

Registered Office:

‘Ujala House’, Ram Krishna Mandir Road, Kondivita, Andheri (East), Mumbai – 400059;

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

Email: secretarial@jyothy.com;

Website: www.jyothy.com;

CIN: L24240MH1992PLC128651

NOTES:

1. The Ministry of Corporate Affairs (MCA) vide its General Circular No. 03/2025 dated September 22, 2025, read with General Circulars No. 14/2020 dated April 8, 2020, No. 17/2020 dated April 13, 2020, No. 20/2020 dated May 5, 2020 (collectively referred to as MCA Circulars), permitted the holding of the Annual General Meeting (AGM or Meeting) through Video Conferencing facility / Other Audio Visual Means (VC/OAVM), till further orders, without the physical presence of the shareholders at a common venue.

Accordingly, in compliance with the provisions of the Companies Act, 2013 (the Act), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI Listing Regulations) and MCA and Securities and Exchange Board of India (SEBI) Circulars, the Company is convening its 35th AGM through VC/OAVM, without the physical presence of the Members at a common venue. The Company has availed the facility of Central Depository Services (India) Limited (CDSL) for convening the 35th AGM through VC/OAVM. A detailed process through which the Members can attend the AGM through VC/OAVM has been enumerated in **Note number 29** of this Notice. A person who is not a shareholder as on the cut-off date should treat this Notice of the AGM for information purpose only.

2. The Members can attend the AGM through the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting, i.e. on **Tuesday, July 14, 2026, from 11:15 A.M. till 11:45 A.M.** The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Act. The facility of participation at the AGM through VC/OAVM will be made available to at least 1000 Members on first come first served basis. This will not include Large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairperson / Chairman of the Audit Committee, Nomination, Remuneration and Compensation Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
3. The aforesaid MCA Circulars and SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 7, 2023 read with SEBI Circular

No. SEBI/HO/CFD/CFD-PoD-2/CIR/P/2024/133 dated October 3, 2024 have granted relaxations to the companies, with respect to printing and dispatching physical copies of the Annual Reports and Notices to its Members. Accordingly, the Company will only be sending soft copies of the Annual Report 2025-26 and Notice convening the 35th AGM via e-mail to the Members whose e-mail ids are registered with the Company or the Registrar and Share Transfer Agent (RTA) or Depository Participant (DP)/Depository as on the cut-off date i.e. **Friday, June 12, 2026**. Further, in compliance with Regulation 36(1)(b), a letter providing the web link to access the Notice of the 35th AGM and Annual Report 2025-26 is being sent to those shareholders whose e-mail ids are not registered with the Company/RTA or the depositories.

4. For Members who have not registered their e-mail ids and those Members who have become the Members of the Company after **Friday, June 12, 2026**, being the cut-off date for sending soft copies of the Notice of 35th AGM and Annual Report for Financial Year 2025-26, may refer to the Notice of 35th AGM and Annual Report 2025-26 available on the Company's website www.jyothylabs.com, on the websites of CDSL www.evotingindia.com, BSE Limited (BSE) www.bseindia.com and National Stock Exchange of India Limited (NSE) www.nseindia.com.
5. Members may also note that the Notice convening the 35th AGM and the Annual Report for the financial year 2025-26, in Portable Document Format (PDF), will also be available on the Company's website www.jyothylabs.com, website of CDSL i.e. www.evotingindia.com and on website of stock exchanges viz. www.bseindia.com and www.nseindia.com. The relevant documents, if any, referred to in the Notice of 35th AGM and the Annual Report, will also be available for inspection electronically on request by a Member of the Company up to the date of the 35th AGM of the Company.
6. Since the 35th AGM of the Company will be convened through VC/OAVM, where there will be no physical attendance of Members, the requirement of appointment of proxies pursuant to the provisions of Section 105 of the Act read with Secretarial Standard - 2 on General Meetings, has been dispensed with. Accordingly, attendance slip, proxy form and route map will not be annexed to this Notice.

7. The meeting shall be deemed to be held at the registered office of the Company.
8. Pursuant to the provisions of Sections 112 and 113 of the Act, Members such as the President of India/the Governor of a State/Body Corporate can authorise their representatives to attend the 35th AGM through VC/OAVM and cast their votes through e-voting, provided a scan copy in PDF of the Board Resolution or governing body Resolution/Authorisation etc., authorising such representative to attend the AGM of the Company through VC/OAVM on its behalf and to vote through remote e-voting shall be sent to the Scrutinizer through the registered email address of the member(s) at associates.rathi8@gmail.com with a copy marked to the Company at secretarial@jyothy.com.
9. A Statement pursuant to Section 102(1) of the Act relating to the Special Business to be transacted at the AGM is annexed hereto.
10. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the Register of Contracts or Arrangements in which Directors are interested under Section 189 of the Act and any other documents referred to in the accompanying Notice and Explanatory Statement, shall be made available for inspection in accordance with the applicable statutory requirements based on the request received by the Company at secretarial@jyothy.com.
11. The record date for the purpose of dividend is Monday, June 29, 2026.
12. In terms of Section 152 of the Act, Mr. Ravi Razdan (DIN: 08936083) Director- IT & HR of the Company, retires by rotation at the ensuing AGM and being eligible, offers himself for re-appointment.

Details as required in sub-regulation (3) of Regulation 36 of the SEBI Listing Regulations and Secretarial Standards on General Meetings (SS-2) issued by the Council of the Institute of Company Secretaries of India in respect of the Director seeking re-appointment at the AGM, forms integral part of the Notice.
13. Dividend, if approved by the Members at the ensuing AGM, will be paid on or after July 14, 2026, to those:
 - a) Members whose name appears in the Register of Members of the Company after giving effect to valid share transfers/transmission/transposition in physical form lodged with the Company or its RTA on or before June 29, 2026; and
 - b) Beneficial Owners whose name appears in the list of Beneficial Owners Position list as on the closing hours of June 29, 2026, furnished by the National Securities Depository Limited (NSDL) and the Central Depository Services (India) Limited (CDSL) for this purpose.

Dividend payments in respect of folios wherein Permanent Account Number (PAN) or KYC details are not available shall only be paid electronically, upon registering all the required details.

The Company, with the help of the RTA and the Depositories has dispatched reminders during the year to all shareholders who have not registered their KYC and other details, requesting them to update the same.
14. The SEBI has mandated the submission of PAN by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their DP with whom they are maintaining their demat accounts. Further, as per SEBI Master circular dated May 7, 2024 read along with SEBI Circular dated April 20, 2018 all security holders holding securities in physical form should submit their PAN and Bank account details to the RTA viz. MUFG Intime India Private Limited.

The Members may kindly note that as per the amended Regulation 40 of the SEBI Listing Regulations w.e.f. April 1, 2019, transfer of the securities would be carried out in dematerialized form only. Further, SEBI has vide its circular dated January 25, 2022, mandated listed companies to issue securities in demat form only while processing investor service requests viz. issue of duplicate securities certificate, claim from unclaimed suspense account, renewal/exchange of securities certificate, endorsement, sub-division/ splitting of securities certificate, consolidation of securities certificates/folios, transmission and transposition. Accordingly, shareholders are requested to make service requests in prescribed Form ISR-4, as available on the Company's website. The earlier requirement by the Company / RTA to verify and process the said investor service requests and thereafter issue a 'Letter of Confirmation' (LOC) in lieu of physical share certificate(s) is dispensed with effect from April 2, 2026 as per SEBI circular

HO/38/13/(3)2026-MIRSD-POD/I/3763/2026 dated January 30, 2026. As per the new requirement, every investor service request should be accompanied with a copy of the Client Master List (not older than two months and duly attested by the DP) of the demat account and on this basis the Company is mandated to credit the securities directly to the demat account of the investor after necessary due diligence.

Members holding shares in electronic form may note that as per the circular issued by NSDL and CDSL, the Company is obliged to print on the dividend warrants, bank details of beneficial owners/ Members as furnished by these Depositories while making payment of dividend. The Company or its RTA cannot act on any request received directly from the Members holding shares in electronic form for any change of bank particulars or bank mandates. Members are requested to advise such changes only to their respective DPs.

15. SEBI and the MCA encourage paperless communication as a contribution to greener environment. **Members are advised to register/ update their PAN, e-mail ids, mobile no., signature and bank mandates** (i.e. bank account number, name of the bank and the branch, 9 digit MICR Bank/Branch code and account type) to their DPs in case of shares held in electronic form and to the Company and/or its RTA in prescribed Form ISR-1 and/or ISR-2 as per the SEBI Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/655 dated November 3, 2021, in case of shares held in physical form for receiving dividend in their bank accounts and all communications, including Annual Report, Notices, Circulars etc. from the Company. The aforesaid Forms are available on website of the Company i.e. www.jyothylabs.com.
16. SEBI vide Master Circular for Online Dispute Resolution dated December 28, 2023, has specified that a shareholder shall first take up his/her/their grievance with the listed entity by lodging a complaint directly with the concerned listed entity and if the grievance is not redressed satisfactorily, the shareholder may, in accordance with the SCORES guidelines, escalate the same through the SCORES Portal in accordance with the process laid out therein. Only after exhausting all available options for resolution of the grievance, if the shareholder is not satisfied with the outcome, he/she/they can initiate dispute resolution through the Online Dispute Resolution ("ODR") Portal.
- Shareholders are requested to take note of the same. The aforesaid SEBI Circular can be viewed on the following link: <https://www.jyothylabs.com/wp-content/uploads/2024/05/Master-Circular-on-Online-Dispute-Resolution-ODR.pdf>
17. SEBI has through relevant circulars mandated furnishing of PAN, KYC details such as Choice of Nomination, Contact Details, Mobile Number, Bank Account Details and Specimen Signature by shareholders holding securities in physical form. In view of the same, concerned shareholders are requested to furnish the requisite documents/information to the RTA at the earliest. Dividend payments in respect of such folios wherein PAN or KYC details are not available shall only be made electronically, upon registering all the required details. All relevant FAQs published by SEBI on its website can be viewed at the following link : https://www.sebi.gov.in/sebi_data/faqfiles/jan-2026/1767611333081.pdf
18. In case of remittance of dividend in electronic form, an intimation of the dividend payment will be sent to the Members. In case of Members who are not covered by National Electronic Clearing Service (NECS) facility, the dividend amount will be remitted by means of dividend warrants/demand drafts which will be posted to their respective registered address.
19. Members who have not encashed their dividend warrants for the dividends declared for the financial years 2018-19 onwards up to 2024-25 are requested to send a letter along with unclaimed dividend warrant, if any, or letter of undertaking for claiming their unpaid dividends. Pursuant to the provisions of the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 (IEPF Rules), the Company has uploaded the details of unpaid and unclaimed amounts in respect of dividends (interim and final) for the financial years 2018-19 to 2024-25 lying with the Company as on March 31, 2026 on the website of the MCA in e-Form IEPF-2 and also on the website of the Company (www.jyothylabs.com).
- In terms of Section 124 of the Act, final dividend declared for the financial year 2018-19 will be due for transfer to the Investor Education and Protection Fund Authority (IEPF Authority) (established by the Central Government) on August 27, 2026, as the same would remain unpaid for a period of seven consecutive years from the due date of

payment. Members are requested to en-cash their Dividend Warrants promptly. It may be noted that once the unclaimed dividend is transferred to the IEPF Authority as above, no claim shall lie with the Company in respect of such amount. The final dividend declared for the financial year 2017-18 was transferred by the Company to IEPF Authority on September 27, 2025, the details of Members whose dividend has been transferred to IEPF Authority is uploaded on the website of the Company i.e. www.jyothy.com

20. Attention of Members is invited to the provisions of Section 124(6) of the Act read with IEPF Rules, as amended from time to time, which inter alia, requires the Company to transfer the equity shares in respect of which the dividend has remained unpaid or unclaimed for a period of seven consecutive years, to a demat account of the IEPF Authority to be opened by the IEPF Authority. The said shares, once transferred to the said demat account of the IEPF Authority can be claimed only after following the procedure prescribed under the said IEPF Rules.

Therefore, Members are requested to **claim their unpaid dividend pertaining to the financial year 2018-19 to 2024-25 as soon as possible**, so that shares in respect of which the dividend is pending are not transferred to the demat account of IEPF Authority at appropriate date.

21. Members holding shares in physical form and desirous of making a nomination in respect of their shareholdings in the Company, as permitted under Section 72 of the Act read with Rule 19 of the Companies (Share Capital and Debentures) Rules, 2014, may fill Form SH-13 or in case Member desires to opt out or cancel the earlier nomination, he/ she may do so by filing Form ISR-3 or SH-14 as the case may be and send the same to the Company and/or its RTA. In case of shares held in dematerialized form, the nomination/change in nomination should be lodged with their respective DPs.
22. Members, who hold shares in multiple demat accounts and those who hold shares in physical form in multiple folios in identical names or joint holding in the same order of names are advised to consolidate their holdings in single demat account/Folio.
23. Members desiring any information on the annual financial statements or any other query related to the Annual Report are requested to write to the

Company at secretarial@jyothy.com at any time before the AGM.

24. Prevention of Frauds: Members are advised to exercise due diligence and notify their DP of any change in address, stay abroad or demise of any member as soon as possible. Do not leave your demat account dormant for long. Periodic statement of holdings should be obtained from the concerned DP and holdings should be verified to prevent frauds/ misuse, if any.
25. Confidentiality of Security Details: Do not disclose Folio Nos./DP ID/Client ID to unknown persons. Do not hand over signed blank transfer deeds, delivery instruction slips to any unknown persons.
26. Dealing of Securities with Registered Intermediaries: Members must ensure that they deal with only SEBI registered intermediaries and must obtain a valid contract note/confirmation memo from the broker/sub-broker, within 24 hours of execution of the trade and it should be ensured that the Contract Note/Confirmation Memo contains order no., trade no., trade time, quantity, price and brokerage.
27. Since the ensuing AGM will be convened through VC/OAVM, members can opt for one mode of voting i.e. either by remote e-voting or through e-voting at the time of AGM. Only those Members who are present in the AGM through VC/OAVM facility and have not cast their vote on resolutions through remote e-voting or are otherwise not barred from doing so, shall be allowed to vote through e-voting system in the meeting.

However, in case Members cast their vote both by remote e-voting and e-voting at the time of AGM, then voting done through remote e-voting shall prevail and voting done by e-voting at the time of AGM will be treated as invalid. **The voting right of all Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date, i.e. Tuesday, July 7, 2026.**

28. **Voting through electronic means:**
Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of the SEBI Listing Regulations, as amended and SS-2 issued by the Council of the Institute of Company Secretaries of India, and aforesaid MCA Circulars, the Company is pleased

to provide facility of remote e-voting and e-voting at the time of AGM, to its Members in respect of the business to be transacted at the 35th AGM.

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

29. The Instructions of shareholders for remote e-voting and e-voting during 35th AGM and joining Meeting through VC/OAVM are as under:

(i) The remote e-voting period begins on **Saturday, July 11, 2026, at 9:00 A.M.** and ends on **Monday, July 13, 2026, at 5:00 P.M.** During this period, shareholders of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date i.e., Tuesday, July 7, 2026, may cast their vote electronically. The remote e-voting module shall be disabled by CDSL for voting thereafter.

(ii) Shareholders who have already voted prior to the AGM date through remote e-voting would not be entitled to vote at the time of AGM.

(iii) In terms of SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 and in compliance with Regulation 44 of the SEBI Listing Regulations, the Company is required to provide remote evoting facility to all shareholders for resolutions proposed at the General Meeting. Individual shareholders holding securities in demat mode may cast their votes directly through their demat accounts maintained with Depositories/DPs. Shareholders are therefore advised to ensure that their **mobile numbers and email ids are updated in their demat accounts** to access the evoting facility.

Pursuant to aforesaid SEBI Circular, login method for e-voting and joining virtual meetings **for individual shareholders holding securities in demat mode with CDSL / NSDL** is given below:

Type of shareholders	Login Method
Individual shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> 1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-voting page without any further authentication. The users are requested to visit website of CDSL i.e. www.cdslindia.com and click on login and select My Easi New (Token) tab. 2) After successful login the Easi / Easiest user will be able to see the e-voting option for eligible companies where the e-voting is in progress as per the information provided by the companies. On clicking the e-voting option, the user will be able to see e-voting page of the e-voting service provider for casting their vote during the remote e-voting period or joining virtual meeting and voting during the meeting. Additionally, there are also links provided to access the system of all e-voting Service Providers, so that the user can visit the e-voting service providers' (ESPs) website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at www.cdslindia.com and click on login and My Easi New (Token) Tab and then click on registration option. 4) Alternatively, the user can directly access e-voting page by providing Demat Account Number and PAN No. from the e-voting link available on www.cdslindia.com. The system will authenticate the user by sending OTP on registered Mobile Number and e-mail as recorded in the Demat Account. After successful authentication, user will be able to see the e-voting option where the e-voting is in progress and also able to directly access the system of all ESPs.

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"> 1) If the user is already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser and type the following URL: https://eservices.nsdl.com either on a Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. The user will have to enter its User ID and Password. After successful authentication, the user will be able to see e-voting services. Click on "Access to e-voting" under e-voting services and the user will be able to see e-voting page. Click on company name or e-voting service provide ESPs name and user will be re-directed to e-voting service provider website for casting its vote during the remote e-voting period or joining VC / OAVM and voting during the meeting. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3) Alternatively, the user can visit the e-voting website of NSDL. Open web browser and type the following URL: https://www.evoting.nsdl.com either on a Computer or on a mobile. Once the home page of e-voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. The user will have to enter your User ID (i.e. your sixteen-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, the user will be redirected to NSDL Depository site wherein the User can see e-voting page. Click on company name or ESPs name and the user will be redirected to ESPs website for casting their vote during the remote e-voting period or joining VC / OAVM and voting during the meeting. 4) For OTP based login the user can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. The user will have to enter 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, the user will be redirected to NSDL Depository site wherein the user can see e-Voting page. Click on company name or ESP name and the user will be re-directed to ESP website for casting vote during the remote e-Voting period or joining virtual meeting and voting during the meeting.
Individual Shareholders (holding securities in demat mode) login through their DPs	The user can also login using the login credentials of their demat account through its DP registered with NSDL/CDSL for e-voting facility. After Successful login, users will be able to see e-voting option. Once the user clicks on e-voting option, they will be redirected to NSDL/CDSL Depository site after successful authentication, wherein the user can see e-voting features. Click on company name or ESPs name and the user will be redirected to ESPs website for casting their vote during the remote e-voting period or joining VC / OAVM and voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at: 022-48867000 and 022-24997000

(iv) Login method for e-voting and joining VC/ OAVM for shareholders holding shares in physical mode and non-individual shareholders other than individual holding in Demat form:

1. The shareholders should log on to the e-voting website www.evotingindia.com.
2. Click on "Shareholders" module.
3. 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. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
4. Next enter the Image Verification as displayed and Click on Login.
5. If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
6. If you are a first-time user follow the steps given below:

For Physical shareholders and other than individual shareholders holding shares in demat

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"> • Shareholders who have not updated their PAN with the Company/DP are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
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 in the company records in order to login. <ul style="list-style-type: none"> • If both the details are not recorded with the depository or company, please enter the Member id / folio number in the Dividend Bank details field.

- (v) After entering these details appropriately, click on "SUBMIT" tab.
- (vi) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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.
- (vii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

- (viii) Click on the EVSN for Jyothy Labs Limited on which you choose to vote.
- (ix) 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.
- (x) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xi) After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If user wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xii) Once you "CONFIRM" your vote on the resolution, user will not be allowed to modify your vote.
- (xiii) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xiv) 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.

There is also an optional provision to upload Board Resolution / Power of Attorney if any uploaded, which will be made available to scrutinizers for verification.

- (xv) **Additional Facility for Non – Individual Shareholders and Custodians –Remote Voting only**
 - Institutional Shareholders are encouraged to attend and vote at the AGM through VC/OAVM.
 - 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 in the "Corporates" module.
 - 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 will be mapped automatically and can be delinked in case of any wrong mapping.
- It is mandatory that a scanned copy of the Board Resolution and Power of Attorney 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.
- Alternatively, non-individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer at the email address i.e. associates.rathi8@gmail.com and to the Company at the email address i.e. secretarial@jyothy.com, if they have voted from individual tab and not uploaded the same in the CDSL e-voting system for the scrutinizer to verify the same.

A. INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE 35th AGM THROUGH VC/OAVM AND E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting and e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of the Company will be displayed after successful login as per the instructions mentioned above for Remote e-voting.
3. Shareholders who have voted through Remote e-voting will be eligible to attend the meeting. However, they will not be eligible to vote at the time of AGM.
4. Shareholders are encouraged to join the Meeting through Laptops / iPads for better experience.

5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.
7. Shareholders who wish to express their views or ask questions during the AGM may register themselves as a speaker, and shareholders who do not wish to speak during the AGM but have queries, may send their request/queries in advance at least **7 days prior to the meeting**, mentioning their name, demat account number/folio number, email id and mobile number at secretarial@jyothy.com.

The Members may alternatively express their view/ ask questions at the time of the AGM by using '**Q & A window**' which will be available during the streaming of AGM on the CDSL portal. These queries will be replied to by the Company suitably by email or at the time of AGM.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. The Company reserves the right to restrict the number of questions and number of speakers, as appropriate, to ensure the smooth conduct of the AGM, depending on the availability of time.
10. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not cast their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system available during the AGM.
11. If any votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting

through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

B. PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL ADDRESSES / MOBILE NUMBER ARE NOT REGISTERED WITH THE COMPANY/ DEPOSITORIES FOR OBTAINING LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE:

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy), AADHAR (self attested scanned copy) by email to Company's email id i.e. secretarial@jyothy.com / RTA's email id i.e. investor.helpdesk@in.mpms.mufg.com.
2. For Demat shareholders - Please update your email id & mobile number with your respective DP.

All grievances connected with the facility for voting by electronic means from the CDSL e-voting System may be addressed to Mr. Rakesh Dalvi, Sr. Manager, Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call at toll free no. 1800 21 09911.

The results on voting of resolutions will be declared on or before Thursday, July 16, 2026. The results declared along with the scrutinizer's report will be placed on the website of the Company i.e. www.jyothylabs.com and website of CDSL i.e. www.evotingindia.com immediately after the result is declared by the Chairperson or any other person authorized by him/her and will simultaneously be forwarded to BSE Limited and National Stock Exchange of India Limited, where the equity shares of the Company are listed.

Subject to the receipt of requisite number of votes, the resolutions shall be deemed to be passed on the date of the Meeting i.e. Tuesday, July 14, 2026.

EXPLANATORY STATEMENT IN RESPECT OF THE ORDINARY/SPECIAL BUSINESS PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

As required under Section 102(1) of the Companies Act, 2013 (the Act), the following Explanatory Statement sets out the material facts relating to the Business(es) mentioned under item Nos. 4, 5 & 6 in the accompanying Notice:

Item No. 4:

To ratify the remuneration payable to the Cost Auditors of the Company viz. M/s. R. Nanabhoy & Co., Cost Accountants, for the financial year ending March 31, 2027:

Based on the recommendation of the Audit Committee, the Board of Directors at its meeting held on May 4, 2026, approved appointment of M/s. R. Nanabhoy & Co., Cost Accountants (Firm Registration No. 000010) as the Cost Auditors of the Company to conduct audit of the Cost Accounting Records of the Company for the financial year ending March 31, 2027, at a remuneration amounting to ₹ 5,10,000/- (Rupees Five Lakhs Ten Thousand only) plus taxes as applicable and out of pocket, travelling and other expenses, if any, on actual basis.

In terms of the provisions of Section 148(3) of the Act read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors is required to be ratified by the Members of the Company.

Accordingly, consent of the Members is sought for passing the resolution as set out in Item No. 4 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending March 31, 2026.

None of the Directors, Key Managerial Personnel and their relatives are in any way concerned or interested or deemed to be concerned or interested, financially or otherwise, in the proposed resolution.

The Board of Directors recommends passing of the resolution as set out under Item No. 4 of the accompanying Notice as an Ordinary Resolution for approval by the Members.

Item No. 5:

To re-appoint Mr. Aditya Sapru (DIN:00501437) as an Independent Director of the Company:

The Members of the Company, through Postal Ballot on May 8, 2022, had approved the appointment of Mr. Aditya Sapru (DIN: 00501437) as an Independent Director of the Company to hold office for a term of five (5) consecutive years commencing from March 28, 2022 to March 27, 2027 (both days inclusive). Mr. Sapru serves as the Chairman of the Risk Management Committee and Member of the Audit Committee, Stakeholders Relationship Committee and Nomination, Remuneration and Compensation Committee. Mr. Sapru's current tenure as an Independent Director is set to conclude on March 27, 2027 and he is eligible for re-appointment as an Independent Director for a second term on the Board of the Company.

Brief details of Mr. Sapru, the nature of his expertise and experience, with other details relating to his other Directorship and Membership of Committees, forms integral part of this Notice.

As per Section 149(10) of the Act, an Independent Director shall hold office for a term of upto five (5) consecutive years on the Board of a Company, but shall be eligible for re-appointment for further term of five (5) consecutive years, if the Members approve the same by passing a Special Resolution in General Meeting.

The Company has received notice in writing, pursuant to Section 160 of the Act, from a Member proposing the candidature of Mr. Sapru for the office of Independent Director for a second term.

Mr. Sapru has confirmed that he meets the criteria for independence as specified under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations. He is not disqualified from being appointed as a Director under Section 164 of the Act and has consented to act as a Director of the Company.

In the opinion of the Board, Mr. Aditya Sapru fulfils the conditions specified in Section 149, 152 and Schedule IV of the Act read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and SEBI Listing Regulations. Further, Mr. Sapru has given a declaration to the Board of Directors to the effect that he meets the criteria of independence as provided in Section 149(6) of the Act and that he is not disqualified from being appointed as a Director in terms of Section 164 of the Act.

Mr. Sapru, with his rich experience and continued valuable guidance to the management, has contributed substantially in improving the Company's overall performance in the last several years. Generally, the Board of Directors of the Company carry out the performance evaluation of Independent Directors annually. For the financial year 2025-26, the Board at their meeting held on May 4, 2026, had evaluated the performance of Mr. Aditya Sapru, proposed to be re-appointed as an Independent Director and based on the report provided by other Directors, performance of Mr. Aditya Sapru was found to be outstanding.

Accordingly, based on evaluation report and recommendation of the Nomination, Remuneration and Compensation Committee of the Company, the Board of Directors at its meeting held on May 4, 2026, approved the re-appointment of Mr. Aditya Sapru as an Independent Director of the Company for a further term of five (5) consecutive years w.e.f. March 28, 2027 upto March 27, 2032 (both days inclusive) and that he shall not be liable to retire by rotation.

Re-appointment of Mr. Aditya Sapru as an Independent Director requires approval of the Members in General Meeting and accordingly the Board recommends passing of Special Resolution as set out in Item No. 5 of the accompanying Notice for approval of Members.

Upon confirmation of the re-appointment of Mr. Sapru as an Independent Director by the Members of the Company, the appointment shall be formalised by issue of a letter of appointment by the Company to Mr. Sapru.

Save and except Mr. Aditya Sapru and his relatives, none of the other Directors, Key Managerial Personnel or their relatives are concerned or interested or deemed to be concerned or interested financially or otherwise in the proposed resolution as set out at Item No. 5 of the Notice.

The Board recommends the Special Resolution set out at Item No. 5 of the Notice for approval by the Members.

Item No. 6:

Annual payment of remuneration by way of Commission to Directors (whether existing or future) other than the Chairperson and Managing Director/Whole-time Directors of the Company:

Section 197 of the Companies Act, 2013 permits payment of remuneration to Non-Executive Directors of a Company by way of commission, subject to approval of Shareholders by passing of Special Resolution. Further, Section 197 of the Companies Act, 2013 specifies that the remuneration payable to Non-Executive Directors shall not exceed 1% (one percent) of the net profits of the Company, if there is a Managing or Whole Time Director or Manager and 3% (three percent) of net profits in any other case. Further, in accordance with Regulation 17(6) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI Listing Regulations), it is required to obtain approval of Shareholders in General Meeting in case of payment of fees or compensation, if any, to Non-Executive Directors, including Independent Directors. The aforementioned provisions of the Companies Act, 2013 and SEBI Listing Regulations also provide that the aforesaid percentages are exclusive of any fees paid to Directors for attending meetings of the Board or Committees thereof. The Members of the Company vide their Resolution dated July 30, 2021 had approved the remuneration payable to Non-Executive Directors of the Company by way of commission not exceeding 1% (one percent) of the net profits of the Company for each financial year for a period of five years commencing from April 1, 2022. Since the validity of the earlier resolution passed by the shareholders will expire on March 31, 2027, approval of Members by way of Special Resolution is sought for extending the validity of the previous approval for a further period of five years commencing from April 1, 2027.

Considering the rich experience and expertise brought to the Board by the Non-Executive Directors, it is proposed that remuneration not exceeding one per cent of the net profits of the Company calculated in accordance with provisions of Section 198 of the Companies Act, 2013, be continued to be paid and distributed amongst the Non-Executive Directors of the Company in accordance with the recommendation of the Nomination, Remuneration and Compensation Committee and approval of the Board of Directors of the Company, granted at their

respective meeting held on May 4, 2026, for a further period of five years commencing from April 1, 2027. Such payment will be in addition to payment of sitting fees for attending Board/Committee meetings. For the Financial Year 2025-26, the Board of Directors of the Company approved an aggregate amount of ₹ 60,00,000/- which constitutes 0.18% of the Net Profit of the Company for the Financial Year 2025-26 computed in accordance with Section 198 of the Companies Act, 2013 as remuneration by way of Commission to all the Independent Directors of the Company taken together. Details of commission and sitting fees paid to Non-Executive Directors during the Financial Year 2025-26 are also provided in the Annexure to the Directors' Report and the Corporate Governance Report.

Except the Independent Non-Executive Directors of the Company and/or their relatives, none of the other Directors and/or Key Managerial Personnel of the Company and/or their relatives are concerned or interested, financially or otherwise, in the resolution set out in Item No. 6 of the Notice.

The Board recommends the Special Resolution set out at Item No. 6 of the Notice for approval by the Members.

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

Sd/-
Shreyas Trivedi
Head – Legal & Company Secretary
Membership No.: A12739

Place: Mumbai
Date: May 4, 2026

Registered Office:

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

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

Email: secretarial@jyothy.com;

Website: www.jyothy.com

CIN: L24240MH1992PLC128651

DETAILS OF DIRECTORS SEEKING RE-APPOINTMENT AS REQUIRED UNDER REGULATION 36 OF THE SEBI LISTING REGULATIONS AND SECRETARIAL STANDARD-2 ON GENERAL MEETINGS:

Name of the Director	Mr. Ravi Razdan	Mr. Aditya Sapru
Date of Birth / Age	December 24, 1980 (45 years)	August 27, 1968 (57 years)
DIN	08936083	00501437
Nationality	Indian	Indian
Date of the first appointment on the Board	April 01, 2024	March 28, 2022
Terms and Conditions of Re-appointment	Appointed for a period of 5 years commencing from April 1, 2024 to March 31, 2029 (both days inclusive). Other terms and conditions are as per the Agreement dated April 1, 2024 entered into between the Company and Mr. Ravi Razdan.	Appointed for a further period of 5 years commencing from March 28, 2027 to March 27, 2032 (both days inclusive).
Remuneration proposed to be paid	As per the Agreement dated April 1, 2024 entered into between the Company and Mr. Ravi Razdan.	Sitting Fees and Commission as may be recommended by the Nomination, Remuneration and Compensation Committee and approved by the Board of Directors of the Company in accordance with the applicable provisions of law.
Remuneration last drawn (including sitting fees, if any)	₹ 2,24,30,160 /-	Sitting fees : ₹ 5,75,000/- Commission : ₹ 15,00,000 /-
Relationship with other Directors, Manager and Key Managerial Personnel of the Company	Not applicable	Not applicable
Qualification(s)	Bachelor of Engineering (B.E.) in Information Technology and Masters of Management Studies (M.M.S) in Systems	MBA from Santa Clara University, with specialisation in Finance and Operations Research and an MS from Cornell University
Brief Profile, Experience and Expertise in specific functional areas	Mr. Ravi Razdan has been spearheading the Information Technology and Human Resource functions of the Company since 2010 and 2013 respectively. He played a significant role in setting up an advanced and robust Information Technology function in the Company, also streamlining and automating various HR processes and systems. Under his guidance, the Company had a successful and smooth transition from Indigenous ERP to SAP for which the Company was awarded "I.C.O.N.I.C. IDC Insights Award" and listed as a Global Case Study in SAP. He has received various industry accolades and also featured in "The CIO Power List 2019, 2023, 2024 & 2025" by Core Media and Eminent CIOs of India by Varindia in 2020, 2023 & 2025. He has also received Citation for "100 Most Talented Global HR Leaders" and Most Influential HR Leaders in India, by CHRO Asia. Under his guidance, the Company was also awarded with Top Organisations with Innovative HR Practices by Asia Pacific HRM Congress. Mr. Ravi Razdan's expertise and skills have contributed effectively to the growth of the Company over the years.	Mr. Aditya Sapru is the Founder and Managing Director of Neumck Strategy & Advisory, a strategy advisory firm based out of Bangalore focused on helping clients address their business expansion aspirations and preparing their organisations to achieve these objectives. Mr. Sapru is keenly involved in education as means of enablement and sits on the governing board of a university in Odisha. He started his professional career as an Associate at a Silicon Valley based private equity firm with focus on tech in Asia Pacific & the United States, followed by a stint with a consulting firm as a Global partner and Head of corporate strategy for a large diversified family group.

Skills and capabilities required for the role and the manner in which the proposed Independent Director meets such requirements	Not Applicable	With a strong focus on execution, Mr. Sapru helps companies articulate strategic opportunities and develop enabling frameworks that drive long-term value creation for all stakeholders. He also works with emerging companies with disruptive business models in the Food-tech and Climate-tech domains.
Directorship held in other Companies as of the date of this Notice	Nil	<ol style="list-style-type: none"> 1. Gro Digital Platforms Limited 2. Switch Mobility Automotive Limited
Directorship in listed entities as of the date of this Notice	Jyothy Labs Limited	<ol style="list-style-type: none"> 1. GOCL Corporation Limited 2. Finolex Industries Limited 3. Jyothy Labs Limited
List of Membership/ Chairmanship of Committees of other Companies	Nil	<p>Membership in Audit and Stakeholders Relationship Committee;</p> <ol style="list-style-type: none"> 1. Jyothy Labs Limited 2. GOCL Corporation Limited 3. Finolex Industries Limited
Listed entities from which the Director has resigned in the past three years	Nil	Nil
Number of shares held in the Company	32	Nil
Number of meetings of the Board attended during the Financial Year 2025-26	5 of 5	5 of 5