

JYOTHY CONSUMER PRODUCTS LTD

December 18, 2012

To,

Bombay Stock Exchange Ltd
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai - 400 023

Dear Sir(s)

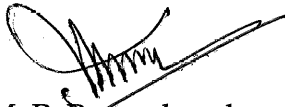
Sub: Proceedings of the Annual General Meeting held on 22nd November, 2012
Company Name: Jyothy Consumer Products Ltd.

Pursuant to Clause 31 of the Listing Agreement, we send herewith the copy of proceedings of 91st Annual General Meeting of the Company held on 22nd November, 2012 at 12.00 noon at M. C. Ghia Hall, Indian Textile Accessories & Machinery Manufacturers' Association, Bhogilal Hargovindas Building, 4th Floor, 18/20, K. Dubhash Marg, Kala Ghoda, Mumbai - 400 001.

We request you to kindly take the same on your records.

Thanking you,

For **JYOTHY CONSUMER PRODUCTS LIMITED**


M. P. Ramachandran
Chairman



Encl: A/a

PROCEEDINGS OF 91ST ANNUAL GENERAL MEETING OF JYOTHY CONSUMER PRODUCTS LIMITED ("THE COMPANY") HELD ON THURSDAY, 22ND DAY OF NOVEMBER, 2012 AT 12.00 NOON AT M. C. GHIA HALL, INDIAN TEXTILE ACCESSORIES & MACHINERY MANUFACTURERS' ASSOCIATION, BHOGILAL HARGOVINDAS BUILDING, 4TH FLOOR, 18/20, K. DUBHASH MARG, KALA GHODA, MUMBAI – 400 001.

Directors Present:

Mr. M. P. Ramachandran
Mr. K. Ullas Kamath
Mr. Nilesh Mehta
Mr. B. R. Shah

43 members were present in person, 5 persons attended the meeting as proxies.

Mr. M. L. Bansal, Company Secretary of Jyothy Laboratories Ltd welcomed the shareholders and the directors present in the meeting.

Mr. M. P. Ramachandran, Chairman of the Company presided and proceeded to conduct the meeting.

As the requisite quorum as per the provisions of the Companies Act, 1956 was present, Chairman called the Meeting to order.

With the consent of shareholders present in the Meeting notice convening the meeting was taken as read

He also announced that Register of Directors' Shareholding, Register of proxies and other statutory books, were available for members' inspection at the meeting room.

He further informed the members that he was also the Chairman of the Audit Committee of the Board of Directors of the Company.

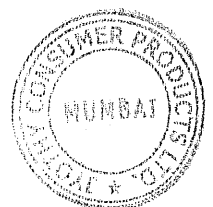
With the permission of the members, the Notice and the Directors' Report were taken as read. The Auditors' Report was read over to the members by Mr. M. L. Bansal, Company Secretary of Jyothy Laboratories Ltd.

Thereafter the Chairman addressed the shareholders.

Upon the conclusion of his speech, he requested the shareholders to put forward queries, if any, relating the resolutions to be moved at Meeting.

Many shareholders asked their queries on the audited accounts of the Company. The Chairman at the end answered all the queries.

The following business was thereafter transacted.



Item No.1: Adoption of Accounts:

The Chairman proposed the adoption of accounts and seconded by Mr. Nitin Parekh

“RESOLVED THAT the Audited Balance Sheet as at 31st day of March 2012 and the Profit and Loss Account for the 15 months’ financial period ended on that date and the Directors’ Report and the Auditors’ Report thereon, be and the same are hereby received, considered and adopted.”

The resolution was put to vote by show of hands and it was passed unanimously.

Item no.2: Appointment of Mr. M. P. Ramachandran as Director

Proposed by: Mr. Bharat D. Bhatia

Seconded by: Mr.Nitin Parekh

“RESOLVED THAT Mr. M. P. Ramachandran who retires by rotation and being eligible, offers himself for reappointment be and is hereby reappointed, as Director of the Company, liable to retire by rotation.”

The resolution was put to vote by show of hands and it was passed unanimously.

Item No.3: Appointment of Mr. K. Ullas Kamath as Director

Proposed by : Mr. Dinesh Bhatia

Seconded by : Ms. Aspi B. Bhesania

“RESOLVED THAT Mr. K. Ullas Kamath who retires by rotation and being eligible, offers himself for reappointment be and is hereby reappointed, as Director of the Company, liable to retire by rotation.”

The resolution was put to vote by show of hands and it was passed unanimously.

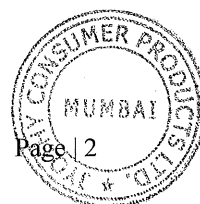
Item No.4: Appointment of Mr. Ms. M. R. Jyothy as Director

Proposed by: Ms. Aspi B. Bhesania

Seconded by: Ms.Veney Mascarenhas

“RESOLVED THAT Ms.M. R. Jyothy who retires by rotation and being eligible, offers herself for reappointment be and is hereby reappointed, as Director of the Company, liable to retire by rotation.”

The resolution was put to vote by show of hands and it was passed unanimously.



Item No.5: Appointment of Auditors:

Proposed by Mr. Dinesh Gandhi

Seconded by: Ms. Veney Mascarenhas

“RESOLVED THAT M/s CNGSN & Associates, Chartered Accountants (Firm Registration No.OO4915S), Chennai, the retiring auditors and M/s S. R. Batliboi & Associates, Chartered Accountants (Firm Registration No. 101049W) Mumbai, be and are hereby appointed as Statutory Auditors of the Company to hold office, from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting and the Board of Directors be and are hereby authorised to fix the terms of appointment including the remuneration of the Statutory Auditors, as they deem fit.”

The resolution was put to vote by show of hands and it was passed unanimously.

VOTE OF THANKS:

There being other business to transact, the meeting was concluded with vote of thanks to the Chair.

Date: 18th December, 2012

Place: Mumbai

Chairman

