

## NOTICE

NOTICE is hereby given that the Thirty Seventh Annual General Meeting of members of Jubilant Life Sciences Limited will be held as under:-

**DAY : TUESDAY**  
**DATE : SEPTEMBER 1, 2015**  
**TIME : 11:30 A.M.**  
**VENUE : REGISTERED OFFICE:  
BHARTIAGRAM, GAJRAULA  
DISTRICT AMROHA - 244 223  
UTTAR PRADESH, INDIA**

to transact the following business:

### ORDINARY BUSINESS

1. To consider and adopt:
  - a) the Audited Standalone Financial Statement of the Company for the Financial Year ended March 31, 2015, the Reports of the Board of Directors and Auditors thereon; and
  - b) the Audited Consolidated Financial Statement of the Company for the Financial Year ended March 31, 2015 and Report of the Auditors thereon.
2. To declare dividend for the year ended March 31, 2015.
3. To appoint a Director in place of Mr. Hari S. Bhartia [DIN: 00010499], who retires by rotation and, being eligible, offers himself for re-appointment.
4. To ratify appointment of the Auditors and to authorise the Board of Directors of the Company to fix their remuneration and for that purpose, to consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), appointment of M/s B S R & Co. LLP, Chartered Accountants, (Registration Number 101248W/ W-100022 with the Institute of Chartered Accountants of India) be and is hereby ratified as the Auditors of the Company from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the Company on such remuneration as may be mutually determined between the said Auditors and Board of Directors of the Company."

### SPECIAL BUSINESS

5. To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act"), the Companies (Appointment and Qualification of Directors) Rules, 2014

read with Schedule IV of the Act (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement with the Stock Exchanges, Dr. Ashok Misra [DIN: 00006051] who was appointed as an Additional Director of the Company with effect from September 15, 2014 in terms of Section 161(1) of the Act and whose term of office expires at this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company for a term upto March 31, 2019 and shall not be liable to retire by rotation."

6. To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), M/s J. K. Kabra & Co., Cost Accountants, (Registration Number: 9 with the Institute of Cost Accountants of India) appointed by the Board of Directors of the Company as the Cost Auditors, to conduct the audit of the cost records of the Company for the Financial Year ending March 31, 2016, be paid remuneration of ₹ 3,30,000 (Rupees Three Lac Thirty Thousand only) and reimbursement of out of pocket expenses, if any, plus applicable taxes."

By **Order of the Board**  
For Jubilant Life Sciences Limited

**Rajiv Shah**  
Company Secretary

May 12, 2015

### NOTES:

1. The Explanatory Statement, pursuant to Section 102 of the Companies Act, 2013 (the "Act"), in respect of the Special Business to be transacted at the 37th Annual General Meeting ("AGM" or the "Meeting") is annexed.
2. Brief profiles and other information of Directors proposed to be appointed/ re-appointed are annexed.
3. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND ON POLL, TO VOTE INSTEAD OF HIMSELF/ HERSELF. A PROXY NEED NOT BE A MEMBER OF THE COMPANY.**

**THE INSTRUMENT APPOINTING THE PROXY, IN ORDER TO BE EFFECTIVE, MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY, DULY COMPLETED AND SIGNED, NOT LESS THAN FORTY-EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING. MEMBERS/ PROXIES SHOULD FILL THE ATTENDANCE SLIP FOR ATTENDING THE MEETING.**

A person can act as proxy on behalf of members not exceeding fifty (50) and holding in aggregate not more than ten percent of the total share capital of the Company carrying voting rights. However, a member holding more than ten percent of the total share capital of the Company carrying voting rights, may appoint a single person as proxy and such person shall not act as proxy for another person or member.

4. Corporate members intending to send their authorised representative(s) to attend the Meeting are requested to send a certified copy of the Board Resolution authorising their representative(s) to attend and vote on their behalf at the Meeting.
5. The Register of Members and Share Transfer Books of the Company will remain closed from Saturday, August 22, 2015 to Tuesday, September 1, 2015 (both days inclusive) for the purpose of determining eligibility for payment of dividend.

The dividend, as recommended by the Board of Directors of the Company (₹ 3 per equity share of ₹ 1 each), if declared at the Meeting, will be paid on or before Wednesday, September 30, 2015 to those members or their mandates:

- whose names appear as Beneficial Owners as at the end of business hours on Friday, August 21, 2015 in the lists of Beneficial Owners furnished by National Securities Depository Limited ("NSDL") and Central Depository Services (India) Limited ("CDSL") in respect of the shares held in electronic form; and
- whose names appear as members in the Register of Members of the Company after giving effect to valid share transfers in physical form lodged with the Company on or before Friday, August 21, 2015.

#### 6. Change of Address or Other Particulars

Members are requested to intimate change, if any, in their address (with PIN Code), E-mail ID, nominations, bank details, mandate instructions, National Electronic Clearing Service ("NECS") mandates, etc. under the signature of the registered holder(s) to:

- The Registrar and Transfer Agent ("RTA") of the Company in respect of shares held in physical form; and
- The Depository Participants in respect of shares held in electronic form.

7. Pursuant to Section 72 of the Act, member(s) of the Company may nominate a person in whom the shares held by him/ them shall vest in the event of his/ their unfortunate death. Accordingly, members holding shares in physical form, desirous of availing this facility may submit nomination in Form SH-13 to RTA of the Company. In respect of shares held in dematerialised form, the nomination form may be filed with the concerned Depository Participant.

#### 8. Payment of Dividend Electronically

Dividend will be paid, preferably through NECS, wherever such facility is available, under intimation to the members. In case dividend cannot be paid through NECS, it will be paid through dividend warrants/ demand drafts.

In cases where the payments to the members holding shares in dematerialized form are made by dividend warrants, particulars of bank account registered with their Depository Participants will be considered by the Company for printing the same on dividend warrant.

#### 9. Bank Mandate

Members who hold shares in physical form are requested to intimate the Company's RTA under the signature of the Sole/

First holder, the following information relating to their bank accounts to be incorporated in the dividend warrants:

- Bank account number;
- Account type, whether savings or current;
- Name of the Bank and complete address of the branch with PIN Code;
- MICR and IFSC Codes; and
- Name of Sole/ First holder.

10. Dividends pertaining to the Financial Years upto and including 1993-94, remaining unpaid/ unclaimed, have been transferred to the General Revenue Account of the Central Government. Members having valid claims of unpaid/ unclaimed dividend for any of those Financial Years may approach the Registrar of Companies, U.P. and Uttarakhand or authority to be constituted by the Central Government.

Dividends pertaining to the Financial Years 1994-95 to 2006-07, remaining unpaid/ unclaimed, have been transferred to the Investor Education and Protection Fund ("the Fund"). No claims shall lie against the Company for the amounts transferred as above. Members having valid claims of unpaid/ unclaimed dividend for any of those financial years may approach the authority to be constituted by the Central Government.

Members may kindly note that unpaid/ unclaimed dividend for the year 2007-08 is due for transfer to the Fund, in October, 2015. Members are, therefore, requested to lodge their claims with RTA, well in advance to avoid any hardship. Once transferred, Members having valid claims of unpaid/ unclaimed dividend for the year 2007-08 may approach the authority to be constituted by the Central Government. No claims shall lie against the Company for the amounts transferred to the Fund.

Members who hold shares in physical form in multiple folios with identical names or hold multiple joint accounts in the same order of names, are requested to send the share certificates to the Company's RTA for consolidation into a single folio.

11. The Company has a dedicated E-mail address [investors@jubl.com](mailto:investors@jubl.com) for members to mail their queries or lodge complaints, if any. We will endeavour to reply to your queries at the earliest.

The Company's website [www.jubl.com](http://www.jubl.com) has a dedicated section on Investors. It also answers your Frequently Asked Questions (FAQs).

12. Certificates from Auditors of the Company that the Stock Option Plans have been implemented in accordance with the SEBI (Employee Stock Option Scheme & Employee Stock Purchase Scheme) Guidelines, 1999, will be placed at the AGM.
13. SEBI has placed the Company's shares under compulsory demat i.e. transactions in the Company's shares are required to be done only in the demat form. Further, considering the advantages of scripless trading like exemption from stamp duty, elimination of bad deliveries, reduction in transaction costs, improved liquidity, etc., members are requested to consider dematerialisation of their shareholding, if not already done, to avoid inconvenience in future.
14. The Company had sub-divided each equity share of ₹ 5 into five equity shares of ₹ 1 each w.e.f. March 24, 2006. Many members had not surrendered their old ₹ 10 denominated share certificates of Ramganga Fertilizers Limited/ Vam Organic Chemicals Limited/ Jubilant Organosys Limited or ₹ 5

denominated share certificates of Jubilant Organosys Limited, for exchange with new ₹ 1 denominated share certificates.

Pursuant to Clause 5A of the Listing Agreement with the Stock Exchanges (the "Listing Agreement"), members who had not claimed share certificates as above had been sent three reminder letters to claim their equity shares. Thereafter, in terms of the Listing Agreement, 27,31,320 equity shares pertaining to 4,845 members, which remained unclaimed, were transferred during the year 2011-12 to *JLL-Unclaimed Suspense Account*. However, during the year 2014-15, 54,980 equity shares pertaining to 61 members were transferred to the respective members. The voting rights on the remaining shares lying in this Account will remain frozen till the rightful owners of such shares claim the shares. Members may approach RTA to get their shares released from this Account.

15. Queries on the Annual Report and operations of the Company, if any, may please be sent to the Company at least seven days prior to the date of the AGM so that answers may be provided at the Meeting.

16. All share and dividend related correspondence may be sent to RTA at the following address:

**Alankit Assignments Limited**

(Unit: Jubilant Life Sciences Limited)

1E/ 13, Alankit Heights,

Jhandewalan Extension,

New Delhi - 110 055, India

Phone : +91 - 11 - 2354 1234/ 4254 1234

Fax : +91 - 11 - 4154 3474

E-mail : [rta@alankit.com](mailto:rta@alankit.com)

In all correspondence, please quote your DP ID & Client ID or Folio Number.

17. Your feedback/ comments on various services for further improvement are welcome. You may fill up and submit the Feedback Form online on our website [www.jubl.com](http://www.jubl.com)

18. **Green Initiative** – Members who are yet to register/ update their email addresses with the Company or with the Depository Participants are once again requested to register/ update the same for receiving the Notices, Annual Reports and other documents through electronic mode.

Members holding shares in physical form may get their email addresses registered/ updated by providing their Name, Folio Number, E-mail ID and consent to receive the Notices, Annual Reports and other documents through electronic mode, by sending an email at [rta@alankit.com](mailto:rta@alankit.com) or [investors@jubl.com](mailto:investors@jubl.com)

19. Notice of the AGM (along with Attendance Slip, Proxy Form and Route Map) and the Annual Report for the Financial Year 2014-15 are being sent electronically to the members whose E-mail IDs are registered with the Company/ Depository Participant(s) unless any member has requested for a physical copy of the same. For members who have requested for physical copy or who have not registered their email address, physical copies of the Notice and Annual Report are being sent through permitted mode.

20. The Notice of the AGM and the Annual Report for Financial Year 2014-15 will also be available on the Company's website [www.jubl.com](http://www.jubl.com). Notice will also be available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

21. All the documents referred to in the Notice are open for inspection at the Registered Office of the Company on all working days between 11:00 a.m. and 1:00 p.m. upto the date of the AGM.

## 22. Voting Options:

The business set out in the Notice of the AGM may be transacted through electronic voting system or Polling Paper. The Company is providing facility for voting by electronic means. Information relating to e-Voting facility and voting at the AGM is given below:

### (1) Voting through electronic means

- I. In compliance with the provisions of Section 108 and other applicable provisions, if any, of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended and Clause 35B of the Listing Agreement with Stock Exchanges, the Company is pleased to provide facility to the members to exercise their right to vote on resolutions proposed to be considered at AGM by electronic means and the items of business given in the Notice of the AGM may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-Voting") will be provided by NSDL.
- II. The facility for voting through Polling Paper ("Poll") shall also be made available at the AGM and the members attending the Meeting who have not cast their vote by remote e-Voting shall be able to exercise their right at the Meeting through Poll at the AGM.
- III. Members who have cast their vote by remote e-Voting prior to the Meeting may also attend the AGM but shall not be entitled to cast their vote again.
- IV. The remote e-Voting period commences at 9:00 a.m. on Saturday, August 29, 2015 and ends at 5:00 p.m. on Monday, August 31, 2015. During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the Cut-off date of Tuesday, August 25, 2015 ("**Cut-off date**"), may cast their vote by remote e-Voting. No remote e-Voting shall be allowed beyond the aforesaid date and time and remote e-Voting module shall be disabled by NSDL upon expiry of aforesaid period. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- V. The instructions for remote e-Voting are as under:
  - A. In case of members receiving an e-mail from NSDL
    - (i) Open e-mail and open PDF file viz.; "Remote e-Voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your User ID and Password for remote e-Voting. Please note that the password is an initial password.
    - (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>
    - (iii) Click on Shareholder - Login
    - (iv) Put User ID and Password as initial password/ PIN noted in step (i) above. Click Login.
    - (v) The Password change menu appears on your screen. Change the Password with new Password of your choice with minimum 8 digits/ characters or combination thereof.

Note the new Password. It is strongly recommended not to share your Password with any other person and take utmost care to keep your Password confidential.

- (vi) Home page of remote e-Voting opens, click on remote e-Voting> Active Voting Cycles.
- (vii) Select Electronic Voting Event Number ("EVEN") of Jubilant Life Sciences Limited as given in the body of e-mail.
- (viii) Now you are ready for remote e-Voting as Cast Vote page opens.
- (ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
- (x) Upon confirmation, the message "Vote cast successfully" will be displayed.
- (xi) Once the votes on the resolutions are cast, the member shall not be allowed to change these subsequently and to cast vote again.
- (xii) Institutional shareholders (i.e. other than individuals, HUF, NRI, etc.) are required to send scanned copy (PDF/ JPG Format) of the relevant Board Resolution/ Authority letter, etc. together with attested specimen signature of the duly authorised signatory(ies) who are authorised to vote, to the Scrutinizer through e-mail at [sanjaygrover7@gmail.com](mailto:sanjaygrover7@gmail.com) or [JLL\\_agm2015@jubil.com](mailto:JLL_agm2015@jubil.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).

**B. In case of members receiving physical copies of the Notice of the AGM**

- (i) Initial Password, along with User ID and EVEN is provided at the bottom of Attendance Slip.
- (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.

**(2) Voting at AGM**

The members who have not cast their vote by remote e-Voting can exercise their voting rights at the AGM. The Company will make arrangements of Polling Papers in this regard at the AGM venue.

**(3) Other Instructions**

- I. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and remote e-Voting user manual for Shareholders available at the Downloads section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call at toll free no.: 1800-222-990.
- II. If you are already registered with NSDL for remote e-Voting, you can use your existing User ID and Password for casting your vote.
- III. You can also update your mobile number and Email ID in the user profile details of the folio which may be used for sending future communication(s).
- IV. Voting rights (for voting through remote e-Voting as well as Polling Paper) shall be reckoned on the paid up value of the shares registered in the name of the members of the Company as on Cut-off date i.e. August 25, 2015.

- V. Any person, who acquires shares of the Company and becomes member of the Company after dispatch of the Notice of the AGM and holding shares as of the Cut-off date i.e. August 25, 2015, may obtain the User ID and Password by sending a request (alongwith Name, Folio No./ DP ID & Client ID, as the case may be and shareholding) at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or RTA at [rta@alankit.com](mailto:rta@alankit.com)

However, if you are already registered with NSDL for remote e-Voting then you can use your existing User ID and Password for casting your vote. If you forgot your Password, you can reset your Password by using "Forgot User Details/ Password" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or contact NSDL on toll free no.: 1800-222-990.

In case of any queries or grievances connected with voting by electronic means, you may contact Mr. Amit Vishal, Senior Manager, NSDL through e-mail at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)/ [amitv@nsdl.co.in](mailto:amitv@nsdl.co.in) or on Toll Free No.: 1800-222-990/ Telephone No.: 022-2499 4360 or Mr. J.K. Singla, Senior Manager, M/s. Alankit Assignments Limited through email at [rta@alankit.com](mailto:rta@alankit.com) or on Telephone No.: 011-4254 1234.

- VI. A member may participate in the AGM even after exercising his right to vote through remote e-Voting but shall not be allowed to vote again at the AGM.
- VII. A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on the Cut-off date only shall be entitled to avail the facility of remote e-Voting as well as voting at the AGM through Polling Paper.

A person who is not a member as on the Cut-off date should treat this Notice for information purpose only.

- VIII. Mr. Sanjay Grover, a Practicing Company Secretary (FCS No. 4223, C.P. No.: 3850) of M/s Sanjay Grover & Associates, Company Secretaries, has been appointed as "Scrutinizer" to scrutinize the remote e-Voting and Poll process in a fair and transparent manner and he has communicated his willingness to be appointed and will be available at the AGM for the same purpose.
- IX. The Chairman shall, at the AGM at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of the Scrutinizer, by use of Polling Paper for all those members who are present at the AGM but have not cast their votes by availing the remote e-Voting facility.
- X. Please note that the members who have exercised their right to vote through electronic means as above shall not be eligible to vote by way of Polling Paper at the AGM. Votes cast under Poll taken together with the votes cast through remote e-Voting shall be counted for the purpose of passing of resolution(s). No voting by show of hands will be allowed at the AGM.
- XI. The Scrutinizer, after scrutinizing the votes cast at the AGM and through remote e-Voting, will, not later than three (3) days of conclusion of the AGM, make a consolidated Scrutinizer's Report and submit the same to the Chairman or a person authorised by him in writing.

XII. The results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company [www.jubl.com](http://www.jubl.com) and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him and the results shall also be communicated to the Stock Exchanges. The results shall be displayed at the Registered Office at Bhartiagram, Gajraula, District Amroha-244 223 and the Corporate Office at 1A, Sector 16A, Noida-201 301, U.P.

XIII. Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed at the 37th AGM scheduled to be held on Tuesday, September 1, 2015.

## **ANNEXURE TO NOTICE**

### **EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 IN RESPECT OF ITEM NOS. 5 AND 6**

#### **ITEM NO. 5**

Dr. Ashok Misra is a Non-Executive Independent Director of the Company. He was co-opted by the Board of Directors ("the Board") as an Additional Director (Independent and Non-executive) with effect from September 15, 2014 pursuant to Section 161(1) of the Companies Act, 2013 (the "Act"). Dr. Ashok Misra holds office till the date of the ensuing Annual General Meeting.

Pursuant to the provisions of Section 149 of the Act read with the Rules made thereunder, an Independent Director shall hold office for a term upto five consecutive years on the Board of a Company and shall not be liable to retire by rotation.

Notice along with deposit of the requisite amount as stipulated under Section 160 of the Act has been received from a member intending to propose Dr. Ashok Misra as a candidate for the office of Director. The Company has also received a declaration from Dr. Ashok Misra that he meets the criteria of independence as prescribed both under Section 149(6) of the Act and Clause 49 of the Listing Agreement with Stock Exchanges. Dr. Ashok Misra is not disqualified from being appointed as a Director in terms of Section 164 of the Act.

The Board considers that continued association of Dr. Ashok Misra would be of immense benefit to the Company and it is desirable to continue to avail his services as a Director. In the opinion of the Board, Dr. Ashok Misra fulfils the conditions specified in the Act read with the Rules made thereunder and the Listing Agreement with the Stock Exchanges for his appointment as an Independent Director and is independent of the management of the Company.

The terms and conditions of appointment of Dr. Ashok Misra shall be open for inspection by the members at the Registered Office of the Company between 11:00 a.m. and 1:00 p.m. on all working days. The said terms and conditions are also posted on the Company's website [www.jubl.com](http://www.jubl.com)

Dr. Ashok Misra, being the proposed appointee, may be deemed to be concerned or interested in the resolution. None of the other Directors, Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in this resolution.

The Board commends the Ordinary Resolution set out at Item No. 5 of the Notice for approval by the members.

#### **ITEM NO. 6**

The Board of Directors has, at its meeting held on May 12, 2015, on recommendation of the Audit Committee, approved the appointment of M/s J. K. Kabra & Co., Cost Accountants, as the Cost Auditors at a remuneration of ₹ 3,30,000 (Rupees Three Lac Thirty Thousand only) in addition to reimbursement of out of pocket expenses, if any, and applicable taxes to conduct the audit

of the cost records of the Company for the Financial Year ending March 31, 2016 in accordance with the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 including amendment thereof.

Pursuant to the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 including amendment thereof, remuneration payable to the Cost Auditors has to be ratified by the members of the Company.

Accordingly, your Directors commend the resolution for ratification of remuneration of M/s J.K. Kabra & Co., Cost Auditors for the Financial Year ending March 31, 2016 by way of an Ordinary Resolution.

None of the Directors, Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in this resolution.

### **INFORMATION PURSUANT TO CLAUSE 49(VIII) OF THE LISTING AGREEMENT WITH THE STOCK EXCHANGES REGARDING THE DIRECTORS PROPOSED TO BE APPOINTED/ RE-APPOINTED**

#### **1. MR. HARI S. BHARTIA**

Mr. Hari S. Bhartia, aged 58 years, is the Co-Chairman and Managing Director of Jubilant Life Sciences Limited. Mr. Bhartia holds a bachelors' degree in Chemical Engineering from the Indian Institute of Technology, Delhi. He was awarded the Distinguished Alumni Award from the Indian Institute of Technology, Delhi in 2000. He has over 30 years of experience in the pharmaceuticals, specialty chemicals, biotechnology, foods, oil and gas (exploration and production), aerospace and information technology sectors and has been instrumental in developing strategic alliances and affiliations with leading global companies. He has been associated in various capacities with the IIT system and with the Ministry of Human Resource Development, Government of India.

He is a former President of the Confederation of Indian Industry (CII) and a member of several educational, scientific and technological programmes of the Government of India. He is currently the Chairman of the Board of Governors of the Indian Institute of Management (IIM), Raipur and Member of the International Advisory Board of McGill University, Canada.

He is also a member of India-USA CEO Forum and India-France CEO Forum. He is a regular participant at the World Economic Forum Annual Meeting in Davos and is a member of the World Economic Forum's International Business Council and the Health Governors.

His immense contributions have been recognized by various awards. He, along with Mr. Shyam S. Bhartia, was felicitated with the Entrepreneur of the Year Award at the prestigious AIMA Managing India Awards 2013, presented by the President of India. In 2010, he also shared with Mr. Shyam S. Bhartia, Ernst & Young Entrepreneur of the Year Award for Life Sciences & Consumer Products category.

He also holds directorships in the following companies:

#### **Public companies**

- Jubilant Life Sciences Limited
- Jubilant FoodWorks Limited
- Jubilant Bhartia Foundation
- Jubilant Industries Limited
- Jubilant Generics Limited
- Geoenpro Petroleum Limited
- TV 18 Broadcast Limited
- Shriram Pistons and Rings Limited

### Other companies

- Jubilant Enpro Private Limited
- Jubilant Securities Private Limited
- Jaytee Private Limited
- BT Telecom India Private Limited
- HKB Trustee Company Private Limited
- HS Trustee Company Private Limited
- KHB Trustee Company Private Limited
- HSB Corporate Consultants Private Limited
- KB Trustee Company Private Limited
- HSB Trustee Company Private Limited
- Jubilant Pharma Holdings Inc., USA
- Jubilant Pharma Limited, Singapore
- Jubilant DraxImage Inc., Canada
- Jubilant Energy NV, Netherlands
- Drug Discovery and Development Solutions Limited, Singapore

His Committee memberships are as under:

Sl. No.	Name of Board Committee	Member/Chairperson	Company
1	Nomination, Remuneration and Compensation Committee	Member	Jubilant FoodWorks Limited
2	Sustainability and Corporate Social Responsibility Committee	Chairman	Jubilant FoodWorks Limited
3	Regulatory and Finance Committee	Member	Jubilant FoodWorks Limited
4	Listing Committee	Chairman	Jubilant Industries Limited
5	Finance Committee	Chairman	Jubilant Industries Limited
6	Corporate Governance Committee	Chairman	Jubilant Industries Limited
7	Sustainability & CSR Committee	Chairman	Jubilant Industries Limited
8	Restructuring Committee	Chairman	Jubilant Industries Limited
9	Corporate Social Responsibility Committee	Chairman	Jubilant Enpro Private Limited
10	Audit Committee	Member	TV18 Broadcast Limited
11	Nomination & Remuneration Committee	Member	TV18 Broadcast Limited
12	Corporate Social Responsibility Committee	Member	TV18 Broadcast Limited
13	Sustainability & CSR Committee	Member	Jubilant Life Sciences Limited
14	Finance Committee	Member	Jubilant Life Sciences Limited
15	Fund Raising Committee	Member	Jubilant Life Sciences Limited
16	Allotment Committee	Member	Jubilant Generics Limited
17	Finance Committee	Member	Jubilant Generics Limited

During the Financial Year ended March 31, 2015, Mr. Hari S. Bhartia has attended the meetings of Board of Directors held on May 26, 2014, August 5, 2014, October 28, 2014, February 3, 2015 and March 25, 2015.

There is no change in the terms and conditions relating to appointment of Mr. Hari S. Bhartia as Co-Chairman and Managing Director of the Company, as approved by the members at the AGM held on August 28, 2012. He is on the Board of the Company since November 1, 1983. He holds 360,885 equity shares of the Company.

He is related to Mr. Shyam S. Bhartia, Chairman of the Company, being his brother. He is not related to any Key Managerial Personnel of the Company.

## **2. DR. ASHOK MISRA**

Dr. Ashok Misra, aged 67 years, is B. Tech. in Chemical Engineering from the Indian Institute of Technology, Kanpur and M.S. in Chemical Engineering from Tufts University, Medford, MA, USA. He was conferred a Doctorate Degree in Polymer Science & Engineering by the University of Massachusetts, Amherst, USA in 1974.

He is a Fellow of the Indian National Academy of Engineering (INAE) and a Fellow as well as past President of the National Academy of Sciences, India (NASI).

He is the Founder President of the Polymer Processing Academy and past President of the Society of Polymer Science, India. He has rich experience in the field of Polymer Science and Engineering.

He is Chairman of the Board of Governors of IIT, Roorkee and a member of the Board of Governors of IIT, Delhi. He is also the Founder President of the IIT Alumni Centre, Bengaluru.

Dr. Misra has been conferred with many awards of National and International importance for his contribution to education and the society.

Presently, Dr. Misra is a Director of Reliance Industries Limited.

His Committee memberships are as under:

Sl. No.	Name of Board Committee	Member/Chairperson	Company
1	Stakeholders Relationship Committee	Member	Reliance Industries Limited
2	Stakeholders Relationship Committee	Member	Jubilant Life Sciences Limited
3	Audit Committee	Member	Jubilant Life Sciences Limited
4	Sustainability & CSR Committee	Chairman	Jubilant Life Sciences Limited

During the Financial Year ended March 31, 2015, Dr. Ashok Misra has attended the meetings of Board of Directors held on October 28, 2014, February 3, 2015 and March 25, 2015.

He is not related to any Director or Key Managerial Personnel of the Company. He does not hold any shares/ stock options in the Company.

By **Order of the Board**  
For Jubilant Life Sciences Limited

**Rajiv Shah**  
Company Secretary

May 12, 2015



# JUBILANT LIFE SCIENCES LIMITED

(CIN: L24116UP1978PLC004624)

Registered Office: Bhartiagram, Gajraula,

District Amroha - 244 223,

Uttar Pradesh, India

E-mail: [investors@jubl.com](mailto:investors@jubl.com)

Website: [www.jubl.com](http://www.jubl.com)

Phone : +91-5924-252353-60

Fax : +91-5924-252352

## PROXY FORM: AGM 2015

[FORM MGT – 11]

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of member(s): .....

Registered Address: .....

E-mail ID: .....

Folio No./DP ID\*/Client ID No.\* : .....

I/We, being the member(s) holding ..... shares of JUBILANT LIFE SCIENCES LIMITED, hereby appoint:

1. Name : ..... Address : .....

E-mail ID : ..... Signature : .....

or failing him

2. Name : ..... Address : .....

E-mail ID : ..... Signature : .....

or failing him

3. Name : ..... Address : .....

E-mail ID : ..... Signature : .....

as my/ our proxy to attend and vote (on a poll) for me/ us and on my/ our behalf at the 37<sup>th</sup> ANNUAL GENERAL MEETING of the Company, to be held on Tuesday, September 1, 2015 at 11:30 a.m. at Bhartiagram, Gajraula - 244 223, District Amroha, Uttar Pradesh, India and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolution(s)	Vote (Optional, see Note 4) (Please mention no. of shares)		
		For	Against	Abstain
Ordinary Business				
1	<b>Consider and adopt:</b> (a) Audited Standalone Financial Statement together with the Reports of the Board of Directors and Auditors thereon (b) Audited Consolidated Financial Statement and Report of the Auditors there on			
2	Declaration of Dividend on Equity Shares			
3	Re-appointment of Mr. Hari S. Bhartia (DIN: 00010499), who retires by rotation			
4	Ratification of appointment of B S R & Co. LLP, Chartered Accountants, as the Auditors of the Company			
Special Business				
5	Appointment of Dr. Ashok Misra (DIN: 00006051) as an Independent Director			
6	Approval of remuneration of Cost Auditors - M/s J. K. Kabra & Co., Cost Accountants for the Financial Year ending March 31, 2016			

Signed this ..... day of ..... 2015

Affix Revenue  
Stamp of  
₹ 1

.....  
Signature of proxy holder(s)

.....  
(Signature of Member)

### Notes:

1. This form of proxy, in order to be effective, should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the meeting.
2. A member entitled to attend and vote is entitled to appoint a proxy to attend and on poll, to vote instead of himself/ herself. A proxy need not be a member.
3. Signature of member should be across a Revenue stamp of ₹ 1.
4. It is optional to indicate your preference. If you leave the "For", "Against" or "Abstain" columns blank against any or all resolutions, your proxy will be entitled to vote in the manner as he/ she may deem appropriate.
5. \* Applicable for members holding shares in dematerialised form.



Registered Office: Bhartiagram, Gajraula, District Amroha- 244 223, Uttar Pradesh, India

E-mail: [investors@iubl.com](mailto:investors@iubl.com); Website: [www.iubl.com](http://www.iubl.com); Phone: +91-5924-252353-60 Fax: +91- 5924 -252 352

## ATTENDANCE SLIP: AGM 2015

**PLEASE FILL IN THIS ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE**

[illegible]

Name of person attending:

Capacity:  Member  Proxy  Authorised Representative 

(Please  $\checkmark$  appropriate box)

I hereby record my presence at the 37<sup>th</sup> Annual General Meeting being held on Tuesday, September 1, 2015 at 11:30 a.m. at the Registered Office of the Company.

Member's / Proxy's Signature

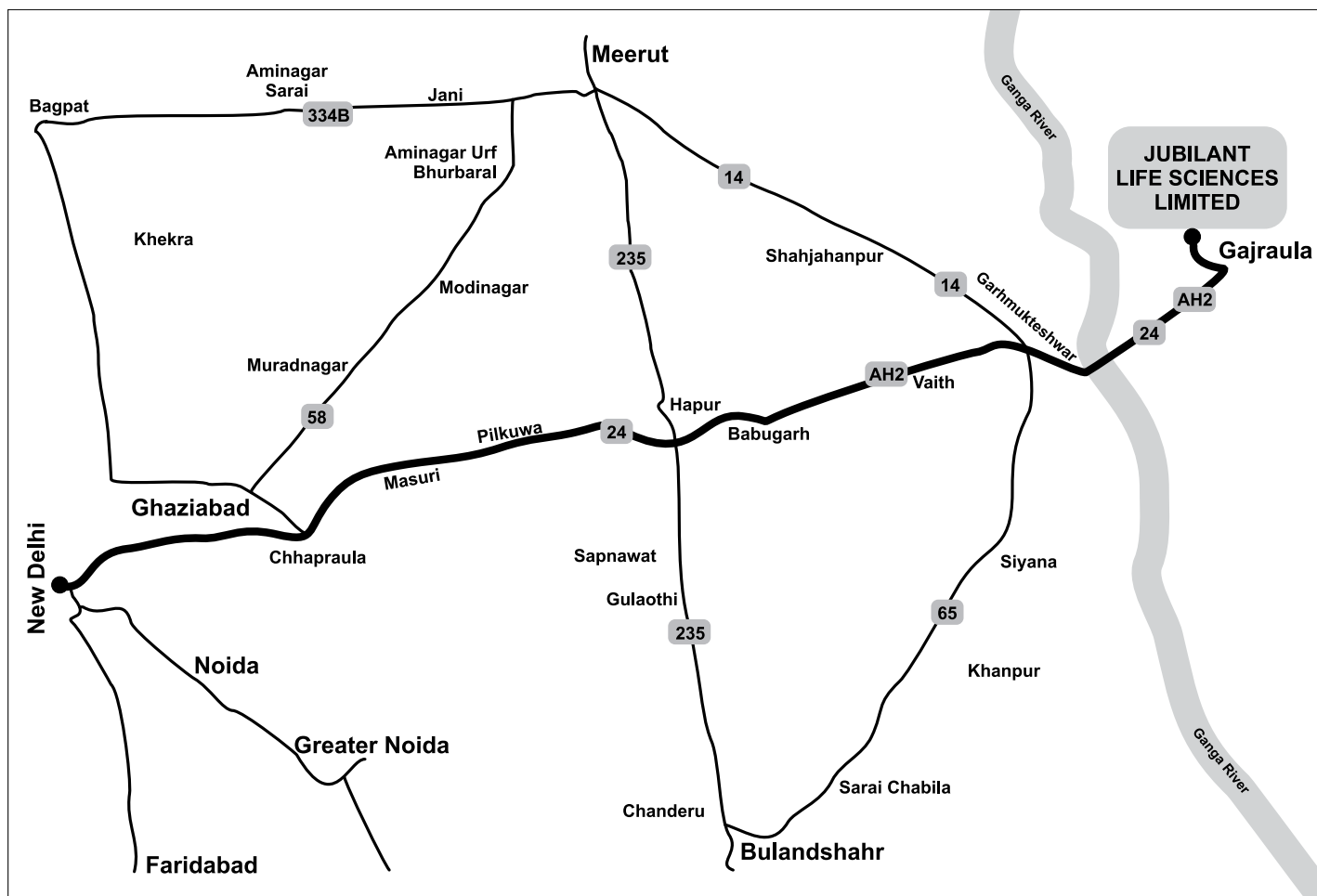


## ELECTRONIC VOTING PARTICULARS

[illegible]

**Jubilant Life Sciences Limited**  
**Route Map of the venue of the 37<sup>th</sup> Annual General Meeting**

**Day** : Tuesday  
**Date** : September 1, 2015  
**Time** : 11:30 A.M.  
**Venue** : **Registered Office**  
Bhartiagram, Gajraula,  
District Amroha - 244 223,  
Uttar Pradesh



Web-link for Route Map : [distancebetween.info/delhi/gajraula/road\\_map](http://distancebetween.info/delhi/gajraula/road_map)

# Aligning verticals consolidating Growth

