

## NOTICE

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

**DAY : TUESDAY**  
**DATE : AUGUST 30, 2016**  
**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 the Audited Financial Statements (including Audited Consolidated Financial Statements) of the Company for the Financial Year ended March 31, 2016 and the Reports of the Board of Directors and Auditors thereon.
2. To declare dividend for the year ended March 31, 2016.
3. To appoint a Director in place of Mr. Shyam S Bhartia [DIN: 00010484], 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 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 a **Special Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 198, 203 and rules made thereunder read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force) (hereinafter referred to as the ‘Act’), the Appointment and Remuneration Policy and the Articles of Association of the Company and subject to such approvals, consents, permissions and sanctions

of concerned authorities as may be necessary and subject to such other conditions and modifications as may be prescribed, imposed or suggested by such concerned authorities while granting such approvals, consents, permissions and sanctions and as agreed to by the Board of Directors of the Company (hereinafter referred to as ‘the Board’ which term shall be deemed to include any Committee which the Board may have constituted or herein after constitute to exercise the powers conferred by this resolution) without any further approval of the members of the Company, approval of members of the Company be and is hereby accorded to the re-appointment of Mr. Hari S Bhartia [DIN: 00010499] as Co-Chairman and Managing Director of the Company (‘CCMD’) for a period of five years, effective from April 1, 2017, on the following terms and conditions including remuneration:

### I. Salary, Allowances, Perquisites and Retiral Benefits

- a. Annual gross remuneration including Salary, House Rent Allowance / Company Leased Accommodation, Allowances, Perquisites and Retiral Benefits not exceeding Rs. 6.00 Crore with such break-up as may be requested by CCMD.
- b. Fringe benefits and amenities stated below:
  - i. Conveyance Facilities: Suitable conveyance facilities as may be required by CCMD.
  - ii. Communication Facilities: Telephone, fax and other communication facilities at the residence of CCMD.
  - iii. Club Fees: Reimbursement of membership fees for clubs in India and / or abroad including admission and life membership fees.
  - iv. Miscellaneous: Reimbursement of entertainment and other expenses incurred in the course of business of the Company and other benefits and amenities as per rules of the Company.

### II. Commission

CCMD shall also be entitled to receive commission annually not exceeding 1.25% of the net profits of the Company.

### III. Others

- The above remuneration payable to CCMD may exceed 5% of net profits of the Company but the aggregate remuneration paid to all Managing Director(s) and Whole-time Director(s) shall not exceed 10% or such higher percentage of net profits of the Company as may be permitted from time to time, calculated in accordance with the provisions of Section 198 of the Act or any amendment thereto or any other provisions as may be applicable.

- In the event of absence or inadequacy of profits in any financial year, CCMD shall be paid the above salary and perquisites subject to the limits and conditions specified under Section 197 read with Schedule V to the Act or as may be approved by the Central Government.

**RESOLVED FURTHER THAT** the terms and conditions of appointment including remuneration stated above may be altered and varied by the Board of Directors of the Company, from time to time, so as not to exceed the limits specified in Section 197 read with Schedule V to the Act, including any statutory modification or re-enactment thereof, for the time being in force.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorised to do all such acts and deeds as it may consider necessary, expedient or desirable, in order to give effect to the foregoing resolution or otherwise as considered by the Board of Directors to be in the best interest of the Company."

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 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 audit of the cost records of the Company for the Financial Year ending March 31, 2017, be paid remuneration of Rs. 4,00,000 (Rupees Four Lac only) in addition to applicable taxes and reimbursement of out of pocket expenses, if any."

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

**Rajiv Shah**  
Company Secretary

May 24, 2016

#### 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 38<sup>th</sup> 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 hereto.
3. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND TO VOTE ON POLL 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) in number 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 20, 2016 to Tuesday, August 30, 2016 (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 (Rs. 3 per equity share of Re. 1 each), if declared at the Meeting, will be paid on or before Wednesday, September 28, 2016 to those members or their mandates:

- whose names appear as Beneficial Owners as at the end of business hours on Friday, August 19, 2016 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 19, 2016.

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 at the address mentioned below; 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.

For those members who have not provided NECS details/ bank account details, the Company shall print the registered address of the members on the 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. 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 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 2007-08, 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 2008-09 is due for transfer to the Fund, in October, 2016. 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 2008-09 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 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 (Share Based Employee Benefits) Regulations, 2014, 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 Rs.5 into five equity shares of Re.1 each w.e.f. March 24, 2006. Many members had not surrendered their old Rs.10 denominated share certificates of Ramganga Fertilizers Limited/ Vam Organic Chemicals Limited/ Jubilant Organosys Limited or Rs. 5 denominated share certificates of Jubilant Organosys Limited, for exchange with new Re.1 denominated share certificates.

Pursuant to Clause 5A of the erstwhile Listing Agreement with the Stock Exchanges, members who had not claimed share certificates as above were 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*. During the year 2015-16, 37,295 equity shares pertaining to 52 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 : [rt@alankit.com](mailto:rt@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 [rt@alankit.com](mailto:rt@alankit.com) or [investors@jubl.com](mailto:investors@jubl.com)

Members holding shares in dematerialised form may get email address registered / updated by providing E-mail ID to their Depository Participant(s).

19. Notice of the AGM (along with Attendance Slip, Proxy Form and Route Map for AGM Venue) and the Annual Report for the Financial Year 2015-16 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 the Financial Year 2015-16 are also available on the Company's website [www.jubl.com](http://www.jubl.com). The Notice is also 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 and Corporate Office of the Company on all working days between 11:00 a.m. and 1:00 p.m. upto the date of the AGM and also at the venue 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 Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the 'Listing Regulations'), 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. 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 to vote 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. (IST) on Saturday, August 27, 2016 and ends at 5:00 p.m. (IST) on Monday, August 29, 2016. 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 23, 2016 ('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 the 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 or 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 [contact@cssanjaygrover.in](mailto:contact@cssanjaygrover.in) or [JLL\\_agm2016@jubil.com](mailto:JLL_agm2016@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 necessary arrangements of Polling Papers 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 23, 2016.



- 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 23, 2016, 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 to RTA at [rt@alankit.com](mailto:rt@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.: 022-24994360 or Mr. J.K. Singla, Senior Manager, M/s Alankit Assignments Limited through email at [rt@alankit.com](mailto:rt@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 or 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.
- IX. The Chairman shall, at the end of discussion on the resolutions placed at the AGM on which voting is to be held, allow voting with the assistance of the Scrutinizer, by use of Polling Paper for all those members/ proxies 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, make a consolidated Scrutinizer's Report and submit the same to the Chairman or a person authorised by him in writing within the time prescribed under the Listing Regulations and/or the Act.

- 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 declaration of result by the Chairman or a Director so authorised 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, Uttar Pradesh and the Corporate Office at 1A, Sector 16A, Noida-201 301, Uttar Pradesh.

- XIII. Subject to receipt of requisite number of votes, the resolutions shall be deemed to be passed at the 38<sup>th</sup> AGM scheduled to be held on Tuesday, August 30, 2016.

## **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**

The members of the Company had, at the 34<sup>th</sup> Annual General Meeting held on August 28, 2012, approved the re-appointment of Mr. Hari S Bhartia as the Co-Chairman and Managing Director of the Company for a period of 5 years ending on March 31, 2017.

Mr. Hari S Bhartia has rich and varied experience in the industry and has been involved in the operations of the Company for a long period of time. Keeping in view his contribution to the growth of the Company, it would be in the interest of the Company to re-appoint Mr. Hari S Bhartia as the Co-Chairman and Managing Director.

In terms of the Appointment and Remuneration Policy of the Company and pursuant to the recommendation of the Nomination, Remuneration and Compensation Committee, the Board of Directors has, at its meeting held on May 24, 2016, approved the re-appointment of Mr. Hari S Bhartia as the Co-Chairman and Managing Director of the Company for a period of five years with effect from April 1, 2017 on the terms and conditions including remuneration set out in the Notice. This is subject to the applicable provisions of the Companies Act, 2013, the rules made thereunder (hereinafter referred to as the 'Act') and the approval of the members.

The Board of Directors recommends the resolution for re-appointment of Co-Chairman and Managing Director for approval of the members of the Company by way of a Special Resolution.

Memorandum setting out the terms and conditions of re-appointment including remuneration is available for inspection at the Registered Office and the Corporate Office of the Company on all working days between 11:00 a.m. and 1:00 p.m. upto the date of the AGM and also at the venue of the AGM.

The disclosures prescribed under Regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with the provisions of the Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India ('SS-2') are provided in Annexure-A of the Notice.

Except Mr. Hari S Bhartia, Mr. Shyam S Bhartia and their relatives, none of the Directors, Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 5.

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

The Board of Directors has, at its meeting held on May 24, 2016, on recommendation of the Audit Committee, approved the appointment of M/s J. K. Kabra & Co., Cost Accountants, as the Cost Auditors to conduct audit of the cost records of the Company

for the Financial Year ending March 31, 2017, pursuant to the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 including any statutory modification or re-enactment thereof for the time being in force.

The appointment has been made at a remuneration of Rs. 4,00,000 (Rupees Four Lac only) in addition to applicable taxes and reimbursement of out of pocket expenses, if any.

Pursuant to the above referred provisions, remuneration payable to the Cost Auditors needs to be ratified by the members of the Company.

Accordingly, the Board of Directors recommends the resolution for ratification of remuneration of M/s J. K. Kabra & Co., Cost Auditors for the Financial Year ending March 31, 2017 by way of an Ordinary Resolution.

None of the Directors, Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 6.

#### **Annexure-A**

**Information pursuant to Regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with the provisions of the Secretarial Standard on General Meetings ('SS-2') issued by the Institute of Company Secretaries of India regarding the Directors proposed to be appointed/re-appointed**

##### **1. Mr. Shyam S Bhartia**

Mr. Shyam S Bhartia, aged 63 years, is the Chairman of Jubilant Life Sciences Limited. He holds a Bachelor's degree in Commerce from St. Xavier's College, University of Calcutta. He is a qualified Cost Accountant and a fellow member of the Institute of Cost Accountants of India.

A leading industrialist of India, he has a rich industrial experience of over 37 years in the pharmaceuticals and specialty chemicals, food, oil and gas (exploration and production) and aerospace sectors and has been instrumental in developing strategic alliances and affiliations with leading global companies.

He has been associated with various institutions and has served as a member of the Board of Governors, Indian Institute of Technology, Mumbai and Indian Institute of Management, Ahmedabad. He has also been Chairman of the Chemicals Committee of Federation of Indian Chamber of Commerce & Industry ('FICCI'). He was also on the Board of Air India.

He was a member of the Executive Committee of FICCI, Confederation of Indian Industry and the Task Force on Chemicals appointed by the Government of India.

His immense contributions have been recognized by various awards. He, along with Mr. Hari 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. He also shared with Mr. Hari S Bhartia, Ernst & Young Entrepreneur of the Year Award 2010 for Life Sciences & Consumer Products category.

He is on the Board of the Company since June 21, 1978 and holds 13,99,935 equity shares of the Company. He also holds directorships in the following companies/bodies corporate:

#### **Indian Companies / Bodies Corporate:**

Jubilant FoodWorks Limited  
Chambal Fertilisers and Chemicals Limited  
GeoEnpro Petroleum Limited  
Vam Holdings Limited  
Jubilant Bhartia Foundation  
Jubilant Capital Private Limited  
SPB Trustee Company Private Limited  
SSP Trustee Company Private Limited  
SSB Consultants & Management Services Private Limited  
SS Trustee Company Private Limited  
SBS Trustee Company Private Limited  
SSBSB Realty Trustee Company Private Limited  
SHS Realty Trustee Company Private Limited  
SBSSB Realty Trustee Company Private Limited  
SBSB Realty Trustee Company Private Limited  
Jubilant Enpro Private Limited

#### **Foreign Companies / Bodies Corporate:**

Jubilant Pharma Limited  
Putney Inc.  
CFCL Technologies Limited  
CFCL Venture Limited  
Safe Foods Corporation  
Jubilant Cadista Pharmaceuticals Inc.  
Cadista Holdings Inc.  
Jubilant Life Sciences NV  
DAHI Animal Health (UK) Limited  
Jubilant Life Sciences (BVI) Limited  
Jubilant Biosys (BVI) Limited  
Jubilant Innovation (BVI) Limited  
Jubilant Drug Discovery & Development Services Inc.  
Jubilant Pharma Holdings Inc.  
HSL Holdings Inc.  
Draximage LLC.  
Deprenyl Inc., USA  
Draxis Pharma LLC  
Jubilant Discovery Services Inc.  
Jubilant Innovation (USA) Inc.  
Jubilant Life Sciences International Pte Limited  
Jubilant Biosys (Singapore) Pte Limited  
Jubilant Drug Development Pte Limited  
Jubilant Innovation Pte Limited  
Drug Discovery and Development Solutions Limited  
Jubilant FoodWorks Lanka Private Limited

Details of his Chairmanship/membership of the Indian public companies are given below:

Sr. No.	Name of Company	Name of Committee	Chairman/Member
1	Jubilant Life Sciences Limited	Stakeholders Relationship Committee	Member
		Sustainability & CSR Committee	Member
		Nomination, Remuneration & Compensation Committee	Member
		Finance Committee	Chairman
		Capital Issue Committee	Chairman
		Fund Raising Committee	Chairman
2	Jubilant FoodWorks Limited	Nomination, Remuneration & Compensation Committee	Member
		Regulatory & Finance Committee	Chairman
3	Vam Holdings Limited	Stakeholders Relationship Committee	Member
4	Chambal Fertilisers and Chemicals Limited	Banking & Finance Committee	Chairman
		Corporate Social Responsibility Committee	Chairman
		Risk Management Committee	Chairman
		Strategy Committee	Member

During the Financial Year ended March 31, 2016, Mr. Shyam S Bhartia attended four meetings of Board of Directors of the Company held on May 12, 2015, August 11, 2015, October 29, 2015 and February 9, 2016.

On re-appointment, Mr. Shyam S Bhartia shall be liable to retire by rotation. He is related to Mr. Hari S Bhartia, Co-Chairman and Managing Director of the Company, being his brother. He is not related to any other Director or Key Managerial Personnel of the Company.

## 2. Mr. Hari S Bhartia

Mr. Hari S Bhartia, aged 59 years, is the Co-Chairman and Managing Director of Jubilant Life Sciences Limited. He holds 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 rich industrial experience of over 31 years in the pharmaceuticals and specialty chemicals, food, oil and gas (exploration and production) and aerospace 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 the former Chairman of the Board of Governors of the Indian Institute of Management (IIM), Raipur and currently a member of the International Advisory Board of McGill University, Canada. Recently, he was asked to head the newest IIM, Vishakhapatnam.

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. He also shared with Mr. Shyam S Bhartia, Ernst & Young Entrepreneur of the Year Award 2010 for Life Sciences & Consumer Products category.

He is on the Board of the Company since November 1, 1983. He holds 360,885 equity shares of the Company. He also holds directorships in the following companies/bodies corporate:

Jubilant FoodWorks Limited  
Jubilant Industries Limited  
Shriram Pistons & Rings Limited  
Jubilant Generics Limited  
GeoEnpro Petroleum Limited  
Jubilant Bhartia Foundation  
Jubilant Pharma Limited  
Jaytee Private Limited  
Jubilant Securities Private Limited  
BT Telecom India Private Limited  
HSB Trustee Company Private Limited  
HKB Trustee Company Private Limited  
HS Trustee Company Private Limited  
KHB Trustee Company Private Limited  
Jubilant Enpro Private Limited  
HSB Corporate Consultants Private Limited  
KB Trustee Company Private Limited  
Jubilant Offshore Private Limited

Details of his Chairmanship/membership of the Indian public companies are given below:

<b>Sr. No.</b>	<b>Name of Company</b>	<b>Name of Committee</b>	<b>Chairman/Member</b>
1	Jubilant Life Sciences Limited	Sustainability & CSR Committee	Member
		Finance Committee	Member
		Capital Issue Committee	Member
		Fund Raising Committee	Member
2	Jubilant Food Works Limited	Nomination, Remuneration & Compensation Committee	Member
		Regulatory & Finance Committee	Member
3	Jubilant Industries Limited	Finance Committee	Chairman
		Sustainability & CSR Committee	Chairman
		Restructuring Committee	Chairman
4	Jubilant Generics Limited	Allotment Committee	Chairman
		Finance Committee	Chairman
		Nomination & Remuneration Committee	Member

During the Financial Year ended March 31, 2016, Mr. Hari S Bhartia attended four meetings of Board of Directors of the Company held on May 12, 2015, August 11, 2015, October 29, 2015 and February 9, 2016.

The terms and conditions relating to re-appointment of Mr. Hari S Bhartia as Co-Chairman and Managing Director of the Company are given in the Notice of the Annual General Meeting. During the Financial Year 2012-13, Mr. Hari S Bhartia was paid remuneration of Rs. 5.75 Crore including commission. No remuneration has been paid to him by the Company during the Financial Years 2013-14, 2014-15 and 2015-16.

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

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

May 24, 2016

**Rajiv Shah**  
Company Secretary





# 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 : +91-5924-252351-56, 58-60

## PROXY FORM: AGM 2016

[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 38<sup>th</sup> ANNUAL GENERAL MEETING of the Company, to be held on Tuesday, August 30, 2016 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	To consider and adopt the Audited Financial Statements (including Audited Consolidated Financial Statements) of the Company for the financial year ended March 31, 2016 and the Reports of the Board of Directors and Auditors thereon.			
2	Declaration of Dividend on Equity Shares			
3	Re-appointment of Mr. Shyam S Bhartia (DIN: 00010484), 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	Re-appointment of Mr. Hari S Bhartia (DIN: 00010499) as the Co-Chairman and Managing Director			
6	Approval of remuneration of Cost Auditors - M/s J. K. Kabra & Co., Cost Accountants for the financial year ending March 31, 2017			

Signed this ..... day of ..... 2016

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 Re.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, Gairaula, District Amroha- 244 223, Uttar Pradesh, India

## ATTENDANCE SLIP: AGM 2016

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

[illegible]

(Please  $\checkmark$  appropriate box)

I hereby record my presence at the 38<sup>th</sup> Annual General Meeting being held on Tuesday, August 30, 2016 at 11:30 a.m. at the Registered Office of the Company.

Member's / Proxy's Signature



## ELECTRONIC VOTING PARTICULARS

[illegible]