

NOTICE

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

DAY : **WEDNESDAY**
DATE : **SEPTEMBER 25, 2019**
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, 2019 and the Reports of the Board of Directors and Auditors thereon.
2. To declare dividend for the year ended March 31, 2019.
3. To appoint a Director in place of Mr. Priyavrat Bhartia [DIN: 00020603] who retires by rotation and, being eligible, offers himself for re-appointment.
4. To appoint a Director in place of Mr. Arjun Shanker Bhartia [DIN: 03019690] who retires by rotation and, being eligible, offers himself for re-appointment.

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 to the Act (including any statutory modification or re-enactment thereof for the time being in force), Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Appointment and Remuneration Policy of the Company, Mr. Arun Seth [DIN: 00204434] who was appointed as an Additional Director of the Company effective from October 22, 2018 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 October 21, 2023 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 Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (the 'Act') and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force) and the Appointment and Remuneration Policy of the Company, Mr. Anant Pande [DIN: 08186854] who was appointed as an Additional Director of the Company effective from October 22, 2018 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 a Director of the Company and shall be liable to retire by rotation."

7. 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 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (the 'Act') (including any statutory modification or re-enactment thereof for the time being in force), the Appointment and Remuneration Policy of the Company and subject to such approvals, consents, permissions and sanctions of the concerned authorities as may be necessary and subject to such 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 hereinafter constitute to exercise the powers conferred by this resolution), approval of the members be and is hereby accorded to the appointment of Mr. Anant Pande [DIN: 08186854] as Whole-time Director of the Company ('WTD') for a period of five years effective from October 22, 2018 on the following terms and conditions including remuneration:

I. Salary, Allowances, Perquisites and Retiral Benefits

- A. **Basic Salary:** ₹ 75.14 Lac per annum.
- B. **House Rent Allowance:** He will be paid a House Rent Allowance of ₹ 45.08 Lac per annum.

C. Special & Other Allowances

He will be paid a special allowance upto ₹ 35.18 Lac and Car Allowance/ Reimbursement upto a maximum of ₹ 12.36 Lac.

D. Annual Variable Pay

Performance linked Variable Pay of ₹ 42.15 Lac shall be paid at 100% of performance achievement. Payout of the Variable Pay would be determined based on the performance parameters laid down in the Company's Variable Pay Plan.

E. Perquisites

Telephone at residence and mobile phone shall be provided as per the Company policy.

F. Retirals

Provident Fund, Gratuity, etc. as per the rules of the Company.

G. Others Benefits & Amenities

- a) Leave Travel Assistance as per the rules of the Company.
- b) Other amenities and benefits like medical reimbursement, Meal Vouchers and Gift Coupons, etc. as per the rules of the Company.
- c) Hard Furnishing, Personal Accident Insurance, Group Term Insurance and Medical Insurance as per the rules of the Company.

II. Others

The appointment may be terminated by either party by giving prior written notice of three months to the other party of such termination or by paying Basic Salary in lieu of notice period.

RESOLVED FURTHER THAT the Board be and is hereby authorized to vary, alter, enhance or widen (collectively referred to as 'Variation') the scope of remuneration payable to WTD during his tenure to the extent permitted under Section 197 read with Schedule V and other applicable provisions, if any, of the Act, without being required to seek any further consent or approval of the members of the Company or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution, notwithstanding that the remuneration payable to WTD may exceed 5% of net profits of the Company and the aggregate remuneration payable to all Managing Director(s) and Whole-time Director(s) may exceed 10% of net profits and the limits prescribed under Part II of Schedule V to the Act.

RESOLVED FURTHER THAT in the event of absence or inadequacy of profits in any financial year, WTD shall be paid the above salary and perquisites (including any Variation thereof) in compliance with Section 197 read with Schedule V and other applicable provisions, if any of the Act.

RESOLVED FURTHER THAT the Board 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 to be in the best interest of the Company."

8. To consider and if thought fit, to pass the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the applicable provisions of the Companies Act, 2013 read with the rules framed thereunder, including as applicable, the SEBI (Share Based Employee Benefits) Regulations, 2014 ('SEBI ESOP Regulations'), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the 'Listing Regulations'), the circulars / guidelines issued by SEBI, the Memorandum and Articles of Association of the Company and all other applicable regulations, rules and circulars / guidelines in force, from time to time (including any statutory modification or re-enactment thereof for the time being in force), approval of the members of the Company be and is hereby accorded for the adoption and implementation of the 'Jubilant General Employee Benefits Scheme - 2019' ('JGEBS') and providing welfare benefits to employees of the Company in terms thereof.

RESOLVED FURTHER THAT the approval of the members be and is hereby accorded to Board of Directors of the Company (hereinafter referred to as the 'Board', which term shall include the Nomination, Remuneration and Compensation Committee constituted by the Board or any other committee which the Board may constitute to act as the 'Compensation Committee' under the SEBI ESOP Regulations or their delegated authority and to exercise its powers, including the powers conferred by this resolution) to determine the conditions for operation of JGEBS in terms thereof, including without limitation, the criteria for determining the class of employees that would be eligible to receive benefits under JGEBS, determination of the different kinds of employee benefits to be provided under JGEBS and allocation of funds to the different kinds of employee benefits within JGEBS and the determination and/or allocation of the total amount towards such employee welfare benefits under JGEBS, subject to a maximum amount of ₹ 257.25 Crore.

RESOLVED FURTHER THAT approval of the members be and is hereby accorded for JGEBS to be implemented by Jubilant Employees Welfare Trust, subject to the powers of the Board to determine the conditions for operation of JGEBS in terms thereof.

RESOLVED FURTHER THAT the Board be and is hereby authorized to make modifications in JGEBS including in any ancillary documents thereto, as it may deem fit, from time to time in its absolute discretion in conformity with the provisions of the SEBI ESOP Regulations, the Memorandum and Articles of Association of the Company, Amended and Restated Deed of Private Trust dated October 20, 2015 and any other applicable laws.

RESOLVED FURTHER THAT the Board be and is hereby authorised to execute all such deeds, documents and writings and to give such directions and / or instructions as may be necessary, proper or expedient to implement the JGEBS, to give effect to any modification, alteration,

amendment, suspension, withdrawal or termination of the JGEBS, to settle all such questions, difficulties or doubts whatsoever that may arise and to take all such actions as may be necessary for the purpose of the administration and superintendence of the JGEBS in terms thereof and matters incidental or ancillary thereto.”

9. To consider and if thought fit, to pass the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the applicable provisions of the Companies Act, 2013 read with the rules framed thereunder, the SEBI (Share Based Employee Benefits) Regulations, 2014, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the circulars / guidelines issued by SEBI, the Memorandum and Articles of Association of the Company and all other applicable regulations, rules and circulars / guidelines issued from time to time (including any statutory modification or re-enactment thereof for the time being in force), approval of the members of the Company be and is hereby accorded to extend the benefits of the ‘Jubilant General Employee Benefits Scheme - 2019’ to the employees of the holding company and subsidiary companies of the Company.”

10. 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, 2020, be paid remuneration of ₹ 4.75 Lac (Rupees Four Lac Seventy Five Thousand 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

Noida
May 17, 2019

Rajiv Shah
Company Secretary

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 41st Annual General Meeting (‘AGM’ or the ‘Meeting’) is annexed.
2. Brief profile and other information of Directors proposed to be appointed/ re-appointed is 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, September 14, 2019 to Wednesday, September 25, 2019 (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 (₹ 4.50 per equity share of ₹ 1 each), if declared at the Meeting, will be paid on or before Thursday, October 24, 2019 to those members or their mandates:

- whose names appear on the Company’s Register of Members on September 14, 2019; and
- whose names appear as Beneficial Owners as at the end of business hours on Friday, September 13, 2019 in the lists of Beneficial Owners furnished by National Securities Depository Limited (‘NSDL’) and Central Depository Services (India) Limited (‘CDSL’) in respect of shares held in dematerialised form.

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, read with Rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014, 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 enable the Company to pay the dividend electronically:

- 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 these Financial Years may approach Investor Education and Protection Fund Authority ('IEPF Authority').

Dividends pertaining to the Financial Years 1994-95 to 2010-11 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 these financial years may approach the IEPF Authority.

Members may kindly note that unpaid/ unclaimed dividend for the year 2011-12 is due for transfer to the Fund on September 29, 2019. 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 2011-12 may approach the IEPF Authority.

Attention of the members is drawn to the provisions of Section 124(6) of the Act which require a company to transfer all shares in respect of which dividend has not been paid or claimed for 7 (seven) consecutive years, in favour of the IEPF Authority.

In accordance with the aforesaid provisions of the Act read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, as amended, the Company has transferred 10,43,975 shares, to the Fund, in respect of which dividend has not been paid or claimed by the members for 7 (seven) consecutive years or more with respect to the Financial Years 2008-09, 2009-10 and 2010-11. The Company shall be initiating similar action in respect of dividend declared for the financial year 2011-12. Members are advised to visit the web-link: <http://www.jubl.com/investors/unclaimed-dividend> to ascertain details of the shares to be transferred to the IEPF Authority.

11. The Company has a dedicated E-mail address investors@jubl.com for members to e-mail their queries or lodge complaints, if any. We will endeavor to reply to your queries at the earliest.

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

12. Certificate from Auditors of the Company that the Stock Option Plans have been implemented in accordance with the SEBI (Share Based Employee Benefits) Regulations, 2014 shall be placed at the AGM.
13. SEBI has mandated that securities of listed companies can be transferred only in dematerialized form effective from April 1, 2019. Members are, therefore, requested to dematerialise 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 erstwhile Listing Agreement with the Stock Exchanges, members who had not claimed share certificates as above were sent three reminder letters requesting them to claim their equity shares. Thereafter, in terms of the erstwhile 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 2018-19, 63,780 equity shares were transferred to the respective members and 2,19,445 equity shares were transferred to the Fund. 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's registered office at Bhartiagram, Gajraula, District Amroha-244 223, Uttar Pradesh

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)

Alankit Heights,
3E/ 7, Jhandewalan Extension,
New Delhi - 110 055, India
Phone : +91-11-4254 1234
E-mail : rta@alankit.com

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

17. Your feedback/ comments for further improvement of shareholder services are welcome. You may fill up and submit the Investor Feedback Form online on our website 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 in electronic mode, by sending an email at rta@alankit.com or 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 2018-19 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 2018-19 are also available on the Company's website www.jubl.com. The Notice is also available on 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.

Further, Register of Directors and Key Managerial Personnel and their shareholding and Register of Contracts or Arrangements in which Directors are interested will also be available for inspection by members of the Company at the venue of 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:

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 SEBI (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. The shareholders can opt for only one mode of voting i.e. remote e-Voting or Poll at the meeting. In case of voting by both the modes, vote cast through remote e-Voting will be considered final and voting through Poll at the Meeting will not be considered. The members who have cast their vote by remote e-Voting may also attend the Meeting but shall not be entitled to cast their vote again.
- IV. The remote e-Voting period commences at 9:00 a.m. (IST) on Sunday, September 22, 2019 and ends at 5:00 p.m. (IST) on Tuesday, September 24, 2019. During this period, members of the Company holding shares either in physical form or in dematerialized form, as on the Cut-off date of Wednesday, September 18, 2019 ('**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. **How do I vote electronically using NSDL e-Voting system?** The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>

Step 2 : Cast your vote electronically on NSDL e-Voting system.

Details on Step 1 are given below:

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL e-services i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL e-services after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID. For example, if your DP ID is IN300*** and Client ID is 12*****, then your user ID is IN300***12*****
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID. For example, if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company. For example, if folio number is 001*** and EVEN is 101456, then user ID is 101456001***

5. Your password details are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

- (ii) If your email ID is not registered, your 'initial password' is communicated to you on your postal address.

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - i. Click on "**Forgot User Details/Password?**" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - ii. **Physical User Reset Password?** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - iii. If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.
 - iv. Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by electing on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Details on Step 2 are given below:

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
3. Select "EVEN" of company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

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. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail at contact@cssanjaygrover.in or jll.agm2019@jubl.com with a copy marked to evoting@nsdl.co.in.

It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.

In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or send a request at evoting@nsdl.co.in

- VI. 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.
- VII. Mr. Sanjay Grover (FCS No. 4223, C.P. No.: 3850), Managing Partner 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.
- VIII. 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.
- IX. 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.
- X. 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 Chairman within the time prescribed under the Listing Regulations and/ or the Act.
- XI. The results declared along with the report of the Scrutinizer shall be placed on the website of the Company www.jubl.com and on the website of NSDL immediately after declaration of result by the Chairman or a person authorised 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, Uttar Pradesh and the Corporate Office at 1A, Sector 16A, Noida- 201 301, Uttar Pradesh.

- XII. In case of any queries or grievances relating to e-Voting, you may contact Mr. Amit Vishal, Senior Manager, NSDL, Trade World, 4th Floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai- 400013, India through e-mail at evoting@nsdl.co.in or on Toll Free No.: 1800-222-990 or Mr. J.K. Singla, Senior Manager, M/s. Alankit Assignments Limited, Alankit Heights, 3E/7, Jhandewalan Extension, New Delhi-110 055, India through email at rita@alankit.com or on Telephone No.: 011-42541234.

- XIII. Subject to receipt of requisite number of votes, the resolutions shall be deemed to be passed at the 41st AGM scheduled to be held on Wednesday, September 25, 2019.

ANNEXURE TO NOTICE

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 IN RESPECT OF ITEM NOS. 5 TO 10

ITEM NO. 5

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 appointed Mr. Arun Seth as an Additional Director in the category of Independent Director, effective from October 22, 2018. Pursuant to the provisions of Section 161 of the Companies Act, 2013 (the 'Act'), Mr. Seth holds office upto the date of ensuing AGM and is eligible for appointment as a Director of the Company. As per Section 149 of the Act, 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 stipulated under Section 160 of the Act has been received from a member intending to propose the candidature of Mr. Seth for appointment as a Director of the Company.

Mr. Arun Seth has given his consent to act as Director of the Company. Mr. Seth is not disqualified from being appointed as a Director in terms of Section 164 of the Act. The Company has also received declaration from Mr. Seth that he meets the criteria of independence as stipulated under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the 'Listing Regulations').

The Board considers that continued association of Mr. Arun Seth would be of immense benefit to the Company and it is desirable to continue to avail his services as Director of the Company. In the opinion of the Board of Directors, Mr. Seth fulfils the conditions specified in the Act and the Rules made thereunder read with the Listing Regulations for his appointment as Independent Director of the Company and he is independent of the management of the Company.

The terms and conditions of appointment (including remuneration) of Mr. Seth shall be open for inspection by the members at the Registered Office and Corporate 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.

The disclosures prescribed under Regulation 36 of the Listing Regulations read with the provisions of the Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India are provided in **Annexure-A** of the Notice.

Mr. Arun Seth, 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 the resolution set out at Item No. 5 of the Notice. The Board of Directors recommends the resolution set out at Item No. 5 of the Notice for approval of the members by way of an Ordinary Resolution.

ITEM NOS. 6 AND 7

In terms of the Appointment and Remuneration Policy of the Company (the 'Policy') and pursuant to the recommendation of the Nomination, Remuneration and Compensation Committee (the 'NRC Committee'), the Board of Directors has, at its meeting held on October 22, 2018, appointed Mr. Anant Pande as an Additional Director of the Company, effective from the said date. Pursuant to the provisions of Section 161 of the Companies Act, 2013 (the 'Act'), Mr. Anant Pande holds office upto the date of ensuing AGM and is eligible for appointment as Director of the Company.

Notice stipulated under Section 160 of the Act has been received from a member intending to propose the candidature of Mr. Anant Pande for appointment as Director of the Company. Also, Mr. Pande has given his consent to act as a Director. He is not disqualified from being appointed as Director in terms of Section 164 of the Act. Once appointed, he would be liable to retire by rotation.

Further, in terms of the Policy and pursuant to the recommendation of the NRC Committee, the Board has approved the appointment of Mr. Anant Pande as Whole-time Director ('WTD') of the Company for a period of five years effective from October 22, 2018 on the terms and conditions including remuneration set out in the Notice. This is subject to applicable provisions of the Act, the rules made thereunder and approval of the members.

Mr. Pande is B.E. (Hons.) in Chemicals and M.Sc. (Hons.) in Chemistry from Birla Institute of Technology & Science, Pilani. He has over 3 decades of experience in Chemicals, Pharmaceuticals, Agrochemicals and Petrochemicals industries. He is the Chief of Operations-Life Science Ingredients business. Prior to joining the Company, he was President (Technology & Manufacturing) of Atul Limited. Prior to his stint with Atul Limited, Mr. Pande has worked with the Company as President-Manufacturing and Projects for over 6 years.

Considering his rich experience in various fields, the appointment of Mr. Anant Pande as WTD of the Company on the terms and conditions mentioned in the Notice would be beneficial to the Company.

The remuneration payable to WTD may exceed 5% of net profits of the Company and the aggregate remuneration payable to all Managing Director(s) and Whole-time Director(s) may exceed 10% of net profits and the limits prescribed under Section II of Part II of Schedule V to the Act. Out of abundant caution and in view of the relevant provisions of the Act relating to managerial remuneration, the Company is complying with the provisions of Section II of Part II of Schedule V to the Act which, *inter alia*, prescribe that in case of no profits or inadequate profits, remuneration can be paid to a managerial personnel in accordance with the provisions of Section II, subject to the condition that a Special Resolution has been passed for payment of remuneration to a managerial personnel. Relevant information and disclosures prescribed in Schedule V to the Act are given below:

I. General Information		
1.	Nature of Industry	Jubilant Life Sciences Limited is an integrated global pharmaceutical and life sciences company engaged in Pharmaceuticals, Life Science Ingredients and Other businesses including Drug Discovery & Development Solutions and India Branded Pharmaceuticals. The Pharmaceuticals segment, through its wholly owned subsidiary Jubilant Pharma Limited, is engaged in manufacturing and supply of Active Pharmaceuticals Ingredients, Solid Dosage Formulations, Radiopharmaceuticals, Allergy Therapy Products and Contract Manufacturing of Sterile Injectables and Non-sterile products through 6 US Food and Drug Administration approved manufacturing facilities in the US, Canada and India and a network of over 50 Radiopharmacies in the US. The Life Science Ingredients segment is engaged in Specialty Intermediates, Nutritional Products and Life Science Chemicals through five manufacturing facilities in India. The Drug Discovery & Development Solutions business provides proprietary in-house innovation and collaborative research and partnership for out-licensing through two world class research centers in India.
2.	Date of Commencement of Commercial Production	Commercial operations commenced in the year 1982
3.	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not applicable

4.	Financial Performance based on given indicators	As per Standalone Audited Financials	
		(₹ in Million)	
		Particulars	FY 2018-19
		Paid up Capital	159
		Reserves excluding Revaluation Reserves	23,244
		Total Income	35,166
		Total Expenses	33,332
		Profit before Tax	1,834
		Tax Expenses	358
Profit after Tax	1,476		
5.	Foreign investments or collaborations, if any	The Company has not entered into any foreign collaboration and no direct capital investment has been made in the Company in the last three financial years. Foreign investors, mainly comprising NRIs, FIIs, FPIs, etc. are investors in the Company on account of past issuance of securities/secondary market purchase of the shares of the Company.	
II. Information about the Appointee			
1.	Background details	<p>Mr. Anant Pande, 56 years, is B.E. (Hons.) in Chemicals and M.Sc. (Hons.) in Chemistry from Birla Institute of Technology & Science, Pilani.</p> <p>Mr. Pande has over 3 decades of experience in Chemicals, Pharmaceuticals, Agrochemicals and Petrochemicals industries. He is the Chief of Operations-Life Science Ingredients business. Prior to joining the Company, he was President (Technology & Manufacturing) of Atul Limited. Prior to his stint with Atul Limited, Mr. Pande has worked with the Company as President-Manufacturing and Projects for over 6 years.</p>	
2.	Past remuneration	Mr. Anant Pande has joined his current employment with the Company on July 25, 2018. He has been appointed as WTD effective from October 22, 2018. During the period of July 25, 2018 to October 21, 2018, he was paid remuneration of ₹ 5,302,815.	
3.	Recognition or awards	Not Applicable	
4.	Job profile and his suitability	<p>Mr. Anant Pande devotes his full time and attention to the business of the Company, subject to superintendence, control and directions of the Board.</p> <p>Mr. Anant Pande has over 3 decades of experience in Chemicals, Pharmaceuticals, Agrochemicals and Petrochemicals industries. He is the Chief of Operations-Life Science Ingredients business. It is felt that the Company would benefit under his leadership and guidance.</p>	
5.	Remuneration proposed	As mentioned in the resolution.	
6.	Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person	Keeping in view the profile and the position of WTD and rich knowledge and experience of the appointee, the remuneration is fully justifiable and comparable to that prevailing in the industry.	
7.	Pecuniary relationship, directly or indirectly, with the Company or relationship with the managerial personnel, if any	Besides the remuneration proposed, Mr. Anant Pande does not have any pecuniary relationship with the Company. Further, he is not related to any managerial personnel of the Company.	
III. Other Information			
1.	Reasons of loss or inadequate profits	<p>The Company does not envisage any loss or inadequate profits during the tenure of appointment of Mr. Anant Pande.</p> <p>However, the Company proposes to obtain approval of the members by way of Special Resolution as an abundant caution, to enable the Company to pay the managerial remuneration as stated in the resolution, in case of loss or inadequate profits.</p>	

2.	Steps taken or proposed to be taken for improvement	The Company takes various steps on a regular basis such as better product mix, cost control, borrowing at cheaper rate, improving efficiency, etc. Further, the management has adopted focused business strategies in all spheres of business activities to improve the sales and profitability of the Company.
3.	Expected increase in productivity and profits in measurable terms	The Company is conscious about improvement in productivity and continually undertakes measures to improve its productivity and profitability. The Management is confident of achieving sustained revenue growth in the future.
IV.	Disclosures	
	Mr. Anant Pande has been appointed as WTD effective from October 22, 2018. The prescribed disclosures with respect to elements of remuneration package, details of fixed component and performance linked incentives, performance criteria, service contracts, notice period, severance fees and stock options details of all the Directors, as applicable, are given in the Corporate Governance section of the Annual Report for the Financial Year 2018-19.	

The disclosures prescribed under Regulation 36 of the SEBI (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 are provided in **Annexure-A** to the Notice.

Memorandum setting out the terms and conditions of appointment including remuneration is available for inspection in physical and electronic form 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.

None of the Directors or Key Managerial Personnel or their relatives except Mr. Anant Pande, the proposed appointee, is concerned or interested, financially or otherwise, in the resolutions set out at Item Nos. 6 and 7 of the Notice.

The Board of Directors recommends the resolutions set out at Item Nos. 6 and 7 of the Notice for approval of the members by way of Ordinary Resolution and Special Resolution, respectively.

ITEM NOS. 8 AND 9

- As the members are aware, the Company has implemented two employee stock option schemes namely, Jubilant Employees Stock Option Plan, 2005 and JLL Employees Stock Option Plan, 2011.
- Both schemes are administered by Jubilant Employees Welfare Trust (the 'Trust') which is governed by the Amended and Restated Deed of Private Trust dated October 20, 2015. The objects of the Trust include (i) promotion of the benefit and welfare of the existing and future employees, (ii) operation of one or more programs for providing incentives, motivation, benefits and / or amenities to employees, and (iii) providing assistance to the employees in various forms.
- The Securities and Exchange Board of India ("SEBI") notified the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 ("SEBI ESOP Regulations") on October 28, 2014. The SEBI ESOP Regulations require the trusts administering existing employee stock option schemes to appropriate the unappropriated inventory of shares not backed by grants by October 27, 2015, failing which the unappropriated shares are to be sold off by October 27, 2019 over the stock exchanges.
- Further to its obligations under the SEBI ESOP Regulations, the Trust has sold 34,74,601 excess shares.

- In accordance with its objects (as per the Trust Deed), the trustees of the Trust intend to allocate and utilize based on such allocation an amount not exceeding ₹ 257.25 Crore lying with the Trust (as a result of sale of unappropriated shares) towards the benefit and welfare of existing and future employees of the Company and its holding and subsidiary companies.
- In line with this intention, the Company seeks the approval of its shareholders for implementing a general employee benefit scheme, titled the 'Jubilant General Employee Benefits Scheme - 2019' ("JGEBS"). The SEBI ESOP Regulations govern employee welfare scheme which involve dealing in shares of a listed company or are funded out of income derived from shares of a listed company. Since the JGEBS is funded out of sale of shares of the Company which were lying with the Trust, the Company has ensured that the JGEBS is consistent with the provisions of the SEBI ESOP Regulations.
- The JGEBS is formed with the objective of welfare of employees by providing healthcare benefits, hospital care or benefits, or benefits in the event of sickness, accident, disability, death or scholarship funds, and other benefits specified by the Company. The Company intends to administer the JGEBS through the Trust.
- Salient features of the JGEBS:

A. Eligible employees

Employees of the Company, its holding company and subsidiary companies would be eligible to avail the benefits of the JGEBS.

The Nomination, Remuneration and Compensation Committee of the Company, (the 'NRC Committee') shall have the right to define criteria for determining the class of employees that would be eligible to receive benefits under the JGEBS.

The following persons would not be eligible to participate in JGEBS:

- An Independent Director
- An employee / director who is a promoter or a person belonging to the promoter group
- A director who either himself or through his relatives or through any body corporate, directly or indirectly holds more than 10% of the outstanding equity shares of the Company