



August 31, 2018

BSE Limited

Floor 25, P. J. Towers
Dalal Street, Fort
Mumbai - 400 001

National Stock Exchange of India Limited

Exchange Plaza
Bandra Kurla Complex, Bandra (E)
Mumbai - 400 051

Dear Sirs,

Sub: Notice of 40th Annual General Meeting

We wish to inform you that the 40th Annual General Meeting ('AGM') of the Company will be held on Wednesday, September 26, 2018 at 11.30 a.m. at the Registered Office at Bhartiagram, Gajraula, District Amroha – 244 223, U.P. In this regards, we enclose a copy of the Notice of the 40th AGM, being despatched to the shareholders of the Company.

In terms of Regulation 42 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Section 91 of the Companies Act, 2013 including rules made thereunder, the Register of Members and Share Transfer Books of the Company will remain closed from Saturday, September 15, 2018 to Wednesday, September 26, 2018 (both days inclusive), for the purpose of AGM and determining eligibility of shareholders for dividend, subject to the approval of members at the AGM.

The Dividend on equity shares @ Rs. 3 per equity share of Re. 1 each, if declared at the AGM, will be paid on or before Thursday, October 25, 2018 to those members whose names appear as:

- (a) Beneficial Owners as at the end of business hours of Friday, September 14, 2018 in the list of Beneficial Owners to be furnished by National Securities Depository Limited and Central Depository Services (India) Limited, and

A Jubilant Bhartia Company

OUR VALUES



Jubilant Life Sciences Limited

1-A, Sector 16-A,
Noida-201 301, UP, India
Tel: +91 120 4361000
Fax: +91 120 4234895-96
www.jubl.com

Regd Office:
Bhartiagram, Gajraula
Distt. Amroha - 244 223,
UP, India
CIN : L24116UP1978PLC004624



(b) Members in the Register of Members of the Company after giving effect to valid share transfer in physical form lodged with the Company on or before Friday, September 14, 2018.

This is for your information and records.

Thanking you,

Yours faithfully,
For Jubilant Life Sciences Limited

Rajiv Shah
Company Secretary

Encl.: as above

CC:

- 1. National Securities Depository Limited**
Trade World, 4th Floor Kamla Mills Compound,
Senapati Bapat Marg, Lower Parel,
Mumbai – 400 013
- 2. Central Depository Services (India) Limited**
Marathon Futurex, A-Wing, 25th floor,
NM Joshi Marg, Lower Parel,
Mumbai – 400 001
- 3. Alankit Assignment Limited**
Alankit Heights, 3E/7,
Jhandewalan Extension,
New Delhi - 110055

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Distt. Amroha - 244 223,
UP, India
CIN : L24116UP1978PLC004624



JUBILANT LIFE SCIENCES LIMITED

(CIN: L24116UP1978PLC004624)

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

E-mail: investors@jubl.com

Website: www.jubl.com

Phone : + 91-5924-267200

NOTICE

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

DAY : WEDNESDAY
DATE : SEPTEMBER 26, 2018
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, 2018 and the Reports of the Board of Directors and Auditors thereon.
2. To declare dividend for the year ended March 31, 2018.
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 re-appoint 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), M/s B S R & Co. LLP, Chartered Accountants, (Registration Number 101248W/W-100022 with the Institute of Chartered Accountants of India) be and are hereby re-appointed as Auditors of the Company, to hold office from the conclusion of this Annual General Meeting until the conclusion of Annual General Meeting to be held in the year 2023 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 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. S Sridhar (DIN: 00004272), who was appointed as an Independent Director of the Company for a term upto March 31, 2019 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 re-appointed as an Independent Director of the Company to hold office for a further term of 5 (five) years ending on March 31, 2024 and shall not be liable to retire by rotation."

6. To consider and if thought fit, to pass the following resolution as a **Special 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, Ms. Sudha Pillai [DIN: 02263950], who was appointed as an Independent Director of the Company for a term upto March 31, 2019 and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing her candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company to hold office for a further term of 5 (five) years ending on March 31, 2024 and shall not 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 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, Dr. Ashok Misra [DIN: 00006051], who was appointed as an Independent Director of the Company for a term upto March 31, 2019 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 re-appointed as an Independent Director of the Company to hold office for a further term of 5 (five) years ending on March 31, 2024 and shall not be liable to retire by rotation."

8. 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. Rajesh Kumar Srivastava [DIN: 02215055] who was appointed as an Additional Director of the Company effective from January 17, 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."

9. 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 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. Rajesh Kumar Srivastava [DIN: 02215055] as Whole-time Director of the Company ('WTD') for a period of five years effective from January 17, 2018 on the following terms and conditions including remuneration:

I. Salary, Allowances, Perquisites and Retiral Benefits

A. Basic Salary: ₹ 118.58 Lac per annum.

B. House Rent Allowance: He will be paid a House Rent Allowance of ₹ 71.15 Lac per annum.

C. Special & Other Allowances

He will be paid a special allowance upto ₹ 48.84 Lac per annum.

D. Annual Variable Pay

Performance linked Variable Pay of ₹ 114.51 Lac shall be paid at 100% of performance achievement. Payout of the Variable Pay would be determined based on the performance parameters laid out in the Company's Variable Pay Plan.

E. Perquisites

The following perquisites shall be allowed in addition to the salary:

a) Company Leased Car

- i. He will be provided suitable company leased car.
- ii. Payment of leased car expenses upto ₹ 4.80 Lac per annum.

b) Telephone

Telephone at residence and mobile phone shall be provided.

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 Mediclaim Insurance as per the rules of the Company.

II. Others

- a) The above remuneration payable to WTD 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 prescribed from time to time, calculated in accordance with the provisions of Section 198 of the Act or any amendment thereto.
- b) 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, provided however that any such Variation shall not exceed any amount permitted to be paid to WTD under applicable law without obtaining requisite approvals.

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 revision thereof) in compliance with Section 197 read with Schedule V and other applicable provisions, if any of the Act or as may be approved by the Central Government, if required.

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."

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, 2019, be paid remuneration of ₹ 4.40 Lac (Rupees Four Lac Forty 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

Rajiv Shah
Company Secretary

May 9, 2018

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 40th 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 15, 2018 to Wednesday, September 26, 2018 (both days inclusive) for the purpose of determining eligibility for payment of dividend.

The dividend, as recommended by the Board of Directors of the Company (₹ 3 per equity share of ₹ 1 each), if declared at the Meeting, will be paid on or before Thursday, October 25, 2018 to those members or their mandates:

- whose names appear as Beneficial Owners as at the end of business hours on Friday, September 14, 2018 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, September 14, 2018.

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 be incorporated in the dividend warrants:

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

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

Dividends pertaining to the Financial Years 1994-95 to 2009-10 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 Investor Education and Protection Fund ('IEPF') Authority.

Members may kindly note that unpaid/ unclaimed dividend for the year 2010-11 is due for transfer to the Fund in September, 2018. 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 2010-11 may approach IEPF Authority. 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.

Attention of the members is drawn to the provisions of Section 124(6) of the Act which require a company

to transfer in the name of IEPF Authority all shares in respect of which dividend has not been paid or claimed for 7 (seven) consecutive years or more.

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 807,167 shares, to the Investors Education and Protection 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 and 2009-10. The Company shall be initiating similar action in respect of dividend declared for the financial year 2010-11. 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 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 placed the Company's shares under compulsory demat i.e. transactions in the Company's shares are required to be done only in the demat form. Further, considering the advantages of scripless trading like exemption from stamp duty, elimination of bad deliveries, reduction in transaction costs, improved liquidity, etc., members are requested to consider dematerialisation of their shareholding, if not already done, to avoid inconvenience in future.

14. The Company had sub-divided each equity share of ₹ 5 into five equity shares of ₹ 1 each w.e.f. March 24, 2006. Many members had not surrendered their old ₹ 10 denominated share certificates of Ramganga Fertilizers Limited/ Vam Organic Chemicals Limited/ Jubilant Organosys Limited or ₹ 5 denominated share certificates of Jubilant Organosys Limited, for exchange with new ₹ 1 denominated share certificates.

Pursuant to Clause 5A of the 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 2017-18, 74,205 equity shares pertaining to 93 members were transferred to the respective members and 760,865 equity shares pertaining to 1,604 member were transferred to Investors Education and Protection 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 : +91-11-2354 1234/4254 1234
Fax : +91-11-4154 3474
E-mail : rta@alankit.com

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

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

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

Members holding shares in physical form may get their email addresses registered/ updated by providing their Name, Folio Number, E-mail ID and consent to receive the Notices, Annual Reports and other documents through electronic mode, by sending an email at rta@alankit.com 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 2017-18 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 2017-18 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 maintained under Section 170 of the

Companies Act, 2013 and the Rules made thereunder and Register of Contracts or Arrangements in which Directors are interested maintained under Section 189 of the Companies Act, 2013 and the Rules made thereunder 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:

(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 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 23, 2018 and ends at 5:00 p.m. (IST) on Tuesday, September 25, 2018. 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 19, 2018 ('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 mentioned 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 eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices 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 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:

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.

Physical User Reset Password? (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.

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.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting 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 jill.agm2018@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 alongwith 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 / 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, Alankit Heights, 3E/7, Jhandewalan Extension, New Delhi - 110 055, India through email at rta@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 40th AGM scheduled to be held on Wednesday, September 26, 2018.

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 to 7

Pursuant to the provisions of Section 149, 150, 152 and other applicable provisions of the Companies Act, 2013 (the "Act") read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and erstwhile Clause 49 of the Listing Agreement with the stock exchanges, Mr. S Sridhar (DIN: 00004272), Ms. Sudha Pillai [DIN: 02263950] and Dr. Ashok Misra [DIN: 00006051] were appointed as Independent Directors of the Company to hold office upto March 31, 2019.

As per the provisions of Section 149 of the Act, Mr. S Sridhar, Ms. Sudha Pillai and Dr. Ashok Misra are eligible for re-appointment as Independent Directors of the Company for one more term of upto 5 years on passing of Special Resolution by the Company and disclosure of such appointment in the Board's Report.

As per the reports of performance evaluation, Mr. S Sridhar, Ms. Sudha Pillai and Dr. Ashok Misra have effectively and efficiently discharged their duties, roles and responsibilities during their tenure as Independent Directors of the Company. Based on the reports of performance evaluation, Nomination, Remuneration and Compensation Committee (the 'NRC Committee') had recommended to the Board of Directors, the re-appointment of Mr. S Sridhar, Ms. Sudha Pillai and Dr. Ashok Misra as Independent Directors of the Company for a period of 5 (five) years ending on March 31, 2024.

In view of the reports of performance evaluation, recommendations of the NRC Committee and the specialization, expertise and experience of Mr. S Sridhar, Ms. Sudha Pillai and Dr. Ashok Misra, the Board of Directors is of the opinion that their continued association as Independent Directors will immensely benefit the Company.

In opinion of the Board of Directors, Mr. S Sridhar, Ms. Sudha Pillai and Dr. Ashok Misra fulfil the conditions for appointment as Independent Directors as specified in the Act, the rules made thereunder and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the 'Listing Regulations') and are independent of the Management.

Mr. S Sridhar, Ms. Sudha Pillai and Dr. Ashok Misra have given their consent to act as Directors. They have also given declarations to the effect that they are not disqualified from being appointed as Directors in terms of Section 164 of the Act and that they meet the criteria of Independence as specified under Section 149 of the Act and the Listing Regulations.

Notice stipulated under Section 160 of the Act has been received from a member intending to propose the candidature of Mr. S Sridhar, Ms. Sudha Pillai and Dr. Ashok Misra for appointment as Directors of the Company.

In pursuance of Regulation 36 of the Listing Regulations and the Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, brief resume and other details of Mr. S Sridhar, Ms. Sudha Pillai and Dr. Ashok Misra are provided in **Annexure- A** to this Notice.

Copy of the draft letters of appointment of Mr. S Sridhar, Ms. Sudha Pillai and Dr. Ashok Misra as Independent Directors setting out the terms and conditions of their appointment including remuneration are available for inspection by members in the 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 AGM and also at the venue of the AGM. The said terms and conditions are also posted on the Company's website www.jubl.com.

Mr. S Sridhar, Ms. Sudha Pillai and Dr. Ashok Misra, the proposed appointees, may be deemed to be concerned or interested in their respective resolutions for appointment. None of the other Directors, Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the resolutions set out at Item Nos. 5 to 7 of the Notice. The

Board of Directors recommends the resolutions set out at Item Nos. 5 to 7 of the Notice for approval of members by way of Special Resolutions.

ITEM NO. 8 AND 9

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 appointed Mr. Rajesh Kumar Srivastava as an Additional Director of the Company, effective from January 17, 2018. Pursuant to the provisions of Section 161 of the Companies Act, 2013 (the 'Act'), Mr. Rajesh Kumar Srivastava 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. Rajesh Kumar Srivastava for appointment as Director of the Company. Mr. Srivastava has given his consent to act as 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. Rajesh Kumar Srivastava as Whole-time Director ('WTD') of the Company for a period of five years effective from January 17, 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. Rajesh Kumar Srivastava has over 3 decades of experience and has been associated with the Company for more than 17 years. Prior to this, Mr. Srivastava has held leadership positions at Ranbaxy in their Fine Chemicals Business, P&L responsibility for Coating & Petroleum business unit of Indofil Chemicals Company and was the Regional Head of Sales with Shalimar Paints.

Considering his long association with the Company and rich experience in various fields, the appointment of Mr. Rajesh Kumar Srivastava 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 shall be within the limits prescribed under Section 197 read with Schedule V and other applicable provisions, if any, of the Act. However, out of abundant caution and in view of the relevant extant 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. Further, no approval of the Central Government is required for appointment and payment of remuneration to Mr. Rajesh Kumar Srivastava as WTD as he

is functioning in a professional capacity and fulfills the conditions mentioned in Part I and Para B of Section II of Part II of Schedule V to the Act. 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 Drug Discovery Solutions. The Pharmaceuticals segment, through its wholly owned subsidiary, Jubilant Pharma Limited, is engaged in manufacture and supply of Active Pharmaceuticals Ingredients, Solid Dosage Formulations, Radiopharmaceuticals, Allergy Therapy Products and Contract Manufacturing of Sterile and Non-sterile products through 6 USFDA approved manufacturing facilities in India, USA and Canada and a network of over 50 Radiopharmacies in the USA. The Life Science Ingredients segment is engaged in Specialty Intermediates, Nutritional Products and Life Science Chemicals through 5 manufacturing facilities in India. The Drug Discovery Solutions segment provides proprietary in-house innovation and collaborative research and partnership for out-licensing through 2 world class research centres 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	<p style="text-align: right;">As per Standalone Audited Financials (₹ in Million)</p> <table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="text-align: center;">Particulars</th> <th style="text-align: center;">FY 2017-18</th> </tr> </thead> <tbody> <tr> <td>Paid up Capital</td> <td style="text-align: right;">159.3</td> </tr> <tr> <td>Reserves excluding Revaluation Reserves</td> <td style="text-align: right;">22,334.5</td> </tr> <tr> <td>Total Income</td> <td style="text-align: right;">33,892.2</td> </tr> <tr> <td>Total Expenses</td> <td style="text-align: right;">30,215.3</td> </tr> <tr> <td>Profit before Tax</td> <td style="text-align: right;">3,676.9</td> </tr> <tr> <td>Tax Expenses</td> <td style="text-align: right;">1,042.5</td> </tr> <tr> <td>Profit after Tax</td> <td style="text-align: right;">2,634.4</td> </tr> </tbody> </table>	Particulars	FY 2017-18	Paid up Capital	159.3	Reserves excluding Revaluation Reserves	22,334.5	Total Income	33,892.2	Total Expenses	30,215.3	Profit before Tax	3,676.9	Tax Expenses	1,042.5	Profit after Tax	2,634.4
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5.	Foreign investments or collaborators, 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. Rajesh Kumar Srivastava, 53 years, holds Bachelor's degree in Chemicals Technology from Harcourt Butler Technological University (HBTU), Kanpur and Masters in Marketing Management from Jamnalal Bajaj Institute of Management Studies, Mumbai.</p> <p>Mr. Rajesh Kumar Srivastava has over 3 decades of experience and has been associated with the Company for more than 17 years. Prior to this, Mr. Srivastava has held leadership positions at Ranbaxy in their Fine Chemicals Business, P&L responsibility for Coating & Petroleum business unit of Indofil Chemicals Company and was Regional Head of Sales with Shalimar Paints.</p>																
2.	Past remuneration	Annual remuneration of Mr. Rajesh Kumar Srivastava for the Financial Year 2016-17 was ₹ 431.07 Lac.																
3.	Recognition or awards	The Company has received various awards and recognition during his tenure with the Company.																

4.	Job profile and his suitability	Mr. Rajesh Kumar Srivastava devotes his full time and attention to the business of the Company, subject to superintendence, control and directions of the Board. Mr. Rajesh Kumar Srivastava has over 3 decades of experience and has been associated with the Company for more than 17 years which is compatible with the organisational requirements. It is felt that the Company would benefit under his leadership and guidance.
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 Whole-time Director 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. Rajesh Kumar Srivastava 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	The Company does not envisage any loss or inadequate profits during the tenure of appointment of Mr. Rajesh Kumar Srivastava. However, the Company proposes to obtain approval of the members by way of Special Resolution as an abundant caution in case profits are inadequate, to enable the Company to pay the managerial remuneration as stated in the resolution.
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. Rajesh Kumar Srivastava has been appointed as WTD effective from January 17, 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 2017-18.

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. Rajesh Kumar Srivastava, the proposed appointee, is concerned or interested, financially or otherwise, in the resolutions set out at Item Nos. 8 and 9 of the Notice.

The Board of Directors recommends the resolutions set out at Item Nos. 8 and 9 of the Notice for approval of the members by way of Ordinary Resolution and Special Resolution, respectively.

ITEM NO. 10

The Board of Directors has, at its meeting held on May 9, 2018, 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, 2019, pursuant to the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, as amended.

The appointment has been made at a remuneration of ₹ 4.40 Lac (Rupees Four Lac Forty Thousand 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, 2019 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.

The Board of Directors recommends the resolution set out at

Item No. 10 of the Notice for approval of the members by way of Ordinary Resolution.

ANNEXURE-A

Information pursuant to 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 regarding the Directors proposed to be appointed/re-appointed

1. Mr. Shyam S Bhartia

Mr. Shyam S Bhartia, 65 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 39 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 Indian companies:

- Chambal Fertilisers and Chemicals Limited
- Jubilant FoodWorks Limited
- Vam Holdings Limited
- Jubilant Capital Private Limited
- Jubilant Bhartia Foundation
- 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
- SBSSB Realty Trustee Co. Private Limited
- SSBSB Realty Trustee Co. Private Limited

- Jubilant Enpro Private Limited
- SSBPB Investment Holding Private Limited (Formerly KBHSB Property Trustee Company Private Limited)
- HSSS Investment Holding Private Limited

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

Sl. No.	Name of Company	Name of Committee	Position Held (Chairperson /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
		Sustainability and Corporate Social Responsibility Committee	Member
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
5	SSB Consultants & Management Services Private Limited	Corporate Social Responsibility Committee	Member

During the Financial Year ended March 31, 2018, Mr. Shyam S Bhartia attended four meetings of Board of Directors of the Company held on May 23, 2017, July 18, 2017, October 28, 2017 and January 17, 2018.

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, being his brother and Mr. Priyavrat Bhartia, Director, being his son. He is not related to any other Director or Key Managerial Personnel of the Company. He has opted not to take any commission or sitting fees from the Company during the Financial Year 2017-18.

2. Mr. S Sridhar

Mr. S Sridhar, 67 years, is an Independent Director of the Company. He studied at the Indian Institute of Technology,

Delhi and Jamnalal Bajaj Institute of Management Studies, Mumbai. He is a Fellow of the Indian Institute of Banking and Finance and a Fellow of the Royal Institute of Chartered Surveyors. He was awarded the Lord Aldington Banking Research Fellowship for the year 1984 by the Indian Institute of Bankers. He has received many awards and honours, particularly for his innovative business models.

He was the Chairman and Managing Director of Central Bank of India and prior to that, National Housing Bank, India's regulator of Housing Finance Companies and the apex Financial Institution for housing. He has about 45 years of experience and expertise in commercial and development banking of which 10 years were at the CEO / Board level. He is widely acknowledged to be an innovative, market oriented banker and strategic thinker having provided transformational leadership to the organisations he had worked for. He was a pioneer in championing the concept of affordable housing in India and contributed significantly to public policy formulation.

Mr. Sridhar started his career with State Bank of India, India's largest commercial Bank. He also worked as Executive Director and Chief Operating Officer of Export Import Bank of India, India's apex export financing institution, between 2001 and 2006.

Currently, he serves as an Independent Director on the Boards of various companies, and also as a consultant to financial services companies. He has contributed to public policy formulation.

Mr. Sridhar has served in various national level committees and task forces for framing financial sector policies. He was on the Managing Committee of the Indian Banks Association, and was a member of the Board of Management of the Indian Institute of Foreign Trade. He has been an invited speaker at numerous national and international Conferences including Chatham House Lectures.

He also holds directorships in the following Indian companies:

- J P Morgan Mutual Fund India Private Limited
- Strides Shasun Limited
- DCB Bank Limited
- India Infoline Housing Finance Co. Limited
- Tourism Finance Corporation of India Limited
- GVFL Trustee Co. Private Limited
- Sewa Grih Rin Limited
- Strategic Research & Information Capital Services Private Limited
- Incube Trustee Co. Private Limited
- Shriram Transport Finance Co. Limited
- Universal Trustees Private Limited
- National Securities Depository Limited

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

Sl. No.	Name of Company	Name of Committee	Position Held (Chairperson/Member)
1	Jubilant Life Sciences Limited	Audit Committee	Chairman
		Stakeholders Relationship Committee	Chairman
		Sustainability and CSR Committee	Member
		Capital Issue Committee	Member
2	Strides Shasun Limited	Audit Committee	Chairman
3	India Infoline Housing Finance Co. Limited	Audit Committee	Chairman
4	Shriram Transport Finance Co. Limited	Audit Committee	Chairman
5	Sewa Grih Rin Limited	Audit Committee	Member
6	National Securities Depository Limited	Audit Committee	Member
7	J P Morgan Mutual Fund Private Limited	Audit Committee	Member

Mr. Sridhar was first appointed on the Board of Directors of the Company on June 15, 2013. During the Financial Year ended March 31, 2018, he attended four meetings of Board of Directors of the Company held on May 23, 2017, July 18, 2017, October 28, 2017 and January 17, 2018. The Company has paid sitting fees of ₹ 5.40 Lac to Mr. Sridhar during the Financial Year 2017-18. Also, commission of ₹ 10 Lac for the Financial Year 2016-17 has been paid to him during the Financial Year 2017-18.

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

3. Ms. Sudha Pillai

Ms. Sudha Pillai, 68 years, is a post graduate in Psychology (gold medalist), Punjab University and in Public Administration, Harvard University, USA with special areas of interest in Impact of Foreign Direct Investment on Employment & Growth, Macro Economic Policy, World Food System, Equity in Rural Development Policy and Leadership & Mobilization of Group Resources.

Ms. Pillai joined the Indian Administrative Service in 1972 at the age of 22 with Second Rank on all India basis. She has served as Sub-Collector and District Collector, Trivandrum, Chairman & Managing Director of Kerala Finance Corporation, Secretary Finance (Coordination), Govt. of Kerala and Principal Secretary (Finance), Govt. of Kerala. She has also served as Director in the Ministry of Industry; Joint Secretary, Department of Company Affairs; Additional Secretary, Ministry of Mines and held other positions under

Government of India. Ms. Pillai was promoted as Secretary to Government of India in 2005. She served as Secretary, Ministry of Labour & Employment and Secretary, Planning Commission before being elevated as Member Secretary.

She has contributed immensely in promoting reforms and legal system in India and liberalisation of industrial licensing regime. She has also contributed in drafting of the Companies Bill, 1993, Panchayats Extension to Scheduled Areas Act, 1996, processing amendment of the Constitution of India, enactment of Unorganised Workers' Social Security Law, 2008, implementation of Bundelkhand Package 2009-12, formulation and implementation of New Land Use Policy for Mizoram 2009-12 and implementation of Integrated Action Plan for Naxal affected districts 2010-12.

Ms. Pillai has rich experience and expertise in policy formulation relating to Technology Transfer, Foreign Investment and Competition Law, National Skill Development Policy and Safety, Health & Environment at Workplace.

Ms. Pillai has also served as Member Secretary of Planning Commission (India) in the rank of Minister of State and has served as member of high powered bodies on infrastructure development.

Ms. Pillai has attended many conferences in India and abroad and in some of them, she has led the Govt. of India delegations.

She was an ex-officio member of National Highway Authority of India, Indian Infrastructure Finance Company Limited and the Central Councils of the Institute of Chartered Accountants of India, Institute of Company Secretaries of India and Institute of Cost Accountants of India. She has also served on the Boards of National Skill Development Corporation and Apollo Tyres Limited. She was on the Board of Trustees of the Skill Development Trust Fund housed in the Ministry of Finance and was also a member of the Board of Trustees of National Skill Development Corporation.

She also holds directorships in the following Indian companies:

- Jubilant Generics Limited
- OCL India Limited
- Dalmia Bharat Limited
- Dalmia Cement (Bharat) Limited
- Fullerton India Credit Company Limited
- International Travel House Limited
- Amber Enterprises India Limited
- PICL (India) Private Limited

Details of her Committee Chairpersonship/membership of Indian companies are given below:

Sl. No.	Name of Company	Name of Committee	Position Held (Chairperson/Member)
1	Jubilant Life Sciences Limited	Audit Committee	Member
		Sustainability & CSR Committee	Member
		Nomination, Remuneration & Compensation Committee	Chairperson
2	International Travel House Limited	Audit Committee	Member
		Nomination & Remuneration Committee	Member
		CSR Committee	Member
3	Fullerton India Credit Company Limited	Audit Committee	Member
		CSR Committee	Member
4	Dalmia Cement (Bharat) Limited	Audit Committee	Member
		Nomination & Remuneration Committee	Member
		Finance Committee	Member
5	Dalmia Bharat Limited	Business Responsibility Committee	Chairperson
6	OCL India Limited	Audit Committee	Member
7	Jubilant Generics Limited	Audit Committee	Chairperson
		Nomination & Remuneration Committee	Chairperson
		Corporate Social Responsibility Committee	Chairperson
8	Amber Enterprises India Limited	Corporate Social Responsibility Committee	Chairperson
		Audit Committee	Member
9	PICL (India) Private Limited	Corporate Social Responsibility Committee	Chairperson
		Audit Committee	Member

Ms. Sudha Pillai was first appointed on the Board of Directors of the Company on September 3, 2013. During the Financial Year ended March 31, 2018, she attended four meetings of Board of Directors of the Company held on May 23, 2017, July 18, 2017, October 28, 2017 and January 17, 2018. The Company has paid sitting fees of ₹ 5.55 Lac to Ms. Pillai during the Financial Year 2017-18. Also, commission of ₹ 10.00 Lac for the Financial Year 2016-17 has been paid to her during the Financial Year 2017-18.

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

4. Dr. Ashok Misra

Dr. Ashok Misra, 70 years, is B.Tech. in Chemical Engineering from the Indian Institute of Technology, Kanpur and M.S. in Chemical Engineering from Tufts University, Medford, MA, USA. He was conferred a Doctorate Degree in Polymer Science & Engineering by the University of Massachusetts, Amherst, USA in 1974.

He is awarded with the position of "NASI Platinum Jubilee Chair Distinguished Professor" by the National Academy of Sciences, India. He is also a Fellow of the Indian National Academy of Engineering (INAE) and a Fellow as well as past President of the National Academy of Sciences, India (NASI).

He is the Founder President of the Polymer Processing Academy and past President of the Society of Polymer Science, India. He has rich experience in the field of Polymer Science and Engineering. Dr. Misra has been conferred with many awards of National and International importance for his contribution to education and the society. He is also the Founder President of the IIT Alumni Centre, Bengaluru.

He was the Chairman, Board of Governors of IIT Roorkee from 2014-17 and the Chairman of the Standing Committee of the IIT Council from 2015-17.

He also holds directorships in the following Indian companies:

- Reliance Industries Limited
- SKG Terra Promenade Private Limited
- Kesvik Developers Private Limited
- KELBUZZ Trading Private Limited
- Kirloskar Electric Company Limited
- Higher Education Financing Agency

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

Sl. No.	Name of Company	Name of Committee	Position Held (Chairperson/Member)
1.	Jubilant Life Sciences Limited	Audit Committee	Member
		Stakeholders Relationship Committee	Member
		Sustainability & CSR Committee	Chairman
2.	Reliance Industries Limited	Stakeholders Relationship Committee	Member
		Health, Safety and Environment Committee	Member

Dr. Ashok Misra was first appointed on the Board of Directors of the Company on September 15, 2014. During the Financial Year ended March 31, 2018, he attended four meetings of Board of Directors of the Company held on May 23, 2017, July 18, 2017, October 28, 2017 and January 17, 2018. The Company has paid sitting fees of ₹ 3.95 Lac to Dr. Misra during the Financial Year 2017-18. Also,

commission of ₹ 10 Lac for the Financial Year 2016-17 has been paid to him during the Financial Year 2017-18.

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

5. Mr. Rajesh Kumar Srivastava

Mr. Rajesh Kumar Srivastava, 53 years, holds Bachelor's degree in Chemicals Technology from Harcourt Butler Technological University (HBTU), Kanpur and Masters in Marketing Management from Jamnalal Bajaj Institute of Management Studies, Mumbai.

Mr. Rajesh Kumar Srivastava has over 3 decades of experience and has been associated with the Company for more than 17 years. Prior to this, Mr. Srivastava has held leadership positions at Ranbaxy in their Fine Chemicals Business, P&L responsibility for Coating & Petroleum business unit of Indofil Chemicals Company and was the Regional Head of Sales with Shalimar Paints.

He was appointed as Director and Whole-time Director of the Company effective from January 17, 2018. He is also a Whole-time-Director of Jubilant Infrastructure Limited, a wholly-owned subsidiary of the Company.

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

Sl. No.	Name of Company	Name of Committee	Position Held (Chairperson/Member)
1	Jubilant Life Sciences Limited	Sustainability & CSR Committee	Member
		Stakeholders Relationship Committee	Member
		Finance Committee	Member
		Capital Issue Committee	Member
2	Jubilant Infrastructure Limited	CSR Committee	Member

Mr. Rajesh Kumar Srivastava holds 10,029 shares of the Company. The terms and conditions of his appointment as Whole-time Director including remuneration are given in the Notice of the AGM. During the Financial Year 2016-17, Mr. Rajesh Kumar Srivastava was paid remuneration of ₹ 431.07 Lac. He was appointed as Director and Whole-time Director of the Company at the Board meeting held on January 17, 2018 which he attended in person.

He is not related to any Director or Key Managerial Personnel of the Company.

By Order of the Board
For Jubilant Life Sciences Limited

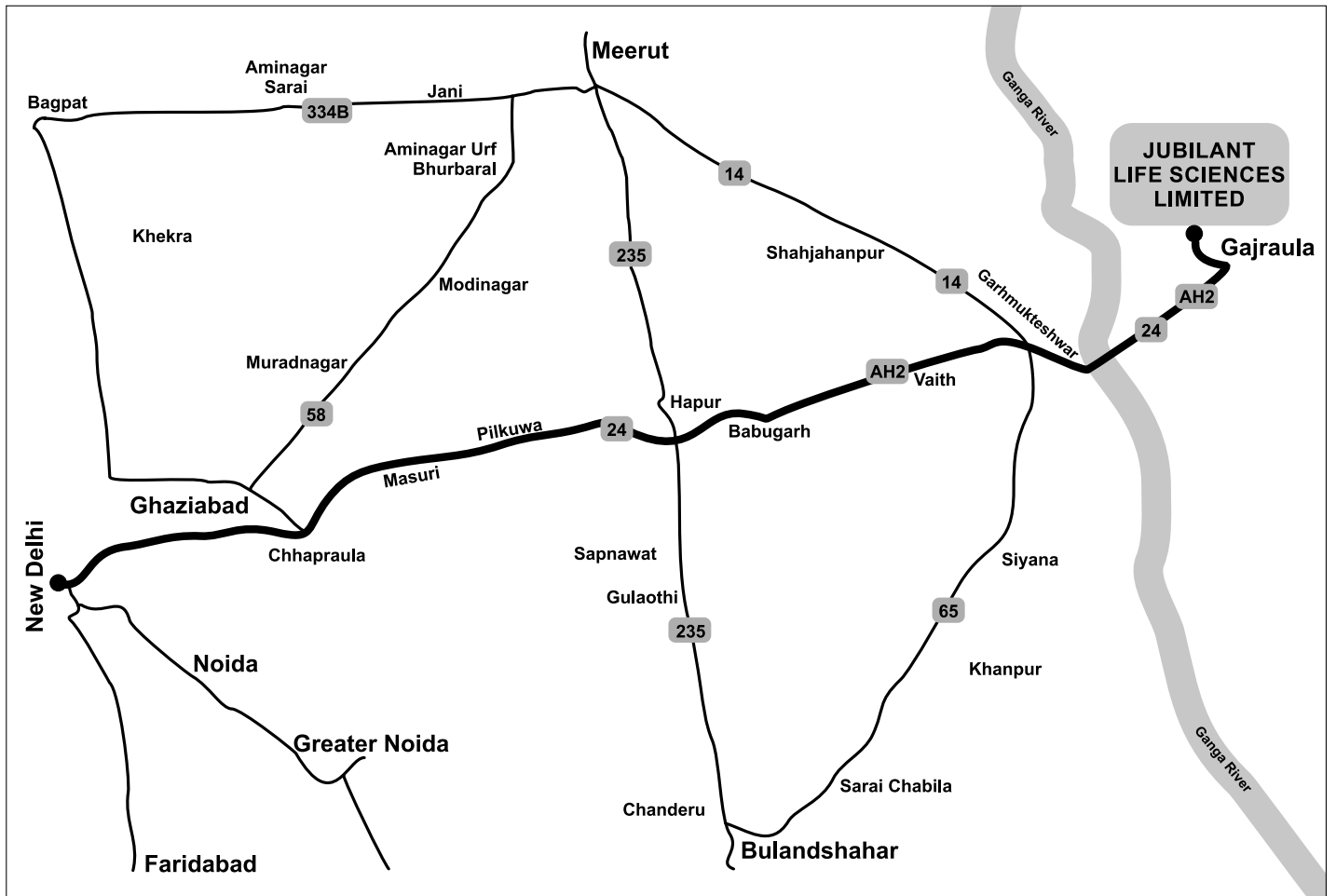
May 9, 2018

Rajiv Shah
Company Secretary

JUBILANT LIFE SCIENCES LIMITED

Route Map of the venue of the 40th Annual General Meeting

Day : Wednesday
Date : September 26, 2018
Time : 11:30 A.M.
Venue : **Registered Office**
Bhartiagram, Gajraula,
District Amroha - 244 223,
Uttar Pradesh



**JUBILANT LIFE SCIENCES LIMITED**

(CIN: L24116UP1978PLC004624)

Registered Office: Bhartiagram, Gajraula,

District Amroha - 244 223,

Uttar Pradesh, India

E-mail: investors@jubl.comWebsite: www.jubl.com

Phone : +91-5924-267200

PROXY FORM: AGM 2018

[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:

- Name : Address :
E-mail ID : Signature :
or failing him
- Name : Address :
E-mail ID : Signature :
or failing him
- 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 40th ANNUAL GENERAL MEETING of the Company, to be held on Wednesday, September 26, 2018 at 11:30 a.m. at Bhartiagram, Gajraula, District Amroha - 244 223, 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, 2018 and the Reports of the Board of Directors and Auditors thereon			
2	Declaration of Dividend for the year ended March 31, 2018			
3	Re-appointment of Mr. Shyam S Bhartia (DIN:00010484) who retires by rotation			
4	Re-appointment of M/s B S R & Co. LLP, Chartered Accountants as the Auditors of the Company			
Special Business				
5	Re-appointment of Mr. S Sridhar (DIN:00004272) as an Independent Director			
6	Re-appointment of Ms. Sudha Pillai (DIN:02263950) as an Independent Director			
7	Re-appointment of Dr. Ashok Misra (DIN:00006051) as an Independent Director			
8	Appointment of Mr. Rajesh Kumar Srivastava (DIN:02215055) as a Director liable to retire by rotation			
9	Appointment of Mr. Rajesh Kumar Srivastava (DIN: 02215055) as a Whole-time Director			
10	Approval of remuneration of Cost Auditors - M/s J.K Kabra & Co., Cost Accountants for the financial year ending March 31, 2019			

Signed this day of 2018

.....
Signature of proxy holder(s).....
(Signature of Member)Affix Revenue
Stamp of
₹ 1**Notes:**

- 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.
- 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.
- Signature of member should be across a Revenue stamp of ₹ 1.
- 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.
- *Applicable for members holding shares in dematerialised form.



JUBILANT LIFE SCIENCES LIMITED

(CIN: L24116UP1978PLC004624)

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

E-mail: investors@jubl.com; Website: www.jubl.com; Phone : +91-5924-267200

ATTENDANCE SLIP: AGM 2018

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

Name of person attending: _____

Capacity: Member Proxy Authorised Representative

(Please ✓ appropriate box)

I hereby record my presence at the 40th Annual General Meeting being held on Wednesday, September 26, 2018 at 11:30 a.m. at the Registered Office of the Company.

Member's / Proxy's Signature



ELECTRONIC VOTING PARTICULARS

EVEN (Electronic Voting Event Number)	USER ID	PASSWORD