



**JUBILANT**  
**LIFESCIENCES**

March 21, 2014

BSE Limited  
1st Floor, New Trading Ring  
Rotunda Building, P.J. Tower  
Dalal Street, Fort  
Mumbai - 400 001

The National Stock Exchange of India Ltd.  
Exchange Plaza  
Bandra Kurla Complex  
Bandra (E)  
Mumbai - 400 051

**Sub: Compliance of Clause 35A of the Listing Agreement**

Dear Sir,

This is to inform you that based on the Postal Ballot forms/e-Voting received from shareholders and as per the Scrutinizer's Report dated March 21, 2014, the following four resolutions have been declared passed with requisite majority, through postal ballot/e-Voting:-

**Resolution No. 1** - Special Resolution for sale of API and Dosage Forms business undertakings of the Company to Jubilant Generics Limited, a wholly owned subsidiary of Jubilant Pharma Limited, Singapore.

**Resolution No. 2** - Special Resolution for sale of shareholding of the Company in certain subsidiaries to Jubilant Generics Limited, a wholly owned subsidiary of Jubilant Pharma Limited, Singapore.

**Resolution No. 3** - Special Resolution for alteration in Articles of Association by way of insertion of a new Article 125A after Article 125 of the Articles of Association of the Company.

**Resolution No. 4** - Ordinary Resolution for contribution to bona fide charitable and other funds upto Rs. 10 crores in a financial year.

As per Clause 35A of the Listing Agreement, a summary of the results on these resolutions is as follows:-

**A. Resolution No-1:**

Promoter/ Public	No. of Shares held	No. of Valid Votes Polled	% of Votes Polled on outstanding Shares	No. of Votes- In Favour	No. of Votes- Against	% of Votes in Favour on Votes Polled	% of Votes Against on Votes Polled
	(1)	(2)	(3)=[(2)/(1)]* 100	(4)	(5)	(6)=[(4)/ (2)]*100	(7)=[(5)/ (2)]*100
<b>Promoter &amp; Promoter Group</b>	85926056	80212996	93.3511	80212996	0	100	0
<b>Public- Institutional holders</b>	42476319	23085904	54.3500	23085904	0	100	0
<b>Public-Others</b>	30878764	5247167	16.9928	5237037	10130	99.8069	0.1930
<b>Total</b>	<b>159281139</b>	<b>108546067</b>	<b>68.1474</b>	<b>108535937</b>	<b>10130</b>	<b>99.9906</b>	<b>0.0094</b>

**A Jubilant Bhartia Company**

OUR VALUES



**Jubilant Life Sciences Limited**

1-A, Sector 16-A,  
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Tel: +91 120 4361000  
Fax: +91 120 4234895-96  
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Regd Office:  
Bhartiagram, Gajraula,  
Distt. Amroha-244223,  
UP, India





**B. Resolution No-2:**

Promoter/ Public	No. of Shares held	No. of Valid Votes Polled	% of Votes Polled on outstanding Shares	No. of Votes- In Favour	No. of Votes- Against	% of Votes in Favour on Votes Polled	% of Votes Against on Votes Polled
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
<b>Promoter &amp; Promoter Group</b>	85926056	80212996	93.3511	80212996	0	100	0
<b>Public-Institutional holders</b>	42476319	23085904	54.3500	23085904	0	100	0
<b>Public-Others</b>	30878764	5247167	16.9928	5237607	9560	99.8178	0.1822
<b>Total</b>	<b>159281139</b>	<b>108546067</b>	<b>68.1474</b>	<b>108536507</b>	<b>9560</b>	<b>99.9911</b>	<b>0.0089</b>

**C. Resolution No-3:**


Promoter/ Public	No. of Shares held	No. of Valid Votes Polled	% of Votes Polled on outstanding Shares	No. of Votes- In Favour	No. of Votes- Against	% of Votes in Favour on Votes Polled	% of Votes Against on Votes Polled
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
<b>Promoter &amp; Promoter Group</b>	85926056	80212996	93.3511	80212996	0	100	0
<b>Public-Institutional holders</b>	42476319	23085904	54.3500	23085904	0	100	0
<b>Public-Others</b>	30878764	5246421	16.9903	5237006	9415	99.8205	0.1794
<b>Total</b>	<b>159281139</b>	<b>108545321</b>	<b>68.1470</b>	<b>108535906</b>	<b>9415</b>	<b>99.9913</b>	<b>0.0087</b>





**D. Resolution No-4:**

Promoter/ Public	No. of Shares held	No. of Valid Votes Polled	% of Votes Polled on outstanding Shares	No. of Votes- In Favour	No. of Votes- Against	% of Votes in Favour on Votes Polled	% of Votes Against on Votes Polled
	(1)	(2)	(3)=[(2)/(1)]* 100	(4)	(5)	(6)=[(4)/ (2)]*100	(7)=[(5)/(2)] *100
Promoter & Promoter Group	85926056	80212996	93.3511	80212996	0	100	0
Public- Institutional holders	42476319	23085904	54.3500	14453933	8631971	62.6093	37.3906
Public-Others	30878764	5247321	16.9932	5213992	33329	99.3648	0.6351
Total	159281139	108546221	68.1475	99880921	8665300	92.0169	7.9831

Yours truly,  
For **JUBILANT LIFE SCIENCES LIMITED**  
  
(LALIT JAIN)  
COMPANY SECRETARY

BSE Limited  
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Mumbai - 400 001

The National Stock Exchange of India Ltd.  
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Bandra Kurla Complex  
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**Sub: Passing of Resolutions by Postal Ballot**

Dear Sir,

This is to inform you that based on the Postal Ballot forms/e-Voting received from shareholders and as per the Scrutinizer's Report dated March 21, 2014, the following four resolutions have been declared passed with requisite majority, through postal ballot/e-Voting:-

**Resolution No. 1** - Special Resolution for sale of API and Dosage Forms business undertakings of the Company to Jubilant Generics Limited, a wholly owned subsidiary of Jubilant Pharma Limited, Singapore.

**Resolution No. 2** - Special Resolution for sale of shareholding of the Company in certain subsidiaries to Jubilant Generics Limited, a wholly owned subsidiary of Jubilant Pharma Limited, Singapore.

**Resolution No. 3** - Special Resolution for alteration in Articles of Association by way of insertion of a new Article 125A after Article 125 of the Articles of Association of the Company.

**Resolution No. 4** - Ordinary Resolution for contribution to bona fide charitable and other funds upto Rs. 10 crores in a financial year.

A summary of the votes received on these resolutions is given below:-

Particulars	Resolution No. 1 (Special Resolution)	Resolution No. 2 (Special Resolution)	Resolution No. 3 (Special Resolution)	Resolution No. 4 (Ordinary Resolution)
Total Postal Ballot Forms/ e-Voting received	494	494	493	497
Less : Invalid Postal Ballot Forms/e-Voting	23	23	24	23
Valid Postal Ballot Forms/e-Voting	471	471	469	474
Total valid Votes polled	108546067	108546067	108545321	108546221
Votes in favour of the Resolution	108535937	108536507	108535906	99880921
Votes against the Resolution	10130	9560	9415	8665300
Percentage of Votes in favour, to total valid Votes polled	99.9906	99.9911	99.9913	92.0169

A certified copy each of the above resolutions is enclosed for your ready reference.

Yours truly,  
For **JUBILANT LIFE SCIENCES LIMITED**

  
(LALIT JAIN)  
COMPANY SECRETARY

Encl.: As above

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**CERTIFIED TRUE COPY OF THE SPECIAL RESOLUTION PASSED BY THE MEMBERS OF JUBILANT LIFE SCIENCES LIMITED THROUGH POSTAL BALLOT ON MARCH 21, 2014.**

**1. SALE OF BUSINESS UNDERTAKINGS**

“**RESOLVED THAT** pursuant to the relevant provisions of Companies Act, 1956 and the Companies Act, 2013 (as may be applicable) (hereinafter referred to as “**the Act**”) {including section 180 and section 188 (as and when the same is notified) of the Companies Act, 2013}, the Memorandum and Articles of Association of the Company and other applicable provisions, if any, of the Act, and such other approvals, sanctions, consents and permissions as may be deemed necessary by the Board of Directors, consent be and is hereby accorded to the Board of Directors of the Company or any Committee thereof, for the transfer and vesting of two business undertakings namely (i) Active Pharmaceuticals Ingredients (API) Business and (ii) Dosage Forms Business of the Company, together with all assets and liabilities including manufacturing facilities, R&D facilities, employees, contracts, licences, permits, rights, obligations, IPRs, consents and approvals relating to the said undertakings, (“**Business Undertakings**”) to Jubilant Generics Limited (“**JGL**”), a wholly owned subsidiary of Jubilant Pharma Limited, Singapore (“**JPL**”), (which is a wholly owned subsidiary of the Company), on a going concern basis, by way of a ‘slump sale’ (as defined in Section 2(42C) of the Income Tax Act, 1961) for a lump sum consideration of Rs. 929.3 crores, subject, at all times, to JPL and/or its subsidiaries achieving financial closure in order to meet the obligations to purchase the Business Undertakings.

**RESOLVED FURTHER THAT** the Board of Directors of the Company or any Committee thereof will have absolute discretion in deciding whether this resolution is required to be made effective or not and, in the event it is decided by the Board of Directors of the Company or such Committee thereof that such resolution is to be made effective, to determine the date on which such resolution shall become effective.

**RESOLVED FURTHER THAT** the Board of Directors of the Company or any Committee thereof, be and are hereby authorized to execute the documents, deeds or writings required to be executed in relation to the transfer and vesting of the Business Undertakings and other incidental documents, make applications to regulatory and governmental authorities for the purposes of obtaining all approvals, consents, permissions and sanctions required by the Company and to do all acts and deeds to give effect to this resolution.”

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**LALIT JAIN  
COMPANY SECRETARY**

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**2. SALE OF SHAREHOLDING OF THE COMPANY IN CERTAIN SUBSIDIARIES TO JUBILANT GENERICS LIMITED**

**“RESOLVED THAT** pursuant to the relevant provisions of Companies Act, 1956 and the Companies Act, 2013 (as may be applicable)(hereinafter referred to as **“the Act”**){including section 188 (as and when the same is notified) of the Companies Act 2013}, the Memorandum and Articles of Association of the Company and other applicable provisions, if any, of the Act, and such other approvals, sanctions, consents and permissions as may be deemed necessary by the Board of Directors, consent be and is hereby accorded to the Board of Directors of the Company or any Committee thereof, for the transfer of 200 shares representing 18% share capital of Jubilant Pharma Holdings Inc., USA , and 13,900,000 shares representing 77.65% share capital of Jubilant Pharma NV, Belgium, held by the Company to Jubilant Generics Limited (**“JGL”**), a wholly owned subsidiary of Jubilant Pharma Limited, Singapore (**“JPL”**), (which is a wholly owned subsidiary of the Company), for a cash consideration (net of debt of Rs. 189.7 crores) of Rs. 215.8 crores, in accordance with the terms and conditions mutually agreed to between the Company and JGL, subject, at all times, to JPL and/or its subsidiaries achieving financial closure in order to meet the obligations to purchase the shares.

**RESOLVED FURTHER THAT** the Board of Directors of the Company or any Committee thereof will have absolute discretion in deciding whether this resolution is required to be made effective or not and in the event it is decided by the Board of Directors of the Company or such Committee thereof that such resolution is to be made effective, to determine the date on which such resolution shall become effective.

**RESOLVED FURTHER THAT** the Board of Directors of the Company or any Committee thereof, be and are hereby authorized to execute the documents, deeds or writings required to be executed in relation to the transfer of the shares and other incidental documents, make applications to regulatory and governmental authorities for the purposes of obtaining all approvals, consents, permissions and sanctions required by the Company and to do all acts and deeds to give effect to this resolution.”

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**COMPANY SECRETARY**

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**3. ALTERATION OF ARTICLES OF ASSOCIATION**

“**RESOLVED THAT** pursuant to Section 31 and other relevant provisions of the Companies Act, 1956 and the relevant provisions of the Companies Act, 2013 (as may be applicable) {including Section 14 of the Companies Act, 2013 (as and when the same is notified)}, the existing Articles of Association of the Company (“**Articles**”) be altered by insertion of following Article 125A after Article 125:

125A. An individual may be appointed or reappointed to, or hold, the position of Chairperson or Co-Chairperson of the Company and also its Managing Director or Chief Executive Officer (as the case may be) at the same time.”

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*Lalit Jain*  
**LALIT JAIN**  
**COMPANY SECRETARY**

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**4. CONTRIBUTION TO CHARITABLE FUNDS**

“**RESOLVED THAT** pursuant to the provisions of Section 181 and other applicable provisions, if any, of the Companies Act, 2013, consent be and is hereby accorded to the Board of Directors of the Company (“**the Board**”) to contribute an amount upto Rs. 10 crores, in one or more tranches, in any financial year, either directly or through a non-profit organization, or in any other way considered appropriate by the Board, to such bona fide charitable and other funds as may be deemed fit and appropriate by the Board.”

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