

PROCEEDINGS OF THE ANNUAL GENERAL MEETING OF THE MEMBERS OF JUBILANT LIFE SCIENCES LIMITED HELD ON TUESDAY, SEPTEMBER 2, 2014, AT 11:30 A.M. AT THE REGISTERED OFFICE OF THE COMPANY AT BHARTIAGRAM, GAJRAULA-244223, DIST AMROHA, U.P.

1. Adoption of Audited Financial Statements for the year ended March 31, 2014 together with the reports of the Auditors and Directors thereon

Ordinary Resolution:

“RESOLVED THAT the Audited Financial Statements for the year ended March 31, 2014 including Balance Sheet of the Company as at March 31, 2014 and the Statement of Profit & Loss for the year ended on that date and the Reports of the Auditors and Directors thereon, be and are hereby adopted.”

The Ordinary Resolution was carried with requisite majority.

2. Declaration of Dividend on Equity Shares

Ordinary Resolution:

“RESOLVED THAT a dividend at the rate of 300% (i.e. Rs. 3 per equity share) on 159,281,139 equity shares of Re. 1/- each be and is hereby declared for the year ended March 31, 2014, and the same be paid to those Members or their mandates –

- a) Whose names appeared as Beneficial Owners as at the end of Business hours on Friday, August 22, 2014 in the lists of Beneficial Owners furnished by National Securities Depository Limited and Central Depository Services (India) Limited in respect of the shares held in electronic form; and
- b) Whose names appeared as Members in the Register of Members of the Company after giving effect to valid share transfers in physical form lodged with the Company on or before Friday, August 22, 2014.”

The Ordinary Resolution was carried with requisite majority.

3. Re-appointment of Mr. Shyamsundar Bang, who retires by rotation

Ordinary Resolution:

“RESOLVED THAT Mr. Shyamsundar Bang [DIN: 00011327], who retires by rotation, be and is hereby re-appointed as Director of the Company.”

The Ordinary Resolution was carried with requisite majority.



4. Appointment of B S R & Co. LLP, Chartered Accountants, as the Auditors of the Company

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 Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), M/s B S R & Co. LLP, Chartered Accountants, (Registration Number 101248W with the Institute of Chartered Accountants of India), be and are hereby 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 2018 (subject to ratification by the members at every Annual General Meeting to be held after this Annual General Meeting) on such remuneration as may be mutually determined between the said Auditors and Board of Directors of the Company.”

The Ordinary Resolution was carried with requisite majority.

SPECIAL BUSINESS

5. Appointment of Ms. Sudha Pillai as an Independent Director

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”) and the Companies (Appointment and Qualification of Directors) Rules, 2014, read with Schedule IV of the Act (including any statutory modification(s) or re-enactment thereof for the time being in force), Ms. Sudha Pillai [DIN: 02263950] who was appointed as an Additional Director of the Company with effect from September 3, 2013 in terms of Section 260 of the Companies Act, 1956 [corresponding to Section 161(1) of the Act] and whose term of office expires at this Annual General Meeting, be and is hereby appointed as an Independent Director of the Company with effect from September 2, 2014 upto March 31, 2019 and shall not be liable to retire by rotation.”

The Ordinary Resolution was carried with requisite majority.

6. Appointment of Mr. S. Sridhar as an Independent Director

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”) and the Companies (Appointment and Qualification of Directors) Rules, 2014, read with Schedule IV of the Act (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. S. Sridhar [DIN: 00004272], who was appointed as a Director liable to retire by rotation, pursuant to the provisions of the Companies Act, 1956, be and is hereby appointed as an



Independent Director of the Company with effect from September 2, 2014 upto March 31, 2019 and shall not be liable to retire by rotation.”

The Ordinary Resolution was carried with requisite majority.

7. Appointment of Mr. Shardul S. Shroff as an Independent Director

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”) and the Companies (Appointment and Qualification of Directors) Rules, 2014, read with Schedule IV of the Act (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Shardul S. Shroff [DIN: 00009379], who was appointed as a Director liable to retire by rotation, pursuant to the provisions of the Companies Act, 1956, be and is hereby appointed as an Independent Director of the Company with effect from September 2, 2014 upto March 31, 2019 and shall not be liable to retire by rotation.”

The Ordinary Resolution was carried with requisite majority.

8. Appointment of Dr. Inder Mohan Verma as an Independent Director

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”) and the Companies (Appointment and Qualification of Directors) Rules, 2014, read with Schedule IV of the Act (including any statutory modification(s) or re-enactment thereof for the time being in force), Dr. Inder Mohan Verma [DIN: 00365881], who was appointed as a Director liable to retire by rotation, pursuant to the provisions of the Companies Act, 1956, be and is hereby appointed as an Independent Director of the Company with effect from September 2, 2014 upto March 31, 2019 and shall not be liable to retire by rotation.”

The Ordinary Resolution was carried with requisite majority.

9. Appointment of Mr. Suresh Kumar as an Independent Director

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”) and the Companies (Appointment and Qualification of Directors) Rules, 2014, read with Schedule IV of the Act (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Suresh Kumar [DIN: 05352800], who was appointed as a Director liable to retire by rotation, pursuant to the provisions of the Companies Act, 1956, be and is hereby appointed as an Independent Director of the Company with effect from September 2, 2014 upto March 31, 2019 and shall not be liable to retire by rotation.”



The Ordinary Resolution was carried with requisite majority.

10. Approval of remuneration of Cost Auditors - M/s J. K. Kabra & Co., Cost Accountants for the financial year ending March 31, 2015

Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), M/s J. K. Kabra & Co., Cost Accountants, (Registration Number: 9 with the Institute of Cost Accountants of India) appointed by the Board of Directors of the Company as the Cost Auditors, to conduct the audit of the cost records of the Company for the financial year ending March 31, 2015, be paid the remuneration of Rs. 3,00,000/- (Rupees Three Lacs only) and reimbursement of out of pocket expenses, if any, plus applicable taxes.”

The Ordinary Resolution was carried with requisite majority.

