

August 5, 2017

**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 Sir,

**Sub.: Notice of 39<sup>th</sup> Annual General Meeting**

We wish to inform you that the 39<sup>th</sup> Annual General Meeting ('AGM') of the Company will be held on **Tuesday, August 29, 2017 at 11.30 a.m.** at the Registered Office at Bhartiagram, Gajraula, District Amroha - 244 223, U.P. In this regard, we enclose a copy of the Notice of the 39<sup>th</sup> 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, August 19, 2017 to Tuesday, August 29, 2017 (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 Wednesday, September 27, 2017 to those members whose names appear as:

- (a) Beneficial Owners as at the end of business hours on Friday, August 18, 2017 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**  
I-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 transfers in physical form lodged with the Company on or before Friday, August 18, 2017.

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, 4<sup>th</sup> Floor  
Kamala Mills Compound,  
Senapati Bapat Marg, Lower Parel,  
Mumbai - 400 013
2. **Central Depository Services (India) Limited**  
P. J. Towers, 17<sup>th</sup> Floor,  
Dalal Street, Fort  
Mumbai - 400 001
3. **Alankit Assignment Limited**  
Alankit Heights, 1E/13,  
Jhandewalan Extension,  
New Delhi - 110055



## JUBILANT LIFE SCIENCES LIMITED

(CIN: L24116UP1978PLC004624)

Registered Office: Bhartiagram, Gajraula,

District Amroha - 244 223,

Uttar Pradesh, India

E-mail: [investors@jubl.com](mailto:investors@jubl.com)

Website: [www.jubl.com](http://www.jubl.com)

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

## NOTICE

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

**DAY** : TUESDAY  
**DATE** : AUGUST 29, 2017  
**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, 2017 and the Reports of the Board of Directors and Auditors thereon.
2. To declare dividend for the year ended March 31, 2017.
3. To appoint a Director in place of Mr. Hari S Bhartia [DIN: 00010499], who retires by rotation and, being eligible, offers himself for re-appointment.
4. To ratify appointment of the Auditors and to authorise the Board of Directors of the Company to fix their remuneration and for that purpose, to consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force), appointment of M/s BSR & Co. LLP, Chartered Accountants, (Registration Number 101248W/ W-100022 with the Institute of Chartered Accountants of India) be and is hereby ratified as the Auditors of the Company from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the Company on such remuneration as may be mutually determined between the said Auditors and Board of Directors of the Company."

### SPECIAL BUSINESS

5. To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any,

of the Companies Act, 2013 (the 'Act'), the Companies (Appointment and Qualification of Directors) Rules, 2014 read with Schedule IV to the Act (including any statutory modification or re-enactment thereof for the time being in force), Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Appointment and Remuneration Policy of the Company, Mr. Vivek Mehra [DIN: 00101328] who was appointed as an Additional Director of the Company effective from May 23, 2017 in terms of Section 161(1) of the Act and whose term of office expires at this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company for a term upto May 22, 2022 and shall not be liable to retire by rotation."

6. To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 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. Sushil Kumar Roongta [DIN: 00309302] who was appointed as an Additional Director of the Company effective from May 23, 2017 in terms of Section 161(1) of the Act and whose term of office expires at this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company for a term upto May 22, 2022 and shall not be liable to retire by rotation."

7. 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. Priyavrat Bhartia [DIN: 00020603] who was appointed as an Additional Director of the Company effective from May 23, 2017 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.”

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. Arjun Shanker Bhartia [DIN: 03019690] who was appointed as an Additional Director of the Company effective from May 23, 2017 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 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. Pramod Yadav [DIN: 05264757] who was appointed as an Additional Director of the Company effective from April 1, 2017 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.”

10. 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. Pramod Yadav [DIN: 05264757] as Whole-time Director of the Company (‘WTD’) for a period of two years effective from April 1, 2017 on the following terms and conditions including remuneration:

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

**A. Basic Salary:** ₹ 106.51 Lac per annum.

**B. House Rent Allowance (HRA):** He will be paid HRA of ₹ 63.91 Lac per annum.

**C. Special & Other Allowances:**

He will be paid special allowance upto ₹ 58.01 Lac per annum.

**D. Annual Variable Pay:**

Performance linked Variable Pay of ₹ 102.95 Lac shall be paid at 100% of performance achievement. Payout of the Performance Pay would be determined based on performance parameters laid out in the Company’s Variable Pay Plan.

**E. Perquisites:**

Following perquisites shall be allowed in addition to the salary:

a) Company Car

i. He will be provided suitable company car.

ii. Payment of car expenses upto ₹ 4.50 Lac per annum.

b) Telephone

Telephone at residence and mobile phone shall be provided.

**F. Retrials:**

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

**G. Other Benefits and Amenities:**

a) Leave Travel Allowance as per the rules of the Company.

b) Other amenities and benefits like medical reimbursement, 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 shall be within the limits prescribed under Section 197 read with Schedule V and other applicable provisions, if any, of the Act.
- 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) subject to the limits and conditions specified under 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."

11. To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Section 197, 198 and other applicable provisions, if any, of the Companies Act, 2013 (the 'Act') read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force), Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, approval of the members be and is hereby accorded to payment of commission to Directors other than Managing Director(s) / Whole-time Director(s) (hereinafter referred to as the 'Non-Executive Directors'), in addition to sitting fees for attending meetings of the Board of Directors, Independent Directors, committee(s) of the Board, etc. not exceeding in the aggregate, one per cent per annum of the net profits of the Company calculated in accordance with the provisions of Section 198 and other applicable provisions, if any, of the Act, to be paid to and distributed amongst the Non-Executive Directors in such amounts or proportions and in such manner as the Board of Directors (hereinafter referred

to as the 'Board' which term shall be deemed to include any committee which the Board has constituted to exercise its powers, including powers conferred by this resolution) may determine and such payment shall be made in respect of the profits of the Company for each of the five years commencing from April 1, 2017.

**RESOLVED FURTHER THAT** the Board 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."

12. 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, 2018, 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 23, 2017

### 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 39<sup>th</sup> Annual General Meeting ('AGM' or the 'Meeting') is annexed.
2. Brief profiles and other information of Directors proposed to be appointed / re-appointed are annexed hereto.
3. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND TO VOTE ON POLL INSTEAD OF HIMSELF/ HERSELF. A PROXY NEED NOT BE A MEMBER OF THE COMPANY.**

**THE INSTRUMENT APPOINTING THE PROXY, IN ORDER TO BE EFFECTIVE, MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY, DULY COMPLETED AND SIGNED, NOT LESS THAN FORTY-EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING. MEMBERS/ PROXIES SHOULD FILL THE ATTENDANCE SLIP FOR ATTENDING THE MEETING.**

A person can act as proxy on behalf of members not exceeding fifty (50) in number and holding, in aggregate, not more than ten percent of the total share capital of the Company carrying voting rights. However, a member

holding more than ten percent of the total share capital of the Company carrying voting rights, may appoint a single person as proxy and such person shall not act as proxy for another person or member.

4. Corporate members intending to send their authorised representative(s) to attend the Meeting are requested to send a certified copy of the Board Resolution authorising their representative(s) to attend and vote on their behalf at the Meeting.
5. The Register of Members and Share Transfer Books of the Company will remain closed from Saturday, August 19, 2017 to Tuesday, August 29, 2017 (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 Wednesday, September 27, 2017 to those members or their mandates:

- whose names appear as Beneficial Owners as at the end of business hours on Friday, August 18, 2017 in the lists of Beneficial Owners furnished by National Securities Depository Limited ('NSDL') and Central Depository Services (India) Limited ('CDSL') in respect of the shares held in electronic form; and
- whose names appear as members in the Register of Members of the Company after giving effect to valid share transfers in physical form lodged with the Company on or before Friday, August 18, 2017.

#### 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 2008-09 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 2009-10 is due for transfer to the Fund in November, 2017. 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 2009-10 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 initiated necessary actions for transfer of the shares in respect of which dividend declared for the financial year 2008-09 or earlier financial years has not been paid or claimed by the members for 7 (seven) consecutive years or more. Members are advised to visit the web-link: <http://www.jubl.com/investors/unclaimed-dividend> to ascertain details of shares liable for transfer to the IEPF Authority.

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

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

12. 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 2016-17, 76,090 equity shares pertaining to 81 members were transferred to the respective members. The voting rights on the remaining shares lying in this Account will remain frozen till the rightful owners of such shares claim the shares. Members may approach RTA to get their shares released from this Account.

15. Queries on the Annual Report and operations of the Company, if any, may please be sent to the Company's registered office

at Bhartiagram, Gajraula, District Amroha-244223, 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)

1E/ 13, Alankit Heights,

Jhandewalan Extension,

New Delhi - 110 055, India

Phone : +91-11-2354 1234/4254 1234

Fax : +91-11-4154 3474

E-mail : [rt@alankit.com](mailto:rt@alankit.com)

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

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

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

Members holding shares in physical form may get their email addresses registered/ updated by providing their Name, Folio Number, E-mail ID and consent to receive the Notices, Annual Reports and other documents through electronic mode, by sending an email at [rt@alankit.com](mailto:rt@alankit.com) or [investors@jubl.com](mailto:investors@jubl.com).

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

19. Notice of the AGM (along with Attendance Slip, Proxy Form and Route Map for AGM Venue) and the Annual Report for the Financial Year 2016-17 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 2016-17 are also available on the Company's website [www.jubl.com](http://www.jubl.com). The Notice is also available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

21. All the documents referred to in the Notice are open for inspection at the Registered Office and Corporate Office of the Company on all working days between 11:00 a.m. and 1:00 p.m. upto the date of the AGM and also at the venue of the AGM.

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 Saturday, August 26, 2017 and ends at 5:00 p.m. (IST) on Monday, August 28, 2017. During this period, members of the Company holding shares either in physical form or in dematerialized form, as on the Cut-off date of Tuesday, August 22, 2017 ('Cut-off date'), may cast their vote by remote e-Voting. No remote e-Voting shall be allowed beyond the aforesaid date and time and remote e-Voting module shall be disabled by NSDL upon expiry of the aforesaid period. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.

V. The instructions for remote e-Voting are as under:

#### A. In case of members receiving an e-mail from NSDL

- (i) Open e-mail and open PDF file viz.; 'Remote e-Voting.pdf' with your Client ID or Folio No. as password. The said PDF file contains your User ID and Password for remote e-Voting. Please note that the password is an initial password.

Note: Shareholders who have already registered with NSDL for e-voting will not receive the PDF file 'Remote e-Voting.pdf'.

- (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>
- (iii) Click on Shareholder - Login
- (iv) Put User ID and Password as initial password/PIN noted in step (i) above. Click Login.
- (v) The Password change menu appears on your screen. Change the Password with new Password of your choice with minimum 8 digits/ characters or combination thereof. Note the new Password. It is strongly recommended not to share your Password with any other person and take utmost care to keep your Password confidential.
- (vi) Home page of remote e-Voting opens, click on remote e-Voting> Active Voting Cycles.
- (vii) Select Electronic Voting Event Number ('EVEN') of Jubilant Life Sciences Limited as given in the body of e-mail.
- (viii) Now you are ready for remote e-Voting as Cast Vote page opens.
- (ix) Cast your vote by selecting appropriate option and click on 'Submit' and also 'Confirm' when prompted.
- (x) Upon confirmation, the message 'Vote cast successfully' will be displayed.
- (xi) Once the votes on the resolutions are cast, the member shall not be allowed to change these subsequently and to cast vote again.
- (xii) Institutional shareholders (i.e. other than individuals, HUF, NRI, etc.) are required to send scanned copy (PDF/ JPG Format) of the relevant Board Resolution/ Authority letter, etc. together with attested specimen signature of the duly authorised signatory(ies) who are authorised to vote, to the Scrutinizer through e-mail at [contact@cssanjaygrover.in](mailto:contact@cssanjaygrover.in) or [JLL\\_agm2017@jubl.com](mailto:JLL_agm2017@jubl.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).

- B. In case of members receiving physical copies of the Notice of the AGM
- (i) Initial Password, along with User ID and EVEN is provided at the bottom of Attendance Slip.
  - (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.

## (2) Voting at AGM

The members who have not cast their vote by remote e-Voting can exercise their voting rights at the AGM. The Company will make necessary arrangements of Polling Papers at the AGM venue.

## (3) Other Instructions

- I. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and remote e-Voting user manual for Shareholders available at the Downloads section of [www.evoting.nSDL.com](http://www.evoting.nSDL.com) or call at toll free no.: 1800-222-990.
- II. If you are already registered with NSDL for remote e-Voting, you can use your existing User ID and Password for casting your vote.  
Note: Shareholders who have lost their login credentials can use the "Forgot User Details/Password" or "Physical User Reset Password" option available on [www.evoting.nSDL.com](http://www.evoting.nSDL.com).
  - a. For Shareholders holding shares in demat mode, user-ID is the combination of DP ID + Client ID.
  - b. For Shareholders holding shares in physical mode, user ID is the combination of EVEN No. + Folio No.
- III. You can also update your mobile number and Email ID in the user profile details of the folio which may be used for sending future communication(s).
- IV. Voting rights (for voting through remote e-Voting as well as Polling Paper) shall be reckoned on the paid up value of the shares registered in the name of the members of the Company as on Cut-off date i.e. August 22, 2017.
- V. Any person, who acquires shares of the Company and becomes member of the Company after dispatch of the Notice of the AGM and holding shares as of the Cut-off date i.e. August 22, 2017, may obtain the User ID and Password by sending a request (alongwith Name, Folio No./ DP ID & Client ID, as the case may be and shareholding) at [evoting@nSDL.co.in](mailto:evoting@nSDL.co.in) or to RTA at [rta@alankit.com](mailto:rta@alankit.com).

However, if you are already registered with NSDL for remote e-Voting then you can use your existing User ID and Password for casting your vote. If you forgot your Password, you can reset your Password by using 'Forgot User Details/Password' or 'Physical User Reset Password' option available on [www.evoting.nSDL.com](http://www.evoting.nSDL.com) or contact NSDL on toll free no.: 1800-222-990.

In case of any queries or grievances connected with voting by electronic means, you may contact Mr. Amit Vishal, Senior Manager, NSDL through e-mail at [evoting@nSDL.co.in](mailto:evoting@nSDL.co.in) / [amitv@nSDL.co.in](mailto:amitv@nSDL.co.in) or on Toll Free No.: 1800-222-990 / Telephone No.: 022-2499 4360 or Mr. Pankaj Goenka, Assistant Vice President, Alankit Assignments Limited through email at [rta@alankit.com](mailto:rta@alankit.com) or on Telephone No.: 011-4254 1234.

- VI. A member may participate in the AGM even after exercising his right to vote through remote e-Voting but shall not be allowed to vote again at the AGM.
- VII. A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on the Cut-off date only shall be entitled to avail the facility of remote e-Voting or voting at the AGM through Polling Paper.  
  
A person who is not a member as on the Cut-off date should treat this Notice for information purpose only.
- VIII. Mr. Sanjay Grover (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.
- IX. The Chairman shall, at the end of discussion on the resolutions placed at the AGM on which voting is to be held, allow voting with the assistance of the Scrutinizer, by use of Polling Paper for all those members/ proxies who are present at the AGM but have not cast their votes by availing the remote e-Voting facility.
- X. Please note that the members who have exercised their right to vote through electronic means as above shall not be eligible to vote by way of Polling Paper at the AGM. Votes cast under Poll taken together with the votes cast through remote e-Voting shall be counted for the purpose of passing of resolution(s). No voting by show of hands will be allowed at the AGM.
- XI. The Scrutinizer, after scrutinizing the votes cast at the AGM and through remote e-Voting, will make a consolidated Scrutinizer's report and submit the same to Chairman within the time prescribed under the Listing Regulations and/ or the Act.
- XII. The results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company [www.jubl.com](http://www.jubl.com) and on the website of NSDL immediately after declaration of result by the Chairman or a Director so authorised and the results shall also be communicated to the Stock Exchanges. The results shall be displayed at the Registered Office at Bhartiagram, Gajraula, District Amroha-244 223, Uttar Pradesh and

the Corporate Office at 1A, Sector 16A, Noida-201 301, Uttar Pradesh.

XIII. Subject to receipt of requisite number of votes, the resolutions shall be deemed to be passed at the 39<sup>th</sup> AGM scheduled to be held on Tuesday, August 29, 2017.

## **ANNEXURE TO NOTICE**

### **EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 IN RESPECT OF ITEM NOS. 5 TO 12**

#### **ITEM NO. 5 AND 6**

In terms of the Appointment and Remuneration Policy of the Company and pursuant to the recommendation of the Nomination, Remuneration and Compensation Committee, the Board of Directors has appointed Mr. Vivek Mehra and Mr. Sushil Kumar Roongta as Additional Directors in the category of Independent Directors, effective from May 23, 2017. Pursuant to the provisions of Section 161 of the Companies Act, 2013 (the 'Act'), Mr. Vivek Mehra and Mr. Sushil Kumar Roongta hold office upto the date of ensuing AGM and are eligible for appointment as Directors of the Company. As per Section 149 of the Act, an Independent Director shall hold office for a term upto five consecutive years on the Board of a company and shall not be liable to retire by rotation.

Notice along with deposit of the requisite amount stipulated under Section 160 of the Act has been received from a member intending to propose the candidature of Mr. Vivek Mehra and Mr. Sushil Kumar Roongta for appointment as Directors of the Company. Mr. Vivek Mehra and Mr. Sushil Kumar Roongta have given their consent to act as Directors. They are not disqualified from being appointed as Directors in terms of Section 164 of the Act. The Company has also received declarations from these Directors that they meet the criteria of independence as stipulated under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the 'Listing Regulations').

The Board considers that continued association of both the Directors would be of immense benefit to the Company and it is desirable to continue to avail their services as Directors of the Company. In the opinion of the Board of Directors, both the Directors fulfil the conditions specified in the Act and the Rules made thereunder read with the Listing Regulations for their appointment as Independent Directors of the Company and they are independent of the management of the Company.

The terms and conditions of appointment (including remuneration) of both the Directors shall be open for inspection by the members at the Registered Office and Corporate Office of the Company between 11:00 a.m. and 1:00 p.m. on all working days. The said terms and conditions are also posted on the Company's website [www.jubl.com](http://www.jubl.com).

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

Mr. Vivek Mehra and Mr. Sushil Kumar Roongta, 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 and their relatives is concerned or interested, financially or otherwise, in the resolutions set out at Item Nos. 5 and 6 of the Notice. The Board of Directors recommends the resolutions set out at Item Nos. 5 and 6 of the Notice for approval of the members by way of Ordinary Resolutions.

#### **ITEM NO. 7 AND 8**

In terms of the Appointment and Remuneration Policy of the Company and pursuant to the recommendation of the Nomination, Remuneration and Compensation Committee, the Board of Directors has appointed Mr. Priyavrat Bhartia and Mr. Arjun Shanker Bhartia as Additional Directors (Non-Executive), effective from May 23, 2017. Pursuant to the provisions of Section 161 of the Companies Act, 2013 (the 'Act'), Mr. Priyavrat Bhartia and Mr. Arjun Shanker Bhartia hold office upto the date of ensuing AGM and are eligible for appointment as Directors of the Company.

Notice along with the deposit of the requisite amount stipulated under Section 160 of the Act has been received from a member intending to propose the candidature of Mr. Priyavrat Bhartia and Mr. Arjun Shanker Bhartia as Directors of the Company. Mr. Priyavrat Bhartia and Mr. Arjun Shanker Bhartia have given their consent to act as Directors. They are not disqualified from being appointed as Directors in terms of Section 164 of the Act. Once appointed, they would be liable to retire by rotation.

The Board considers that continued association of both the Directors would be of immense benefit to the Company and it is desirable to continue to avail their services as Directors of the Company.

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 of the Notice.

Mr. Priyavrat Bhartia, the proposed appointee and Mr. Shyam S Bhartia, Chairman may be deemed to be concerned or interested in the resolution set out at Item No. 7 of the Notice. Mr. Arjun Shanker Bhartia, the proposed appointee and Mr. Hari S Bhartia, Co-Chairman and Managing Director, may be deemed to be concerned or interested in the resolution set out at Item No. 8 of the Notice. Except above, none of the other Directors, Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolutions set out at Item Nos. 7 and 8 of the Notice.

The Board of Directors recommends the resolutions set out at Item Nos. 7 and 8 of the Notice for approval of the members by way of Ordinary Resolutions.

#### **ITEM NO. 9 AND 10**

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. Pramod Yadav as an Additional Director of the Company, effective from April 1, 2017. Pursuant to the provisions of Section 161 of the Companies Act, 2013 (the 'Act'),

Mr. Pramod Yadav holds office upto the date of ensuing AGM and is eligible for appointment as Director of the Company.

Notice along with deposit of the requisite amount stipulated under Section 160 of the Act has been received from a member intending to propose the candidature of Mr. Pramod Yadav for appointment as Director of the Company. Mr. Yadav 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. Pramod Yadav as Whole-time Director ('WTD') of the Company for a period of two years effective from April 1, 2017 on the terms and conditions including remuneration set out in the Notice. This is subject to the applicable provisions of the Act, the Rules made thereunder and approval of the members.

Mr. Pramod Yadav has over 3 decades of experience and has been associated with the Company for more than 21 years. Prior to his appointment as WTD, he was the Co-CEO of the Life Science Ingredients business of the Company. He will continue to discharge the above responsibilities and will also discharge the functions of WTD.

Considering his long association with the Company and rich experience in various fields, the appointment of Mr. Pramod Yadav 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. Pramod Yadav 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 for the same 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 APIs, 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. 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 3 world class research centres in India and USA.	
2.	Date of Commencement of Commercial Production	Commercial operations commenced in the year 1982	
3.	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not applicable	
4.	Financial Performance based on given indicators	As per Standalone Audited Financials	
		(₹ in Million)	
		<b>Particulars</b>	<b>FY 2016-17</b>
		Paid up Capital	159.3
		Reserves excluding Revaluation Reserves	20,268.8
		Total Revenue	26,748.8
		Total Expenses	25,603.6
		Profit before Tax	1,145.2
	Tax Expenses	353.3	
	Profit after Tax	791.9	
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.	

<b>II. Information about the Appointee</b>	
1. Background details	Mr. Pramod Yadav, 53 years, holds a Bachelor's degree in Technology from ICT (Institute of Chemical Technology) [the erstwhile UDCT (Mumbai Department of Chemical Technology)] and a Masters in Marketing Management from Jamnalal Bajaj Institute of Management Studies. Mr. Pramod Yadav has over 3 decades of experience and has been associated with the Company for more than 21 years. Prior to his appointment as WTD, he was the Co-CEO of the Life Science Ingredients business of the Company.
2. Past remuneration	Annual remuneration of Mr. Pramod Yadav for Financial Year 2016-17 was ₹ 414.10 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. Pramod Yadav devotes his full time and attention to the business of the Company, subject to the superintendence, control and directions of the Board. Mr. Pramod Yadav has over 3 decades of experience and has been associated with the Company for more than 21 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. Mr. Pramod Yadav devotes his full time and attention to the business of the Company, subject to the superintendence, control and directions of the Board.
7. Pecuniary relationship, directly or indirectly, with the Company or relationship with the managerial personnel, if any	Besides the remuneration proposed, Mr. Pramod Yadav does not have any pecuniary relationship with the Company. Further, he is not related to any managerial personnel of the Company.
<b>III. Other Information</b>	
1. Reasons of loss or inadequate profits	The Company does not envisage any loss or inadequate profits during the tenure of appointment of Mr. Pramod Yadav. 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.
<b>IV. Disclosures</b>	
Mr. Pramod Yadav has been appointed as WTD effective from April 1, 2017. 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 2016-17.	

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 of the Notice.

Memorandum setting out the terms and conditions of appointment including remuneration is available 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.

None of the Directors or Key Managerial Personnel or their relatives except Mr. Pramod Yadav, the proposed appointee, is concerned or interested, financially or otherwise, in the resolutions set out at Item Nos. 9 and 10 of the Notice.

The Board of Directors recommends the resolutions set out at Item Nos. 9 and 10 of the Notice for approval of the members by way of Ordinary Resolution and Special Resolution, respectively.

#### **ITEM NO. 11**

Section 197 of the Companies Act, 2013 (the 'Act') read with Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 permits payment of remuneration to Non-Executive Directors (the 'NEDs'), inter alia, by way of commission, subject to approval of the members in the general meeting.

The members of the Company at the 34th AGM held on August 28, 2012, approved the remuneration payable to NEDs of the

Company by way of commission, in addition to sitting fees for attending the meetings of the Board of Directors or Committee(s) thereof, not exceeding in the aggregate, one percent per annum of the net profits of the Company, subject to a maximum of ₹ 10 Lac per annum to any such Non-Executive Director, for each of the five years commencing from April 1, 2012. The resolution was valid upto the Financial Year ended March 31, 2017.

Considering the rich experience and expertise brought to the Board by the NEDs and to compensate them for their time and efforts in providing strategic inputs for growth of the business, approval of the members is sought to continue to pay commission for another term of five years commencing from April 1, 2017 to be paid and distributed amongst the NEDs or some or any of them as may be decided by the Board of Directors. The aggregate of commission to all such NEDs in a year shall not exceed one percent of net profits of the Company for that year. Payment of commission shall be in addition to the sitting fees paid for attending meetings of the Board of Directors, Independent Directors, Board's Committee(s), etc.

Mr. Shyam S Bhartia, Mr. S Sridhar, Ms. Sudha Pillai, Dr. Ashok Misra, Mr. Sushil Kumar Roongta, Mr. Vivek Mehra, Mr. Priyavrat Bhartia and Mr. Arjun Shanker Bhartia, Non-Executive Directors of the Company and Mr. Hari S Bhartia, relative of Mr. Shyam S Bhartia and Mr. Arjun Shanker Bhartia are concerned or interested in the Resolution. None of the other Director, Key Managerial Personnel or their relatives are concerned or interested, financially or otherwise, in the resolution.

The Board of Directors recommends the resolution set out at Item No. 11 of the Notice for approval of the members by way of Ordinary Resolution.

#### **ITEM NO. 12**

The Board of Directors has, at its meeting held on May 23, 2017, 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, 2018, pursuant to the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 including any statutory modification or re-enactment thereof for the time being in force.

The appointment has been made at a remuneration of ₹ 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, 2018 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. 12 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. Hari S Bhartia**

Mr. Hari S Bhartia, 60 years, is the Co-Chairman and Managing Director of Jubilant Life Sciences Limited. He holds a Bachelors' degree in Chemical Engineering from the Indian Institute of Technology, Delhi.

He was awarded the Distinguished Alumni Award from the Indian Institute of Technology, Delhi in 2000. He has rich industrial experience of over 32 years in the pharmaceuticals and specialty chemicals, food, oil and gas (exploration and production) and aerospace sectors and has been instrumental in developing strategic alliances and affiliations with leading global companies. He has been associated in various capacities with the IIT system and with the Ministry of Human Resource Development, Government of India.

He is a former President of the Confederation of Indian Industry (CII) and a member of several educational, scientific and technological programmes of the Government of India. He is the former Chairman of the Board of Governors of the Indian Institute of Management (IIM), Raipur and Indian Institute of Technology (IIT), Kanpur. He currently Chairs the Board of Governors, Indian Institute of Management, Vishakhapatnam.

He is a member of several CEO Forums and prominent being the India-USA CEO Forum and India-France CEO Forum. He is a regular participant at the World Economic Forum Annual Meeting in Davos and was Co-Chair of the Davos Annual Meeting of the World Economic Forum 2015.

His immense contributions have been recognized by various awards. He, along with Mr. Shyam S Bhartia, was felicitated with the Entrepreneur of the Year Award at the prestigious AIMA Managing India Awards 2013, presented by the President of India. He also shared with Mr. Shyam S Bhartia, Ernst & Young Entrepreneur of the Year Award 2010 for Life Sciences & Consumer Products category.

He is on the Board of the Company since November 1, 1983. He holds 3,60,885 equity shares of the Company. He also holds directorships in the following companies/bodies corporate:

- Jubilant FoodWorks Limited
- Jubilant Industries Limited
- Jubilant Pharma Limited
- Jubilant Bhartia Foundation
- Jubilant Securities Private Limited
- Jubilant Enpro Private Limited
- Jubilant Offshore Private Limited
- Jaytee Private Limited
- HSB Trustee Company Private Limited

- HKB Trustee Company Private Limited
- HS Trustee Company Private Limited
- KHB Trustee Company Private Limited
- HSB Corporate Consultants Private Limited
- BT Telecom India Private Limited
- Shriram Pistons & Rings Limited

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

Sr. No.	Name of Company	Name of Committee	Chairman/Member
1	Jubilant Life Sciences Limited	Sustainability & CSR Committee	Member
		Finance Committee	Member
		Capital Issue Committee	Member
		Fund Raising Committee	Member
2	Jubilant FoodWorks Limited	Nomination, Remuneration & Compensation Committee	Member
		Regulatory & Finance Committee	Member
3	Jubilant Industries Limited	Finance Committee	Chairman
		Sustainability & CSR Committee	Chairman
		Restructuring Committee	Chairman
4	HSB Corporate Consultants Private Limited	Corporate Social Responsibility Committee	Member

During the Financial Year ended March 31, 2017, Mr. Hari S Bhartia attended four meetings of Board of Directors of the Company held on May 24, 2016, August 9, 2016, October 27, 2016 and February 7, 2017.

There is no change in the terms and conditions (including remuneration) of appointment of Mr. Hari S Bhartia as Co-Chairman and Managing Director of the Company, as approved by the members at the AGM held on August 30, 2016. During the Financial Year 2016-17, Mr. Hari S Bhartia was paid remuneration of ₹ 425.49 Lac including commission of ₹ 60 Lac payable.

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

## 2. Mr. Vivek Mehra

Mr. Vivek Mehra, 62 years, is a member of the Institute of Chartered Accountants of India. He is a well-respected professional with over 35 years of experience in tax, regulatory and M&A tax structuring and consulting space.

He has held various leadership roles in Pricewaterhousecoopers Private Limited ('PWC'). He was also Director on the Board of Union Bank of India, Punjab & Sind Bank and Ranbaxy Laboratories Limited.

He was also associated with many Committees of the Institute of Chartered Accountants of India and is currently a member of the FICCI Steering Committee and National Executive Committee.

He holds directorships in the following companies/bodies corporate:

- Coopers and Lybrand Private Limited
- Support Services Management (India) Private Limited

He is not a member of any committee of the Company or any other company in India and does not hold any shares of the Company by himself or for any other person on a beneficial basis.

He is not related to any Director or Key Managerial Personnel of the Company. The disclosures with respect to the remuneration last drawn and Board meetings attended are not applicable.

## 3. Mr. Sushil Kumar Roongta

Mr. Sushil Kumar Roongta, 67 years, is an Independent Director of the Company. He holds a Bachelor's degree in Electrical Engineering from the Birla Institute of Technology & Science (BITS), Pilani, and a Post Graduate Diploma in Business Management-International Trade, from the Indian Institute of Foreign Trade (IIFT), New Delhi. He is a Fellow of All India Management Association (AIMA).

Mr. Roongta was Executive Chairman of Steel Authority of India Limited (SAIL) from August 2006 to May 2010. During his tenure, ranking of SAIL among 'World Class Steel Makers' moved upto second position from the seventeenth, as per World Steel Dynamics, USA.

Mr. Roongta headed a 'Panel of Experts on the Reforms in the Central PSEs' constituted by the Planning Commission. He has also been a member of the Committee formed by the Ministry of Corporate Affairs to formulate Policy Document on Corporate Governance. Mr. Roongta is associated with several academic institutions and has been Chairman, Board of Governors, IIT Bhubaneswar (2012-2015) and is a member of Board of Management, JKL University. He is also associated with Apex Chambers, being Member of Steering Committee and Chair of Metal Committee of FICCI and Chair of National Expert Committee on Minerals and Metals of the Indian Chambers of Commerce.

Mr. Roongta is Non-Executive Chairman of Bharat Aluminium Company Limited and Talwandi Sabo Power Limited.

He is also Independent Director in the following companies/bodies corporate:

- Jubilant Industries Limited
- Jubilant Agri and Consumer Products Limited
- ACC Limited
- Talwandi Sabo Power Limited
- Bharat Aluminium Company Limited
- SPML Infra Limited
- Hero Steels Limited
- Syenergy Environics Limited
- Great Eastern Energy Corporation Limited

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

Sr. No.	Name of Company	Name of Committee	Chairman/Member
1.	Jubilant Industries Limited	Stakeholders Relationship Committee	Chairman
		Audit Committee	Member
2.	Jubilant Agri and Consumer Products Limited	Audit Committee	Member
3.	ACC Limited	Audit Committee	Member
4.	Hero Steels Limited	Audit Committee	Member

He is not related to any Director or Key Managerial Personnel of the Company. He does not hold any shares of the Company by himself or for any other person on a beneficial basis. The disclosures with respect to the remuneration last drawn and Board meetings attended are not applicable.

#### 4. Mr. Priyavrat Bhartia

Mr. Priyavrat Bhartia, 40 years, has around 20 years of industry experience. He holds a Bachelors' Degree in Economics from Dartmouth College, USA and Masters in Business Administration from Stanford University (USA). Mr. Priyavrat Bhartia is a Managing Director of Hindustan Media Ventures Limited.

He holds 3,085 equity shares of the Company. He also holds directorships in the following companies/bodies corporate:

- Hindustan Media Ventures Limited
- HT Media Limited
- Jubilant Industries Limited
- Jubilant Agri and Consumer Products Limited
- Jubilant Realty Private Limited
- Earthstone Holding (Two) Limited
- SSBPB Investment Holding Private Limited
- SPB Trustee Company Private Limited
- SSP Trustee Company Private Limited
- Jubilant Enpro Private Limited
- Firefly e-Ventures Limited
- PSB Trustee Company Private Limited
- The Hindustan Times Limited
- HT Digital Media Holdings Limited
- HT Mobile Solutions Limited
- ARS Trustee Company Private Limited
- SB Trusteeship Services Private Limited
- India Education Services Private Limited
- HT Education Limited

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

Sr. No.	Name of Company	Name of Committee	Chairman/Member
1.	Hindustan Media Ventures Limited	Audit Committee	Member
		Stakeholders' Relationship Committee	Member
		Investment and Banking Committee	Member
		Corporate Social Responsibility Committee	Member
2.	HT Media Limited	Stakeholders' Relationship Committee	Member
		Nomination and Remuneration Committee	Member
		Investment Committee	Member
		Risk Management Committee	Member
		Corporate Social Responsibility Committee	Member
3.	Jubilant Industries Limited	Stakeholders' Relationship Committee	Member
		Nomination, Remuneration and Compensation Committee	Member
		Finance Committee	Member
		Sustainability and Corporate Social Responsibility Committee	Member
		Restructuring Committee	Member
4.	Jubilant Agri and Consumer Products Limited	Restructuring Committee	Chairman
		Finance Committee	Chairman
		Sustainability and Corporate Social Responsibility Committee	Member
		Nomination and Remuneration Committee	Member
5.	Firefly e-Ventures Limited	Nomination and Remuneration Committee	Chairman
6.	The Hindustan Times Limited	Audit Committee	Member
		Corporate Social Responsibility Committee	Member
7.	HT Digital Media Holdings Limited	Nomination and Remuneration Committee	Chairman

Remuneration, if any, shall be paid to him as may be decided by the Board from time to time. He is related to Mr. Shyam S Bhartia, Chairman of the Company, being his father. He is not related to any other Director or Key Managerial Personnel of the Company. The disclosures with respect to the remuneration last drawn and Board meetings attended are not applicable.

#### 5. Mr. Arjun Shanker Bhartia

Mr. Arjun Shanker Bhartia, 30 years, graduated from Brown University, USA in 2008. He worked as Management Consultant with Bain & Company before joining Jubilant. He is a Whole-time Director of Jubilant Consumer Private Limited which is involved in various food related businesses.

He holds directorships in the following companies/bodies corporate:

- Jubilant Consumer Private Limited
- Jubilant Brands Private Limited
- B & M Hotbreads Private Limited
- JSF Food Private Limited

Mr. Arjun Shanker Bhartia is not a member of any committee of the Company or any other company in India and does not hold any shares of the Company by himself or for any other person on a beneficial basis. Remuneration, if any, shall be paid to him as may be decided by the Board from time to time.

He is related to Mr. Hari S Bhartia, Co-Chairman and Managing Director of the Company, being his father. He is not related to any other Director or Key Managerial Personnel of the Company. The disclosures with respect to the remuneration last drawn and Board meetings attended are not applicable.

#### 6. Mr. Pramod Yadav

Mr. Pramod Yadav, 53 years, holds a Bachelor's degree in Technology from ICT (Institute of Chemical Technology) [the erstwhile UDCT (Mumbai Department of Chemical Technology)] and a Masters in Marketing Management from Jamnalal Bajaj Institute of Management Studies.

Mr. Pramod Yadav has over 3 decades of experience and has been associated with the Company for more than 21 years. Prior to his appointment as WTD, he was the Co-CEO of the Life Science Ingredients business of the Company. He will continue to discharge the above responsibilities and will also discharge the functions of WTD.

He is on the Board of the Company since April 1, 2017. He holds directorships in the following companies/bodies corporate:

- Jubilant Infrastructure Limited
- Jubilant Life Sciences (Switzerland) AG

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

Sr. No.	Name of Company	Name of Committee	Chairman/Member
1.	Jubilant Life Sciences Limited	Stakeholders Relationship Committee	Member
		Sustainability and CSR Committee	Member
		Finance Committee	Member
		Capital Issue Committee	Member
2.	Jubilant Infrastructure Limited	Corporate Social Responsibility Committee	Member
		Nomination and Remuneration Committee	Member

He does not hold any shares of the Company by himself or for any other person on a beneficial basis.

The terms and conditions relating to appointment of Mr. Pramod Yadav as Whole-time Director including his remuneration are given in the Notice of the AGM. During the Financial Year 2016-17, Mr. Pramod Yadav was paid remuneration of ₹ 414.10 Lac as Co-CEO of Life Science Ingredients business of the Company. The disclosures with respect to the Board meetings attended are not applicable.

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 23, 2017

**Rajiv Shah**  
Company Secretary



**JUBILANT LIFE SCIENCES LIMITED**

(CIN: L24116UP1978PLC004624)

Registered Office: Bhartiagram, Gajraula,

District Amroha - 244 223,

Uttar Pradesh, India

E-mail: [investors@jubl.com](mailto:investors@jubl.com)

Website: [www.jubl.com](http://www.jubl.com)

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

**PROXY FORM: AGM 2017**

[FORM MGT – 11]

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of member(s): .....

Registered Address: .....

E-mail ID: .....

Folio No./DP ID\*/Client ID No.\* : .....

I/We, being the member(s) holding ..... shares of JUBILANT LIFE SCIENCES LIMITED, hereby appoint:

1. Name : ..... Address : .....  
E-mail ID : ..... Signature : .....  
or failing him
2. Name : ..... Address : .....  
E-mail ID : ..... Signature : .....  
or failing him
3. Name : ..... Address : .....  
E-mail ID : ..... Signature : .....

as my/ our proxy to attend and vote (on a poll) for me/ us and on my/ our behalf at the 39<sup>th</sup> ANNUAL GENERAL MEETING of the Company, to be held on Tuesday, August 29, 2017 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
<b>Ordinary Business</b>				
1	To consider and adopt the Audited Financial Statements (including Audited Consolidated Financial Statements) of the Company for the Financial Year ended March 31, 2017 and the Reports of the Board of Directors and Auditors thereon			
2	Declaration of Dividend for the year ended March 31, 2017			
3	Re-appointment of Mr. Hari S. Bhartia (DIN: 00010499), who retires by rotation			
4	Ratification of appointment of M/s B S R & Co. LLP, Chartered Accountants the Auditors of the Company			
<b>Special Business</b>				
5	Appointment of Mr. Vivek Mehra (DIN: 00101328) as an Independent Director			
6	Appointment of Mr. Sushil Kumar Roongta (DIN: 00309302) as an Independent Director			
7	Appointment of Mr. Priyavrat Bhartia (DIN: 00020603) as a Director liable to retire by rotation			
8	Appointment of Mr. Arjun Shanker Bhartia (DIN: 03019690) as a Director liable to retire by rotation			
9	Appointment of Mr. Pramod Yadav (DIN: 05264757) as a Director liable to retire by rotation			
10	Appointment of Mr. Pramod Yadav (DIN: 05264757) as Whole-time Director			
11	Authority to pay commission to Non-Executive Directors			
12	Approval of remuneration of Cost Auditors - M/s J. K. Kabra & Co., Cost Accountants for the financial year ending March 31, 2018			

Signed this ..... day of ..... 2017

.....  
Signature of proxy holder(s)

.....  
(Signature of Member)

Affix Revenue  
Stamp of  
₹ 1

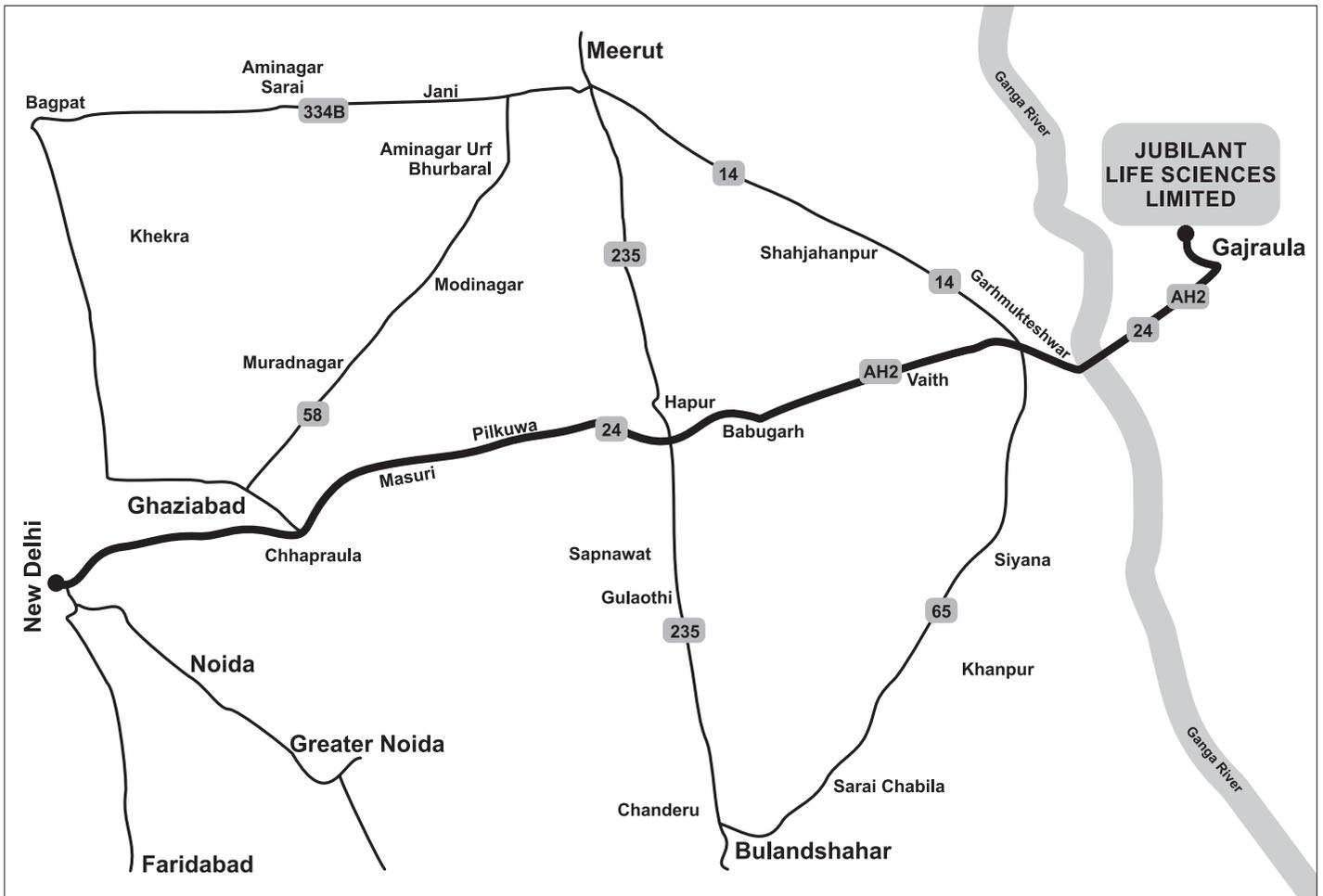
**Notes:**

1. This form of proxy, in order to be effective, should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the meeting.
2. A member entitled to attend and vote is entitled to appoint a proxy to attend and on poll, to vote instead of himself/ herself. A proxy need not be a member.
3. Signature of member should be across a Revenue stamp of ₹ 1.
4. It is optional to indicate your preference. If you leave the 'For', 'Against' or 'Abstain' columns blank against any or all resolutions, your proxy will be entitled to vote in the manner as he/ she may deem appropriate.
5. \*Applicable for members holding shares in dematerialised form.

# JUBILANT LIFE SCIENCES LIMITED

## Route Map of the venue of the 39<sup>th</sup> Annual General Meeting

Day : Tuesday  
Date : August 29, 2017  
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.com](mailto:investors@jubl.com); Website: [www.jubl.com](http://www.jubl.com); Phone : +91-5924-252351-56, 58-60

## ATTENDANCE SLIP: AGM 2017

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 39<sup>th</sup> Annual General Meeting being held on Tuesday, August 29, 2017 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