



JUBILANT LIFE SCIENCES LIMITED
(CIN: L24116UP1978PLC004624)

Registered Office: Bhartiagram, Gajraula
District Amroha- 244 223, Uttar Pradesh, India
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NOTICE OF POSTAL BALLOT

Dear Shareholder(s),

NOTICE PURSUANT TO SECTION 110 OF THE COMPANIES ACT, 2013

Notice is hereby given pursuant to Section 110 and other applicable provisions, if any, of the Companies Act, 2013 (the 'Act') read with the Companies (Management and Administration) Rules, 2014, (the 'Rules'), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the 'Listing Regulations') and other applicable laws and regulations (including any statutory modification or re-enactment thereof for the time being in force) that the Special Resolution appended below is proposed to be passed by the Shareholders by way of Postal Ballot / voting by electronic means ('e-Voting'). The explanatory statement pertaining to the said resolution setting out the material facts and the reasons thereof is annexed hereto along with the Postal Ballot Form (the 'Form' or the 'Postal Ballot Form').

In compliance with the provisions of Section 110 of the Act read with the Rules and the Listing Regulations (including any statutory modification or re-enactment thereof for the time being in force), the Company is pleased to extend e-Voting facility as an alternative, to enable the Shareholders to cast their votes electronically instead of through the Postal Ballot Form(s).

Mr. Sanjay Grover, a Practicing Company Secretary (FCS No. 4223, C.P. No. 3850) of M/s Sanjay Grover & Associates, Company Secretaries, who is not in the employment of the Company and is in the opinion of the Board, capable of conducting the postal ballot process in a fair and transparent manner, has been appointed as the Scrutinizer (the 'Scrutinizer') for conducting the Postal Ballot process.

Shareholders desiring to exercise their votes by Postal Ballot are requested to carefully read the instructions printed on the Form and return the same in original, duly completed, in the attached self-addressed postage-prepaid envelope so as to reach the Scrutinizer by 5:00 p.m. (IST) on Sunday, December 25, 2016.

The Scrutinizer shall submit his report after completion of scrutiny of Postal Ballot Forms and e-Voting. The results of voting by Postal Ballot (i.e. through the Postal Ballot Forms and e-Voting) shall be declared

on Monday, December 26, 2016 at 5:00 p.m. (IST) at the Corporate Office at 1A, Sector 16A, NOIDA-201 301, Uttar Pradesh, India. The results along with the Scrutinizer's Report shall be displayed at the Registered Office and the Corporate Office of the Company. The results shall be communicated to the Stock Exchanges and the same along with the Scrutinizer's Report will be displayed on the Company's website www.jubl.com as well as on National Securities Depository Limited website www.evoting.nsdl.com. In addition, the results will also be published in the newspapers for information of the Shareholders.

PROPOSED RESOLUTION:

Issue of Non-Convertible Debentures

To consider and to give assent / dissent for passing the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 23, 42 and 71 and other applicable provisions, if any, of the Companies Act, 2013 (the 'Act') read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014, the Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Foreign Exchange Management Act, 1999, the relevant guidelines issued by the Reserve Bank of India including any statutory modification, amendment, substitution or re-enactment thereof for the time being in force and other applicable statutes, rules, regulations, guidelines, notifications and circulars and the Memorandum and Articles of Association of the Company, approval of the shareholders of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the 'Board' which term shall be deemed to include any committee thereof) to issue, offer, invite for subscription and to allot Redeemable Non-Convertible Debentures ('NCDs'), on private placement basis, in one or more series / tranches, during a period of one year from the date of passing of this resolution, upto Rs. 1,000 crore (Rupees One Thousand crore) within the overall borrowing limits of the Company approved by the shareholders of the Company from time to time.

RESOLVED FURTHER THAT the Board be and is hereby authorised to determine the terms of issue of NCDs including but not limited to determining size, issue price, timing, tenure, interest rate of NCDs, listing of NCDs, if required, creation of security, appointment of debenture trustee(s) and other agency(ies) and to do all necessary acts and things and to execute all deeds, documents, instruments and writings as may be required and to settle all questions, difficulties or doubts that may arise in this regard, as the Board may, in its sole and absolute discretion deem fit and to delegate all or any of its powers herein conferred to any committee of the Board, Director(s) and / or officer(s) of the Company.”

By order of the Board
For **Jubilant Life Sciences Limited**

Rajiv Shah

Company Secretary

October 27, 2016

NOTES:

- 1) The Explanatory Statement pursuant to Section 102 of the Act for the proposed Special Resolution setting out material facts in relation thereto is appended to the Notice.
- 2) The Company is pleased to provide e-Voting facility as an alternative to enable the Shareholders to cast their votes through e-Voting instead of physical Postal Ballot Form and the business stated in the Notice of Postal Ballot may be transacted through e-Voting. For this purpose, necessary arrangements have been made with National Securities Depository Limited ('NSDL') to facilitate e-Voting process.
- 3) The instructions for e-Voting are as under:
 - a) **In case of Shareholders receiving an e-mail from NSDL**
 - i) Open e-mail and open PDF file viz. 'JLL Info e-Voting.pdf' with your Client ID or Folio No. as password. The said PDF file contains your User ID and password for e-Voting. Please note that the password is an initial password.
 - ii) Open internet browser by typing the URL: <https://www.evoting.nsd.com/>
 - iii) Click on Shareholder - Login
 - iv) If you are already registered with NSDL for e-Voting, you can use your existing User ID and password for casting your vote.
 - v) If you are logging for the first time, please enter the User ID and password provided in the PDF file attached with the e-mail as initial password.

- vi) 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 to take utmost care to keep your password confidential.
 - vii) Once the e-Voting Home page opens, click on e-Voting> Active Voting Cycles.
 - viii) Select Electronic Voting Event Number ('EVEN') of Jubilant Life Sciences Limited as given in the body of the e-mail. You are now ready for e-Voting as Cast Vote page opens.
 - ix) Cast your vote(s) by selecting appropriate options 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 resolution are cast, the Shareholder shall not be allowed to change the same subsequently.
 - xii) Institutional Shareholders (i.e. other than individuals, HUFs, NRIs, etc.) are required to send scanned certified true copy (PDF/JPG Format) of the relevant Board Resolution/ Authority Letter/ Power of Attorney, etc. together with the attested specimen signatures of the duly authorized signatory(ies) who are authorised to vote, to the Scrutinizer through e-mail at sanjaygrover7@gmail.com or jll_postalballotnov2016@jubl.com with a copy marked to evoting@nsdl.co.in
 - xiii) In case of any query, you may refer the Frequently Asked Questions ('FAQs') for Shareholders and e-Voting user manual for Shareholders available at the Downloads section of www.evoting.nsd.com
 - xiv) You can also update your mobile number and e-mail address in the user profile details of the folio which shall be used for sending future communication(s).
- b) **In case of Shareholders receiving physical copies of the Notice of Postal Ballot**
 - (i) Initial password, User ID and Electronic Voting Event Number ('EVEN') are provided at the bottom of the Postal Ballot Form.
 - (ii) Please follow all the steps from Sl. No. (ii) to Sl. No. (xiv) above, to cast your vote.

- 4) As per the Rules, notice of the Postal Ballot may be served on the Shareholders through electronic transmission. Notice of Postal Ballot and Postal Ballot Form are being sent electronically to all the Shareholders whose e-mail addresses are registered with the Company/Depository Participant(s). In respect of others, these documents are being sent by permitted mode of dispatch.
- 5) Shareholders who have received notice of the Postal Ballot by e-mail and who wish to vote through physical Postal Ballot Form can seek duplicate Postal Ballot Form from the Corporate Office of the Company at 1A, Sector 16A, Noida - 201 301, Uttar Pradesh, India and fill in the details and send the same to the Scrutinizer at 1A, Sector 16A, Noida - 201 301, Uttar Pradesh, India.
- 6) Kindly note that the Shareholders can opt for only one mode of voting i.e. either physical Postal Ballot Form or e-Voting. If you are opting for e-Voting, please do not vote by physical Postal Ballot Form and vice versa. However, in case a Shareholder casts his vote by physical Postal Ballot Form and also by e-Voting, voting done by valid e-Voting shall prevail and voting done through Postal Ballot Form will be treated as invalid.
- 7) The notice is being sent to all the Shareholders of the Company whose names appear in the Register of Members/ Record of Depositories as on Friday, November 11, 2016 (the '**Record Date**'). Voting rights shall be reckoned on the paid up value of the shares registered in the name of the Shareholders of the Company as on the Record Date.
- 8) Shareholders whose names appear on the Register of Members / List of Beneficial Owners as on the Record Date will be considered for the purpose of voting / e-voting. A person who is not a Shareholder as on the Record Date should treat this notice for information purpose only.
- 9) The voting period commences at 9:00 a.m. (IST) on Saturday, November 26, 2016 and ends at 5:00 p.m. (IST) on Sunday, December 25, 2016. No voting shall be allowed beyond 5:00 p.m. (IST) on Sunday, December 25, 2016. The e-Voting module shall be disabled by NSDL for voting thereafter.

In case of voting by Postal Ballot Form, duly completed Postal Ballot Form should reach the Scrutinizer by 5:00 p.m. (IST) on Sunday, December 25, 2016. All Postal Ballot Forms received after this date will be strictly treated as if reply from such Shareholder has not been received and shall be invalid.
- 10) The Scrutinizer's decision on the validity of the Postal Ballot shall be final.
- 11) The Scrutinizer will submit his report after completion of scrutiny of Postal Ballot Forms and e-Voting, to the Chairman/Co-Chairman, who will, or in their absence any other Director will, declare the results of voting by Postal Ballot on Monday, December 26, 2016 at 5:00 p.m. (IST) at the Corporate Office at 1A, Sector 16A, NOIDA- 201 301, Uttar Pradesh, India. The results along with the Scrutinizer's Report will be displayed at the Registered Office and the Corporate Office of the Company.
- 12) The results of the Postal Ballot will also be announced through newspaper advertisement and communicated to the Stock Exchanges. The results along with the Scrutinizer's Report will also be displayed on the Company's website www.jubl.com as well as on the NSDL website www.evoting.nsdl.com
- 13) The resolution will be taken as passed effectively on the last date of receipt of Postal Ballot Form / e-Voting (i.e. Sunday, December 25, 2016) if the results of the Postal Ballot indicate that the requisite majority of the Shareholders of the Company have assented to the resolution.
- 14) In case of any queries or grievances relating to e-Voting, you may contact Mr. Rajiv Ranjan, Assistant Manager, NSDL, Trade World, 4th Floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai - 400 013, India through e-mail at evoting@nsdl.co.in / rajivr@nsdl.co.in or on Toll Free No.: 1800-222-990 / Telephone No.: 022-24994738 OR Mr. J.K. Singla, Senior Manager, M/s. Alankit Assignments Limited, Alankit Heights, 1E/13, Jhandewalan Extension, New Delhi - 110 055, India through email at rt@alankit.com or on Telephone No.: 011-42541234.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 FORMING PART OF THE NOTICE OF POSTAL BALLOT

In order to provide necessary flexibility regarding borrowings of the Company in an optimal manner depending on the market conditions, the Company proposes to offer, issue and allot Redeemable Non-Convertible Debentures ('NCDs') upto Rs. 1,000 crore in such manner and on such terms and conditions as may be deemed appropriate by the Board of Directors of the Company (hereinafter referred to as the 'Board' which term shall be deemed to include any committee thereof).

Subject to approval of the shareholders, the Board has, at its meeting held on October, 27, 2016, resolved to issue NCDs upto Rs. 1,000 crore on private placement basis, on such terms and conditions and at such price(s) as may be determined by the Board.

Section 42 of the Companies Act, 2013 read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014, provides that a company offering or making an invitation to subscribe NCDs on private placement basis shall obtain prior approval of the shareholders by way of a special resolution. The special resolution shall be valid for a period of one year for all the offers or invitations for such NCDs made during the year.

The Company may offer or invite subscription for NCDs, in one or more series / tranches on private placement basis to persons who may or may not be shareholders of the Company. NCDs may be secured by mortgage / charge on the assets of the Company and may be listed on one or more stock exchanges.

The proposed borrowings alongwith the existing borrowings of the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) would not exceed the borrowing limit approved by the shareholders from time to time. The shareholders have approved the borrowings upto Rs.

5,000 crore and creation of mortgage / charge for securing the borrowings through Postal Ballot on September 9, 2014.

Approval of the shareholders is, therefore, sought for the proposed issue of NCDs and for authorising the Board to issue NCDs on the terms and conditions as may be deemed appropriate by the Board.

The Board recommends the resolution for approval of the shareholders of the Company as a Special Resolution through Postal Ballot.

None of the Directors or Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the Special Resolution.

By order of the Board
For **Jubilant Life Sciences Limited**

Rajiv Shah
Company Secretary

October 27, 2016