



JUBILANT LIFE SCIENCES LIMITED
(CIN: L24116UP1978PLC004624)

Registered Office: Bhartiagram, Gajraula,
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NOTICE OF POSTAL BALLOT

Dear Member(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, (“Rules”) that the Special Resolutions appended below are proposed to be passed by the members by way of Postal Ballot/e-Voting. The explanatory statement pertaining to the said Resolutions setting out the material facts and the reasons thereof is annexed hereto alongwith the Postal Ballot Form (“Form”).

In compliance with Clause 35B of the Listing Agreement with the Stock Exchanges and the provisions of Section 110 the Act, read with the Rules, the Company is pleased to extend e-Voting facility as an alternative, to enable the members to cast their votes electronically instead of through 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, has been appointed as Scrutinizer (“Scrutinizer”) for conducting the Postal Ballot process in a fair and transparent manner.

You 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 before the closing hours (i.e. upto 6:00 p.m.) on Monday, September 8, 2014. The envelope may also be deposited personally at the address given thereon. Forms received after this date will not be considered. Also, no other form or photocopy thereof is permitted. The Scrutinizer shall submit his report after completion of the scrutiny of Forms including e-Voting.

The results of voting by Postal Ballot will be declared on Tuesday, September 9, 2014 at 5:00 p.m. The results will 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 alongwith the Scrutinizer’s report will be displayed on the Company’s website www.jubl.com

PROPOSED RESOLUTIONS:

1. AUTHORISATION FOR EXERCISING BORROWING POWERS

To consider and, if thought fit, to pass, the following resolution as a Special Resolution:

“RESOLVED THAT in supersession of the Ordinary Resolution passed (pursuant to Section 293(1)(d) of the Companies Act, 1956) at the Annual General Meeting held on August 23, 2011, consent of members of the Company be and is hereby accorded under Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, 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 borrow, from time to time, any sum or sums of money as they may deem appropriate for the business and purpose of the Company, notwithstanding that the money or monies to be borrowed, together with the monies already borrowed by the Company (apart from temporary loans obtained from the Company’s bankers in the ordinary course of business) may exceed the aggregate of the paid up share capital and free reserves of the Company, provided however that the aggregate of the monies that may be borrowed by the Board together with monies already borrowed and outstanding shall not exceed Rs. 5,000 crores (Rupees Five Thousand crores only) at any point of time.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 42, 71 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, consent of the members of the Company be and is hereby accorded to authorise the Board of Directors of the Company to offer or invite subscriptions for secured / unsecured redeemable non-convertible debentures, in one or more series or tranches, aggregating upto Rs. 2,000 crores (Rupees Two Thousand crores only), on private placement basis or rights basis or otherwise and on such terms and conditions as the Board of Directors of the

Company may, from time to time, determine and consider proper or appropriate including as to when the said debentures be issued, the consideration for the issue, utilisation of the issue proceeds and all matters connected with or incidental thereto, provided however that the aggregate amounts of said debentures shall be within the above overall borrowing limit of Rs. 5,000 crores (Rupees Five Thousand crores only) at any point of time.

RESOLVED FURTHER THAT the Board (including its Committee, wherever applicable) be and is hereby authorised to do all acts, deeds and things as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in respect of the borrowing(s) including offering or inviting subscriptions for secured / unsecured redeemable non-convertible debentures and to execute all documents or writings as may be necessary, proper or desirable with respect to the matters connected with or incidental thereto.”

2. AUTHORISATION TO MORTGAGE / CHARGE THE COMPANY'S UNDERTAKINGS / PROPERTIES

To consider and if thought fit, to pass, the following resolution as a Special Resolution:

“**RESOLVED THAT** in supersession of Ordinary Resolution passed (pursuant to Section 293(1)(a) of the Companies Act, 1956) at the Annual General Meeting held on August 23, 2011, consent of the members of the Company be and is hereby accorded in terms of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013, 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 mortgage and/or charge the whole or substantially the whole of one or more of the undertakings of the Company wheresoever situated, present and future, in favour of Scheduled Banks, Foreign Banks, Financial Institutions, NBFCs, Mutual Funds, Insurance Companies or any other category of lender, in India or abroad, to secure loans or debentures in Indian Rupees or Foreign Currency, guarantees, working capital facilities and/or any other financial assistance obtained/to be obtained by the Company or its subsidiary, associate and/or joint venture companies from one or more of the aforesaid Lender(s) upto an aggregate amount not exceeding Rs. 5,000 crores (Rupees Five Thousand crores only) outstanding at any point of time together with interest at the respective agreed rates, additional interest, compound interest, liquidated damages, commitment charges, premia on pre-payment or on redemption, Trustee's remuneration, costs, charges, expenses, and all other monies, including any increase on

account of revaluation/ devaluation/ fluctuation in the rates of foreign currencies involved, payable by the Company or its subsidiary, associate and/or joint venture companies to aforesaid Lender(s) in terms of their respective Loan Agreements/Trustees' Agreements/Letter of sanctions/ Memorandum of terms and conditions, Bonds or any other security document entered into/to be entered into/ issued/ to be issued, by the Company or its subsidiary, associate and/or joint venture companies in respect of the said loans/debentures/credit facilities/financial assistance/guarantees, with a right, where necessary, to take over the management of the business and undertaking of the Company.

RESOLVED FURTHER THAT the Board of the Company be and is hereby authorised to negotiate, finalise and settle with the Banks and Financial Institutions/trustees/other lenders concerned, the terms and conditions of such security including ranking thereof and execute all deeds, documents and writings for creating appropriate mortgage(s) and/ or charge(s) on such of the immovable and/ or moveable properties of the Company as may be agreed by the Board and for reserving the aforesaid right in their favour and to do all such acts, deeds and things, in the manner as may be necessary or proper for giving effect to the aforesaid resolution.”

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

Lalit Jain

Company Secretary

July 21, 2014

NOTES:

- 1) The Explanatory Statement pursuant to Section 102 of the Act for the proposed Special Resolutions setting out material facts is appended to the Notice.
- 2) The Company is pleased to provide e-Voting facility as an alternative to enable the members to cast their votes electronically instead of through physical Postal Ballot. For this purpose, necessary arrangements have been made with National Securities Depository Limited (“**NSDL**”) to facilitate e-Voting.

The instructions for 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.; “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) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>
 - iii) Click on Shareholder - Login
 - iv) If you are already registered with NSDL for e-Voting, then 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 email 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 new password. It is strongly recommended not to share your password with any other person and 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 email. Now you are 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 resolutions are cast, the member shall not be allowed to change these subsequently.
 - 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 authorized signatory(ies) who are authorised to vote, to the Scrutinizer through e-mail at sanjaygrover7@gmail.com or JLL_pbaug2014@jubl.com with a copy marked to evoting@nsdl.co.in
 - xiii) In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-Voting user manual for Shareholders available at the Downloads section of www.evoting.nsdl.com
 - xiv) You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- b) **In case of members receiving physical copies of the Notice of Postal Ballot:**
 - (i) Initial password, along with User ID and Electronic Voting Event Number ("EVEN") is provided at the bottom of Postal Ballot Form.
 - (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xiv) above, to cast vote.
- 3) As per the Companies (Management and Administration) Rules, 2014, Notice of Postal Ballot may be served on the members through electronic transmission. Notices of Postal Ballot and Forms are being sent electronically to all the members whose e-mail IDs are registered with the Company/ Depository Participant(s). In respect of others, these documents are being sent by permitted mode.
 - 4) Members who have received Notice of 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 or from Registrar & Transfer Agent - M/s Alankit Assignments Limited, 205 - 208, Anarkali Complex, Jhandewalan Extension, New Delhi – 110055, and fill in the details and send the same to the Scrutinizer at 1A, Sector-16A, Noida-201 301, Uttar Pradesh, India.
 - 5) Kindly note that the members can opt for only one mode of voting, i.e. either Physical Ballot or e-Voting. If you are opting for e-Voting, then do not vote by Physical Ballot also and vice versa. However, in case a member casts his vote by Physical Ballot and also by e-Voting, then voting done by valid e-Voting shall prevail and voting done through Postal Ballot will be treated as invalid.
 - 6) The Notice is being sent to all the members of the Company whose names appear in the Register of Members / Record of Depositories as on Friday, July 18, 2014 ("**Record date**"). Voting rights shall be reckoned on the paid up value of the shares registered in the name of the members of the Company as on Record date, i.e. July 18, 2014.
 - 7) The voting period commences at 9:00 a.m. on Sunday, August 10, 2014 and ends at 6:00 p.m. on Monday, September 8, 2014. The e-Voting module shall be disabled by NSDL for voting thereafter.
 - 8) The Scrutinizer's decision on the validity of the Postal Ballot shall be final.
 - 9) The Scrutinizer will submit his Report after completion of the scrutiny, to the Chairman/Co-Chairman, who will, or in his absence any other person so authorised by him will, declare the results of voting by Postal Ballot on Tuesday, September 9, 2014 at 5:00 p.m.

The results will be displayed at the Registered office and the Corporate Office of the Company.

- 10) The Resolutions will be taken as passed effectively on the date of declaration of results, if the results of the Postal Ballot indicate that the requisite majority of the members of the Company had assented to the Resolutions.
- 11) The results of the Postal Ballot will also be announced through newspapers 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

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

ITEM NOS. 1 & 2

The Company is required from time to time, to raise monies through various sources for the purpose of its operations. The Company's total borrowings as on March 31, 2014, stood at Rs. 2,113 crores. The aggregate of the Company's paid up share capital and free reserves as on March 31, 2014 stood at Rs. 1,229 crores.

Under Section 293(1)(d) of the Companies Act, 1956, borrowing in excess of aggregate of paid up share capital and free reserves of a Company could be made on passing of an Ordinary Resolution, which was passed for Rs. 5,000 crores at the Annual General Meeting held on August 23, 2011.

However, Section 180(1)(c) of the Companies Act, 2013 ("**the Act**"), requires passing of a Special Resolution to borrow money, in excess of aggregate of paid up share capital and free reserves of a Company.

Accordingly, it is proposed, vide Resolution No. 1, to seek members' authorisation to Board of Directors of the Company (hereinafter referred to as "**the Board**", which term shall be deemed to include any Committee thereof, wherever applicable), to borrow monies upto Rs. 5,000 crores (Rupees Five Thousand crores only).

Section 42 read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 ("**Rules**") deals with the provisions relating to private placement of securities. Rule 14(2) of the Rules prescribes that in case

of an offer or invitation to subscribe for non-convertible debentures on private placement, the Company is required to obtain previous approval of its shareholders by means of a Special Resolution only once in a year for all the offers or invitations for such debentures during the year.

In this regard, consent of the members is sought for passing of a Special Resolution as set out in Resolution No. 1 of the Notice, so as to authorise the Board that out of above borrowing limit, the Board may issue secured/unsecured redeemable non-convertible debentures aggregating upto Rs. 2,000 crores (Rupees Two Thousand crores only) from time to time, on private placement basis or rights basis or otherwise and on such terms and conditions as considered appropriate.

For securing the financial assistance obtained / to be obtained by the Company or its subsidiary, associate and/or joint venture companies, some properties of the Company may have to be mortgaged / charged. This may be tantamount to selling or disposing of an undertaking of the Company pursuant to provisions of the Section 180(1)(a) of the Act. Earlier, the Company had passed an Ordinary Resolution under Section 293(1)(a) of the Companies Act, 1956 to create mortgage / charge on one or more of the undertakings of the Company for securing borrowings of the Company. Now, the corresponding Section 180(1)(a) of the Act requires a Special Resolution for the same.

Accordingly, Resolution No. 2 proposes to seek members' authorisation to the Board (including any Committee thereof) to create mortgage / charge on one or more of the undertakings of the Company for securing borrowings of the Company or its subsidiary, associate and/or joint venture companies.

Your Directors commend the resolutions for approval as Special Resolutions.

None of the Directors, Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in these Resolutions.

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

July 21, 2014

Lalit Jain
Company Secretary