



April 28, 2016

The BSE Ltd.,
1st Floor, New Trading Ring,
Rotunda Building,
Piroze Jeejeebhoy Towers,
Dalal Street, Fort,
Mumbai - 400 001

National Stock Exchange of India Ltd.,
Exchange Plaza, 5th Floor,
Bandra-Kurla Complex,
Bandra (E),
Mumbai - 400 051

Sub: Submission of Notice of Postal Ballot

Sir,

We enclose the Notice of Postal Ballot dated April 18, 2016, alongwith Postal Ballot Form, which is being sent to shareholders of the Company.

Thanking You,

Yours faithfully,
For Jubilant Life Sciences Limited

Rajiv Shah
Company Secretary

Encl.: a/a

A Jubilant Bhartia Company

OUR VALUES



Jubilant Life Sciences Limited

1-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

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, May 29, 2016.

The Scrutinizer shall submit his report after completion of scrutiny of Forms and e-Voting. The results of voting by Postal Ballot (i.e. through the Postal Ballot Form and e-Voting) will be declared on Tuesday, May 31, 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. 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’s 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 EQUITY SHARES AND/OR OTHER SECURITIES

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

“**RESOLVED THAT** pursuant to Sections 41, 42, 62 and 71 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof, for the time being in force) and the applicable rules thereunder and also including any relevant provisions of the Companies Act, 1956 to the extent applicable (the

“**Act**”), the provisions of the Memorandum of Association and Articles of Association of the Company, and in accordance with all other applicable laws or regulations, applicable in India or outside India, including without limitation, the applicable provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended (the “**SEBI ICDR Regulations**”), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the listing agreements entered into with the respective stock exchanges where the shares of the Company are listed (the “**Stock Exchanges**”), the provisions of the Foreign Exchange Management Act, 1999, as amended, including the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000, as amended, the Issue of Foreign Currency Convertible Bonds and Ordinary Shares (Through Depository Receipt Mechanism) Scheme, 1993, as amended, the Depository Receipts Scheme, 2014, the Consolidated Foreign Direct Investment Policy, issued from time to time by the Department of Industrial Policy and Promotion, Ministry of Commerce and Industry, Government of India, and in accordance with all relevant rules, regulations, guidelines, notifications, circulars and clarifications issued from time to time by the Government of India (“**GoI**”), the Reserve Bank of India (“**RBI**”), the Foreign Investment Promotion Board (“**FIPB**”), the Securities and Exchange Board of India (“**SEBI**”), the Stock Exchanges, and/or any other competent authorities and subject to any required approvals, consents, permissions and/or sanctions from the Ministry of Finance, the Ministry of Commerce and Industry, SEBI, the jurisdictional Registrar of Companies, the RBI, the FIPB and any other appropriate statutory, regulatory or other authority and subject to such conditions and modifications as may be prescribed, stipulated or imposed by any of them while granting such approvals, consents, permissions and / or sanctions, the consent of the shareholders 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 which the Board has constituted or may hereinafter constitute to exercise its powers including the power conferred by this resolution) to create, issue, offer and allot (i) Global Depository Receipts (“**GDRs**”), American Depository Receipts (“**ADRs**”), Foreign Currency Convertible Bonds (“**FCCBs**”), Foreign Currency Exchangeable Bonds (“**FCEBs**”) convertible into or exchangeable for equity shares of the Company having face value of INR 1.00 each (Rupee One only) (the “**Equity Shares**”) or other securities of the Company with or without voting/special rights (“**Foreign Securities**”), in one or more tranches, through public and/or private offerings and/or on preferential allotment basis, to any eligible person(s) under applicable law, in such jurisdiction(s) as may be decided by the Board and/or (ii) Equity Shares, fully convertible debentures, partly convertible debentures, non-convertible debentures with warrants and/or any security convertible into Equity Shares (all of which are hereinafter collectively referred to as the “**Indian Securities**”) or any combination of Indian Securities, through a Qualified Institutions Placement (“**QIP**”) in accordance with Chapter VIII of the SEBI ICDR Regulations to Qualified Institutional Buyers (as defined in the SEBI ICDR Regulations) (“**QIBs**”), in one or more tranches, whether or not such eligible person(s) or QIBs are shareholders of the Company (collectively referred to as the “**Investors**”), as may be decided by the Board at its discretion and permitted under applicable laws and regulations, for an aggregate amount not exceeding INR equivalent of USD 200 million (US Dollar Two Hundred million), inclusive of such premium as may be fixed on such Securities at such a time or times, with or without a green shoe option of up to 15 (fifteen) per cent, in such a manner and on such terms and conditions including security, rate of interest, discount (as permitted under applicable law), etc. as may be

deemed appropriate by the Board in its absolute discretion considering the prevailing market conditions and other relevant factors and wherever necessary in consultation with the lead manager(s) and / or underwriter(s) and / or other advisor(s) for such issue.

RESOLVED FURTHER THAT the Board be and is hereby authorised to issue, offer and allot such number of Equity Shares as may be required to be issued, offered and allotted for issuance of the Foreign Securities and/or on conversion or exchange of the Foreign Securities and/or the Indian Securities or as may be necessary in accordance with the terms of the offering and all such Equity Shares whether issued in connection with the issuance of the Foreign Securities or on conversion or exchange of the Foreign Securities and/or Indian Securities or otherwise to give effect to the above resolution shall rank *pari passu* with the then existing Equity Shares of the Company in all respects.

RESOLVED FURTHER THAT if any issue of Indian Securities is made by way of a QIP in terms of Chapter VIII of the SEBI ICDR Regulations, the allotment of the Indian Securities, or any combination thereof as may be decided by the Board shall be completed within 12 (Twelve) months from the date of approval of the shareholders of the Company by way of this special resolution for approving the QIP or within such other time as may be allowed under the SEBI ICDR Regulations, at a price being not less than the price determined in accordance with the pricing formula provided under Chapter VIII of the SEBI ICDR Regulations, provided that the Board may, in accordance with applicable law, offer a discount of not more than 5% (five per cent) or such percentage as permitted under applicable law on such price determined in accordance with the pricing formula provided under Chapter VIII of the SEBI ICDR Regulations.

RESOLVED FURTHER THAT the Indian Securities shall be allotted on a fully paid basis (subject to allottees having the option to pay either full or part consideration for warrants, with the balance consideration being payable at or by the time of exercise of such warrants, where the tenure of any convertible or exchangeable Indian Securities shall not exceed 60 (sixty) months from the date of allotment), and the aggregate of all QIPs made by the Company in the same financial year shall not exceed five times the net worth of the Company as per the audited balance sheet of the Company for the immediately preceding financial year.

RESOLVED FURTHER THAT in the event the Equity Shares and/or convertible securities (as defined under the SEBI ICDR Regulations) are issued to QIBs pursuant to the provisions of Chapter VIII of the SEBI ICDR Regulations, the "relevant date" for the purpose of pricing of the Equity Shares (including those issued upon conversion of convertible securities) shall be the date of the meeting in which the Board decides to open the proposed issue of Equity Shares and/or convertible securities, as the case may be.

RESOLVED FURTHER THAT the relevant date for the determination of the applicable price for the issue of any Foreign Securities shall be as per the regulations/guidelines prescribed by the SEBI, the Ministry of Finance, the RBI, the GoI through their various departments, or any other regulator, as the case may be, and the pricing of any Equity Shares underlying such Foreign Securities or issued upon the conversion/exchange of such Foreign Securities shall be determined subject to and in compliance with the applicable laws, rules and regulations.

RESOLVED FURTHER THAT

- (i) the number and/or price of Indian Securities that may be issued through a QIP shall be appropriately adjusted in accordance with the SEBI ICDR Regulations for corporate actions such as an issue of Equity Shares by way of capitalization of profits or stock split or reclassification of Equity Shares, etc. as specified in Regulation 85 (4) of the SEBI ICDR Regulations.
- (ii) the Indian Securities issued by way of a QIP shall not be eligible to be sold by the allottees for a period of one year from the date of allotment, except on a recognized stock exchange or as may be permitted from time to time by the SEBI ICDR Regulations or other applicable laws.

RESOLVED FURTHER THAT in addition to all applicable Indian laws, the Foreign Securities and/or Indian Securities issued pursuant to this

resolution shall also be governed by all applicable laws of any foreign jurisdiction where such securities are or are proposed to be marketed or listed (as the case may be), or that may in any other manner apply in this relation.

RESOLVED FURTHER THAT without prejudice to the generality of the above and subject to all applicable laws, the aforesaid issue of Indian Securities and/or Foreign Securities may have all or any terms or combination of terms as are customary for the issue of securities of such nature internationally, including but not limited to, conditions in relation to payment of interest, additional interest, premium on redemption, prepayment and any other debt service payments whatsoever, variation of the conversion price of the securities and terms relating to surrender of the securities for the purpose of cancellation against receipt of the corresponding number of underlying Equity Shares, as may be deemed appropriate by the Board.

RESOLVED FURTHER THAT the Board may enter into any arrangement with any agency or body for issue and/or allotment of the Indian Securities and/or Foreign Securities in registered or bearer form and with such features and attributes as are prevalent in international capital markets for instruments of this nature and to provide for the tradability or free transferability thereof as per the international practices and regulations and under the forms and practices prevalent in the international markets and the Foreign Securities issued in foreign markets shall be deemed to have been issued abroad and/or in the international market and/or at the place of issue of the Foreign Securities in the international market and may be governed by applicable foreign laws.

RESOLVED FURTHER THAT the Board be and is hereby authorized to finalize and approve the preliminary as well as final offer document(s) for the proposed issue of the Indian Securities and/or Foreign Securities and to authorize any one or more of the Directors and/or officers of the Company (the "Authorised Persons") to sign the above documents for and on behalf of the Company together with the authority to amend, vary, modify or supplement the same as such Authorised Persons may consider necessary, desirable or expedient and for the purposes aforesaid, to give such declarations, affidavits, certificates, consents and/or authorities as may, in the opinion of such Authorised Persons, be required from time to time and to arrange for submission of such offer documents and any amendments and supplements thereto, to the relevant stock exchanges (whether in India or abroad), government and regulatory authorities, institutions or bodies, as may be required.

RESOLVED FURTHER THAT the Board be and is hereby authorised to enter into and execute (and amend from time to time, as may be deemed appropriate by the Board in its sole discretion), all such arrangements/agreements with any lead managers, managers, underwriters, advisors, guarantors, depositories, custodians and all such agencies and intermediaries as may be involved or concerned in such offerings of Indian Securities and/or Foreign Securities and to remunerate all such agencies including by way of payment of commissions, brokerage, fees or the like.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do such acts, deeds and things as the Board in its absolute discretion, deems necessary or desirable in connection with the issue of the Indian Securities and/or Foreign Securities and to give effect to these resolutions without being required to seek any further consent or approval of the shareholders, including, without limitation, the following:

- (i) determining the form, manner and timing of the issue, including the investors to whom the Indian Securities and/or Foreign Securities are to be issued and allotted, the number of Indian Securities and/or Foreign Securities to be allotted, face value, premium amount on issue/conversion of the Indian Securities and/or Foreign Securities, if any, rate of interest and other relevant matters, as the case may be;
- (ii) signing, executing and issuing all documents necessary in connection with the issue of the Indian Securities and/or Foreign Securities, including listing applications to stock exchanges (whether in India or abroad) and various agreements (such as underwriting, placement marketing and depository agreements), undertakings, deeds and declarations;

- (iii) giving or authorizing the giving by the concerned persons of such declarations, affidavits, certificates, consents and authorities as may be required from time to time;
- (iv) creating mortgage/ charge in accordance with the provisions of Section 180 of the Act in respect of any Indian Securities and/or Foreign Securities as may be required either on *pari passu* basis or otherwise;
- (v) settling any question, difficulty or doubt that may arise in regard to the offer, issue and allotment of the Indian Securities and/or Foreign Securities and utilisation of the issue proceeds as the Board may in its absolute discretion deem fit;
- (vi) seeking, if required, consent of the parties with whom the Company has entered into various commercial and other agreements, concerned government and regulatory authorities in India or outside India and any other consent that may be required in connection with the offer, issue and allotment of the Indian Securities and/or Foreign Securities; and
- (vii) delegate all or any of the powers herein conferred, to any committee of Directors or any one or more Directors or officers of the Company in accordance with the Act."

By order of the Board
For Jubilant Life Sciences Limited

Rajiv Shah
Company Secretary

April 18, 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.nsdl.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 contact@cssanjaygrover.in or postalballotapril16@jubil.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.nsdl.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 Thursday, March 31, 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, April 30, 2016 and ends at 5:00 p.m. (IST) on Sunday, May 29, 2016. No voting shall be allowed beyond 5:00 p.m. (IST) on Sunday, May 29, 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, May 29, 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 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 Tuesday, May 31, 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, May 29, 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 rta@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

Jubilant Life Sciences Limited is an integrated global Pharmaceutical and Life Sciences company engaged in manufacture and supply of Active Pharmaceutical Ingredients, Solid Dosage Formulations, Radiopharmaceuticals, Allergy Therapy Products and Life Science Ingredients. It also provides services in Contract Manufacturing of Sterile Injectables and Drug Discovery Solutions. The Company's strength lies in its offerings of Pharmaceutical and Life Sciences products and services across the value chain and caters to customers spread over 100 countries.

In order to strengthen the balance sheet of the Company by de-leveraging and also to explore further growth initiatives such as expansion, acquisition, additional working capital needs and other general corporate purposes, the Company proposes to create, issue, offer and allot Indian Securities and/or Foreign Securities (such terms as defined in the resolution of the Notice) at such price or prices (subject to compliance with applicable law), at a discount or premium to market price or prices in such manner and on such terms and conditions as may be deemed appropriate by the Board (as defined in the resolution of the Notice) at its discretion, taking into consideration market conditions and other relevant factors and wherever necessary in consultation with lead manager(s) and other advisors to the offering. The Company intends to issue Indian Securities and/or Foreign Securities for an aggregate amount not more than INR equivalent of USD 200 million (US Dollar Two Hundred million), with or without a green shoe option of up to 15 (fifteen) per cent.

This special resolution, among other things, seeks to enable the Board to undertake a Qualified Institutions Placement ("QIP") to Qualified Institutional Buyers ("QIBs") in accordance with the SEBI ICDR Regulations (as defined in the resolution of the Notice).

The pricing of the Indian Securities to be issued to QIBs pursuant to Chapter VIII of the SEBI ICDR Regulations shall be determined by the

Board subject to such price not being less than the price calculated in accordance with Chapter VIII of the SEBI ICDR Regulations. In the event the Equity Shares and/or convertible securities (as defined under the SEBI ICDR Regulations) are issued to QIBs pursuant to the provisions of Chapter VIII of the SEBI ICDR Regulations, the "relevant date" for the purpose of pricing of the Equity Shares (including those issued upon conversion of convertible securities) shall be the date of the meeting in which the Board decides to open the proposed issue of Equity Shares and/or convertible securities, as the case may be. The resolution enables the Board of Directors to, in accordance with applicable laws, offer a discount of not more than 5% (five per cent) or such percentage as permitted under applicable law on the price determined pursuant to the SEBI ICDR Regulations.

The special resolution also enables the Board to issue Indian Securities and/or Foreign Securities in tranches, at such times, as the Board deems fit.

The Company with this resolution intends to retain the right and flexibility to issue Foreign Securities (as defined in the resolution of the notice).

The detailed terms and conditions for the offer will be determined by the Board in consultation with the lead manager(s) and other advisors appointed in relation to the proposed issue and such other authorities as may be required, taking into consideration market conditions and in accordance with the applicable law. The Equity Shares allotted or arising out of conversion of any Indian Securities and/or Foreign Securities will be listed on recognized stock exchanges subject to obtaining regulatory approvals. The offer/issue/allotment/conversion/exchange/redemption of the securities proposed to be issued pursuant to this resolution would be subject to obtaining regulatory approvals, if any, by the Company. The conversion of securities held by foreign investors into Equity Shares would be subject to applicable ceiling on foreign investment in the Company. As and when the Board does take a decision on matters on which it has the discretion, necessary disclosures will be made to the stock exchanges as may be required under the provisions of the Listing Regulations (including any statutory modification or re-enactment thereof, for the time being in force).

The Indian Securities and/or the Foreign Securities issued pursuant to the offer may be secured, if necessary, by mortgage/ hypothecation on the assets of the Company as may be finalized by the Board. Necessary approval(s) under Section 180(1)(a) of the Companies Act, 2013 has already been obtained for the same pursuant to resolution of the shareholders of the Company passed through Postal Ballot on September 9, 2014.

Pursuant to the SEBI ICDR Regulations, issue of the Indian Securities shall be completed within a period of 12 months from the date of passing of this resolution.

Section 62(1)(c) of the Companies Act, 2013 provides that when the subscribed capital of a company is proposed to be increased by issue of further shares, such further shares may be offered to any person (whether or not those persons are existing equity shareholders of the company) by passing a special resolution. The approval of the shareholders of the Company authorizing the Board to issue the Indian Securities and/or Foreign Securities as defined in the resolution of the Notice is, therefore, being sought by way of a special resolution.

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

April 18, 2016



JUBILANT LIFE SCIENCES LIMITED

(CIN: L24116UP1978PLC004624)

Registered Office: Bhartiagram, Gajraula, District Amroha - 244 223, Uttar Pradesh, India

E-mail: investors@jubl.com Website: www.jubl.com Phone: +91-5924-252 353-60 Fax: +91- 5924 -252 352

POSTAL BALLOT FORM

(Please read carefully the instructions printed overleaf before exercising the vote)

Serial No.

Name & address of the Sole/
First named Shareholder as registered
with the Company

Name(s) of the Joint Shareholder(s),
if any, registered with the Company

Registered Folio No./ DP ID* & Client ID No.* :
(*Applicable to Shareholder(s) holding
shares in demat form)

No. of Equity Shares held

I/We hereby exercise my/our votes in respect of the Special Resolution to be passed through Postal Ballot for the business stated
in the Notice dated April 18, 2016 by sending my/our assent (FOR) or dissent (AGAINST) to the said resolution by placing a tick (✓)
mark at the appropriate box below:

Description	No. of votes exercised corresponding to the total number of voting rights	I / We assent to the resolution (FOR)	I / We dissent to the resolution (AGAINST)
Issue of Equity Shares and/or other Securities			

Place :
Date : (Signature of Shareholder)

ELECTRONIC VOTING PARTICULARS

For those opting for voting through electronic means, instead of the Postal Ballot Form, the facility for voting through electronic
means is available at the website www.evoting.nsdl.com. Particulars for electronic voting are as under:

EVEN (Electronic Voting Event Number)	USER ID	PASSWORD

Notes :

- Each Equity Share carries one vote.
- If the voting rights are exercised through electronic means, there is no need to use this form.
- Facility for voting through Postal Ballot and electronic means will be available during the following period:
 - Commencement of voting: 9.00 a.m. (IST) on Saturday, April 30, 2016
 - End of Voting: 5.:00 p.m. (IST) on Sunday, May 29, 2016

P.T.O.

INSTRUCTIONS

1. A Shareholder desiring to exercise vote by Postal Ballot should complete this Postal Ballot Form (no other form or photocopy thereof is permitted) and send it to the Scrutinizer, Mr. Sanjay Grover, Practicing Company Secretary of M/s Sanjay Grover & Associates, Company Secretaries, in the attached self-addressed business reply envelope. Postage will be borne and paid by the Company. However, envelopes containing Postal Ballot Form(s), if delivered by hand or courier or registered/speed post at the expense of the Shareholders will also be accepted.
2. The self addressed business reply envelope bears the address of the Scrutinizer.
3. This Postal Ballot Form should be completed and signed by the Shareholder (as per the specimen signature registered with the Company/Depository Participants). In case of joint holding, this Form should be completed and signed by the first named Shareholder and in his absence, by the next named Shareholder.
4. Duly completed Postal Ballot Forms should reach the Scrutinizer by 5:00 p.m. (IST) Sunday, May 29, 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.
5. There will be only one Postal Ballot Form for every Folio/Client ID irrespective of the number of joint-holders.
6. In case of shares held by companies, trusts, societies, etc., the duly completed Postal Ballot Form must be accompanied by a certified true copy of Board Resolution/Authority Letter/Power of Attorney, etc., along with attested specimen signature of the duly authorised signatory(ies), who is authorised to vote, failing which the Postal Ballot Form will be treated as invalid.
7. A Shareholder may request for a duplicate Postal Ballot Form from the Company, if so required. However, the duly completed duplicate Postal Ballot Form should reach the Scrutinizer not later than the last date of receipt of Postal Ballot Forms i.e. upto 5:00 p.m. (IST) on Sunday, May 29, 2016. Posted Ballot Form received after this date will not be considered.
8. Voting rights shall be reckoned on the paid up value of shares registered in the name of the Shareholders as on the Record Date i.e. Thursday, March 31, 2016.
9. A Shareholder need not use all the votes nor needs to cast all the votes in the same way.
10. The votes of a Shareholder shall be considered invalid, inter-alia, on any of the following grounds:
 - a. if the shareholder's signature does not match with the specimen signature registered with the Company/Depository Participants;
 - b. if the shareholder has marked his / her / its vote both for 'Assent' and also for 'Dissent' to the 'Resolution' in such a manner that the aggregate shares voted for 'Assent' and 'Dissent' exceed the total number of shares held;
 - c. if the Postal Ballot Form is unsigned, incomplete or incorrectly filled;
 - d. if the Postal Ballot Form is received torn or defaced or mutilated such that it is not possible for the Scrutinizer to identify the Shareholder or the number of votes or as to whether the votes are for "Assent" or "Dissent", or if the signature could not be verified or one or more of the above grounds;
 - e. if the Postal Ballot Form is other than issued by the Company;
 - f. If voting rights of a Shareholder is frozen by any competent authority.
11. Shareholders are requested not to send any other paper along with the Postal Ballot Form in the attached self addressed business reply envelope. Any extraneous paper found in such envelope would be destroyed by the Scrutinizer.
12. The exercise of vote under Postal Ballot process is not permitted through proxy.
13. The Scrutinizer's decision on the validity of a Postal Ballot shall be final.
14. Only a Shareholder entitled to vote is entitled to fill in the Postal Ballot Form and send it to the Scrutinizer and any recipient of the Notice who has no voting right as on the Record Date should treat the Notice as intimation only.
15. The results of voting by Postal Ballot will be declared on Tuesday, May 31, 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. 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 as well as on the 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.

OPTION OF E-VOTING

As an alternative to voting through physical Postal Ballot, the Company is pleased to offer e-Voting facility to all the Shareholders of the Company to enable them to cast their votes electronically instead of through Postal Ballot Forms. The detailed procedure for e-Voting is explained in the Notes to the Notice of Postal Ballot.