

JUBILANT GENERICS LIMITED

(CIN: U24100UP2013FLC060821)

Registered Office: 1A, Sector 16A, Institutional Area, Noida – 201 301, Uttar Pradesh, India

Phone : +91-120-4361000

Fax : +91-120-4234895

NOTICE

NOTICE is hereby given that the 6th Annual General Meeting of members of Jubilant Generics Limited will be held as under:-

DAY : TUESDAY
DATE : SEPTEMBER 24, 2019
TIME : 3:00 PM
VENUE : REGISTERED OFFICE, 1A, SECTOR 16A, NOIDA - 201301, UTTAR PRADESH, INDIA

to transact the following business:

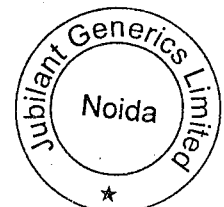
ORDINARY BUSINESS

1. To consider and adopt the Audited Financial Statements of the Company for the Financial Year ended March 31, 2019 and the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Pramod Yadav [DIN: 05264757], who retires by rotation and, being eligible, offers himself for re-appointment.

SPECIAL BUSINESS

3. To consider and if thought fit, to pass with or without modification(s), 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. Anant Pande [DIN: 08186854] who was appointed as an Additional Director of the Company effective from May 14, 2019 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.”



4. To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

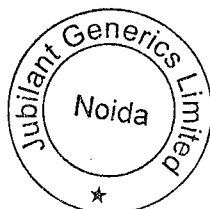
“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (the ‘Act’) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force) and the Appointment and Remuneration Policy of the Company, Mr. Anil Kumar Srivastava [DIN: 08449089] who was appointed as an Additional Director of the Company effective from May 14, 2019 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.”

5. To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198 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. Anil Kumar Srivastava [DIN: 08449089] as Whole-time Director of the Company (‘WTD’) for a period of two years effective from May 14, 2019 on the following terms and conditions including remuneration:

I. Salary, Allowances, Perquisites and Retiral Benefits

- A. Basic Salary:** Rs. 35,15,400 per annum.
- B. HRA:** Rs. 21,09,240 per annum.
- C. Special & Other Allowances:** He will be provided a special allowance upto Rs. 13,48,013 per annum and Car Allowance upto Rs. 5,25,000 per annum.
- D. Annual Variable Pay:** Performance linked Variable Pay of Rs. 21,97,062 shall be paid at 100% of performance achievement. Payout of the Variable Pay would be determined based on the performance parameters laid out in the Company’s Variable Pay Plan.



E. Perquisites: Telephone at residence and mobile phone shall be provided as per the rules of the Company.

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

G. Others Benefits & Amenities

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

b) Other amenities and benefits like medical reimbursement, car reimbursement, meal and gift coupons, etc. as per the rules of the Company.

c) Hard Furnishing, Personal Accident Insurance, Group Term Life Insurance and Medical Insurance as per the rules of the Company.

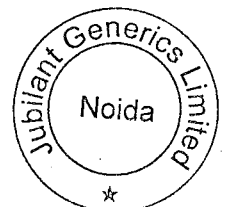
II. Others

- 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.
- WTD shall not, while he continues to hold that office, be subject to retirement by rotation.
- The above remuneration payable to WTD may exceed 5% of net profits of the Company but the aggregate remuneration paid to all Managing Director(s) and Whole-time Director(s) shall not exceed 10% or such higher percentage of net profits of the Company as may be permitted from time to time, calculated in accordance with the provisions of Section 198 of the Act or any amendment thereto or any other provisions as may be applicable.

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.

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 Variation thereof) in compliance with Section 197 read with Schedule V and other applicable provisions, if any of the Act.

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.”



6. To consider and if thought fit, to pass with or without modification(s), 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. Jasdeepsingh Gurdeepsingh Sood [DIN: 03383578] who was appointed as an Additional Director of the Company effective from May 14, 2019 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.”

7. To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198 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. Jasdeepsingh Gurdeepsingh Sood [DIN: 03383578] as Whole-time Director of the Company (‘WTD’) for a period of two years effective from May 14, 2019 on the following terms and conditions including remuneration:

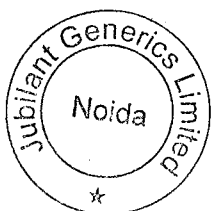
I. Salary, Allowances, Perquisites and Retiral Benefits

A. Basic Salary: Rs. 48,19,080 per annum.

B. HRA: Rs. 28,91,448 per annum.

C. Special & Other Allowances: He will be provided a special allowance upto Rs. 12,68,532 per annum and Car Allowance upto Rs. 6,75,000 per annum.

D. Annual Variable Pay: Performance linked Variable Pay of Rs. 25,98,012 shall be paid at 100% of performance achievement. Payout of the Variable Pay would be determined based on the performance parameters laid out in the Company’s Variable Pay Plan.



E. Perquisites: Telephone at residence and mobile phone shall be provided as per the rules of the Company.

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

G. Others Benefits & Amenities

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

b) Other amenities and benefits like car reimbursement, medical reimbursement, meal and gift coupons, etc. as per the rules of the Company.

c) Hard Furnishing, Personal Accident Insurance, Group Term Insurance and medical Insurance as per the rules of the Company.

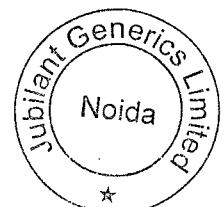
II. Others

- 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.
- WTD shall not, while he continues to hold that office, be subject to retirement by rotation.
- The above remuneration payable to WTD may exceed 5% of net profits of the Company but the aggregate remuneration paid to all Managing Director(s) and Whole-time Director(s) shall not exceed 10% or such higher percentage of net profits of the Company as may be permitted from time to time, calculated in accordance with the provisions of Section 198 of the Act or any amendment thereto or any other provisions as may be applicable.

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.

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 Variation thereof) in compliance with Section 197 read with Schedule V and other applicable provisions, if any of the Act.

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.”

By Order of the Board
For Jubilant Generics Limited


Amit Chaurasia
Company Secretary

Noida
May 14, 2019

NOTES:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, in respect of the Special Business to be transacted at the 6th Annual General Meeting ('AGM' or the 'Meeting') is annexed.
2. Brief profile and other information of Directors proposed to be appointed/ re-appointed is annexed hereto.
3. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND ON POLL, TO VOTE INSTEAD OF HIMSELF/ HERSELF. A PROXY NEED NOT BE A MEMBER OF THE COMPANY.**

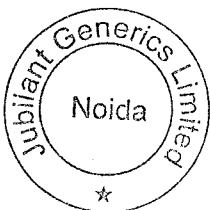
THE INSTRUMENT APPOINTING THE PROXY, IN ORDER TO BE EFFECTIVE, MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY, DULY COMPLETED AND SIGNED, NOT LESS THAN FORTY-EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING. MEMBERS/ PROXIES SHOULD FILL THE ATTENDANCE SLIP FOR ATTENDING THE MEETING.

4. Corporate member intending to send its authorised representative to attend the Meeting is requested to send a certified copy of the Board Resolution authorising its representative to attend and vote on its behalf at the Meeting.
5. Information pursuant to Secretarial Standard - 2 issued by The Institute of Company Secretaries of India regarding Directors proposed to be appointed / re-appointed is annexed.
6. All the documents referred to in the Notice are open for inspection at the Registered 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.

By Order of the Board
For Jubilant Generics Limited


Amit Chaurasia
Company Secretary

Noida
May 14, 2019



ANNEXURE TO NOTICE

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 IN RESPECT OF ITEM NOS. 3 TO 7

ITEM NO. 3

In terms of the Appointment and Remuneration Policy of the Company and pursuant to the recommendation of the Nomination and Remuneration Committee, the Board of Directors has appointed Mr. Anant Pande as an Additional Director effective from May 14, 2019. Pursuant to the provisions of Section 161 of the Companies Act, 2013 (the 'Act'), Mr. Pande holds office upto the date of ensuing AGM and is eligible for appointment as a Director of the Company.

Notice stipulated under Section 160 of the Act has been received from a member intending to propose the candidature of Mr. Pande as a Director of the Company.

Mr. Pande is B.E. (Hons.) in Chemicals and M.Sc. (Hons.) in Chemistry from Birla Institute of Technology & Science, Pilani. He has over 3 decades of experience in Chemicals, Pharmaceuticals, Agrochemicals and Petrochemicals industries. He is the Whole-time Director of Jubilant Life Sciences Limited ('JLL'), the ultimate holding company and Jubilant Infrastructure Limited, a fellow subsidiary. Prior to joining JLL, he was President (Technology & Manufacturing) of Atul Limited. Prior to his stint with Atul Limited, Mr. Pande has worked with JLL as President-Manufacturing and Projects for over 6 years.

Mr. Anant Pande has given his consent to act as Director of the Company. Mr. Pande is not disqualified from being appointed as a Director in terms of Section 164 of the Act.

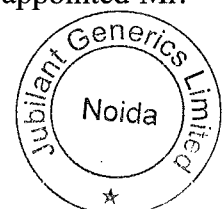
The Board considers that continued association of Mr. Anant Pande would be of immense benefit to the Company and it is desirable to continue to avail his services as Director of the Company.

The disclosures prescribed under 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. Anant Pande, the proposed appointee, may be deemed to be concerned or interested, financially or otherwise, in the resolution. None of the other Directors, Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 3 of the Notice. The Board of Directors recommends the resolution set out at Item No. 3 of the Notice for approval of the members by way of an Ordinary Resolution.

ITEM NO. 4 TO 7

In terms of the Appointment and Remuneration Policy of the Company (the 'Policy') and pursuant to the recommendations of the Nomination and Remuneration Committee ('NRC'), the Board of Directors has, at its meeting held on May 14, 2019, appointed Mr.



Anil Kumar Srivastava and Mr. Jasdeepsingh Gurdeepsingh Sood as Additional Directors of the Company, effective from the said date. Pursuant to the provisions of Section 161 of the Companies Act, 2013 (the 'Act'), Mr. Anil Kumar Srivastava and Mr. Jasdeepsingh Gurdeepsingh Sood hold office upto the date of ensuing AGM and are eligible for appointment as Directors of the Company.

Notices stipulated under Section 160 of the Act have been received from a member intending to propose the candidature of Mr. Anil Kumar Srivastava and Mr. Jasdeepsingh Gurdeepsingh Sood for appointment as Directors of the Company. Also, Mr. Srivastava and Mr. Sood 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.

Further, in terms of the Policy and pursuant to the recommendations of the NRC, the Board has approved the appointment of Mr. Anil Kumar Srivastava and Mr. Jasdeepsingh Gurdeepsingh Sood as Whole-time Directors ('WTDs') of the Company for a period of two years effective from May 14, 2019 on the terms and conditions including remuneration set out in the Notice. This is subject to applicable provisions of the Act, the rules made thereunder and approval of the members.

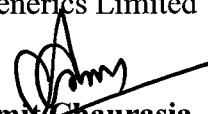
Brief profile of the WTDs and the disclosures prescribed under the Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India are provided in Annexure-A to the Notice.

Considering their profile and rich experience, the appointment of Mr. Anil Kumar Srivastava and Mr. Jasdeepsingh Gurdeepsingh Sood as WTDs of the Company on the terms and conditions mentioned in the Notice would be beneficial to the Company.

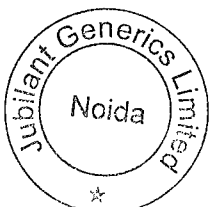
Memorandum setting out the terms and conditions of appointment of WTDs including remuneration is available for inspection in physical and electronic form at the Registered Office of the Company on all working days between 11:00 a.m. and 1:00 p.m. upto the date of the AGM and also at the venue of the AGM.

Mr. Anil Kumar Srivastava and Mr. Jasdeepsingh Gurdeepsingh Sood, the proposed appointees may be deemed to be concerned or interested, financially or otherwise, in their respective resolutions. 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. 4 to 7 of the Notice. The Board of Directors recommends the resolutions set out at Item Nos. 4 to 7 of the Notice for approval of the members by way of Ordinary Resolutions.

By Order of the Board
For Jubilant Generics Limited


Amit Chaurasia
Company Secretary

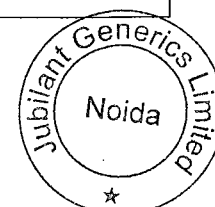
Noida
May 14, 2019



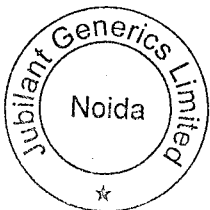
ANNEXURE A

INFORMATION PURSUANT TO SECRETARIAL STANDARD - 2 ISSUED BY THE INSTITUTE OF COMPANY SECRETARIES OF INDIA REGARDING DIRECTORS PROPOSED TO BE APPOINTED/ RE-APPOINTED

Particulars	Mr. Pramod Yadav	Mr. Anant Pande	Mr. Anil Kr. Srivastava	Mr. Jasdeepsingh G. Sood
Age (Years)	55	56	48	51
Qualifications	B.Sc.(Tech), MMM	B.E. (Hons.) & M.Sc. (Hons.)	MBA	B. Pharma and Dip. in Business Adm.& Mgt.
Experience	<p>He has over 30 years of industry experience. He was the Executive Committee Member of Indian Chemical Council (ICC), a member of National Chemicals Committee for Federation of Indian Chambers of Commerce & Industry (FICCI) and a member of National Committee on Chemicals for Confederation of Indian Industry (CII).</p> <p>He has been with our Group and/or the Parent for about 23 years. He previously worked for Garware Paints Ltd., Shalimar Paints Ltd. and Bhansali Engineering Polymers Ltd.</p>	<p>He has over 3 decades of experience in Chemicals, Pharmaceuticals, Agrochemicals and Petrochemical industries. He is the Whole-time Director of Jubilant Life Sciences Limited ('JLL'), the ultimate holding company. Prior to joining JLL, he was President (Technology & Manufacturing) of Atul Limited. Prior to his stint with Atul Limited, Mr. Pande has worked with JLL as President-Manufacturing and Projects for over 6 years.</p>	<p>He has over 22 years of experience, both in Indian and global markets. Prior to joining the Company, Mr. Srivastava was associated with Piramal Enterprises Ltd. as Business Head - API Generics and Nutrition for over 2 years, where he was responsible for Manufacturing, Sales Marketing, R&D, SCM and Program Management for APIs and Nutrition vertical. Mr. Srivastava is associated with Jubilant since May 21, 2018.</p>	<p>He has 29 years of experience, both in Indian and global markets. Prior to joining the Company, Mr. Sood was associated with IPCA Lab Ltd. as Sr. VP - International Market for 9 years. Mr. Sood is associated with Jubilant since August 19, 2014.</p>
Terms and conditions of appointment or re-appointment along with details of remuneration sought to be paid	Proposed to be re-appointed as Non-executive Director, liable to retire by rotation. Currently, no remuneration is proposed to be paid.		Please refer the proposed resolution	



Particulars	Mr. Pramod Yadav	Mr. Anant Pande	Mr. Anil Kr. Srivastava	Mr. Jasdeepsingh G. Sood
Remuneration drawn during the financial year 2018-19 from the Company, if applicable	NA	NA	Rs. 86.57 Lac	Rs. 121.05 Lac
Date of first appointment on the Board	April 11, 2018	May 14, 2019	May 14, 2019	
Shareholding in the Company	NIL			
Relationship with other Directors, Managers and other Key Managerial Personnel of the Company	-	-	-	-
Number of meetings of the Board attended during the financial year 2018-19	4	NA		
Other Directorships, Membership/ Chairmanship of Committees of the other Indian companies	Jubilant DraxImage Ltd. Position in Board Committees : NIL	<ul style="list-style-type: none"> • Jubilant Life Sciences Ltd. • Jubilant Infrastructure Ltd. Position in Board Committees : NIL	-	Decalooog Pedagogy Services Private Limited Position in Board Committees : NIL



JUBILANT GENERICS LIMITED

(CIN: U24100UP2013FLC060821)

Registered Office: 1A, Sector 16A, Institutional Area, Noida – 201 301
Uttar Pradesh, India

Phone : +91-120-4361000

Fax : +91-120-4234895

PROXY FORM: AGM 2019

[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. :

I/We, being the member(s) holding shares of JUBILANT
GENERICS 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 6TH ANNUAL GENERAL MEETING of the Company, to be held on Tuesday, September 24, 2019 at 3:00 p.m at 1A, Sector 16A, Institutional Area, Noida – 201 301, Uttar Pradesh, India and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolution(s)
Ordinary Business	
1	Consider and adopt Audited Financial Statements for the Financial Year ended March 31, 2019 and the Reports of the Board of Directors and Auditors thereon.
2	Re-appointment of Mr. Pramod Yadav [DIN: 05264757], who retires by rotation
Special Business	
3	Re-appointment of Mr. Anant Pande [DIN: 08186854] as a Director, liable to retire by rotation
4	Re-appointment of Mr. Anil Kr. Srivastava [DIN: 08449089] as a Director liable to retire by rotation
5	Appointment of Mr. Anil Kr. Srivastava [DIN: 08449089] as Whole-time Director for a period of two years
6	Re-appointment of Mr. Jasdeepsingh G. Sood [DIN: 03383578] as a Director liable to retire by rotation
7	Appointment of Mr. Jasdeepsingh G. Sood [DIN: 03383578] as Whole-time Director for a period of two years

Signed this day of 2019

Affix Revenue Stamp of Re. 1

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

.....
(Signature of Member)

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 Re. 1.

JUBILANT GENERICS LIMITED

(CIN: U24100UP2013FLC060821)

Registered Office: 1A, Sector 16A, Institutional Area, Noida – 201 301
Uttar Pradesh, India

Phone : +91-120-4361000

Fax : +91-120-4234895

ATTENDANCE SLIP: AGM 2019

**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 6th Annual General Meeting being held on
Tuesday, September 24, 2019 at 3:00 p.m at the Registered Office of the
Company.

Member's / Proxy's Signature

