

**JUBILANT GENERICS LIMITED**

(CIN: U24100UP2013FLC060821)

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

Phone : +91-120-4361000

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**NOTICE**

NOTICE is hereby given that the 7<sup>th</sup> Annual General Meeting of members of Jubilant Generics Limited will be held as under:

**DAY : TUESDAY**  
**DATE : SEPTEMBER 10, 2020**  
**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, 2020 and the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Anant Pande [DIN: 08186854], 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(s) or re-enactment thereof for the time being in force), Mr. Alok Vaish [DIN: 02218059], who was appointed as an Additional Director of the Company effective from April 27, 2020 in terms of Section 161(1) of the Act and whose term of office would expire 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.”

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 Section 181 and other applicable provisions, if any, of the Companies Act, 2013, consent be and is hereby accorded to the Board of Directors of the Company (“the Board”) to contribute an amount upto Rs. 10 Crore (Rupees Ten Crore only), in one or more tranches, in any financial year,

either directly or through a non-profit organization, or in any other way considered appropriate by the Board, to such bona fide charitable and other funds as may be deemed fit and appropriate by the Board.”

By **Order of the Board**  
For Jubilant Generics Limited



**Director**

Noida  
July 10, 2020

**NOTES:**

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, relating to the Special Business to be transacted at the Extraordinary General Meeting is annexed hereto.

2. **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.**

3. 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.

4. 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.

5. 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



**Director**

Noida  
July 10, 2020

## **EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

The following explanatory statement pursuant to Section 102 of the Companies Act, 2013, sets out all material facts relating to the business mentioned in the accompanying notice.

### **Item No. 3**

The Board of Directors has appointed Mr. Alok Vaish as an Additional Director of the Company, effective from April 27, 2020. Pursuant to the provisions of Section 161 of the Companies Act, 2013 (the 'Act'), Mr. Alok Vaish holds office upto the date of ensuing General Meeting and is eligible for appointment as Director of the Company.

Notice as stipulated under Section 160 of the Act has been received from a member intending to propose the appointment of Mr. Alok Vaish. Mr. Vaish has given his consent to act as Director and has intimated that he is not disqualified from being appointed as Director in terms of Section 164 of the Act.

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

Mr. Alok Vaish may be deemed to be concerned or interested in the resolutions. None of the other Directors or their respective relatives are concerned or interested in the resolution no. 3.

The Board commends the Ordinary Resolution set out at Item No. 3 of the Notice for approval by the members.

### **Item No. 4**

It is proposed that the Board of Directors of the Company ("the Board") be authorized to contribute upto Rs. 10 crores in any financial year for charitable purposes, either directly or through any non-profit organization (including Jubilant Bhartia Foundation - a non-profit company of Jubilant group), or in any other way considered appropriate.

As per Section 181 of the Companies Act, 2013, the Board may contribute to bona fide charitable and other funds provided that prior permission of the Company in a general meeting is obtained for making contributions the aggregate of which, in any financial year, exceeds five percent of the average net profits of the Company for the three immediately preceding financial years.

Subject to approval of members of the Company, the Board may like to contribute to bona fide charitable and other funds during the financial year 2019-20 and in subsequent financial years, an amount exceeding five per cent of the average net profits of the Company for the three immediately preceding financial years, subject to the maximum of Rs. 10 Crore in a financial year. Accordingly, it is proposed to obtain members' approval by way of an Ordinary Resolution for contributing upto Rs. 10 Crore in any financial year to bona fide charitable and other funds.

None of the Directors or their relatives are concerned or interested in the resolution no. 4.

The Board commends the Ordinary Resolution set out at Item No. 4 of the Notice for approval by the members.

**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**

<b>Particulars</b>	<b>Mr. Alok Vaish</b>	<b>Mr. Anant Pande</b>
Age (Years)	51	57
Qualifications	MBA, CA	B.E. (Hons.) & M.Sc. (Hons.)
Experience	Over 24 years of experience in the areas of fund raising, mergers & acquisitions, financial planning, budgeting, cash-flow management, investor relations, legal and corporate secretarial functions and administration. Mr. Vaish has worked with Yatra Online Private Limited for more than 11 years as Group Chief Financial Officer and also worked with HSIL Limited, Ambit Corporate Finance Pte, Deutsche Bank, New York and Bajaj Auto Limited in various leadership roles.	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. 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.
Terms and conditions of appointment or re-appointment along with details of remuneration sought to be paid	Proposed to be appointed as Non-executive Director, liable to retire by rotation. Currently, no remuneration is proposed 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.
Remuneration drawn during the financial year 2019-20 from the Company, if applicable	N.A.	NIL
Date of first appointment on the Board	April 27, 2020	May 14, 2019
Shareholding in the Company	NIL	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 2019-20	N.A.	5
Other Directorships, Membership/ Chairmanship of Committees of the other Indian companies	<b>Other Directorships:</b> > Jubilant Pharma Limited > Jubilant Therapeutics India Limited > Jubilant Business Services Limited > Jubilant Bhartia Foundation  <b>Position in Board Committees: NIL</b>	<b>Other Directorships:</b> > Jubilant Life Sciences Ltd. > Jubilant Infrastructure Ltd. > Jubilant Biosys Limited > Jubilant LSI Limited  <b>Position in Board Committees : NIL</b>