

JUBILANT GENERICS LIMITED

(CIN: U24100UP2013FLC060821)

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

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NOTICE

NOTICE is hereby given that the 8th Annual General Meeting of members of Jubilant Generics Limited will be held as under:

DAY : THURSDAY
DATE : SEPTEMBER 30, 2021
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, 2021 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(s) or re-enactment thereof for the time being in force), Mr. Arvind Chokhany [DIN: 06668147], who was appointed as an Additional Director of the Company effective from June 3, 2021 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 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. Christopher Stanley Krawtschuk [DIN: 0009187849], who was appointed as an Additional Director of the Company effective from June 3, 2021 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.”

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 for the reappointment 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, 2021 on the following terms and conditions including remuneration:

I. Salary, Allowances, Perquisites and Retiral Benefits

A. Basic Salary: Rs. 61,33,080 per annum.

B. HRA: Rs. 36,79,848 per annum and Second House Allowance Rs. 18,71,004 per annum.

C. Special & Other Allowances: He will be provided a special allowance upto Rs. 3,75,960 per annum and Car Allowance upto Rs. 6,75,000 per annum.

D. Annual Variable Pay: Performance linked Variable Pay of Rs. 38,33,162 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, NPS 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



Director

Noida
June 3, 2021


NOTES:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, relating to the Special Businesses 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
June 3, 2021

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 businesses mentioned in the accompanying notice.

Item No. 3 and 4

The Board of Directors has appointed Mr. Arvind Chokhany and Mr. Christopher Stanley Krawtschuk as Additional Directors of the Company, effective from June 3, 2021. Pursuant to the provisions of Section 161 of the Companies Act, 2013 (the 'Act'), Mr. Arvind Chokhany and Mr. Christopher Stanley Krawtschuk hold office upto the date of ensuing Annual General Meeting and are eligible for appointment as Directors 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. Arvind Chokhany and Mr. Christopher Stanley Krawtschuk. Mr. Arvind Chokhany and Mr. Christopher Stanley Krawtschuk have given their consent to act as Directors and have intimated that they are not disqualified from being appointed as Directors in terms of Section 164 of the Act.

The Board considers that continued association of Mr. Arvind Chokhany and Mr. Christopher Stanley Krawtschuk would be of immense benefit to the Company and it is desirable to continue to avail their services.

Mr. Arvind Chokhany and Mr. Christopher Stanley Krawtschuk may be deemed to be concerned or interested in the resolution relating to their appointment. None of the other Directors or their respective relatives are concerned or interested in the resolution no. 3 and 4.

The Board commends the Ordinary Resolutions set out at Item No. 3 and 4 of the Notice for approval by the members.

Item No. 5

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 has approved the reappointment of Mr. Jasdeepsingh Gurdeepsingh Sood as Whole-time Director ('WTD') of the Company for a period of two years effective from May 14, 2021 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 WTD 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 his profile and rich experience, the reappointment of Mr. Jasdeepsingh Gurdeepsingh Sood as WTD 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 reappointment of WTD 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. Jasdeepsingh Gurdeepsingh Sood, may be deemed to be concerned or interested, financially or otherwise, in the resolution no. 5. 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. 5 of the Notice. The Board of Directors recommends the resolution set out at Item No. 5 of the Notice for approval of the members by way of Ordinary Resolution.

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. Arvind Chokhany	Mr. Pramod Yadav	Mr. Jasdeep Singh G. Sood	Mr. Christopher Stanley Krawtschuk
Age (Years)	48	57	53	44
Qualifications	CA, CMA	B.Sc.(Tech), MMM	B. Pharma and Dip. in Business Adm.& Mgt.	B.Sc-Accounting and Certified Public Accountant from USA
Experience	<p>He has 25 years of experience. He is Group CFO and Whole-time Director of Jubilant Pharmova Limited ('JPM'). Prior to joining JPM, Mr. Chokhany was working with Tata Projects Limited as Chief Financial Officer for the last 2 years. Prior to Tata Projects, Mr. Chokhany has worked with Tata Realty & Infrastructure Limited for 5 years. Mr. Chokhany has extensive experience in Investment Banking. He has worked for 8 years with Standard Chartered Bank; for 6 years, he has worked as ED-Strategic Coverage Group-Infrastructure & Real Estate Sector and for 2 years as Director, Business Planning. Before joining Standard Chartered Bank, he has worked for 5 years with Deutsche Bank in the Global Custody business and in Deutsche Consulting for Asia & Middle East markets managing the customer requirements in the areas of treasury, risk management, business strategy and product structuring.</p>	<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 Confederation of Indian Industry (CII).</p> <p>He has been with our Group and/or the Parent for about 25 years. He previously worked for Garware Paints Ltd., Shalimar Paints Ltd. and Bhansali Engineering Polymers Ltd.</p>	<p>He has 31 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>	<p>He is CFO of Jubilant Pharma Limited, Singapore ('JPL'). Prior to joining JPL, Mr. Krawtschuk was working as the CFO of the US subsidiary of Morphosys, a listed company in German Stock Exchange with ADS in Nasdaq. This company, which specializes in developing NCEs/ NBEs for the global markets, has a revenue of USD 200 Million and employs ~ 150 employees.</p> <p>Mr. Krawtschuk has worked for 15 years with PWC, US; first 6 years in the Audit practice and the remaining 9 years in Accounting Advisory and Capital Markets practice. He has assisted Verizon acquiring Bell labs; Pfizer acquiring Wyeth, selling the animal health product business for Pfizer; selling the nutrition business for Pfizer to Nestle and a number of capital raise transactions including convertibles, bonds, structured papers, etc. He was doing deals in conjunction with the M&A bankers. Subsequently, Mr. Krawtschuk joined Pfizer as a VP and Lead Divisional Controller to run the global accounting operations for commercial, manufacturing, R&D and treasury functions.</p> <p>He has authored American Institute of CPA "Guide on IPR&D (Business Combinations and Asset</p>

Particulars	Mr. Arvind Chokhany	Mr. Pramod Yadav	Mr. Jasdeepsingh G. Sood	Mr. Christopher Stanley Krawtschuk
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.	Please refer the proposed resolution	Proposed to be appointed as Non-executive Director, liable to retire by rotation. Currently, no remuneration is proposed to be paid.
Remuneration drawn during the financial year 2020-21 from the Company, if applicable	N.A.	NIL	Rs. 164.74 Lac	N.A.
Date of first appointment on the Board	June 3, 2021	April 11, 2018	May 14, 2019	June 3, 2021
Shareholding in the Company	NIL	NIL	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 2020-21	N.A.	4	4	N.A.
Other Directorships, Membership/ Chairmanship of Committees of the	<ul style="list-style-type: none"> ➤ Jubilant Pharmova Limited Member in Board Committees of Jubilant Pharmova Limited: 	<ul style="list-style-type: none"> ➤ Jubilant Pharmova Limited ➤ Jubilant DraxImage Ltd. 	<ul style="list-style-type: none"> Decalbog Pedagogy Services Private Limited ➤ Position in Board 	NIL

Particulars other Indian companies	Mr. Arvind Chokhany Audit Committee Sustainability and CSR Committee Stakeholders Relationship Committee Risk Management Committee Finance Committee Fund Raising Committee	Mr. Pramod Yadav Member in Sustainability and CSR Committee of Jubilant Pharmova Limited	Mr. Jasdeep Singh G. Sood Committees : NIL	Mr. Christopher Stanley Krawtschuk
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