



## JUBILANT PHARMOVA LIMITED

(CIN: L24116UP1978PLC004624)

Regd. Office: Bhartiagram, Gajraula,

District Amroha - 244 223, Uttar Pradesh, India

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### POSTAL BALLOT NOTICE

[Pursuant to Section 108 and 110 of the Companies Act, 2013 read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014]

**Notice** is hereby given to the Shareholders of **JUBILANT PHARMOVA LIMITED** (the '**Company**'), pursuant to the provisions of Section 108 and Section 110 of the Companies Act, 2013 (the '**Act**') read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended from time to time ('**Management Rules**') read with the Circular No. 14/2020 dated April 8, 2020, Circular No. 17/2020 dated April 13, 2020, Circular No. 22/2020 dated June 15, 2020, Circular No. 33/2020 dated September 28, 2020, Circular No. 39/2020 dated December 31, 2020 and Circular No. 10/2021 dated June 23, 2021, Circular No. 20/2021 dated December 8, 2021, Circular No. 3/2022 dated May 5, 2022, Circular No. 10/2022 dated December 28, 2022 and Circular No. 11/2022 dated December 28, 2022 issued by the Ministry of Corporate Affairs ('**MCA**') (hereinafter collectively referred to as '**MCA Circulars**') in relation to the extension of the framework provided in the MCA Circulars up to September 30, 2023 and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time ('**SEBI Listing Regulations**') read with SEBI Circular Nos. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 and SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023, Secretarial Standards on General Meetings issued by the Institute of Company Secretaries of India and other applicable provisions of the Act, rules, circulars and notifications issued thereunder (including any statutory modifications or re-enactment thereof for the time being in force and as amended from time to time), that the Resolution as set out in this Notice is proposed for consideration by the Shareholders of the Company for passing by means of Postal Ballot by way of voting through electronic means ('**remote e-voting**').

In compliance with the aforesaid MCA Circulars, this Postal Ballot Notice is being sent only through electronic mode to those Shareholders whose e-mail addresses are registered with the Company/Depositories/Registrar and Share Transfer Agent ('**RTA**') as on the cut-off date of March 3, 2023. If your e-mail

address is not registered with the Company/Depositories/ RTA, please follow the process provided in the Notes to receive this Postal Ballot Notice, login ID, and password for remote e-voting. The communication of the assent or dissent of the shareholders would only take place through remote e-voting.

The statement pertaining to the Resolution setting out the material facts and the reasons thereof is appended to this Notice. The Board of Directors of the Company has, in compliance with the Rules, appointed Mr. Rupinder Singh Bhatia, Practicing Company Secretary (Membership No. FCS-2599 and CP No. 2514) as the Scrutinizer for conducting this Postal Ballot process through remote e-voting, in a fair and transparent manner. Further, the Company has engaged National Securities Depository Limited ('**NSDL**') to provide remote e-Voting facility to the Equity Shareholders of the Company.

In accordance with the provisions of the MCA Circulars, shareholders can vote only through the remote e-voting process. Accordingly, the Company is pleased to offer remote e-voting facility to all its shareholders to cast their votes electronically. Shareholders are requested to read the instructions in the notes under the section '**General information and instructions relating to e-voting**' in this notice ('**Postal Ballot Notice**') to cast their votes electronically from their respective locations. Shareholders are requested to cast their votes through the remote e-voting process not later than Wednesday, April 12, 2023, 5:00 P.M. (IST) to be eligible for being considered, failing which it will be strictly considered that no vote has been cast by the concerned shareholder.

The Shareholders holding Equity Shares of the Company are requested to follow the procedure stated in the Notes for casting votes by remote e-voting. Upon completion of the votes cast through remote e-voting, the Scrutinizer shall submit his report to the Chairman of the Company or person authorised by the Chairman. The results of the Postal Ballot along with the Scrutinizer's Report shall be announced by the Chairman or in his absence by the Company Secretary within 2 (two) working

days of the conclusion of the Postal Ballot process through remote e-voting at the Registered Office of the Company at Bhartiagram, Gajraula, District Amroha - 244223, Uttar Pradesh. The results along with the Scrutinizer's Report shall also be intimated to the National Stock Exchange of India Limited ('NSE') and BSE Limited ('BSE') (hereinafter collectively referred to as 'Stock Exchanges') where the Equity Shares of the Company are listed and will be displayed on the Company's website at [www.jubilantpharmova.com](http://www.jubilantpharmova.com) as well as on the website of NSDL.

Item of business requiring approval of the Equity Shareholders through Postal Ballot by 'remote e-voting' is given below:

#### **SPECIAL BUSINESS:**

##### **1. APPOINTMENT OF MR. SHIRISH G. BELAPURE (DIN: 02219458) AS AN INDEPENDENT DIRECTOR**

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

“**RESOLVED THAT** pursuant to the provisions of Section 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 ('Act') and the rules made thereunder, read with Schedule IV of the Act and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') [including any statutory modification(s) or re-enactment for the time being in force] and the Articles of Association of the Company, Mr. Shirish G. Belapure [DIN: 02219458], who was appointed by the Board of Directors of the Company, as an Additional Director (Non-Executive and Independent Director) of the Company with effect from March 07, 2023 and who meets the criteria for independence as provided in section 149(6) of the Act along with the rules framed thereunder and regulation 16(1)(b) of the Listing Regulations and who has submitted a declaration to that effect, be appointed as an Independent Director of the Company for a term of five consecutive years commencing from March 07, 2023 up to March 06, 2028, not liable to retire by rotation.”

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

**Naresh Kapoor**  
**Company Secretary**  
ACS -11782

Noida  
March 7, 2023

#### **NOTES:**

1) The Explanatory Statement pursuant to Section 102 of the Act read with Secretarial Standards on General Meetings

(SS-2) for the proposed Special Resolution setting out material facts in relation thereto is appended to the Notice.

- 2) In compliance with the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and provisions of Regulation 44 of the SEBI Listing Regulations, as amended, the Shareholders are provided with the facility to cast their vote electronically. The Company has engaged the services of NSDL for the purpose of providing e-voting facility to all its Shareholders.
- 3) Pursuant to the MCA Circulars, physical copies of this Postal Ballot Notice, Postal Ballot forms and pre-paid Business Reply Envelopes are not being sent to Members for this Postal Ballot. Members are requested to provide their assent or dissent through remote e-voting only.
- 4) Members may please note that the Postal Ballot Notice will also be available on the Company's website at [www.jubilantpharmova.com](http://www.jubilantpharmova.com), websites of the Stock Exchanges i.e. BSE Limited (BSE) and National Stock Exchange of India Limited (NSE) at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively and on the website of NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- 5) All the documents referred to in this Notice and the Statement pursuant to Section 102 of the Act, will be available for inspection on the Company's website [www.jubilantpharmova.com](http://www.jubilantpharmova.com) under Investor Section from the date of circulation of this Notice upto the date of declaration of Postal Ballot results.
- 6) In compliance with the MCA Circulars, the Notice is being sent in electronic mode to those Members whose names appear in the Register of Members / List of Beneficial Owners as received from NSDL and Central Depository Services (India) Limited ('CDSL') as on the cut-off date, i.e. March 03, 2023 and whose E-mail IDs are registered with the Company / Depositories.

For Members who have not registered their E-mail IDs, please follow the instructions given below. Further, the Shareholders whose names appear in the Register of Members/ List of Beneficial Owners as on Cut-off date, i.e. March 03, 2023 are entitled to vote on the Resolution set forth in this Postal Ballot Notice. Voting rights shall be reckoned on the paid up value of the equity shares registered in the name of the Shareholders of the Company as on the Cut-off Date. In case of joint holders, only such joint holder who is higher in the order of names will be entitled to do e-voting on the resolution included in the Postal Ballot Notice. A person who is not a Member as on the Cut-off

date should treat this Notice of Postal Ballot for information purpose only.

- 7) The Postal Ballot Notice along with the Explanatory Statement, instructions and manner of e-voting process can be downloaded from the link '<https://www.evoting.nsdl.com/>'.
- 8) **The e-voting period commences on Tuesday, March 14, 2023, 9:00 A.M. (IST) and ends on Wednesday, April 12, 2023, 5:00 P.M. (IST). The e-voting module shall be disabled thereafter.** During this period, Shareholders of the Company, holding equity shares either in physical form or in dematerialized form, as on the Cut-off date i.e. March 03, 2023, may cast their vote by e-voting. Once the vote on a resolution is cast by the Shareholder, the Shareholder shall not be allowed to change it subsequently.
- 9) The Company has appointed Mr. Rupinder Singh Bhatia, Practicing Company Secretary, (Membership No. FCS 2599 and CP No. 2514) as the Scrutinizer, for conducting this Postal Ballot process through remote e-voting, in a fair and transparent manner and the required consent for such appointment has been received.
- 10) The Scrutinizer shall, after the conclusion of the e-voting on Wednesday, April 12, 2023, 5:00 P.M. (IST), unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make Scrutinizer's report within the prescribed time. Such report shall contain details of the total votes cast in favour of or against, if any, and submit the report to the Chairman or in his absence Company Secretary, who shall countersign the same and declare the result of the e-voting of the Postal Ballot forthwith. The Resolution, if passed by requisite majority, shall be deemed to have been passed on April 12, 2023 being the last day of remote e-voting.
- 11) Results of voting shall be declared within 2 working days from the time of conclusion of the remote e-voting. The results of the Postal Ballot shall be communicated to the Stock Exchanges and will be displayed on the Company's website at [www.jubilantpharmova.com](http://www.jubilantpharmova.com) and on the website of NSDL [www.evoting.nsdl.com](http://www.evoting.nsdl.com) and at the Corporate Office and Registered Office of the Company.
- 12) In case of any queries or grievances relating to e-Voting, you may contact Mr. Amit Vishal, Assistant Vice President, NSDL, Trade World, 4<sup>th</sup> Floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai- 400013, India through e-mail at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or call on 022 - 4886 7000 and 022 - 2499 7000 or Mr. J.K. Singla, Dy. General Manager, M/s. Alankit Assignments Limited, 205-208, Anar Kali Complex, Jhandewalan Extension, New Delhi-110 055, India through email at [rta@alankit.com](mailto:rta@alankit.com) or on Telephone No.: 011- 42541234.

### **How do I vote electronically using NSDL e-Voting system?**

*The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:*


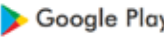


#### **Step 1: Access to NSDL e-Voting system**

##### **A) Login method for e-Voting for Individual shareholders holding securities in demat mode**

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

<b>Type of shareholders</b>	<b>Login Method</b>
Individual Shareholders holding securities in demat mode with NSDL.	Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the " <b>Beneficial Owner</b> " icon under " <b>Login</b> " which is available under ' <b>IDeAS</b> ' section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on " <b>Access to e-Voting</b> " under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.  If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> . Select " <b>Register Online for IDeAS Portal</b> " or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a> .

	<p>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nSDL.com/">https://www.evoting.nSDL.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. Shareholders/ Members can also download NSDL Mobile App “<b>NSDL Speede</b>” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p style="text-align: center;"><b>NSDL Mobile App is available on</b></p> <div style="display: flex; justify-content: center; gap: 20px;">   </div> <div style="display: flex; justify-content: center; gap: 20px; margin-top: 10px;">   </div>
Individual Shareholders holding securities in demat mode with CDSL	Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon & New System Myeasi Tab and then user your existing my easi username & password.

	<p>After successful login the Easi/ Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly.</p> <p>If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</p> <p>Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/ CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.**

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33

**B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

**How to Log-in to NSDL e-Voting website?**

Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.

Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/ Member’ section.

A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

*Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.*

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.

b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

Password details for shareholders other than Individual shareholders are given below:

If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.

If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.

How to retrieve your ‘initial password’?

If your email ID is registered in your demat account or with the company, your ‘initial password’ is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your ‘User ID’ and your ‘initial password’.

If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**

If you are unable to retrieve or have not received the “ Initial password” or have forgotten your password:

Click on “**Forgot User Details/Password?**”(If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

**Physical User Reset Password?**” (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.

Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.

Now, you will have to click on “Login” button.

After you click on the “Login” button, Home page of e-Voting will open.

### **Step 2: Cast your vote electronically on NSDL e-Voting system.**

#### **How to cast your vote electronically on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

#### **General Guidelines for shareholders**

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [rsbhatiacs@aol.com](mailto:rsbhatiacs@aol.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on “**Upload Board Resolution / Authority Letter**” displayed under “e-Voting” tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “[Forgot User Details/Password?](#)” or

“[Physical User Reset Password?](#)” option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.

3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on : 022 - 4886 7000 and 022 - 2499 7000 or send a request to Mr. Amit Vishal, Assistant Vice President at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

#### **Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolution set out in this notice:**

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to [investors@jubl.com](mailto:investors@jubl.com).
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16-digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to [investors@jubl.com](mailto:investors@jubl.com). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. [Login method for e-Voting for Individual shareholders holding securities in demat mode.](#)**

Alternatively shareholder/members may send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for procuring user id and password for e-voting by providing above mentioned documents.

3. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

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

##### **ITEM NO: 1**

In order to further strengthen the Board governance and oversight on pharma quality and compliance matters, the Board has appointed Mr. Shirish G. Belapure [DIN: 02219458],

as an Additional Director (Non-Executive, Independent) through circular resolution dated March 7, 2023 based on the recommendations of the Nomination, Remuneration and Compensation Committee ('NRC'). Mr. Shirish G. Belapure is a trusted leader with more than four decades of experience in driving quality and compliance for leading pharma companies. The Board is of the opinion that his skills, background and experience are aligned to the role and capabilities identified by the NRC and that he also fulfills the criteria for appointment as an Independent Director. The appointment of Mr. Shirish G. Belapure shall bring a fresh perspective to the Board with his deep understanding of relevant pharma regulatory and quality matters and shall help to navigate the regulatory issues, if any, helping the Company to avoid potential risks and comply with the latest industry standards.

The Company has received a declaration from Mr. Shirish G. Belapure confirming that he meets the criteria of independence as prescribed under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') and that in terms of Regulation 25(8) of the Listing Regulations, he has confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties with an objective independent judgment and without any external influence. Mr. Shirish G. Belapure has also confirmed that he is not debarred from holding the office as a Director of the Company by virtue of any SEBI order or any such authority pursuant to circulars dated 20<sup>th</sup> June, 2018 issued by BSE Limited and the National Stock Exchange of India Limited pertaining to enforcement of SEBI Orders regarding appointment of Directors by the listed Companies. Further, Mr. Shirish G. Belapure is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given his consent to act as Director. Mr. Shirish G. Belapure has confirmed that he is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to his registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs. The Company has received a Notice from a Member in writing under Section 160(1) of the Act proposing his candidature for the office of Director.

In the opinion of the Board, Mr. Shirish G. Belapure is a person of integrity and fulfils the conditions specified under the Act read with Rules thereunder and the SEBI Listing Regulations for his appointment as an Independent Director of the Company.

The information as required under the Regulation 36 of Listing Regulations and Secretarial Standard (SS 2) on General Meetings,

of Mr. Shirish G. Belapure is provided in Annexure "A" to the Notice.

Accordingly, it is proposed to appoint Mr. Shirish G. Belapure as an Independent Director of the Company, who shall not be liable to retire by rotation. He shall be paid remuneration by way of fee for attending meetings of the Board or Committees thereof as may be decided by the Board, reimbursement of expenses for participating in the Board and other meetings and profit related commission as per the provisions of the Act read with the approval granted by the shareholders on September 22, 2021.

Electronic copy of the draft letter for his appointment as an Independent Director setting out the terms and conditions shall be available for inspection by the Members in the investor section of the website of the Company at [www.jubilantpharmova.com](http://www.jubilantpharmova.com).

Pursuant to the provisions of Section 161 of the Act and rules made thereunder read with Articles of Association, Mr. Shirish G. Belapure, Additional Director, holds office till the date of Annual General Meeting. However, in terms of the Regulation 17(1C) of the Listing Regulations, the Company needs to ensure that approval of shareholders for appointment of Mr. Shirish G. Belapure on the Board of Directors is taken within a period of three months from the date of appointment. The Board is of the opinion that Mr. Shirish G. Belapure continued association would be of immense benefit to the Company and it is, therefore, desirable to appoint him as an Independent Director.

Accordingly, in compliance with the provisions of Section 149 read with Schedule IV of the Act, Regulation 17 and Regulation 25(2)(A) of the Listing Regulations and other applicable provisions of the Act and Listing Regulations, the appointment of Mr. Shirish G. Belapure as an Independent Director is now placed for the approval of the Members by a Special Resolution. The Board recommends the special resolution, as set out at item No. 1 of accompanying Notice, for approval by the members.

None of the Directors and Key Managerial Personnel of the Company and their relatives, except Mr. Shirish G. Belapure and his relative(s), is in any way concerned or interested, financially or otherwise, in the proposed special resolution set out at item No. 1 of the Notice. Mr. Shirish G. Belapure is not related to any other Director or KMP of the Company.

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

**Naresh Kapoor**  
Company Secretary  
ACS-11782

Noida  
March 7, 2023

Details of Directors seeking appointment [Pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 and Secretarial Standard - 2 on General Meetings]

Sr. No.	Particulars	
1.	Name	Shirish G. Belapure
2.	Category / Designation	Independent Director
3.	Director Identification Number (DIN)	02219458
4.	Age	69
5.	Date of Birth	July 19, 1953
6.	Original Date of Appointment	March 07, 2023
7.	Qualifications	Post graduate degree in Pharmacy and a Diploma in Business Management from IIM Ahmedabad
8.	Directorship in other Companies	Albert David Limited Innova Captab Limited Natural Capsules Limited Uniza Lifecare Private Limited
9.	Name of Listed Entities from which resigned in the past three (3) years	Nil
10.	Experience (including expertise in specific functional area) / Brief Resume	<p>Mr. Shirish G. Belapure, aged 69 years holds a Post graduate degree in Pharmacy and a Diploma in Business Management from IIM Ahmedabad. Mr. Shirish G. Belapure is an accomplished leader with rich work experience of 45 years in pharmaceutical mfg., technology, quality control and regulatory areas.</p> <p>He has worked extensively on domestic as well as international operations in reputed pharma companies like Zydus Cadila, FDC, Cipla, Cynamid and Sun Pharma. Currently, he is supporting the activities of Quality Forum of Indian Pharmaceutical Alliance as a Senior Technical Advisor. Prior to this, he was Managing Director - Zydus Hospira Oncology P. Ltd., (ZHOPL) - A joint venture company of Zydus &amp; Pfizer for Manufacturing and distributing sterile oncological injectables.</p> <p>He was also responsible for the global manufacturing functions of Zydus Cadila from Feb' 2001 till July' 2016 as President Global Manufacturing. He has an expertise in pharma quality matters and has successfully obtained various international regulatory approvals for Zydus formulation units from USFDA, MHRA, ANVISA, PMDA and others.</p> <p>He is currently on the governing board of Parenteral Drug Association (PDA-India) and also an active member of other professional bodies like ISPE, IPA (Quality forum) as well Indian Pharmaceutical Association and also serves on the Board of board of Innova Captab Ltd, Albert David Ltd (Listed) and Natural Capsules Ltd (Listed).</p>
11.	Chairmanship/Membership of Committees in other Companies*	<p><b>Albert David Ltd</b> Member - Audit Committee &amp; CSR Committee</p> <p><b>Innova Captab Ltd</b> Member - Audit Committee</p> <p><b>Natural Capsules Ltd</b> Member - Audit Committee</p>
12.	Number of Equity Shares held in the Company	Nil
13.	Number of Equity Shares held in the Company for any other person on a beneficial basis	Nil
14.	Relationship between Directors inter-se; with other Directors and Key Managerial Personnel of the Company	Nil
15.	Terms and conditions of appointment or re-appointment	Appointed for a term of five years commencing from March 7, 2023 up to March 6, 2028, not liable to retire by rotation.
16.	Remuneration last drawn, if applicable	Not Applicable
17.	Remuneration proposed to be paid	Sitting Fees and Commission as approved by the Board
18.	Number of Meetings of the Board attended during the year 2022-23	Not Applicable

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

Noida  
March 7, 2023

**Naresh Kapoor**  
Company Secretary  
ACS -11782