



JUBILANT LIFE SCIENCES LIMITED

Registered Office: Bhartiagram, Gajraula - 244 223
District Jyotiba Phoolay Nagar,
Uttar Pradesh, India

NOTICE

NOTICE is hereby given that the Thirty Fourth Annual General Meeting of members of Jubilant Life Sciences Limited will be held as under: -

DAY : **TUESDAY**
DATE : **AUGUST 28, 2012**
TIME : **11: 30 A.M.**
VENUE : **REGISTERED OFFICE:
BHARTIAGRAM, GAJRAULA - 244 223
DISTRICT JYOTIBA PHOOLAY NAGAR,
UTTAR PRADESH, INDIA**

to transact the following business:-

ORDINARY BUSINESS

1. To consider and adopt the Balance Sheet of the Company as at March 31, 2012, the Statement of Profit and Loss for the year ended on that date and the Reports of the Auditors and Directors thereon.
2. To declare dividend.
3. To appoint a Director in place of Mr. H. K. Khan, who retires by rotation and, being eligible, offers himself for re-appointment.
4. To appoint a Director in place of Mr. Abhay Havaldar, who retires by rotation and, being eligible, offers himself for re-appointment.
5. To appoint a Director in place of Dr. Inder Mohan Verma, who retires by rotation and, being eligible, offers himself for re-appointment.
6. To consider and, if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

Ordinary Resolution:

“RESOLVED THAT M/s. K. N. Gutgutia & Co., Chartered Accountants (Firm Registration Number 304153E with the Institute of Chartered Accountants of India), the Statutory Auditors of the Company, who retire but, being eligible, offer themselves for re-appointment, be and are hereby re-appointed as Auditors of the Company to hold office from the conclusion of 34th Annual General Meeting until the conclusion of next Annual General Meeting on such remuneration as agreed upon by the Board of Directors and the Auditors, in addition to the reimbursement of service tax and actual out-of-pocket expenses.”

SPECIAL BUSINESS

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 198, 269, 309, 310 and all other applicable provisions, if any, of the Companies Act, 1956 read with Schedule XIII to the Companies Act, 1956, as amended by the Central Government from time to time (including any Statutory modification or re-enactment thereof, for the time being in force) approval be and is hereby accorded to re-appointment of Mr. Shyam S. Bhartia as Chairman

& Managing Director of the Company, for a period of five years with effect from April 01, 2012 on the following remuneration and terms:

I SALARY & PERQUISITES

- a) Annual gross remuneration including salary, HRA / Company Leased Accommodation, allowances, perquisites and retiral benefits, not exceeding ₹ 400 lacs.
- b) Further to the above, Mr. Shyam S. Bhartia shall also be provided with the following fringe benefits and amenities:
 - i) **Conveyance facilities:**
Suitable conveyance facilities as may be required by the Managing Director.
 - ii) **Communication facilities:**
Telephone, fax and other communication facilities at the Managing Director's residence.
 - iii) **Club Fees:**
Reimbursement of Membership fees for clubs in India and/or abroad including admission and life membership fee.
 - iv) **Miscellaneous:**
Reimbursement of entertainment and other expenses actually incurred in the course of business of the Company and to other benefits and amenities as per rules of the Company.

II COMMISSION

In addition to the salary, perquisites, allowances and benefits as above, Mr. Shyam S. Bhartia shall also be entitled to receive commission not exceeding 1.25% of the net profits of the Company.

The above remuneration payable to Mr. Shyam S. Bhartia is subject to the condition that the total remuneration including all the perquisites and Commission as mentioned above shall not exceed 5% of the net profits individually and 10% of the net profits collectively payable to Chairman & Managing Director, Co-Chairman & Managing Director and Executive Directors calculated in accordance with Sections 198 and 309 of the Companies Act, 1956 or any amendment thereto or any other provisions as may be applicable.

In the event of absence or inadequacy of profits in any financial year, Mr. Shyam S. Bhartia will be paid above salary and perquisites subject to the limits specified under Section II of Part II of Schedule XIII of the Companies Act, 1956.

The terms and conditions of appointment and remuneration given herein may be altered and varied from time to time

by the Board of Directors of the Company as it may, at its discretion deem fit, so as not to exceed the limits specified in Schedule XIII of the Companies Act, 1956 (including any Statutory modification or re-enactment thereof, for the time being in force), or any amendments made thereto from time to time.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are 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”.

8. 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 198, 269, 309, 310 and all other applicable provisions, if any, of the Companies Act, 1956 read with Schedule XIII to the Companies Act, 1956, as amended by the Central Government from time to time (including any Statutory modification or re-enactment thereof, for the time being in force) approval be and is hereby accorded to re-appointment of Mr. Hari S. Bhartia as Co-Chairman & Managing Director of the Company, for a period of five years with effect from April 01, 2012 on the following remuneration and terms:

I SALARY & PERQUISITES

- a) Annual gross remuneration including salary, HRA / Company Leased Accommodation, allowances, perquisites and retiral benefits, not exceeding ₹ 400 lacs.
- b) Further to the above, Mr. Hari S. Bhartia shall also be provided with the following fringe benefits and amenities:
 - i) **Conveyance facilities:**
Suitable conveyance facilities as may be required by the Managing Director.
 - ii) **Communication facilities:**
Telephone, fax and other communication facilities at the Managing Director's residence.
 - iii) **Club Fees:**
Reimbursement of Membership fees for clubs in India and / or abroad including admission and life membership fee.
 - iv) **Miscellaneous:**
Reimbursement of entertainment and other expenses actually incurred in the course of business of the Company and to other benefits and amenities as per rules of the Company.

II COMMISSION

In addition to the salary, perquisites, allowances and benefits as above, Mr. Hari S. Bhartia shall also be entitled to receive commission not exceeding 1.25% of the net profits of the Company.

The above remuneration payable to Mr. Hari S. Bhartia is subject to the condition that the total remuneration including

all the perquisites and Commission as mentioned above shall not exceed 5% of the net profits individually and 10% of the net profits collectively payable to Chairman & Managing Director, Co-Chairman & Managing Director and Executive Directors calculated in accordance with Sections 198 and 309 of the Companies Act, 1956 or any amendment thereto or any other provisions as may be applicable.

In the event of absence or inadequacy of profits in any financial year, Mr. Hari S. Bhartia will be paid above salary and perquisites subject to the limits specified under Section II of Part II of Schedule XIII of the Companies Act, 1956.

The terms and conditions of appointment and remuneration given herein may be altered and varied from time to time by the Board of Directors of the Company as it may, at its discretion deem fit, so as not to exceed the limits specified in Schedule XIII of the Companies Act, 1956 (including any Statutory modification or re-enactment thereof, for the time being in force), or any amendments made thereto from time to time.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are 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.”

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

“RESOLVED THAT pursuant to Sections 309(4) and other applicable provisions of the Companies Act, 1956, if any, and in accordance with Article 93(1) of Articles of Association, approval be and is hereby accorded to the payment of commission to directors other than the Managing /Executive Directors (hereinafter called the “Non-Executive Directors”), in addition to the sitting fees for attending the meetings of the Board of Directors or Committee(s) thereof, not exceeding in the aggregate, one per cent per annum of the net profits of the Company to be paid to and distributed amongst the Non-Executives Directors in such amounts or proportions and in such manner as the Board of Directors may determine, subject to a maximum of ₹ 10,00,000 per annum, to any such Non-Executive Director, calculated in accordance with the provisions of Sections 198, 349 and 350 of the Act, and such payment shall be made in respect of the profits of the Company for each of the five years commencing from April 01, 2012.

RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board of Directors be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary or expedient in this regard”.

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

“RESOLVED THAT Mr. Suresh Kumar be and is hereby appointed as a Director of the Company.”

By Order of the Board
For Jubilant Life Sciences Limited

Lalit Jain
Company Secretary

July 23, 2012

Notes:

- 1 Explanatory Statement, pursuant to Section 173(2) of the Companies Act, 1956, in respect of Resolutions set out under item nos. 7 to 10 above, is annexed.
- 2 Information regarding the Directors proposed to be appointed/re-appointed pursuant to Clause 49 (IV) (G) of the Listing Agreement with Stock Exchanges is annexed.
- 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.

PROXIES IN ORDER TO BE EFFECTIVE MUST BE RECEIVED AT THE REGISTERED OFFICE OF THE COMPANY 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 members intending to send their authorised representatives to attend the Meeting are requested to send a certified copy of the Board Resolution authorising their representative to attend and vote on their behalf at the Meeting.
- 5 The Register of members of the Company will be closed from Friday, August 17, 2012 to Tuesday, August 28, 2012 (both days inclusive) for the purpose of determining eligibility for payment of dividend.

- (i) The dividend, as recommended by the Board (₹ 3.00 per equity share of ₹ 1 each), if declared at the meeting, will be paid to those members or their mandates:
 - a. whose names appear as Beneficial owners as at the end of business hours on Thursday, August 16, 2012 in the lists of Beneficial Owners furnished by National Securities Depository Limited and Central Depository Services (India) Limited in respect of the shares held in electronic form; and
 - b. whose names appear as Members in the Register of members of the Company after giving effect to valid share transfers in physical form lodged with the Company on or before, Thursday, August 16, 2012.

(ii) **Change of address or other particulars**

Members are requested to inform their change of address (with PIN Code), e-mail id, nominations, bank details, mandate instructions, Electronic Clearing Service (ECS) mandates, etc. as also any changes in the above (*under the signature of the registered holder(s) of shares*) to :-

- The Registrar and Share Transfer Agent (RTA) of the Company in respect of shares held in physical form; and
- Their Depository Participants in respect of shares held in electronic form.

(iii) **Payment of Dividend Electronically**

Dividend will be paid, preferably through ECS, wherever such facility is available, under intimation to the shareholders. In case dividend cannot be paid through ECS, it will be paid through dividend warrants.

In cases where the payments to the shareholders holding shares in dematerialized form are made by dividend warrants / payment instruments, particulars of bank account registered with their Depository Participants will be considered by the Company for printing the same on dividend warrants / payment instruments.

(iv) **Bank Mandate**

In order to provide protection against fraudulent encashment of dividend warrants, members who hold shares in physical

form are requested to intimate the Company's RTA under the signature of the Sole / First joint holder, the following information to be incorporated on the dividend warrants:

- a) Name of Sole / First joint holder
- b) Folio Number
- c) Particulars of Bank account, viz.
 - Name of the Bank
 - Name of the Branch
 - Complete address of the Bank with PIN Code
 - Account type, whether savings or current account
 - Bank account number

6. Dividends pertaining to the financial years upto and including 1993-94, remaining unclaimed, have been transferred to the General Revenue Account of the Central Government. Shareholders having valid claims of unpaid dividend for any of those financial years may approach the Registrar of Companies, U.P. and Uttarakhand, Kanpur.

Dividends pertaining to the financial years 1994-95 to 2003-04, remaining unpaid, have been transferred to the Investor Education and Protection Fund (the Fund) established under Section 205C of the Companies Act, 1956 (the Act). As per the said Section, no claims shall lie against the Fund or the Company for the amounts transferred as above.

Members may kindly note that unpaid/unclaimed dividend for the year 2004-05 is due for transfer to the Fund, in October 2012. As informed earlier, no claims shall lie against the Fund or the Company for the amounts transferred to the Fund. Members are, therefore, requested to lodge their claims with the RTA, well in advance to avoid any hardship.

7. Members who hold shares in physical form in multiple folios with identical names or hold multiple joint accounts in the same order of names, are requested to send the share certificates to the Company's RTA for consolidation into a single folio.
8. In terms of Section 109A of the Act, member(s) of the Company may nominate a person in whom the shares held by him/them shall vest in the event of his/ their unfortunate death. Member(s) desirous of availing this facility may submit nomination in Form 2B.

9. The Company has a dedicated e-mail address "investors@jubl.com" for shareholders to mail their queries or lodge complaints, if any. We will endeavour to reply to your queries at the earliest.

The Company's website "www.jubl.com" has a dedicated section on Investors. It also answers your frequently asked questions.

10. Certificates from Auditors regarding compliance of SEBI (Employee Stock Option Scheme & Employee Stock Purchase Scheme) Guidelines, 1999 shall be placed at the Annual General Meeting.
11. SEBI has placed the Company's shares under compulsory demat i.e. transactions in the Company's shares are required to be done only in the demat form. Further, considering the advantages of scripless trading like exemption from stamp duty, elimination of bad deliveries, reduction in transaction costs, improved liquidity etc., members are requested to consider dematerialisation of their shareholding, if not already done, to avoid inconvenience in future.

12. The Company had sub divided each equity share of ₹ 5/- into five equity shares of ₹ 1/- each w.e.f. March 24, 2006. Many shareholders had not surrendered the old ₹ 10/- share certificates of Ramganga Fertilizers Limited / Vam Organic Chemicals Limited / Jubilant Organosys Limited or ₹ 5/- share certificates of Jubilant Organosys Limited, for exchange with new share certificates of ₹ 1/- each.

Pursuant to Clause 5A of the Listing Agreement, shareholders who had not claimed share certificates as above, had been sent three reminder letters to claim their equity shares. Thereafter, in terms of Listing Agreement, 27,31,320 Equity Shares pertaining to 4,845

Shareholders, which remained unclaimed, were transferred during the year to *JLL-Unclaimed Suspense Account*. The voting rights on the shares lying in this Account will remain frozen till the rightful owners of such shares claim the shares.

Members may approach the RTA to get the shares released from above Suspense Account.

13. Queries on the Annual Report and operations of the Company, if any, may please be sent to the Company at least seven days prior to the date of the Meeting so that answers may be provided at the Meeting.
14. All correspondence may be sent to the RTA at the following address:

Alankit Assignments Limited,
(Unit: Jubilant Life Sciences Limited)
Alankit House, 2E/21,
Jhandewalan Extension,
New Delhi - 110 055, India
Phone: +91 - 11 - 23541234 / 42541234
Fax: +91 - 11 - 42541967
Email: rta@alankit.com
15. All the documents referred to in the Notice and the Register of Directors' Shareholding are open for inspection at the Registered Office of the Company on all working days between 11 a.m. and 1 p.m. upto the date of Annual General Meeting. Register of Directors' Shareholding shall be open for inspection upto three days after the Annual General Meeting.
16. Your feedback/comments on various services and suggestions for further improvement are welcome. You may fill up and submit the feedback form online on our website www.jubl.com.
17. **Green Initiative** – Shareholders are requested to participate in the Green Initiative by providing their name, shareholding details, email-id and consent to receive the Annual Reports and other documents permissible to be sent through electronic mode, by sending an email at rta@alankit.com

EXPLANATORY STATEMENT PURSUANT TO SECTION 173 (2) OF THE COMPANIES ACT, 1956

ITEM NOS. 7 & 8

The Members of the Company had, at the Annual General Meeting held on September 25, 2007 approved the appointment of Mr. Shyam S. Bhartia as Chairman & Managing Director and Mr. Hari S. Bhartia as Co-Chairman & Managing Director of the Company for a period of 5 years ending on March 31, 2012. Keeping in view their increased responsibilities and contribution to the growth of the Company, your Directors in their meeting held on February 06, 2012, have re-appointed them for a period of five years with effect from April 01, 2012, subject to your approval and applicable provisions of the Companies Act, 1956.

The remuneration payable to the Chairman & Managing Director and Co-Chairman & Managing Director upon their re-appointment with effect from April 01, 2012 as set out in the resolution, was recommended by the Remuneration Committee and approved by the Board.

Mr. Shyam S. Bhartia and Mr. Hari S. Bhartia being interested directly and/or as brothers, may be deemed to be interested in the resolutions. None of the other Directors, are in any way, concerned or interested in the resolutions.

Abstract of terms of appointment, remuneration and Memorandum of Interest as required under Section 302 of the Companies Act, 1956 has already been circulated to the shareholders.

The Board commends the Resolutions for approval.

ITEM NO. 9

The Company had been paying commission of ₹ 5,00,000 per annum each to the Non-Executive Directors in addition to sitting fees, as approved by members.

To partially compensate for the time and efforts required to be spent by the Non-Executive Directors in providing strategic inputs for the growth of business, approval of members is now sought for authorizing the Board of Directors to pay commission upto ₹ 10,00,000 per annum to each of the Non-Executive Directors for another 5 years commencing from April 01, 2012. The aggregate of commission to all such directors in a year shall not exceed 1% of net profits of the Company for that year.

Under Section 309(4) of the Companies Act, 1956, such payment requires approval of members by way of a Special Resolution.

Mr. Abhay Havaladar, Mr. H. K. Khan, Dr. Inder Mohan Verma, Dr. Naresh Trehan, Mr. Shardul S. Shroff, Mr. Surendra Singh and Mr. Suresh Kumar being Non-Executive Directors, may be deemed to be interested in the Resolution. No other director is concerned or interested in the Resolution.

The Board commends the Resolution for approval.

ITEM NO. 10

Mr. Suresh Kumar, was co-opted by the Board as Additional Director with effect from July 23, 2012 pursuant to Section 260 of the Companies Act, 1956. Mr. Kumar thus, holds office till the date of the ensuing Annual General Meeting.

Notice under Section 257 of the Companies Act, 1956 has been received from a member together with requisite deposit intending to propose Mr. Kumar as a candidate for the office of Director.

Mr. Kumar is concerned or interested in the Resolution.

No other Director is concerned or interested in the Resolution.

The Board of Directors is of the view that appointment of Mr. Kumar as a regular Director of the Company is in the best interests of the Company and its members and, therefore, commends the Resolution for approval.

INFORMATION REGARDING THE DIRECTORS PROPOSED TO BE APPOINTED/RE-APPOINTED PURSUANT TO CLAUSE 49 (IV) (G) OF THE LISTING AGREEMENT WITH STOCK EXCHANGES

1. MR. SHYAM S. BHARTIA

Mr. Shyam S. Bhartia, aged 59 years, holds a Bachelor's Degree in Commerce from St. Xavier's College, Calcutta University. He is a qualified Cost and Works Accountant and a fellow member of the Institute of Cost Accountants of India.

A leading industrialist of India, he has over 33 years of experience and expertise in the Pharmaceuticals and Speciality Chemicals, Food, Oil and Gas (Exploration & Production), Aerospace and Information Technology sectors.

He has served on the Board of Governors of Indian Institute of Technology, Mumbai and Indian Institute of Management, Ahmedabad. He has also been the Chairman of the Chemicals Committee of FICCI.

He has been associated with Jubilant since its incorporation as a promoter Director. In 1981, he was elevated to the position of Managing Director and from 1999 he is Chairman and Managing Director of the Company.

He also holds Directorships in following Companies:

Public Companies

- Jubilant Foodworks Limited
- Vam Holdings Limited
- Geoenpro Petroleum Limited
- Chambal Fertilisers & Chemicals Limited
- Zuari Industries Limited

Other Companies

- Jubilant Enpro Pvt. Limited
- Jubilant Capital Pvt. Limited
- Tower Promoters Pvt. Limited
- Nikita Resources Pvt. Limited
- Jaytee Pvt. Limited
- Jubilant Aeronautics Pvt. Limited
- BT Telecom India Pvt. Limited
- American Orient Capital Partners India Pvt. Limited
- Jubilant Stock Holding Pvt. Limited
- Jubilant Bhartia Foundation
- Jubilant Pharma Pte Limited
- Jubilant Energy (Holding) B.V.
- Jubilant Energy Limited, Canada
- Jubilant Energy NV, Netherlands
- Putney Inc.
- CFCL Technologies Limited (Cayman Islands)
- CFCL Venture Limited (Cayman Islands)
- IMACID, Morocco
- Safe Food Corporation

2. MR. HARI S. BHARTIA

Mr. Hari S. Bhartia, aged 55 years, holds a Bachelor's Degree in Chemical Engineering from the Indian Institute of Technology, Delhi. He was awarded the Distinguished Alumni award from the Indian Institute of Technology, Delhi in 2000. He has over 28 years of experience and expertise in the Pharmaceuticals, Speciality Chemicals, Biotechnology, Foods, Oil and Gas (Exploration and Production), Aerospace and Information Technology sectors and has been instrumental in developing strategic alliances and affiliations with leading global companies.

Mr. Hari S. Bhartia has been involved in various capacities with the Indian Institute of Technology, Delhi and has also been the Chairman on the Board of Governors of the Indian Institute of Technology, Kanpur, besides being a member in numerous Indian Government Committees on Educational, Scientific and Technological Programs. Mr Bhartia is past President of Confederation of Indian Industry and is currently Chairman, Board of Governors of the Indian Institute of Management, Raipur.

He is also a member of Indo-US CEOs Forum and Indo-France CEOs Forum.

He has been a member of Jubilant's Board since November 1983 and also holds Directorships in following Companies:

Public Companies

- Jubilant Industries Limited
- Jubilant Foodworks Limited
- Jubilant Biosys Limited
- Vam Holdings Limited
- Geoenpro Petroleum Limited
- Shriram Pistons & Rings Limited
- TV18 Broadcast Limited (*formerly IBN18 Broadcast Limited*)
- Network18 Media & Investments Limited
- Export Credit Guarantee Corporation of India Limited
- Vanthys Pharmaceutical Development Pvt. Limited

Other Companies

- Jubilant Enpro Pvt. Limited

- Jubilant Securities Pvt. Limited
- Nikita Resources Pvt. Limited
- Jaytee Pvt. Limited
- BT Telecom India Pvt. Limited
- American Orient Capital Partners India Pvt. Limited
- Jubilant Retail Consolidated Pvt. Limited
- Jubilant Stock Holding Pvt. Limited
- Jubilant Retail Pvt. Limited
- Jubilant Bhartia Foundation
- Jubilant Energy (Holding) B.V., Netherlands
- Jubilant Energy Limited, Canada
- Jubilant Energy NV, Netherlands

Mr. Hari S. Bhartia is a member of Audit Committees of TV18 Broadcast Limited and Network18 Media & Investments Limited.

3. MR. ABHAY HAVALDAR

Mr. Abhay Havaladar, aged 50 years, holds a Bachelor's Degree in Electrical Engineering from the University of Bombay and a Masters Degree in Management from the Sloan Fellow Program at London Business School.

Mr. Havaladar is the Managing Director at General Atlantic LLC, a global private equity firm, with \$13 billion capital under its management. He established General Atlantic's India office in 2002 and is currently based in Singapore, where he leads General Atlantic's South East Asia investment initiatives.

Prior to joining General Atlantic Partners in 2002, Mr. Havaladar was the Co-Founder of Connect Capital, a pan-Asian e-commerce investment company and the Asian vehicle for Insight Capital Partners, a leading business-to-business e-Commerce investor. He started his career with the Tata group and has held operating management responsibilities at TCS (erstwhile Tata Infotech) and HCL Infosystems.

In his role at General Atlantic, Mr. Havaladar is actively involved with a number of public and private companies.

He joined Jubilant as an Independent Director in September 2005.

His Directorships in other companies are as follows:

- IBS Software Services Pvt. Limited
- Infotech Enterprises Limited
- Hexaware Technologies Limited

He is also engaged in a number of not for profit activities including a member of SINE Incubator (IIT Mumbai), on the Board of Trustees of the United Way Mumbai and a Charter Member of TIE (The Indus Entrepreneurs).

He is a member of the Audit Committee of the Company and Member of the Audit, Governance & Compliance Committee of Haxaware Technologies Ltd.

Mr. Havaladar is not holding any Equity Shares in the Company.

4. MR. H. K. KHAN

Mr. H. K. Khan, aged 78 years, has been a member of Indian Administrative Service which he joined in 1956. From the early 1970s until 1985, he was heavily involved in Industrial Development Policy in the state of Gujarat and at the Central Level. He was Secretary to Government of India and also Chief Secretary to Government of Gujarat. He has extensive experience in promoting social and educational activities in India, and has been instrumental in establishing a management school in Ahmedabad, a public school in Gujarat, Red Cross and Blood Donation Centers and centers to promote farmers' participation in

agricultural activities. He is an expert in the field of general management. He joined Jubilant as an Independent Director in November 2003.

His Directorships in other companies are as follows:

- Calcom Vision Limited
- Today's Petrotech Limited
- Asahi Songwon Colors Limited
- Sherwood Infrastructures (India) Private Limited

He is the Chairman of the Investors Grievance Committee and is a member of the Audit Committee of the Company. He is also a member of the Audit Committee of Calcom Vision Limited.

Mr. Khan is not holding any Equity Shares in the Company. He holds 4,000 Stock Options and 7,500 Stock Options granted to him under Jubilant Employees Stock Option Plan 2005 and JLL Employees Stock Option Plan 2011, respectively.

5. **DR. INDER MOHAN VERMA**

Dr. Inder Mohan Verma, aged 64 years, is an independent Director of the Company. He holds a Masters Degree in Biochemistry from Lucknow University and a Doctorate from Weizmann Institute of Science, Rehovoth, Israel. Dr. Inder Mohan Verma completed his post-doctoral training under the Nobel laureate, Dr. David Baltimore, at the Massachusetts Institute of Technology, USA. Dr. Inder Mohan Verma joined the faculty of the Salk Institute, California in 1974, where he currently holds the Irwin and Joan Jacobs Chair in Exemplary Science and is also the director of the laboratory of genetics. Dr. Inder Mohan Verma and his colleagues have pioneered the development of a gene therapy vector based on a stripped-down version of HIV that can deliver genes to nondividing cells, which constitutes the majority of the cells in a human body. He has expertise in Genetics.

Dr. Inder Mohan Verma has been on the editorial boards of a number of international scientific journals and has served as founding editor-in-chief of Molecular Therapy, a journal that focuses on gene therapy. He has been conferred with many honours and awards including one of 25 Lifetime American Cancer Society Professorships (1990) and Outstanding Investigator Award from the National Institute of Health, USA (1988). Dr. Inder Mohan Verma is also the recipient of the Cozzarelli Prize (2007), the Vilcek Prize (2008) and the Spector prize (2009). He was also conferred an honorary doctorate of science from the University of Hyderabad in 2009. Dr. Inder Mohan Verma is the member of National Academy of Sciences (USA), Institute of Medicine, American Philosophical Society and is foreign associate of Indian Academy of Sciences. Dr. Inder Mohan Verma has published over 300 scientific articles. He was appointed on Board of the Company in January 2010.

Dr. Verma is presently a Director on the Board of Jubilant Biosys Limited, a subsidiary of the Company.

Dr. Verma is not holding any Equity Shares in the Company. He holds 10,138 Stock Options granted to him under JLL Employees Stock Option Plan 2011.

6. **MR. SURESH KUMAR**

Mr. Suresh Kumar, aged 57 years, is an independent Director of the Company. He received his economics degree from Delhi University and his MBA from University of Bombay.

As an executive, Mr. Kumar's two decades plus career has straddled every facet of business across continents. He has successfully led multimillion dollar global businesses, started and scaled emerging markets enterprises, developed and introduced new products, and led the regional and global roll out of brands and franchises to deliver superior revenue, profit and market share growth. Between 1999 and 2003 Mr. Kumar led the Worldwide Consumer Pharmaceuticals businesses of Johnson & Johnson and served on the corporation's Group Operating Committee. He turned around the Emerging Markets business; established joint ventures (JVs), developed and commercialized innovative products, and built stakeholder trust in the corporation's diverse businesses. Between 1989 and 1999 Mr. Kumar held positions of increasing responsibility within Warner Lambert's consumer healthcare, confectionery and grooming businesses including that of Vice President, Consumer Products for Latin America and Asia.

As a consultant, Mr. Kumar serves as President & Managing Partner of KaiZen Innovation® LLC, a Management Consulting firm he founded to "improve lives and livelihoods". The firm assists businesses in regional and global expansion, developing efficient go to market processes and marketing programs and helps establish public-private collaborations that spur development. Between 2004 and 2010, Mr. Kumar served the Bill & Melinda Gates and Clinton Foundations, the African Development Bank, the Alliance for a Green Revolution in Africa (AGRA) and national governments. He helped shape policies and procurement programs that led to food security in Sub Saharan Africa. Mr. Kumar also served as Special Advisor to the Clinton Foundation and facilitated collaborations between governments in Africa and global corporations.

Mr. Kumar is Distinguished Visiting Professor of International Business at George Washington University, was appointed Professor at Rutgers University EMBA program and has spoken at business schools around the world. He has served on the faculty of the Schulich School of Business at York University in Toronto, Canada and at Bombay University in India. A prolific speaker, Mr. Kumar has published on globalization and management practices, and was news and sports anchor on national television in India between 1970 and 1985.

Mr. Suresh Kumar spearheaded US trade promotion and exports in the Obama Administration, and led the U.S. & Foreign Commercial Service (USFCS) to extraordinary results. Nominated by President Obama and unanimously confirmed by the U.S. Senate as Assistant Secretary of Commerce and Director General of the USFCS, Mr. Kumar led the US National Export Initiative since its inception in 2010.

A "trifecta athlete" Mr. Kumar has contributed much to public service, private enterprise and the social sector. His credibility and relationships with business and government leaders worldwide allows him to build collaborations.

His has expertise in International Trade & Commerce.

Mr. Kumar is not holding any Equity Shares in the Company and no Stock Options have been granted to him.

By Order of the Board
For Jubilant Life Sciences Limited

Lalit Jain
Company Secretary

July 23, 2012