



## JUBILANT PHARMOVA LIMITED

(CIN: L24116UP1978PLC004624)

Regd. Office: Bhartiagram, Gajraula, District Amroha - 244 223 (U.P.)

Email: [investors@jubl.com](mailto:investors@jubl.com)

Website: [www.jubilantpharmova.com](http://www.jubilantpharmova.com)

Phone: +91-5924-267437

## NOTICE

Notice is hereby given that the Forty-Fifth (45<sup>th</sup>) Annual General Meeting of the Members of Jubilant Pharmova Limited ('the Company') will be held on **Thursday, August 31, 2023 at 11.00 A.M. (IST)** through Video Conferencing ('VC')/ Other Audio Visual Means ('OAVM'), to transact the following business:

### ORDINARY BUSINESS:

- To receive, consider and adopt:
  - the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2023 together with the Reports of the Board of Directors and the Auditors thereon; and
  - the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2023 together with the Report of the Auditors thereon.
- To declare a dividend on equity shares for the financial year ended March 31, 2023.
- To appoint a Director in place of Mr. Shyam S. Bhartia [DIN: 00010484], who retires by rotation and, being eligible, offers himself for re-appointment.
- To appoint a Director in place of Mr. Hari S. Bhartia [DIN: 00010499], who retires by rotation and, being eligible, offers himself for re-appointment.
- 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 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), M/s. Walker Chandiook & Co LLP, Chartered Accountants (ICAI Registration No.: 001076N/ N500013), be and is hereby appointed as the Statutory Auditors of the Company, in place of the retiring Statutory Auditors, M/s. B S R & Co. LLP, Chartered Accountants (ICAI Registration No.: 101248W/ W100022), to hold office for a term of five (5) consecutive years from the conclusion of 45<sup>th</sup> Annual General Meeting till the conclusion of 50<sup>th</sup> Annual General Meeting of the Company to be held in the year 2028, at such remuneration, as shall be fixed by the Board of Directors of the Company on the basis of recommendation received from Audit Committee."

### SPECIAL BUSINESS:

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

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 (the 'Act'), the Companies (Appointment and Qualification of Directors) Rules, 2014 read with Schedule IV to the Act (including any statutory modification or re-enactment(s) thereof for the time being in force), Regulation 16(1)(b) and 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Appointment and Remuneration Policy of the Company, Mr. Arun Seth (DIN: 00204434), who was appointed as an Independent Director of the Company for a term of five (5) years upto October 21, 2023 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 re-appointed as an Independent Director of the Company to hold office for a further term of 5 (five) years starting from October 22, 2023 and ending on October 21, 2028 and shall not be liable to retire by rotation."

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

Sd/-

Naresh Kapoor

Company Secretary

Membership No.: A11782

Place: Noida

Dated: May 29, 2023

### NOTES:

- The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (the 'Act'), in respect of Item No. 5 and Special Business to be transacted at the forty-fifth (45<sup>th</sup>) Annual General Meeting ('AGM' or the 'Meeting') is annexed.
- Brief profile and other information of the Directors proposed to be appointed/ re-appointed are annexed hereto as **Annexure - A**.
- The Ministry of Corporate Affairs ('MCA') has, vide its circular dated May 5, 2020 read with circulars dated April 8, 2020, April 13, 2020, January 13, 2021, December 8, 2021, December 14, 2021 and May 5, 2022 (collectively referred to as the 'MCA Circulars') and Securities and Exchange Board of India ('SEBI') vide its circular dated May 12, 2020, January 15, 2021 read with SEBI Circular Nos. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 and SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023, (collectively referred to as the 'SEBI Circulars'), permitted convening the AGM through VC or OAVM, without the physical presence of the members at a common venue. In accordance with the MCA Circulars, provisions of the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('the Listing Regulations'), the AGM of the Company is being held through VC/ OAVM.

4. Since this AGM is being held without physical presence of the Members, the Proxy Form and the Attendance Slip are not annexed to this Notice.
5. Members attending the AGM through VC/ OAVM facility shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
6. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.
7. In compliance with the aforesaid MCA Circulars and SEBI Circulars, Notice, inter alia, explaining the manner of attending AGM through VC/ OAVM and electronic voting (e-voting) along with the Annual Report for the Financial Year 2022-23 is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company or Depository Participants or Registrar and Transfer Agent ('RTA') of the Company, M/s Alankit Assignments Limited. Members may note that the Notice and Annual Report for Financial year 2022-23 will also be available on the Company's website [www.jubilantpharmova.com](http://www.jubilantpharmova.com), website of the stock exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com), respectively and on the website of National Securities Depository Limited ('NSDL') at [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
8. Since the AGM will be held through VC/ OAVM without physical presence of the Members at a common venue, the route map is not attached.
9. The Notice of AGM and Annual Report will be sent to those Members/ beneficial owners whose names appear in the Register of Members / list of beneficiaries as on Friday, July 28, 2023.
10. The dividend of ₹ 5 per equity share as recommended by the Board of Directors of the Company, if declared at the Meeting, will be paid on or before Friday, September 29, 2023 to those members or their mandates:
  - whose names appear on the Company's Register of Members on Thursday, August 10, 2023; and
  - whose names appear as Beneficial Owners as at the end of business hours on Thursday, August 10, 2023 in the lists of Beneficial Owners furnished by National Securities Depository Limited ('NSDL') and Central Depository Services (India) Limited ('CDSL') in respect of shares held in dematerialised form.
11. Payment of Dividend Electronically
 

Dividend will be paid, preferably through NECS, wherever such facility is available, under intimation to the members. In case dividend cannot be paid through NECS, it will be paid through dividend warrants/ demand drafts.

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

For those members who have not provided NECS details/ bank account details, the Company shall print the registered address of the members on the dividend warrant.
12. Pursuant to the Finance Act, 2020, dividend income is taxable in the hands of shareholders with effect from April 1, 2020 and the Company is required to deduct tax at source from dividend paid to the shareholders at the prescribed rates. The TDS rate may vary depending on the residential status of the shareholder and the documents submitted to the Company in accordance with the provisions of the Income Tax Act, 1961. It is to be noted that dividend for the Financial Year 2022-23 is subject to declaration by the Members at the AGM. Upon declaration, this dividend will be taxable in the hands of the shareholders in the Financial Year 2023-24 (Assessment Year 2024-25). Accordingly, all the details and declarations are required to be furnished for Financial Year 2023-24 (Assessment Year 2024-25). The rate of TDS for various categories of shareholders along with the required documents are available at the website of the Company at [www.jubilantpharmova.com](http://www.jubilantpharmova.com).
 

Kindly note that the aforesaid documents, duly executed, can be sent to the company as under:

  - (A) Executed documents can be sent through email at [pharmova.dividend@jubl.com](mailto:pharmova.dividend@jubl.com);
  - (B) Executed documents (in original) can be sent directly at the Corporate Office of the Company situated at Plot 1A, Sector 16A, Noida-201301.

The aforesaid executed documents must reach the Company on or before Monday, August 21, 2023 in order to enable the Company to determine and deduct appropriate TDS/ withholding tax on payment of dividend. It is to be duly noted that the Members sending documents through email are also required to send the executed documents (in original) at the Corporate Office of the Company.
13. Bank Mandate
 

Members who hold shares in physical form are requested to intimate the Company's RTA under the signature of the Sole/ First holder, the following information relating to their bank accounts to enable the Company to pay the dividend electronically:

  - Bank account number;
  - Account type, whether savings or current;
  - Name of the Bank and complete address of the branch with PIN Code;
  - MICR and IFSC Codes; and
  - Name of Sole/ First holder.
14. Change of Address or Other Particulars
 

Members are requested to intimate change, if any, in their address (with PIN Code), E-mail ID, nominations, bank details, mandate instructions, National Electronic Clearing Service ('NECS') mandates, etc. under the signature of the registered holder(s) to:

  - The Registrar and Transfer Agent ('RTA') of the Company in respect of shares held in physical form; and
  - The Depository Participants in respect of shares held in electronic form.
15. Pursuant to Section 72 of the Act, read with Rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014, member(s) of the Company may nominate a person to whom

the shares held by him/ them shall vest in the event of his/ their unfortunate death. Accordingly, members holding shares in physical form, desirous of availing this facility may submit nomination in Form SH-13 to RTA of the Company. In respect of shares held in dematerialised form, the nomination form may be filed with the concerned Depository Participant.

16. Dividends pertaining to the Financial Years upto and including 1993-94, remaining unpaid/ unclaimed, have been transferred to the General Revenue Account of the Central Government. Members having valid claims of unpaid/ unclaimed dividend for any of these Financial Years may approach the Investor Education and Protection Fund Authority ('IEPF Authority').

Dividends pertaining to the Financial Years 1994-95 to 2014-15 remaining unpaid/ unclaimed, have been transferred to the Investor Education and Protection Fund (the 'Fund'). No claims shall lie against the Company for the amounts transferred as above. Members having valid claims of unpaid/ unclaimed dividend for any of these financial years may approach the IEPF Authority.

Members may kindly note that unpaid/ unclaimed dividend for the Financial Year 2015-16 is due for transfer to the Fund on October 1, 2023. Members are, therefore, requested to lodge their claims with RTA, well in advance to avoid any hardship. Once transferred, Members having valid claims of unpaid/ unclaimed dividend for the Financial Year 2015-16 may approach the IEPF Authority.

Attention of the members is drawn to the provisions of Section 124(6) of the Act which require a company to transfer all shares in respect of which dividend has not been paid or claimed for 7 (seven) consecutive years or more, in favour of the IEPF Authority.

In accordance with the aforesaid provisions of the Act read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, as amended, the Company has transferred 20,17,404 shares, to the Fund, in respect of which dividend has not been paid or claimed by the members for 7 (seven) consecutive years or more with respect to the financial years 2008-09, 2009-10, 2010-11, 2011-12, 2012-13, 2013-14 and 2014-15. The Company shall be initiating similar action in respect of dividend declared for the financial year 2015-16. Members are advised to visit the web-link: <https://www.jubilantpharmova.com/investors/unclaimed-dividend-and-shares> to ascertain details of the shares to be transferred to the IEPF Authority.

17. The Company has a dedicated E-mail address [investors@jubl.com](mailto:investors@jubl.com) for members to e-mail their queries or lodge complaints, if any. We will endeavor to reply to your queries at the earliest.

The Company's website [www.jubilantpharmova.com](http://www.jubilantpharmova.com) has a dedicated section on Investors. It also answers your Frequently Asked Questions (FAQs).

18. SEBI has mandated that securities of listed companies can be transferred only in dematerialised form effective from April 1, 2019. Members are, therefore, requested to dematerialise their shareholding, if not already done, to avoid inconvenience in future.
19. The Company had sub-divided each equity share of ₹5 into five equity shares of ₹1 each effective from March

24, 2006. Many members had not surrendered their old ₹10 denominated share certificates of Ramganga Fertilizers Limited/ Vam Organic Chemicals Limited/ Jubilant Organosys Limited or ₹5 denominated share certificates of Jubilant Organosys Limited, for exchange with new ₹1 denominated share certificates of Jubilant Pharmova Limited.

Pursuant to Clause 5A of the erstwhile Listing Agreement with the Stock Exchanges, members who had not claimed share certificates as above were sent three reminder letters requesting them to claim their equity shares. Thereafter, in terms of the erstwhile Listing Agreement, 27,31,320 equity shares pertaining to 4,845 members, which remained unclaimed, were transferred during the Financial year 2011-12 to Jubilant Pharmova Limited-Unclaimed Suspense Account. During the Financial Year 2022-23, 61,400 equity shares were transferred to the respective members and 2,070 equity shares were transferred to the Fund. The voting rights on the remaining shares lying in this Account will remain frozen till the rightful owners of such shares claim the shares. Members may approach RTA to get their shares released from this Account.

20. All share and dividend related correspondence may be sent to RTA at the following address:

**Alankit Assignments Limited**

(Unit: Jubilant Pharmova Limited)

205-208, Anar Kali Complex, Jhandewalan Extension,

New Delhi - 110 055, India

Phone: +91-11-4254 1234

E-mail: [rt@alankit.com](mailto:rt@alankit.com)

In all correspondence, please quote your DP ID & Client ID or Folio Number.

21. Your feedback/ comments for further improvement of shareholder services are welcome. You may fill up and submit the Investor Feedback Form online on our website [www.jubilantpharmova.com](http://www.jubilantpharmova.com).
22. Relevant documents referred to in the Annual Report including AGM Notice and Explanatory Statement are available electronically for inspection without any fee by the members from the date of circulation of this Notice up to the date of AGM and during the AGM. Members seeking to inspect such documents can send an email to [investors@jubl.com](mailto:investors@jubl.com).
23. During the AGM, Members may access scanned copy of
- (i) Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act; (ii) the Register of Contracts or Arrangements in which Directors are interested under Section 189 of the Act and (iii) Certificate that the Stock Option Plan and General Employee Benefits Scheme have been implemented in accordance with the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (iv) or any other documents as may be required, upon Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com>.
24. INSTRUCTIONS FOR E-VOTING AND JOINING THE AGM ARE AS FOLLOWS:
1. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and

Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 and the MCA Circulars, the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited ('NSDL') for facilitating voting through electronic means, as the authorised agency. The facility of casting votes by a member using remote e-Voting system i.e. facility to cast vote prior to the AGM and also e-voting during the AGM will be provided by NSDL.

In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at [www.jubilantpharmova.com](http://www.jubilantpharmova.com). The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively and from the website of NSDL (agency for providing the Remote e-Voting facility) i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

- The Members will be allowed to join the AGM through VC/ OAVM facility, thirty (30) minutes before the scheduled time of commencement of the AGM and shall be kept open throughout the proceedings of the AGM. The facility of participation at the AGM through VC/ OAVM will be made available for 1,000 members on first come first serve basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons

order to access e-Voting facility.

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"> <li>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 "Login" 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 the company name or e-Voting service provider i.e. NSDL and you will be re-directed to <b>e-Voting website of NSDL</b> for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>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></li> <li>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 held 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 the 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 or joining virtual meeting &amp; voting during the meeting.</li> </ol>

of the Audit Committee, Nomination, Remuneration and Compensation Committee and Stakeholders Relationship Committee, Auditors, etc. who are allowed to attend the AGM without restriction on account of first come first serve basis.

**THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:-**

The remote e-Voting period commences at 9:00 a.m. (IST) on Monday, August 28, 2023 and ends at 5:00 p.m. (IST) on Wednesday, August 30, 2023. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members/ Beneficial Owners as on the record date (cut-off date) i.e. Thursday, August 24, 2023, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Thursday, August 24, 2023.


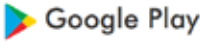


**How do I vote electronically using NSDL e-Voting system?**

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 and joining virtual meeting 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 the Depositories and Depository Participants. Shareholders are advised to update their mobile number and Email ID in their demat accounts in

	<p>4. 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> <p style="text-align: center;">   </p> <div style="display: flex; justify-content: space-around; align-items: center;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> <li>Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasitoken/home/login">https://web.cdslindia.com/myeasitoken/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on New System Myeasi.</li> <li>After successful login of Easi/ Easiest, the user will be also able to see the e-Voting Menu. The Menu will have links of <b>e-Voting service provider i.e. NSDL</b>. Click on <b>NSDL</b> to cast your vote.</li> <li>If the user is not registered for Easi/ Easiest, option to register is available at <a href="http://www.cdslindia.com">www.cdslindia.com</a></li> <li>Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in <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 provided links for the respective ESP i.e. <b>NSDL</b> where the e-Voting is in progress.</li> </ol>
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>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 the 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 or joining virtual meeting &amp; voting during the meeting.</p>

**Important Note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password options available at above-mentioned 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 toll free no.: 1800 1020 990 and 1800 22 44 30
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 022- 23058738 or 022-23058542-43

**B) Login Method for e-Voting and joining virtual meeting 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.

4. Your User ID details are given below:

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***

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

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) 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.
- c) How to retrieve your 'initial password'?
  - (i) 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. 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'.
  - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose Email IDs are not registered.**

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

- a) 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).

- b) **"Physical User Reset Password?"** (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- c) If you are still unable to get the password by the 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.
- d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

**Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.**

**How to cast your vote electronically and join General Meeting 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 and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/ OAVM" link placed under "Join General Meeting".
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 upload their Board Resolution / Power of Attorney / Authority Letter by clicking on "**Upload Board Resolution / Authority Letter**" displayed under "**e-Voting**" tab in your login or send scanned copy (PDF/ JPG Format) of the relevant Board Resolution/ Authority letter, etc. with attested specimen signature of the duly authorised signatory(ies) who are authorised to vote, to the Scrutiniser by e-mail to [CS\\_rsbhatiacs@aol.com](mailto:CS_rsbhatiacs@aol.com) or [investors@jubl.com](mailto:investors@jubl.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
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 toll free no.: 1800 1020 990 and 1800 22 44 30 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 resolutions 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) or [rta@alankit.com](mailto:rta@alankit.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) or [rta@alankit.com](mailto:rta@alankit.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 and joining virtual meeting for individual shareholders holding securities in demat mode.**
3. 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.
4. 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 the 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.

**THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-**

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/ OAVM facility and have not cast their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day

of the AGM shall be the same person mentioned for Remote e-voting.

**INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/ OAVM ARE AS UNDER:**

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/ OAVM link" placed under "**Join meeting**" menu against the company name. You are requested to click on VC/ OAVM link placed under Join Meeting menu. The link for VC/ OAVM will be available in Shareholder/ Member login where the EVEN of the Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further, Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that the Participants connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is, therefore, recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of the aforesaid glitches.
5. For ease of conduct, the Company is pleased to provide two way video conferencing facility to the Members who would like to express their views/ ask questions at the AGM. The Members may register themselves atleast five (5) days in advance as a speaker by sending their request along with questions from their registered email address mentioning their name, DP ID and Client ID/ folio number, PAN, mobile number at [investors@jubl.com](mailto:investors@jubl.com). Those members who have registered themselves as a speaker will only be allowed to express their views/ ask questions at the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM. Members who do not wish to speak during the AGM but have queries regarding financial statements or other matters may send their queries five (5) days before the AGM mentioning their name, DP ID and Client ID/ folio number, PAN, mobile number at [investors@jubl.com](mailto:investors@jubl.com). These queries will be replied by the Company suitably by email.
6. In case of any queries or grievances relating to e-Voting, you may contact Mr. Amit Vishal, Assistant Vice President, NSDL, Trade World, 4th 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 on Toll Free No.: 18001020900/ 1800224430 or Mr. J.K. Singla, Deputy 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.

## Other Instructions

1. Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes member of the Company after the notice is sent through e-mail and holding shares as of the cut-off date i.e. Thursday, August 24, 2023, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or Issuer/RTA. However, if you are already registered with NSDL for remote e-voting, you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" or "Physical User Reset Password" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no. 1800 1020 990 and 1800 22 44 30. In case of Individual Shareholders holding securities in demat mode who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date i.e. Thursday, August 24, 2023 may follow the steps mentioned in the Notice of the AGM under "Access to NSDL e-Voting system".
2. The Board of Directors has appointed Mr. Rupinder Singh Bhatia (CP No. 2514) as 'Scrutiniser' to scrutinise the process of e-voting during the AGM and remote e-voting held before the AGM in a fair and transparent manner.
3. The Scrutiniser shall, immediately after the conclusion of e-voting at the AGM, unblock the votes cast through remote e-voting and e-vote cast during AGM and will make, not later than two working days of conclusion of the AGM, a consolidated Scrutiniser's Report of the total e-votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing, who shall countersign the same and declare the result of the voting forthwith.
4. The results of voting will be declared within two working days from the conclusion of the AGM i.e. on or before Saturday, September 2, 2023 and the result declared along with the report of the Scrutiniser shall be placed on the website of the Company [www.jubilantpharmova.com](http://www.jubilantpharmova.com) and on the website of NSDL immediately after declaration of result by the Chairman or a person authorised by him and the results shall also be communicated to the Stock Exchanges.
5. The recorded transcript of the AGM shall be placed on the Company's website [www.jubilantpharmova.com](http://www.jubilantpharmova.com) in the Investors Section, as soon as possible after conclusion of AGM.
6. Subject to receipt of requisite number of votes, the resolutions shall be deemed to be passed at the 45<sup>th</sup> AGM scheduled to be held on Thursday, August 31, 2023.

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

### ITEM NO: 5

Members of the Company at the 40<sup>th</sup> Annual General Meeting held on September 26, 2018 approved the appointment of B S R & Co. LLP, Chartered Accountants (Registration No.: 101248W/W-100022), ("Retiring Auditor") as the Statutory Auditors of the Company to hold office for second term of five (5) consecutive years from the conclusion of said Annual General Meeting till the conclusion of the 45<sup>th</sup> Annual General Meeting.

The Board of Directors of the Company ("the Board"), at its meeting held on February 3, 2023 has, after considering the experience and expertise and on the recommendation of the Audit Committee, proposed to the Members of the Company, appointment of M/s. Walker Chandiook & Co LLP, Chartered Accountants (ICAI Registration No.: 001076N/ N500013), as Statutory Auditors of the Company in place of the Retiring Auditor, for a term of five (5) consecutive years from the conclusion of this Annual General Meeting till the conclusion of the 50<sup>th</sup> Annual General Meeting at such remuneration as shall be fixed by the Board of Directors of the Company.

Walker Chandiook & Co LLP ('the Firm') is a Chartered Accountant firm established in January 1935 and got converted to LLP in March 2014. The registered office is located at L-41, Connaught Circus, New Delhi 110001. The Firm has 60+ partners and 1,700+ staff. The Firm is registered and empanelled with The Institute of Chartered Accountants of India ('ICAI'), Public Company Accounting Oversight Board ('PCAOB') and Comptroller and Auditor General of India ('CAG'). The Firm has wide presence across India (12 locations and 14 offices).

M/s. Walker Chandiook & Co LLP, Chartered Accountants have consented to their appointment as Statutory Auditors and have confirmed that if appointed, their appointment will be in accordance with Section 139 read with Section 141 of the Companies Act, 2013. They have also provided confirmation that they have subjected themselves to the peer review process of the Institute of Chartered Accountants of India (ICAI) and hold a valid certificate issued by the 'Peer Review Board' of the ICAI.

The proposed remuneration to be paid to Auditors for the financial year 2023-24 is ₹ 75 Lacs plus applicable taxes. The remuneration for the subsequent year(s) of their term shall be fixed by the Board of Directors of the Company based on the recommendation of the Audit Committee.

There is no material change in the remuneration proposed to be paid to Auditors for the financial year 2023-24 and the remuneration paid to the Retiring Auditors for the financial year 2022-23. None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution. The Board commends the Ordinary Resolution set out at Item No. 5 of the Notice for approval by the Members.

### ITEM NO: 6

Pursuant to the provisions of Section 149, 150, 152 and other applicable provisions of the Companies Act, 2013 (the 'Act') read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the 'Listing Regulations'), Mr. Arun Seth (DIN: 00204434) was appointed as an Independent Director of the Company to hold office for five (5) years upto October 21, 2023.

As per the provisions of Section 149 of the Act, Mr. Arun Seth is eligible for re-appointment as an Independent Director of the Company for another term of five (5) years on passing of Special Resolution by the Company and disclosure of such appointment in the Board's Report.



Further, pursuant to the provisions of Regulation 17(1A) of the Listing Regulations, appointment or continuation of a non-executive director who has attained the age of 75 years shall require approval of the shareholders by way of Special Resolution and the Explanatory Statement to the Notice of the Annual General Meeting ('AGM') containing such resolution shall indicate justification for such appointment or continuation.

Mr. Seth shall be attaining 75 years of age during the tenure of his re-appointment. It is, therefore, proposed to seek approval of the shareholders for re-appointment of Mr. Seth in compliance with the provisions of Regulation 17(1A) of the Listing Regulations.

As per the reports of performance evaluation, Mr. Arun Seth has effectively and efficiently discharged the duties, roles and responsibilities during his tenure as an Independent Director of the Company. Based on the reports of performance evaluation, Nomination, Remuneration and Compensation Committee (the 'NRC Committee') had recommended to the Board of Directors, the re-appointment of Mr. Arun Seth as an Independent Director of the Company for a period of 5 (five) years starting from October 22, 2023 and ending on October 21, 2028.

On the basis of performance evaluation, recommendations of the NRC Committee and the specialisation, expertise and experience of Mr. Arun Seth, the Board of Director is of the opinion that his continued association as an Independent Director will immensely benefit the Company.

In opinion of the Board of Directors, Mr. Arun Seth fulfills the conditions for appointment as an Independent Director as specified in the Act, the rules made thereunder and the Listing Regulations and are independent of the Management.

Mr. Arun Seth has given his consent to act as Director. He has also given declaration to the effect that he is not disqualified from being appointed as Director in terms of Section 164 of the Act and that he meets the criteria of Independence as specified under Section 149 of the Act and the Listing Regulations.

Notice stipulated under Section 160 of the Act has been received from a member proposing the candidature of Mr. Arun Seth for appointment as Director of the Company.

In pursuance of Regulation 36 of the Listing Regulations and the Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, brief resume and other details of Mr. Arun Seth is provided in **Annexure-A** to this Notice.

Copy of the draft letter of appointment of Mr. Arun Seth as an Independent Director setting out the terms and conditions of his appointment including remuneration is available for inspection electronically without any fee by members from the date of circulation of this Notice up to the date of AGM and during the AGM. Members can inspect the same at [www.jubilantpharmova.com](http://www.jubilantpharmova.com).

Mr. Arun Seth, the proposed appointee, may be deemed to be concerned or interested. None of the other Directors, Key Managerial Personnel of the Company or their relatives is concerned

or interested, financially or otherwise, in the resolution set out at Item No. 6 of the Notice. The Board of Directors recommends the resolution set out at Item No. 6 of the Notice for approval of members by way of Special Resolution.

## **ANNEXURE-A**

### **Information pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with the provisions of the Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India regarding the Directors proposed to be appointed/re-appointed**

#### **1. Mr. Shyam S. Bhartia**

Mr. Shyam S. Bhartia, aged 70 years, holds a bachelors' degree in commerce from St. Xavier's College, Calcutta University, and is a qualified cost and works accountant and a fellow member of the Institute of Cost and Works Accountants of India (ICWAI).

He has been associated with various institutions and has served as a Member of the Board of Governors, Indian Institute of Technology (IIT), Mumbai and Indian Institute of Management (IIM), Ahmedabad. He has also served as a Member of the Executive Committee of the Federation of Indian Chamber of Commerce & Industry (FICCI) & Confederation of Indian Industry (CII) and was also a member of the Task Force on Chemicals appointed by the Government of India. Mr. Shyam S. Bhartia is a regular participant at the World Economic Forum Annual Meeting in Davos. He is also a member of Governors for Chemistry and Advanced Materials of the World Economic Forum.

He is on the Board of the Company since June 21, 1978 and holds 5,000 shares of the Company. He holds directorships in the following companies/bodies corporate:

- Jubilant Pharmova Limited (Listed Company)
- Jubilant Ingrevia Limited (Listed Company)
- Chambal Fertilisers and Chemicals Limited (Listed Company)
- Jubilant FoodWorks Limited (Listed Company)
- Jubilant Capital Private Limited
- SPB Trustee Company Private Limited
- SSP Trustee Company Private Limited
- SS Trustee Company Private Limited
- SBS Trustee Company Private Limited
- SBSSB Realty Trustee Co. Private Limited
- SSBSB Realty Trustee Co. Private Limited
- Jubilant Enpro Private Limited
- SSBPB Investment Holding Private Limited
- HSSS Investment Holding Private Limited

Further, Mr. Shyam S. Bhartia has not resigned from the Board of Directors of any listed company in the past 3 years. Details of his Committee Chairmanship/Membership of Indian public companies are given below:

<b>Sr. No.</b>	<b>Name of Company</b>	<b>Name of Committee</b>	<b>Position Held (Chairperson/Member)</b>
1	Jubilant Pharmova Limited	Sustainability & CSR Committee	Member
		Nomination, Remuneration & Compensation Committee	Member
		Stakeholders Relationship Committee	Member
		Finance Committee	Chairperson
		Reorganisation Committee	Chairperson
		Capital Issue Committee	Chairperson
		Fund Raising Committee	Chairperson
2	Jubilant FoodWorks Limited	Nomination, Remuneration and Compensation Committee	Member
		Sustainability & Corporate Social Responsibility Committee	Member
		Risk Management Committee	Member
		Investment Committee	Chairperson
		Regulatory and Finance Committee	Chairperson
3	Jubilant Ingrevia Limited	Nomination, Remuneration and Compensation Committee	Member
		Finance Committee	Chairperson
4	Chambal Fertilisers and Chemicals Limited	Banking & Finance Committee	Chairperson
		Strategy Committee	Chairperson

During the Financial Year ended March 31, 2023, Mr. Shyam S. Bhartia attended all five meetings of the Board of Directors of the Company held on May 27, 2022, July 1, 2022, August 2, 2022, October 21, 2022 and February 3, 2023.

On re-appointment, Mr. Shyam S. Bhartia shall be liable to retire by rotation. He is related to Mr. Hari S. Bhartia, Co-Chairman and Managing Director of the Company, being his brother. Mr. Priyavrat Bhartia, Director, is son of Mr. Shyam S. Bhartia. He is not related to any other Director or Key Managerial Personnel of the Company. He has opted not to take any commission or sitting fees from the Company during the Financial Year 2022-23.

Mr. Shyam S. Bhartia has confirmed that he is not debarred or disqualified from being appointed or continuing as Director of the Company by the SEBI, MCA, or any such other Statutory Authority.

## 2. Mr. Hari S. Bhartia

Mr. Hari S. Bhartia, aged 67 years, is a Chemical Engineering Graduate from the Indian Institute of Technology (IIT), Delhi, he was conferred the Distinguished Alumni award by his alma mater in 2000. He has been associated in various capacities with the IIT and with the Ministry of Human Resource Development, Government of India.

Mr. Hari S. Bhartia has rich experience in Industry and Trade of four decades in multiple sectors and has been instrumental in developing strategic alliances and affiliations with leading global companies. He has over 38 years of experience in the pharmaceuticals, life science and food service industries. He is one of the promoters of the Company and is a guiding force to the growth of the Company.

He is a former President of the Confederation of Indian Industry (CII) (2010-2011) and a member of several educational, scientific and technological programs of the Government of India. He is a former Chairman of the Board of Governors of the Indian Institute of Management (IIM), Raipur & Indian Institute of Technology (IIT), Kanpur. He is currently a Member of the International Advisory Board of McGill University, Canada; Chairman of Board of Governors, Indian Institute of Management, Visakhapatnam and Chairman of CII-Jubilant Food & Agriculture Centre of Excellence.

Mr. Hari S. Bhartia is a member of several CEO Forums & prominent being India-USA CEO Forum and India-France CEO Forum. He is a regular participant at the World Economic Forum Annual Meeting in Davos and is a member of the World Economic Forum's International Business Council; Community of Chairpersons; Global Health and Healthcare Governors Community; Family Business Community. He was the Co-Chair of the Davos Annual Meeting of the World Economic Forum in 2015. He is also a Founding Member of Centre for Social and Economic Progress (CSEP).

Mr. Hari S. Bhartia is a strong proponent of Corporate Social Responsibility. He, along with Mr. Shyam S. Bhartia, established Jubilant Bhartia Foundation, whose efforts are directed towards community development with focus on Primary Education, Basic Healthcare services and Livelihood generation programs. He is also deeply involved in 'Social Entrepreneur of the Year Award - India', a joint initiative of Jubilant Bhartia Foundation and Schwab Foundation for Social Entrepreneurship, with an objective of recognising promising and successful social entrepreneurs in India.

His immense contributions have been recognised by various awards. He, along with his brother, was felicitated with the

Entrepreneur of the Year Award at the prestigious AIMA Managing India Awards, presented by the President of India. The duo also shared the much-coveted Ernst & Young Entrepreneur of the Year Award for Life Sciences and Consumer Products category.

He is on the Board of the Company since November 1, 1983 and holds 3,60,885 shares of the Company. He holds directorships in the following companies/bodies corporate:

- Jubilant Pharmova Limited (Listed Company)
- Jubilant Ingrevia Limited (Listed Company)
- Jubilant FoodWorks Limited (Listed Company)
- Shriram Pistons and Rings Limited (Listed Company)
- Jaytee Private Limited
- Jubilant Securities Private Limited
- HSB Trustee Company Private Limited
- HKB Trustee Company Private Limited
- HS Trustee Company Private Limited
- KHB Trustee Company Private Limited
- HS Trustee Company Private Limited
- KHB Trustee Company Private Limited
- Jubilant Enpro Private Limited
- Global Health Limited (Listed Company)

Further, Mr. Hari S. Bhartia has not resigned from the Board of Directors of any listed company in the past 3 years. Details of his Committee Chairmanship/Membership of Indian public companies are given below:

Sr. No.	Name of Company	Name of Committee	Position Held (Chairperson/Member)
1	Jubilant Pharmova Limited	Sustainability & CSR Committee	Member
		Finance Committee	Member
		Reorganisation Committee	Member
		Capital Issue Committee	Member
		Fund Raising Committee	Member
2	Jubilant FoodWorks Limited	Nomination, Remuneration and Compensation Committee	Member
		Sustainability & Corporate Social Responsibility Committee	Chairperson
		Risk Management Committee	Chairperson
		Investment Committee	Member
		Regulatory and Finance Committee	Member
3	Jubilant Ingrevia Limited	Nomination, Remuneration and Compensation Committee	Member
		Finance Committee	Member
		Sustainability & Corporate Social Responsibility Committee	Member
4	Global Health Limited	Stakeholder Relationship Committee	Member

During the Financial Year ended March 31, 2023, Mr. Hari S. Bhartia attended all five meetings of the Board of Directors of the Company held on May 27, 2022, July 1, 2022, August 2, 2022, October 21, 2022 and February 3, 2023.

During the Financial Year 2022-23, Mr. Hari S. Bhartia was paid remuneration of ₹11,98,98,702 including commission of ₹99,00,000 payable.

On re-appointment, Mr. Hari S. Bhartia shall be liable to retire by rotation. He is related to Mr. Shyam S. Bhartia, Chairman, being his brother. Mr. Arjun Shanker Bhartia, Director, is his son. He is not related to any other Director or Key Managerial Personnel of the Company.

Mr. Hari S. Bhartia has confirmed that he is not debarred or disqualified from being appointed or continuing as Director of the Company by the SEBI, MCA, or any such other Statutory Authority.

### 3. Mr. Arun Seth

Mr. Arun Seth, 71 years, holds a Bachelor degree in Engineering from the Indian Institute of Technology, Kanpur as well as a Master's in Business Administration from the Indian Institute of Management, Calcutta.

He is on the Board of the Company since October 22, 2018 and holds 2,000 shares of the Company. He holds directorships in the following companies/bodies corporate:

- Jubilant Pharmova Limited (Listed Company)
- Jubilant Ingrevia Limited (Listed Company)
- Usha Breco Limited
- Hunger Inc Hospitality Private Limited
- Naffa Innovations Private Limited
- Sify Technologies Limited
- Pamp Technologies (India) Private Limited
- Devrev Cloud India Private Limited
- Kent RO Systems Limited
- LE Travenues Technology Limited
- Cyber Media Research & Services Limited (SME Listed Company)
- Sify Digital Services Limited
- Sify Infnit Spaces Limited
- Narayana Hrudayalaya Limited (Listed Company)

Further, Mr. Arun Seth has resigned from the Board of Directors of Cyber Media (India Limited), a Listed Company in the past 3 years. Names of the listed companies in which he holds directorships are given in the Corporate Governance Report forming part of the Annual Report. Details of his Committee Chairmanship/Membership of Indian public companies are given below:

<b>Sr. No.</b>	<b>Name of Company</b>	<b>Name of Committee</b>	<b>Position Held (Chairperson/Member)</b>
1.	Jubilant Pharmova Limited	Stakeholders Relationship Committee	Member
		Risk Management Committee	Member
2.	Jubilant Ingrevia Limited	Audit Committee	Member
		Stakeholders Relationship Committee	Member
		Sustainability and CSR Committee	Member
		Risk Management Committee	Chairperson
3.	Usha Breco Limited	Audit Committee	Member
		Nomination & Remuneration Committee	Chairperson
4.	Narayana Hrudayalaya Limited	Nomination and Remuneration Committee	Chairperson
5.	Sify Technologies Limited	Audit Committee	Member
6.	Le Travenues Technology Limited	Audit Committee	Member
7.	Cyber Media Research & Services Limited	Audit Committee	Member
		Nomination and Remuneration Committee	Member

During the Financial Year ended March 31, 2023, Mr. Arun Seth attended three meetings of the Board of Directors of the Company held on May 27, 2022, August 2, 2022 and February 3, 2023.

The Company has paid sitting fees of ₹3,80,000 and commission of ₹10,00,000 to Mr. Seth during the Financial Year 2022-23.

He is not related to any Director or Key Managerial Personnel of the Company.

Mr. Arun Seth has confirmed that he is not debarred or disqualified from being appointed or continuing as Director of the Company by the SEBI, MCA, or any such other Statutory Authority.

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

Sd/-

**Naresh Kapoor**

Company Secretary  
Membership No.: A11782

Place: Noida  
Date: May 29, 2023