

# JUBILANT PHARMOVA LIMITED

(CIN: L24116UP1978PLC004624) Regd. Office: Bhartiagram, Gajraula, District Amroha - 244 223 (U.P.) Email: <u>investors@jubl.com</u> Website: <u>www.jubilantpharmova.com</u> Phone: +91-5924-267437

# NOTICE

Notice is hereby given that the Forty-Fourth Annual General Meeting of the Members of Jubilant Pharmova Limited ('the Company') will be held on Monday, September 26, 2022 at 11.00 A.M. (IST) through Video Conferencing ('VC')/ Other Audio Visual Means ('OAVM'), to transact the following business:

#### **ORDINARY BUSINESS:**

- 1. To receive, consider and adopt:
  - (a) the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2022 together with the Reports of the Board of Directors and the Auditors thereon; and
  - (b) the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2022 together with the Report of the Auditors thereon.
- 2. To declare dividend on equity shares for the financial year ended March 31, 2022.
- 3. To appoint a Director in place of Mr. Priyavrat Bhartia [DIN: 00020603], who retires by rotation and, being eligible, offers himself for re-appointment.
- 4. To appoint a Director in place of Mr. Arjun Shanker Bhartia [DIN: 03019690], who retires by rotation and, being eligible, offers himself for re-appointment.

#### **SPECIAL BUSINESS:**

5. To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution:** 

"**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (the 'Act') read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force) and the Appointment and Remuneration Policy of the Company, Mr. Ramamurthi Kumar [DIN: 09139426] who was appointed as an Additional Director of the Company effective from July 1, 2022 in terms of Section 161(1) of the Act and whose term of office expires at this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act from a Member proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company liable to retire by rotation."

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

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198 and other applicable provisions, if any, of the Companies Act, 2013 (the 'Act') and Schedule V thereto and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 including any amendment(s), statutory modification(s) or re-enactment(s) thereof for the time being in force and the Appointment and Remuneration Policy and the Articles of Association of the Company and subject to such approvals, consents, permissions and sanctions of the concerned authorities as may be necessary and subject to such other conditions and modifications as may be prescribed, imposed or suggested by such concerned authorities while granting such approvals, consents, permissions and sanctions and as may be agreed to by the Board of Directors of the Company (hereinafter referred to as 'the Board' which term shall be deemed to include any committee which the Board may have constituted or hereinafter constitute to exercise the powers conferred by this resolution), approval of members of the Company be and is hereby accorded to the appointment of Mr. Ramamurthi Kumar [DIN: 09139426] as Whole-time Director ('WTD') of the Company for a period of 3 (three) years effective from July 1, 2022 on the following terms and conditions including remuneration:

#### I. Salary, Allowances, Perquisites and Retiral Benefits

- A. Basic Salary: ₹ 58,46,640 per annum.
- **B. HRA**: ₹ 35,07,984 per annum.

#### C. Special & Other Allowances

He will be provided a special allowance upto ₹ 26,73,330 per annum and Car Allowance upto ₹ 6,75,000 per annum.

#### D. Annual Variable Pay

Performance linked Variable Pay of ₹ 43,84,615 shall be paid per annum at 100% of performance achievement. Payout of the Variable Pay would be determined based on the performance parameters laid out in the Company's Variable Pay Plan.

#### E. Long Term Incentive Plan

WTD shall be eligible for Long Term Incentive Plan including Stock Options as per policies of the Company.

- **F. Perquisites:** Telephone at residence and mobile phone shall be provided as per the rules of the Company.
- **G. Retirals:** Provident Fund, Gratuity, etc. as per the rules of the Company.

#### H. Others Benefits & Amenities

- a) Leave Travel Allowance as per the rules of the Company.
- b) Other amenities and benefits like car reimbursement, medical reimbursement, meal and gift coupons, etc. as per the rules of the Company.
- Hard Furnishing, Personal Accident Insurance, Group Term Insurance and Mediclaim Insurance as per the rules of the Company.

#### II. Others

The appointment may be terminated by either party by giving prior written notice of three months to the other party of such termination or by paying Basic Salary in lieu of the notice period.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to vary, alter or enhance (collectively referred to as 'Variation') the remuneration payable to WTD from time to time, considering the performance of WTD, profitability of the Company and other relevant factors, during the tenure of his appointment to the extent permitted under Section 197 read with Schedule V and other applicable provisions, if any, of the Act.

**RESOLVED FURTHER THAT** the remuneration payable to WTD as mentioned above may exceed 5% of net profits of the Company and the aggregate remuneration paid to the Managing Director(s) and Whole-time Director(s) may exceed 10% of net profits of the Company, calculated in accordance with the provisions of Section 198 of the Act or any amendment thereto and where in any financial year during the tenure of appointment of WTD, the Company has no profit or its profits are inadequate, the remuneration mentioned above (including any revision in the remuneration that may be approved by the Board of Directors from time to time) be paid as minimum remuneration to WTD.

**RESOLVED FURTHER THAT** the Board of the Company be and is hereby authorised to do all such acts and deeds as it may consider necessary, expedient or desirable, in order to give effect to the foregoing resolution or otherwise as considered by the Board to be in the best interest of the Company."

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

Place: Noida	Rajiv Shah
Dated: July 1, 2022	Company Secretary

### NOTES:

- The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (the 'Act'), in respect of the Special Business to be transacted at the 44<sup>th</sup> Annual General Meeting ('AGM' or the 'Meeting') is annexed.
- 2. Brief profile and other information of the Directors proposed to be appointed/ re-appointed are annexed hereto.
- 3. Considering the Covid-19 pandemic, 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 circular dated May 13, 2022 (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.
- In compliance with the aforesaid MCA Circulars and SEBI 7. Circulars, Notice, interalia, explaining the manner of attending AGM through VC/ OAVM and electronic voting (e-voting) along with the Annual Report for the Financial Year 2021-22 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 2021-22 will also be available on the Company's website www.jubilantpharmova.com, website of the stock exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com, respectively and on the website of National Securities Depository Limited ('NSDL') at 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.
- 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 received from the Depositories as on Friday, August 19, 2022.
- 10. The dividend, as recommended by the Board of Directors of the Company (₹ 5 per equity share of ₹ 1 each), if declared at the Meeting, will be paid on or before Tuesday, October 25, 2022 to those members or their mandates:
  - whose names appear on the Company's Register of Members on Friday, August 12, 2022; and
  - whose names appear as Beneficial Owners as at the end of business hours on Friday, August 12, 2022 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 dematerialized 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 FY 2021-22 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 FY 2022-23 (Assessment Year 2023-24). Accordingly, all the details and declarations are required to be furnished for FY 2022-23 (Assessment Year 2023-24). 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.

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;
- (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 September 19, 2022 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 2013-14 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 year 2014-15 is due for transfer to the Fund on October 3, 2022. 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 year 2014-15 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 20,04,370 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 and 2013-14. The Company shall be initiating similar action in respect of dividend declared for the financial year 2014-15. 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 <u>investors@jubl.com</u> 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 <u>www.jubilantpharmova.com</u> has a dedicated section on Investors. It also answers your Frequently Asked Questions (FAQs).

- SEBI has mandated that securities of listed companies can be transferred only in dematerialized form effective from April 1, 2019. Members are, therefore, requested to dematerialise their shareholding, if not already done, to avoid inconvenience in future.
- 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.

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 year 2011-12 to Jubilant Pharmova Limited-Unclaimed Suspense Account. During the year 2021-22, 8,655 equity shares were transferred to the respective members and 1,460 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: <u>rta@alankit.com</u>

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 <u>www.jubilantpharmova.com</u>.
- 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.
- 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 <u>https://www.evoting.nsdl.com</u>.

- 24. INSTRUCTIONS FOR E-VOTING AND JOINING THE AGM ARE AS FOLLOWS:
  - 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 authorized 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 <u>www.jubilantpharmova.com</u>. 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 <u>www.bseindia.com</u> and <u>www.nseindia.com</u> respectively and from the website of NSDL (agency for providing the Remote e-Voting facility) i.e. <u>www.evoting.nsdl.com</u>.

The Members will be allowed to join the AGM through 2. 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 served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons 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 served 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 Friday, September 23, 2022 and ends at 5:00 p.m. (IST) on Sunday, September 25, 2022. 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. Monday, September 19, 2022, 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 Monday, September 19, 2022.

### 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 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	on a Personal Computer or on a mobile. On the e-Services home page, click on the " <b>Beneficial</b> <b>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 & voting during the meeting.
	<ol> <li>If you are not registered for IDeAS e-Services, option to register is available at <u>https://eservices.nsdl.com</u>. Select "Register Online for IDeAS Portal" or click at <u>https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</u></li> </ol>
	3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <u>https://www.evoting.nsdl.com/</u> 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 & voting during the meeting.
	<ol> <li>Shareholders/ Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.</li> <li>NSDL Mobile App is available on</li> </ol>
	App Store Google Play
Individual Shareholders holding securities in demat mode with CDSL	<ol> <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 <u>https://web.cdslindia.com/myeasi/home/login</u> or <u>www.cdslindia.com</u> 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> </ol>
	<ol> <li>If the user is not registered for Easi/ Easiest, option to register is available at <u>https://web.cdslindia.com/myeasi/Registration/EasiRegistration</u></li> </ol>
	4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in <u>www.cdslindia.com</u> home page. The system will authenticate the user by sending OTP on registered Mobile & 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.
Individual Shareholders (holding securities in demat mode) login through their depository participants	

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 <u>evoting@nsdl.co.in</u> 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 <u>helpdesk.evoting@cdslindia.com</u> 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: <u>https://www.evoting.nsdl.com/</u> either on a Personal Computer or on a mobile.
- 2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/ Member' section.
- 3. 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 <u>https://eservices.nsdl.com/</u> 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			
a)	For Members who hold shares in demat account with NSDL.		
b)	For Members who hold shares in demat account with CDSL.		

c)	For Mem	bers	holding	EVEN	Numl	oer fo	ollowed	d by
	shares	in	Physical	Folio	Num	ber	regist	ered
	Form.			with	the	com	pany	For
				example if folio number is		er 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 user 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 "<u>Forgot User Details/ Password?</u>" (If you are holding shares in your demat account with NSDL or CDSL) option available on <u>www.evoting.nsdl.com</u>.
  - b) <u>Physical User Reset Password?</u>" (If you are holding shares in physical mode) option available on <u>www.evoting.nsdl.com</u>.
  - c) If you are still unable to get the password by the aforesaid two options, you can send a request at <u>evoting@nsdl.co.in</u> mentioning your demat account number/ folio number, your PAN, your name and your registered address, etc.
  - Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
- 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.

## <u>Step 2: Cast your vote electronically and join General Meeting</u> 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.
- 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

- 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 authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to sanjaygrover7@gmail.com or investors@jubl.com with a copy marked to <u>evoting@nsdl. co.in</u>.
- 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 <u>www.evoting.nsdl.com</u> to reset the password.
- 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 <u>www.evoting.nsdl.com</u> 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 <u>evoting@nsdl.co.in</u>.

# 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 <a href="mailto:investors@jubl.com">investors@jubl.com</a> or <a href="mailto:rta@alankit.com">rta@alankit.com</a>.

- 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 or 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.
- Alternatively, shareholder/ members may send a request to <u>evoting@nsdl.co.in</u> 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. 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. 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 <u>evoting@nsdl.co.in</u> or on Toll Free No.: 18001020900/1800224430 or Mr. J.K. Singla, Senior Manager, M/s. Alankit Assignments Limited, 205-208, Anar Kali Complex, Jhandewalan Extension, New Delhi-110 055, India through <u>email at rta@alankit.com</u> 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. Monday, September 19, 2022, may obtain the login ID and password by sending a request at 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 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. Monday, September 19, 2022 may follow the steps mentioned in the Notice of the AGM under "Access to NSDL e-Voting system".
- The Board of Directors has appointed Mr. Devesh Kumar Vasisht (CP No. 13700), Partner of M/s Sanjay Grover & Associates, Company Secretaries as 'Scrutinizer' to scrutinize the process

of e-voting during the AGM and remote e-voting held before the AGM in a fair and transparent manner.

- 3. The Scrutinizer 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 Scrutinizer'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 September 28, 2022 and the result declared along with the report of the Scrutinizer shall be placed on the website of the Company <u>www.jubilantpharmova.com</u> 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 <u>www.jubilantpharmova.com</u> 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 44<sup>th</sup> AGM scheduled to be held on Monday, September 26, 2022.

#### **ANNEXURE TO NOTICE**

# EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 IN RESPECT OF ITEM NOS. 5 AND 6

#### ITEM NOS. 5 and 6

In terms of the Appointment and Remuneration Policy of the Company (the 'Policy') and upon recommendation of the Nomination, Remuneration and Compensation Committee (the 'NRC Committee'), the Board of Directors has appointed Mr. Ramamurthi Kumar as an Additional Director of the Company, effective from July 1, 2022. Pursuant to the provisions of Section 161 of the Companies Act, 2013 (the 'Act'), Mr. Kumar holds office upto the date of the ensuing Annual General Meeting ('AGM') and is eligible for appointment as Director of the Company.

Notice under Section 160(1) of the Act has been received from a Member intending to propose the candidature of Mr. Ramamurthi Kumar for appointment as Director of the Company. Mr. Kumar has given his consent to act as Director and has further confirmed that he is not disqualified from being appointed as Director in terms of Section 164 of the Act nor debarred by any regulatory authority to act as a Director. He would be liable to retire by rotation.

Further, in terms of the Policy and pursuant to the recommendation of the NRC Committee, the Board has approved the appointment of Mr. Ramamurthi Kumar as Whole-time Director ('WTD') of the Company for a period of three years effective from July 1, 2022 on the terms and conditions including remuneration set out in the Notice. This is subject to applicable provisions of the Act and rules made thereunder.

On a consolidated basis, the Company continues on its growth path and has healthy revenues and profitability. On a standalone basis, the profit of the Company is on a lower side as the Company has its business and profitability in the subsidiaries and not in the Company itself. While the Active Pharmaceutical Ingredients ('API') business of Jubilant Generics Limited, a wholly-owned subsidiary, has demerged into the Company effective from July 1, 2022, the aggregate Managerial Remuneration of the Managing Director and Whole-time Directors may exceed 10% of the Standalone net profits of the Company.

Section 197 of the Companies Act, 2013 (the 'Act'), provides that remuneration in excess of 10% of net profits may be paid to the Managing Director and Whole-time Directors by obtaining shareholders' approval by Special Resolution. Section 197 of the Act further provides that in case of no profits or inadequate profits, a company may pay remuneration to the Managing Director/ Whole-time Director pursuant to Schedule V to the Act, subject to approval of the shareholders by Special Resolution which would be valid for a period of 3 years.

The Board of Directors of the Company shall have the authority to alter, vary and enhance the remuneration of WTD from time to time, considering the performance of WTD, profitability of the Company and other relevant factors. If the Company has no profit or its profits are inadequate in any financial year during the period of appointment of WTD, remuneration stated above (including any revision in the remuneration as may be approved by the Board of Directors from time to time) shall be paid as minimum remuneration to WTD. Also, the Variable Pay shall be paid to the appointee as per Variable Pay Plan of the Company. The performance parameters of the Variable Pay Plan broadly include performance of the Company which include key finance matrices like EBITDA, ROCE and Operating Cash Flow and performance of the employee.

Relevant information and disclosures prescribed in Schedule V to the Act are given below:

#### I. GENERAL INFORMATION

#### 1. Nature of Industry

Jubilant Pharmova Limited is a company engaged in Pharmaceuticals, Contract Research and Development Services and Proprietary Novel Drugs businesses. Pharmaceuticals business through Jubilant Pharma Limited Singapore (JPL) is engaged in manufacturing and supply of Radiopharmaceuticals with a network of 48 radio-pharmacies in the US, Allergy Immunotherapy, Contract Manufacturing of Sterile Injectables and Nonsterile products, Solid Dosage Formulations and APIs through six manufacturing facilities that cater to the regulated market including USA, Europe and other geographies. Jubilant Biosys Limited provides contract research and development services through two world class research centers in Bangalore and Noida in India. Jubilant Therapeutics is involved in Proprietary Novel Drugs business and is an innovative biopharmaceutical company developing breakthrough therapies in the area of oncology and auto-immune disorders. Jubilant Pharmova Limited has a team of over 6,000 multicultural people across the globe. The Company is well recognized as a 'Partner of Choice' by leading pharmaceuticals companies globally.

#### 2. Date of Commencement of Commercial Production

Commercial operations commenced in the year 1982.

3. In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus Not applicable

# 4. Financial Performance based on given indicators

As per Standalone Audited Financials

As per Standalone Addited Financials	
	(₹ in Million)
Particulars	FY 2021-22
Paid up Capital	159.30
Reserves excluding Revaluation Reserves	12,658.88
Total Revenue	2,136.17
Total Expenses	1,313.69
Profit before Tax	822.48
Tax Expenses	37.45
Profit after Tax	785.03

#### 5. Foreign investments or collaborators, if any

The Company has not entered into any foreign collaboration and no direct capital investment has been made in the Company in the last three financial years. Foreign investors, mainly comprising NRIs, FPIs, etc. are investors in the Company on account of past issuance of securities/secondary market purchase of the shares of the Company.

#### II. INFORMATION ABOUT THE APPOINTEE

#### 1. Background details

Mr. Ramamurthi Kumar, 58 years, is MBA from Bharathidasan Institute of Management, Graduate in General Laws and an Associate Member of the Institute of Cost & Management Accountants of India. He has undergone senior management programs in ISB and IIM - Bangalore and Calcutta. Mr. Kumar has 36 years of experience, both in the Indian and global markets. Prior to joining Jubilant, Mr. Kumar was associated majorly with SRF Limited and the Sanmar Group.

Mr. Kumar has handled multiple functions such as Accounts, Finance, Indirect Taxation, Strategic Planning, M&A, Sales & Marketing, Global Sourcing and International Business Development. He has diverse experience in managing businesses in Technical Textiles, PVC & Plastics, Specialty Chemicals, Nutrition & Health Solutions and Pharma.

#### 2. Past remuneration

Mr. Ramamurthi Kumar has been appointed as WTD effective from July 1, 2022. Hence, not applicable.

3. Recognition or awards: Not applicable.

#### 4. Job profile and his suitability

Mr. Ramamurthi Kumar has been appointed as WTD effective from July 1, 2022 and is entrusted with the overall responsibility of the API plant at Nanjangud, Karnataka, subject to superintendence, control and directions of the Board. Mr. Kumar has 35 years of experience of Accounts, Finance, Indirect Taxation, Strategic Planning, M&A, Sales & Marketing, Global Sourcing and International Business Development.

Taking into consideration the qualifications as well as varied and rich experience, it is felt that the Company would benefit under his leadership and guidance.

#### 5. Remuneration proposed

As mentioned in the resolution.

# 6. Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person

Keeping in view the profile and the position of WTD and rich knowledge and experience of the appointee, the remuneration is fully justifiable and comparable to that prevailing in the industry.

# 7. Pecuniary relationship, directly or indirectly, with the Company or relationship with the managerial personnel, if any

Besides the remuneration proposed, Mr. Ramamurthi Kumar does not have any pecuniary relationship with the Company. Further, he is not related to any managerial personnel of the Company.

#### **III. OTHER INFORMATION**

#### 1. Reasons of loss or inadequate profits

Please refer the Explanatory Statement above, pursuant to the provisions of Section 102 of the Companies Act, 2013 for Item No. 6.

On a consolidated basis, the Company continues on its growth path and has healthy revenues and profitability. On a standalone basis, the profit of the Company is on a lower side as the Company has its business and profitability in the on subsidiaries and not in the Company itself.

The Special Resolution (No. 6) is, therefore, proposed pursuant to Sections 196, 197, 198 of the Companies Act, 2013 and Schedule V thereto.

#### 2. Steps taken or proposed to be taken for improvement

The management has adopted focused business strategies in all spheres of business activities to improve the profitability of the Company. Further, the API business of Jubilant Generics Limited, a wholly-owned subsidiary, has demerged into the Company effective from July 1, 2022, which may result in improved profitability on a standalone basis.

# 3. Expected increase in productivity and profits in measurable terms

The Company continually undertakes measures to improve its productivity and profitability. The Management is confident of achieving sustained revenue growth in the future.

#### **IV.** Disclosures

Mr. Ramamurthi Kumar has been appointed as WTD effective from July 1, 2022. The elements of remuneration package, details of fixed component and performance linked incentives, performance criteria as well as notice period are mentioned in the draft resolution and explanatory statement forming part of this Notice. Appointment of WTD is contractual. No severance fee is payable to WTD. Memorandum setting out the terms and conditions of appointment including remuneration is available for inspection electronically 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 who wish to inspect memorandum can send an email at the e-mail address: investors@jubl.com.

The disclosures prescribed under 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 ('SS-2') are provided in Annexure-A of the Notice.

Except Mr. Ramamurthi Kumar and his relatives, none of the Directors, Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in the resolutions set out at Item Nos. 5 and 6.

The Board of Directors recommends the resolutions set out at Item Nos. 5 and 6 of the Notice for approval of the members by way of Ordinary Resolution and Special Resolution, respectively.

#### **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/reappointed

#### 1. Mr. Priyavrat Bhartia

Mr. Priyavrat Bhartia, 45 years, has around 25 years of industry experience. He holds a Bachelors' Degree in Economics from Dartmouth College, USA and Masters in Business Administration from Stanford University, USA.

He is on the Board of the Company since May 23, 2017 and holds 3,085 equity shares of the Company. He also holds directorships in the following companies/bodies corporate:

- Jubilant Ingrevia Limited
- HT Media Limited
- Hindustan Media Ventures Limited
- The Hindustan Times Limited
- Digicontent Limited
- Jubilant Industries Limited
- Jubilant Agri and Consumer Products Limited
- Jubilant Realty Private Limited
- Earthstone Holding (Two) Private Limited
- SSBPB Investment Holding Private Limited
- SPB Trustee Company Private Limited
- SSP Trustee Company Private Limited
- Jubilant Enpro Private Limited
- PSB Trustee Company Private Limited
- ARS Trustee Company Private Limited
- SB Trusteeship Services Private Limited

Further, Mr. Priyavrat Bhartia has not resigned from the Board of Directors of any 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:

Sr. No.	Name of Company	Name of Committee	Position Held (Chairperson/Member)
1.	Jubilant Pharmova Limited	Sustainability & CSR Committee	Member
		Audit Committee	Member
		Finance Committee	Member
		Fund Raising committee	Member
		Capital Issue Committee	Member
2.	Jubilant Ingrevia Limited	Risk Management Committee	Member
		Sustainability & CSR Committee	Member
		Finance Committee	Member
3.	HT Media Limited	Corporate Social Responsibility Committee	Member
		Nomination and Remuneration Committee	Member
		Risk Management Committee	Member
		Stakeholder Relationship Committee	Member
		Investment Committee	Member
		Banking & Finance Committee	Member
4.	The Hindustan Times Limited	Audit Committee	Member
		Nomination Committee	Member
		Corporate Social Responsibility Committee	Member
5.	Jubilant Industries Limited	Nomination Remuneration and Compensation Committee	Member
		Stakeholders Relationship Committee	Member
		Sustainability & Corporate Social Responsibility Committee	Chairman
		Restructuring Committee	Chairman
		Finance Committee	Chairman
6.	Jubilant Agri and Consumer Products Limited	Restructuring Committee	Chairman
		Finance Committee	Chairman
		Nomination and Remuneration Committee	Member
		Sustainability & Corporate Social Responsibility Committee	Chairman
7.	Hindustan Media Ventures	Stakeholder Relationship Committee	Member
	Limited	Investment & Banking Committee	Chairman
		Corporate Social Responsibility Committee	Member
8.	Digicontent Limited	Banking & Finance Committee	Member

During the Financial Year ended March 31, 2022, Mr. Priyavrat Bhartia attended all five meetings of the Board of Directors of the Company held on April 1, 2021, June 4, 2021, July 23, 2021, October 22, 2021 and February 4, 2022.

On re-appointment, Mr. Priyavrat Bhartia shall be liable to retire by rotation. He is related to Mr. Shyam S Bhartia, Chairman of the Company, being his father. 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 2021-22.

#### 2. Mr. Arjun Shanker Bhartia

Mr. Arjun Shanker Bhartia, 35 years, graduated from Brown University, USA in 2008, has around 11 years of industry experience. He has worked as Associate Consultant with Bain & Company during 2008-2010 and as an Analyst in varied Industries. He is a Whole-time Director of Jubilant Enpro Private Limited.

He is on the Board of the Company since May 23, 2017 and does not hold any shares of the Company by himself or for any other person on a beneficial basis. He holds directorships in the following companies/bodies corporate:

- Jubilant Ingrevia Limited
- Jubilant Consumer Private Limited
- Jubilant Enpro Private Limited

Further, Mr. Arjun Shanker Bhartia has not resigned from the Board of Directors of any 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:

Sr. No.	Name of Company	Name of Committee	Position Held (Chairperson/Member)
1.	Jubilant Pharmova Limited	Sustainability & CSR Committee	Member
		Finance Committee	Member
		Fund Raising Committee	Member
		Capital Issue Committee	Member
2. Jubilant Ingrevi	Jubilant Ingrevia Limited	Audit Committee	Member
		Sustainability & CSR Committee	Member
		Risk Management Committee	Member
		Finance Committee	Member

During the Financial Year ended March 31, 2022, Mr. Arjun Shanker Bhartia attended all five meetings of the Board of Directors of the Company held on April 1, 2021, June 4, 2021, July 23, 2021, October 22, 2021 and February 4, 2022.

On re-appointment, Mr. Arjun Shanker 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 father. 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 2021-22.

#### 3. Mr. Ramamurthi Kumar

Mr. Ramamurthi Kumar, 58 years, is MBA from Bharathidasan Institute of Management, Graduate in General Laws and an Associate Member of the Institute of Cost & Management Accountants of India. He has undergone senior management programs in ISB and IIM - Bangalore and Calcutta. Mr. Kumar has 36 years of experience, both in the Indian and global markets. Prior to joining Jubilant, Mr. Kumar was associated majorly with SRF Limited and the Sanmar Group.

Mr. Kumar has handled multiple functions such as Accounts, Finance, Indirect Taxation, Strategic Planning, M&A, Sales & Marketing, Global Sourcing and International Business Development. He has diverse experience in managing businesses in Technical Textiles, PVC & Plastics, Specialty Chemicals, Nutrition & Health Solutions and Pharma. Mr. Kumar is working with Jubilant since 2014. He is President-Pharma & Head-API. He oversees the API business operations at Nanjangud, Karnataka.

He is on the Board of the Company since July 1, 2022. He is also non-executive director of Jubilant Agro Sciences Limited and does not receive any remuneration from the said company. Mr. Kumar is not a member of any committee of the Board of Directors of any company. Further, Mr. Kumar has not resigned from the Board of Directors of any listed company in the past 3 years. He does not hold any shares of the Company.

Mr. Ramamurthi Kumar was appointed as an additional director effective from July 1, 2022 and holds the office upto the date of ensuing Annual General Meeting. Accordingly, disclosures with respect to the Board meetings attended and remuneration paid during Financial Year 2021-22 are not applicable. The terms and conditions of his appointment as Whole-time Director including remuneration are given in the Notice of the AGM.

Mr. Kumar shall be liable to retire by rotation. He is not related to any Director or Key Managerial Personnel of the Company.

By Order of the Board For Jubilant Pharmova Limited

Place: Noida Date: July 1, 2022 Rajiv Shah Company Secretary