JUBILANT LIFE SCIENCES LIMITED
(CIN: L24116UP1978PLC004624)
Registered Office: Bhartiagram, Gajraula,
District Amroha - 244 223, Uttar Pradesh, India
E-mail: investors@jubl.com Website: www.jubl.com
Phone: +91-5924-252353-60 Fax: +91- 5924 -252 352

NOTICE OF POSTAL BALLOT

Dear Shareholder(s),

NOTICE PURSUANT TO SECTION 110 OF THE COMPANIES ACT, 2013

Notice is hereby given pursuant to Section 110 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") read with the Companies (Management and Administration) Rules, 2014, (the "Rules") that the Special Resolution appended below is proposed to be passed by the Shareholders by way of Postal Ballot/e-Voting. The explanatory statement pertaining to the said resolution setting out the material facts and the reasons thereof is annexed hereto alongwith the Postal Ballot Form (the "Form").

In compliance with Clause 35B of the Listing Agreement with the Stock Exchanges and provisions of Section 110 of the Act, read with the Rules, the Company is pleased to extend e-Voting facility as an alternative, to enable the Shareholders to cast their votes electronically instead of through Form.

Mr. Sanjay Grover, a Practicing Company Secretary (FCS No. 4223, C.P. No. 3850) of M/s. Sanjay Grover & Associates, Company Secretaries, has been appointed as the Scrutinizer (the "Scrutinizer") for conducting the Postal Ballot process in a fair and transparent manner.

You are requested to carefully read the instructions printed on the Form and return the same in original, duly completed, in the attached self addressed postage prepaid business reply envelope so as to reach the Scrutinizer before the closing hours (i.e. upto 6:00 p.m.) on Sunday, March 29, 2015. The envelope may also be deposited personally at the address given thereon. Forms received after this date will not be considered. Also, no other form or photocopy thereof is permitted. The Scrutinizer shall submit his report after completion of the scrutiny of Forms including e-Voting.

The results of voting by Postal Ballot will be declared on Monday, March 30, 2015 at 5:00 p.m. The results will be displayed at the Registered Office and the Corporate Office of the Company. The results shall be communicated to the Stock Exchanges and the same alongwith the Scrutinizer's report will be displayed on the Company's website www.jubl.com as well as on National Securities Depository Limited's website https://www.evoting.nsdl.com/. In addition, the results will also be published in the newspapers for information of the Shareholders.

PROPOSED RESOLUTION

APPROVAL FOR INVESTMENTS / LOANS / GUARANTEES / SECURITIES

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

"RESOLVED THAT pursuant to the provisions of Section 186 of the Companies Act, 2013 (the "Act") read with the Companies (Meetings of Board and its Powers) Rules, 2014 and other applicable provisions, if any, of the Act (including any modification or re-enactment thereof for the time being in force) and subject to such approvals, consents, sanctions and permissions as may be necessary and provisions of other applicable laws, consent of the Shareholders be and is hereby accorded and is deemed to have been accorded with effect from April 1, 2014 to the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall be deemed to include, unless the context otherwise requires, any committee of the Board or any person(s) authorised by the Board to exercise the powers conferred on the Board under this resolution) to (a) give any loan to any person or other body corporate; (b) give any guarantee or provide security in connection with a loan to any other body corporate or person; and (c) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, subject to the limits set out below on such terms and conditions as the Board may deem fit and proper, notwithstanding the fact that the aggregate of the loans and investments so far made in and the amount for which guarantees or securities have so far been provided to all persons or bodies corporate alongwith the additional investments, loans, guarantees or securities proposed to be made or given or provided by

the Company as set out below exceed the limits specified under Section 186(2) of the Act:

Sl. No.	Particulars*	Upto a limit outstanding at any point of time
1	Loans to any person(s) (including employees) or bodies corporate	Rs. 100 Crores
2	Investments in bodies corporate	Rs. 100 Crores
3	Guarantees / securities in connection with loan to any person(s) (including employees) or bodies corporate	Rs. 100 Crores
	Total	**Rs. 300 Crores**

* Excluding the loans/ guarantees/ securities given or provided to wholly owned subsidiaries or joint venture companies (as the case may be), whether situated in India or abroad and investments made in wholly owned subsidiaries, whether situated in India or abroad.

RESOLVED FURTHER THAT to give effect to this resolution, the Board be and is hereby authorised to execute the documents, deeds or writings required to be made and to do all acts, deeds and things as it may in its absolute discretion deem necessary, proper or desirable, including to settle any question, difficulty or doubt that may arise in respect of such investments/ loans/ guarantees/ securities made or given or provided by the Company (as the case may be)."

For **Jubilant Life Sciences Limited**

Shyam S. Bhartia
Chairman & Managing Director

February 3, 2015

NOTES

1) The Explanatory Statement pursuant to Section 102 of the Act for the proposed Special Resolution setting out material facts in relation thereto is appended to the Notice.

2) The Company is pleased to provide e-Voting facility as an alternative to enable the Shareholders to cast their votes electronically instead of physical Postal Ballot. For this purpose, necessary arrangements have been made with National Securities Depository Limited ("NSDL") to facilitate e-Voting.

   The instructions for e-Voting are as under:

   a) In case of Shareholders receiving an e-mail from NSDL

   i) Open e-mail and open PDF file viz. "JLL Info e-Voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your User ID and password for e-Voting. Please note that the password is an initial password.

   ii) Launch internet browser by typing the URL: https://www.evoting.nsdl.com/

   iii) Click on Shareholder - Login

   iv) If you are already registered with NSDL for e-Voting, you can use your existing User ID and password for casting your vote.

   v) If you are logging for the first time, please enter the User ID and password provided in the PDF file attached with the e-mail as initial password.

   vi) The password change menu appears on your screen. Change the password with new password of your choice with minimum 8 digits/characters or combination thereof. Note the new password. It is strongly recommended not to share your password with any other person and to take utmost care to keep your password confidential.

   vii) Once the e-Voting Home page opens, click on e-Voting> Active Voting Cycles.

   viii) Select Electronic Voting Event Number ("EVEN") of Jubilant Life Sciences Limited as given in the body of the e-mail. You are now ready for e-Voting as Cast Vote page opens.

   ix) Cast your vote(s) by selecting appropriate options and click on "Submit" and also "Confirm" when prompted.

   x) Upon confirmation, the message "Vote cast successfully" will be displayed.

   xi) Once the votes on the resolution are cast, the Shareholder shall not be allowed to change the same subsequently.

   xii) Institutional Shareholders (i.e. other than individuals, HUFs, NRIs, etc.) are required to send scanned certified true copy (PDF/JPG Format) of the relevant Board Resolution/ Authority Letter/ Power of Attorney etc. together with the attested specimen signatures of the duly authorized signatory(ies) who are authorised to vote, to the Scrutinizer through e-mail at sanjaygrover7@gmail.com or JLL_postalballotfeb2015@jubl.com with a copy marked to evoting@nsdl.co.in

xiii) In case of any query, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-Voting user manual for Shareholders available at the Downloads section of www.evoting.nsdl.com

xiv) You can also update your mobile number and e-mail address in the user profile details of the folio which shall be used for sending future communication(s).

b) In case of Shareholders receiving physical copies of the Notice of Postal Ballot

i) Initial password, User ID and Electronic Voting Event Number ("EVEN") are provided at the bottom of the Postal Ballot Form.

ii) Please follow all the steps from Sl. No. (ii) to Sl. No. (xiv) above, to cast your vote.

3) As per the Rules, Notice of the Postal Ballot may be served on the Shareholders through electronic transmission. Notice of Postal Ballot and Form are being sent electronically to all the Shareholders whose e-mail addresses are registered with the Company/Depository Participants(s). In respect of others, these documents are being sent by permitted mode of despatch.

4) Shareholders who have received notice of the Postal Ballot by e-mail and who wish to vote through physical Postal Ballot Form can seek duplicate Postal Ballot Form from the Corporate Office of the Company at 1A, Sector 16A, Noida - 201 301, Uttar Pradesh, India or from the Registrar & Transfer Agent, M/s. Alankit Assignments Limited, 1E/13, Alankit Heights, Jhandewalan Extension, New Delhi - 110055 and fill in the details and send the same to the Scrutinizer at 1A, Sector 16A, Noida-201 301, Uttar Pradesh, India.

5) Kindly note that the Shareholders can opt for only one mode of voting i.e. either physical ballot or e-Voting. If you are opting for e-Voting, please do not vote by physical ballot and vice versa. However, in case a Shareholder casts his vote by physical ballot and also by e-Voting, voting done by valid e-Voting shall prevail and voting done through Postal Ballot will be treated as invalid.

6) The notice is being sent to all the Shareholders of the Company whose names appear in the Register of Members/ Record of Depositories as on Friday, February 6, 2015 (the "Record date"). Voting rights shall be reckoned on the paid up value of the shares registered in the name of the Shareholders of the Company as on the Record date i.e. Friday, February 6, 2015.

7) The voting period commences at 9:00 a.m. on Saturday, February 28, 2015 and ends at 6:00 p.m. on Sunday, March 29, 2015. The e-Voting module shall be disabled by NSDL for voting thereafter.

8) The Scrutinizer's decision on the validity of the Postal Ballot shall be final.

9) The Scrutinizer will submit his report after completion of the scrutiny, to the Chairman/Co-Chairman, who will, or in their absence any other person so authorised by them will, declare the results of voting by Postal Ballot on Monday, March 30, 2015 at 5:00 p.m. The results will be displayed at the Registered Office and the Corporate Office of the Company.

10) The results of the Postal Ballot will also be announced through newspaper advertisement and communicated to the Stock Exchanges. The results along with the Scrutinizer's report will also be displayed on the Company's website www.jubl.com as well as on the NSDL's website https://www.evoting.nsdl.com/

11) The resolution will be taken as passed effectively on the date of declaration of results, if the results of the Postal Ballot indicate that the requisite majority of the Shareholders of the Company have assented to the resolution.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 FORMING PART OF THE NOTICE OF POSTAL BALLOT

Prior to April 1, 2014, the Company had been making investments in, giving loans and guarantees to and providing securities in connection with loans to various persons (including its employees) and bodies corporate (including wholly owned and other subsidiaries) from time to time in compliance with the applicable provisions of the Companies Act, 1956 (the "Old Act").

Section 186 of the Companies Act, 2013 (the "Act") read with the Companies (Meetings of Board and its Powers) Rules, 2014 (the "Rules") (as amended) has been brought into force with effect from April 1, 2014 and consequently, the corresponding Section 372A of the Old Act in relation to inter corporate loans and investments has been repealed. Section 186(2) of the Act provides that no company is permitted to, directly or indirectly, (a) give any loan to any person or other body corporate;

(b) give any guarantee or provide security in connection with a loan to any other body corporate or person; and (c) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, exceeding sixty percent of its paid-up share capital, free reserves and securities premium account or one hundred per cent of its free reserves and securities premium account, whichever is more. Section 186(3) of the Act read with Rule 13 of the Rules provides that where the aggregate of the loans and investments so far made and the amount for which guarantees or securities so far provided to or in all other bodies corporate alongwith the investment, loan, guarantee or security proposed to be made or given by the Board of Directors (the "Board") of a company exceed the limits specified under Section 186(2) of the Act, no investment or loan is permitted to be made or given or guarantee/ security permitted to be provided unless previously authorised by a Special Resolution.

In this regard, it may be noted that (a) investments/ loans/ guarantees/ securities made or given or provided by the company (as the case may be) to its wholly owned subsidiaries; and (b) loans given or guarantees or securities provided to or on behalf of persons (not being bodies corporate), were exempt from the provisions of Section 372A of the Old Act and were not required to be considered while computing the total investments made, loans given and guarantees and securities provided by a company for the purposes of calculating the limits specified under Section 372A of the Old Act. However, the above mentioned exemptions are no longer available under Section 186 of the Act and therefore, for the purposes of calculating the limits specified under Section 186(2) of the Act, the investments/ loans/ guarantees/ securities made or given or provided to the wholly owned subsidiaries (as the case may be) and to other persons (not being bodies corporate) are also required to be taken into consideration. Notwithstanding the above, it may be noted that as per Rule 11(1) of the Rules, no approval of the Shareholders is required if a company gives loans/ guarantees or provides securities to its wholly owned subsidiary company or a joint venture company or makes investments in the securities of its wholly owned subsidiary company, in excess of the limits specified under Section 186(2) of the Act.

As per the latest audited balance sheet of the Company as at March 31, 2014, sixty per cent of the paid-up share capital, free reserves and securities premium account is equal to Rs. 1055.29 crores while one hundred per cent of its free reserves and securities premium account is equal to Rs. 1743.36 crores. Therefore, the maximum limit available to the Company under Section 186(2) of the Act for making investments or giving loans or providing guarantees/ securities (as the case may be) is Rs. 1743.36 crores. Further, as on date, the aggregate of investments and loans made/ given by the Company (as the case may be) is approximately Rs. 2148.76 crores. This includes investments and loans of Rs. 1990.63 crores made or given by the Company (as the case may be) to its wholly owned subsidiaries. Therefore, the aggregate of investments and loans made or given by the Company (as the case may be) alongwith the investments, loans, guarantees or securities proposed to be made or given or provided by the Company is in excess of the limits for the Company (i.e. Rs. 1743.36 crores) as specified under Section 186(2) of the Act.

In view of the above, approval of Shareholders through Postal Ballot is sought with effect from April 1, 2014 for making investments or giving loans or guarantees or providing securities (as specified in the Special Resolution) in excess of the limits specified under Section 186(2) of the Act. Explanation to Rule 13(1) of the Rules provides that it would be sufficient compliance of Section 186(3) of the Act, if such Special Resolution is passed within one year from the date of notification of Section 186 of the Act i.e. on or before March 31, 2015.

In light of the above, the Directors of the Company commend the resolution for approval of Shareholders by way of Special Resolution.

None of the Directors or Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the Special Resolution except to the extent of their directorships and shareholding in the bodies corporate in which investments may be made or loans/ guarantees may be given or securities may be provided pursuant to this Special Resolution.

For **Jubilant Life Sciences Limited**

Shyam S. Bhartia
Chairman & Managing Director

February 3, 2015

JUBILANT LIFE SCIENCES LIMITED

(CIN: L24116UP1978PLC004624)
Registered Office: Bhartiagram, Gajraula, District Amroha - 244 223, Uttar Pradesh, India
E-mail: investors@jubl.com Website: www.jubl.com Phone: +91-5924-252353-60 Fax: +91- 5924 -252 352

POSTAL BALLOT FORM

(Please read carefully the instructions printed overleaf before exercising the vote)

Serial No.

Name & address of the Sole/ First named Shareholder as registered with the Company :

Name(s) of the Joint Shareholder(s), if any, registered with the Company :

Registered Folio No./ DP ID* & Client ID No.* (*Applicable to Shareholder(s) holding shares in demat form) :

No. of Equity Shares held :

I/We hereby exercise my/our votes in respect of the Special Resolution to be passed through Postal Ballot for the business stated in the Notice dated February 3, 2015 of the Company by sending my/our assent (FOR) or dissent (AGAINST) to the said resolution by placing a tick (√) mark at the appropriate box below:

Description	No. of votes exercised corresponding to the total number of voting rights	I / We assent to the resolution (FOR)	I / We dissent to the resolution (AGAINST)
Approval for Investments, Loans, Guarantees and Securities for the amounts specified in the resolution			

Place :
Date :

(Signature of Shareholder)

ELECTRONIC VOTING PARTICULARS

EVEN (Electronic Voting Event Number)	USER ID	PASSWORD

Notes :

1. Each Equity Share carries one vote.
2. If the voting rights are exercised electronically, there is no need to use this form.

P.T.O.

INSTRUCTIONS

1. A Shareholder desiring to exercise vote by Postal Ballot should complete this Postal Ballot Form (no other form or photocopy thereof is permitted) and send it to the Scrutinizer, Mr. Sanjay Grover (Practicing Company Secretary) of M/s. Sanjay Grover & Associates, Company Secretaries, in the attached self addressed postage prepaid business reply envelope. Postage will be borne and paid by the Company. However, envelopes containing Postal Ballot Form(s), if sent by courier or registered/speed post at the expense of the Shareholders will also be accepted.

2. The self-addressed business reply envelope bears the address of the Scrutinizer.

3. This Postal Ballot Form should be completed and signed by the Shareholder (as per the specimen signature registered with the Company/Depository Participants). In case of joint holding, this Form should be completed and signed by the first named Shareholder and in his absence, by the next named Shareholder.

4. Duly completed Postal Ballot Form should reach the Scrutinizer not later than the close of working hours (i.e. upto 6:00 p.m.) on Sunday, March 29, 2015. All Postal Ballot Forms received after this date will be strictly treated as if reply from such Shareholder has not been received.

5. There will be only one Postal Ballot Form for every Folio/Client ID irrespective of the number of joint holders.

6. In case of shares held by companies, trusts, societies, etc., the duly completed Postal Ballot Form should be accompanied by a certified true copy of Board Resolution/Authority Letter/Power of Attorney etc.

7. A Shareholder may request for a duplicate Postal Ballot Form, if so required. However, the duly completed duplicate Postal Ballot Form should reach the Scrutinizer not later than the last date of receipt of Postal Ballot Forms i.e. upto 6:00 p.m. on Sunday, March 29, 2015.

8. Voting rights shall be reckoned on the paid up value of shares registered in the name of the Shareholders as on the Record date i.e. Friday, February 6, 2015.

9. Shareholders are requested not to send any other paper along with the Postal Ballot Form in the attached self-addressed business reply envelope. Any extraneous paper found in such envelope would be destroyed by the Scrutinizer.

10. A Shareholder need not use all the votes nor needs to cast all the votes in the same way.

11. The Scrutinizer's decision on the validity of a Postal Ballot shall be final.

12. Incomplete, unsigned or incorrect Postal Ballot Forms will be rejected.

13. The exercise of vote under Postal Ballot process is not permitted through proxy.

14. The results of voting by Postal Ballot will be declared on Monday, March 30, 2015 at 5:00 p.m. The results will be displayed at the Registered Office and the Corporate Office of the Company. The results shall be communicated to the Stock Exchanges and the same alongwith the Scrutinizer's report will be displayed on the Company's website www.jubl.com as well as on the National Securities Depository Limited's website https://www.evoting.nsdl.com/. In addition, the results will also be published in the newspapers for information of the Shareholders.

OPTION OF E-VOTING

As an alternative to voting through physical Postal Ballot, the Company is pleased to offer e-Voting facility to all the Shareholders of the Company to enable them to cast their votes electronically instead of through Postal Ballot Forms. The detailed procedure for e-Voting is explained in the Notes to the Notice of Postal Ballot.