



JUBILANT INDUSTRIES LIMITED

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

NOTICE

NOTICE is hereby given that the Fifth Annual General Meeting of members of Jubilant Industries Limited will be held as under: -

DAY : **TUESDAY**
DATE : **AUGUST 23, 2011**
TIME : **2:30 P.M.**
VENUE : **REGISTERED OFFICE:
BHARTIAGRAM, GAJRAULA - 244 223
DISTRICT JYOTIBA PHOOLAY NAGAR,
UTTAR PRADESH, INDIA**

to transact the following business:-

ORDINARY BUSINESS

1. To consider and adopt the Balance Sheet of the Company as at March 31, 2011, the Profit and Loss Account for the year ended on that date and the Reports of the Auditors and Directors' thereon.

2. To declare dividend.

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

"RESOLVED THAT M/s. K. N. Gutgutia & Co., Chartered Accountants (Firm Registration Number 304153E with the Institute of Chartered Accountants of India), the Statutory Auditors of the Company, who retire but, being eligible, offer themselves for re-appointment, be and are hereby re-appointed as Auditors of the Company to hold office from the conclusion of 5th Annual General Meeting until the conclusion of next Annual General Meeting on such remuneration as agreed upon between the Board of Directors and the Auditors, in addition to the reimbursement of service tax and actual out-of-pocket expenses."

SPECIAL BUSINESS

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

"RESOLVED THAT Mr. Hari S. Bhartia be and is hereby appointed as a Director of the Company."

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

Resolution:

"RESOLVED THAT Mr. Priyavrat Bhartia be and is hereby appointed as a Director of the Company."

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

"RESOLVED THAT Mr. Ananda Mukherjee be and is hereby appointed as a Director of the Company."

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

"RESOLVED THAT Mr. R. Bupathy be and is hereby appointed as a Director of the Company."

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

"RESOLVED THAT Mr. Ghanshyam Dass be and is hereby appointed as a Director of the Company."

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

"RESOLVED THAT Mr. S.K. Roongta be and is hereby appointed as a Director of the Company."

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

Amit Khurana
Company Secretary

April 29, 2011

Notes:

1. Explanatory statement pursuant to Section 173(2) of the Companies Act, 1956 in respect of Resolutions set out under Item No. 4 to 9 above, is annexed.

2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND ON POLL, TO VOTE INSTEAD OF HIMSELF/ HERSELF. A PROXY NEED NOT BE A MEMBER.

PROXIES IN ORDER TO BE EFFECTIVE MUST BE RECEIVED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY-EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING. MEMBERS/PROXIES SHOULD FILL THE ATTENDANCE SLIP FOR ATTENDING THE MEETING.

3. Corporate Members intending to send their authorised representatives to attend the Meeting are requested to send a certified copy of the Board Resolution authorising their representative to attend and vote on their behalf at the Meeting.
4. The Register of Members of the Company will be closed from Friday, August 12, 2011 to Tuesday, August 23, 2011 (both days inclusive) for the purpose of determining eligibility for payment of dividend.

(i) The dividend, as recommended by the Board (₹3 per equity share of ₹10 each), if declared at the meeting, will be paid to those members or their mandates:

- a. whose names appear as Beneficial Owners as at the end of business hours on Thursday, August 11, 2011 in the lists of Beneficial Owners furnished by National Securities Depository Limited and Central Depository Services (India) Limited in respect of the shares held in electronic form; and
- b. whose names appear as Members in the Register of Members of the Company after giving effect to valid share transfers in physical form lodged with the Company on or before Thursday, August 11, 2011.

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

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

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

(iii) **Payment of Dividend Electronically**

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

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

instruments.

(iv) **Bank Mandate**

In order to provide protection against fraudulent encashment of dividend warrants, members who hold shares in physical form are requested to intimate the Company's RTA under the signature of the Sole/First joint holder, the following information to be incorporated on the dividend warrants:

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

5. Members who hold shares in physical form in multiple folios with identical names or hold multiple joint accounts in the same order of names, are requested to send the share certificates to the Company's RTA for consolidation into a single folio.
6. In terms of Section 109A of the Act, member(s) of the Company may nominate a person on whom the shares held by him/them shall vest in the event of his/ their unfortunate death. Member(s) desirous of availing this facility may submit nomination in Form 2B.
7. Members are requested to inform us their e-mail address to enable us to send important communications such as unaudited financial results, press releases and other similar information soon after these are intimated to the stock exchanges.
8. The Company has a dedicated e-mail address "investorsjil@jubl.com" for shareholders to mail their queries or lodge complaints, if any. We will endeavour to reply to your queries at the earliest.
9. The Company's website "www.jubilantindustries.com" has a dedicated section on Investors.
10. SEBI has placed the Company's shares under compulsory demat i.e. transactions in the Company's shares are required to be done only in the demat form. Further, considering the advantages of scripless trading like exemption from stamp duty, elimination of bad deliveries, reduction in transaction costs, improved liquidity etc., members are requested to consider dematerialisation of their shareholding, if not already done, to avoid inconvenience in future.
11. Queries on the Annual Report and operations of the Company, if any, may please be sent to the Company seven

days prior to the date of the Meeting so that the answers may be provided at the Meeting.

12. All correspondence may be sent to the RTA at the following address:

Alankit Assignments Limited,
(Unit: Jubilant Industries Limited)
Alankit House, 2E/21,
Jhandewalan Extension,
New Delhi - 110 055, India
Phone: +91 - 11 - 23541234/42541234
Fax: +91 - 11 - 42541967
Email : rta@alankit.com

13. Information regarding the Directors proposed to be appointed/re-appointed pursuant to Clause 49 (IV) (G) of the Listing Agreement with Stock Exchanges is annexed.

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

ITEM NO. 4

Mr. Hari S. Bhartia, was co-opted by the Board as an Additional Director with effect from November 1, 2010 pursuant to Section 260 of the Companies Act, 1956. Mr. Bhartia thus, holds office till the date of the ensuing Annual General Meeting.

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

Mr. Hari S. Bhartia and Mr. Priyavrat Bhartia, being relatives, are concerned or interested in the Resolution. No other Director is concerned or interested in the Resolution.

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

ITEM NO. 5

Mr. Priyavrat Bhartia, was co-opted by the Board as an Additional Director with effect from October 28, 2010 pursuant to Section 260 of the Companies Act, 1956. Mr. Bhartia thus, holds office till the date of the ensuing Annual General Meeting.

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

Mr. Priyavrat Bhartia and Mr. Hari S. Bhartia, being relatives, are concerned or interested in the Resolution. No other Director is concerned or interested in the Resolution.

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

ITEM NO. 6

Mr. Ananda Mukherjee, was co-opted by the Board as an Additional Director with effect from October 20, 2010 and as Whole-time Director with effect from November 15, 2010. Pursuant to Section 260 of the Companies Act, 1956. Mr. Mukherjee, holds office till the date of the ensuing Annual General Meeting.

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

Mr. Mukherjee, is concerned or interested in the Resolution. No other Director is concerned or interested in the Resolution.

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

ITEM NO. 7

Mr. R. Bupathy, was co-opted by the Board as an Additional Director with effect from November 26, 2010 pursuant to Section 260 of the Companies Act, 1956. Mr. Bupathy thus, holds office till the date of the ensuing Annual General Meeting.

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

Mr. Bupathy, is concerned or interested in the Resolution. No other Director is concerned or interested in the Resolution.

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

ITEM NO. 8

Mr. Ghanshyam Dass, was co-opted by the Board as an Additional Director with effect from November 26, 2010 pursuant to Section 260 of the Companies Act, 1956. Mr. Dass thus, holds office till the date of the ensuing Annual General Meeting.

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

Mr. Dass, is concerned or interested in the Resolution. No other Director is concerned or interested in the Resolution.

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

ITEM NO. 9

Mr. S.K. Roongta, was co-opted by the Board as an Additional Director with effect from November 26, 2010 pursuant to Section 260 of the Companies Act, 1956. Mr. Roongta thus, holds office till

the date of the ensuing Annual General Meeting.

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

Mr. Roongta, is concerned or interested in the Resolution. No other Director is concerned or interested in the Resolution.

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

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

1. MR. HARI S. BHARTIA

Mr. Hari S. Bhartia, aged 54 years, is Chairman of the Company. He is also Co-Chairman and Managing Director of Jubilant Life Sciences Limited. Mr. Bhartia holds a Bachelor's degree in Chemical Engineering from the Indian Institute of Technology, Delhi. He was awarded the distinguished Alumni award from the Indian Institute of Technology, Delhi in 2000. He has over 27 years of experience in the Pharmaceuticals, Specialty Chemicals, Biotechnology, Foods, Oil and Gas (exploration and production), Aerospace and Information Technology sectors and has been instrumental in developing strategic alliances and affiliations with leading global companies.

Mr. Hari S. Bhartia has been involved in various capacities with the Indian Institute of Technology, Delhi and has also been the Chairman on the Board of Governors of the Indian Institute of Technology, Kanpur, besides being a member in numerous educational, scientific and technological programs of the Government of India. He was the President of the Confederation of Indian Industry for the year 2010-11.

He also holds Directorships in following Companies:

Public Companies

- Jubilant Life Sciences Limited
- Jubilant Chemsys Limited
- Jubilant Biosys Limited
- Jubilant Infrastructure Limited
- Jubilant First Trust Healthcare Limited
- Vam Holdings Limited
- Geo-Enpro Petroleum Limited
- Jubilant Foodworks Limited
- Television Eighteen India Limited
- IBN 18 Broadcast Limited
- Shriram Pistons & Rings Limited
- Export Credit Guarantee Corporation of India Limited
- Network18 Media & Investments Limited

Other Companies

- Jubilant Enpro Private Limited
- Enpro Oil Private Limited
- Jubilant Securities Private Limited
- Nikita Resources Private Limited
- Jaytee Private Limited
- B & M Hotbreads Private Limited
- B T Telecom (India) Private Limited
- American Orient Capital Partners (India) Private Limited
- Jubilant Retail Consolidated Private Limited
- Jubilant Stock Holding Private Limited
- Jubilant Retail Private Limited
- Vanthys Pharmaceutical Development Private Limited
- Jubilant Bhartia Foundation
- PSI Supply NV
- Jubilant Pharmaceuticals NV
- Jubilant Pharma NV
- Jubilant Pharma Pte Ltd.
- Cadista Holdings Inc.
- Jubilant Cadista Pharmaceuticals Inc.
- Jubilant Life Sciences Holdings Inc,
- Jubilant Clinsys Inc.
- Jubilant Discovery Services Inc.
- Jubilant Energy (Holding) BV, Netherlands
- Jubilant Energy Limited Canada
- Jubilant HollisterStier LLC
- HSL Holdings Inc.
- Jubilant Energy NV, Netherlands
- Jubilant Innovation (USA) Inc.
- Jubilant Life Sciences International Pte Ltd.
- Jubilant Biosys (Singapore) Pte Ltd.
- Jubilant Drug Development Pte Ltd.
- Jubilant Biosys (BVI) Ltd.
- Jubilant Life Sciences (BVI) Ltd.
- Jubilant DraxImage Inc.
- 6961396 Canada Inc.
- 6981364 Canada Inc.
- Jubilant Innovation Pte Limited

Mr. Hari S. Bhartia is Chairman of the Audit Committee of Jubilant First Trust Healthcare Limited and Jubilant Infrastructure Limited and member of Audit Committee of Television Eighteen India Limited, IBN 18 Broadcast Ltd. and Network18 Media & Investments Limited.

Mr. Bhartia also holds the membership of Investors' Grievance Committee of Television Eighteen India Limited.

He holds 18044 Equity Shares in the Company.

2. MR. PRIYAVRAT BHARTIA

Mr. Priyavrat Bhartia, aged 34 years, is a Non- Executive Director on the Board of the Company. He holds a Bachelor's degree in Economics from Dartmouth College, USA and a Masters degree in Business Administration from Stanford University (USA). Mr. Priyavrat Bhartia is a Whole-time Director of HT Media Limited and also holds directorships of the following companies:

The Hindustan Times Limited
Earthstone Holding (One) Private Limited
The Birla Cotton Spinning & Weaving Mills Limited
HT Interactive Media Properties Limited
Go4cricket.com (India) Private Limited
HT Media Limited
Udit (India) Limited
Earthstone Holding Private Limited
Firefly e-Ventures Limited
HT Digital Media Holdings Limited
HT Education Limited
Earthstone Holding (Two) Private Limited
Earthstone Holding (Three) Private Limited
High Street Capital Private Limited
HT Burda Media Limited
Shine Foundation
Jubilant Realty Private Limited
HT Mobile Solutions Limited
Jubilant Enpro Private Limited
Hindustan Media Ventures Limited

He is a member of Investors' Greivance Committee of Jubilant Industries Limited and HT Media Limited.

He is a member of Audit Committee of The Hindustan Times Limited, Firefly e-Ventures Limited, The Birla Cotton Spinning & Weaving Mills Limited and Chairman of Audit Committee of HT Digital Media Holdings Limited.

He holds 154 Equity Shares in the Company.

3. MR. ANANDA MUKHERJEE

Mr. Ananda Mukherjee, aged 51 years, is the CEO and Whole Time Director of the Company. He holds a Bachelor's degree with honors in Mechanical Engineering from National Institute of Technology, Durgapur and a post graduate in Management from Indian Institute of Management, Calcutta where he was a gold medallist. He has experience of around 27 years in the manufacturing industry. At Jubilant Life Sciences Limited (prior to the Scheme), as the Chief Executive Officer of the Agri and Performance Polymers business, he was responsible for the overall functioning of the Agri and Performance Polymers business including consumer products ("Jivanjor" brand of adhesives and wood finishes), Fertilisers, Agronutrient Products, Performance Chemicals, Food and Latex Polymers. He has previously handled commercial, materials management, stores and inventory, international

business, corporate strategy, sales and marketing functions in various organizations including Havells India Limited, as Vice President-International Business, Sterlite Optical Technologies Limited as Head - International Marketing & Corporate Strategy, BOC India Limited as Head (Corporate Commercial) and Tata Motors Limited. He is also a Director on the Board of Jubilant Agri and Retail Private Limited

He is a member of Investors' Greivance Committee of Jubilant Industries Limited.

4. MR. R. BUPATHY

Mr. R. Bupathy, aged 59 years, is an Independent Director on the Board of the Company. He is a Fellow member of The Institute of Chartered Accountants of India ("ICAI"). He is also a past president of the ICAI. He is the founder partner of R. Bupathy & Co, Chartered Accountants, an Indian public accounting firm, which is a member of AGN International Global Network. He is also a Member of the Advisory Board of Vel's Institute of Business Administration. Other important positions held by him include memberships of Education Committee of International Federation of Accountants, an Apex Body for Accountants worldwide for the term 2003-2006; Central Board Advisory Committee, CBDT; Board Member, Insurance Regulatory Authority of India, Study Group constituted by World Bank for the Study of Corporate Governance in India, National Accounting Standard Committee of Department of Company Affairs and Accounting Standard Board of the SEBI. He was Director of Accounting Research Foundation, ICAI for a period of eight years and also Chairman of International Fiscal Association India Branch – Southern Region Chapter for the term 2006 - 2008. He is a recipient of the Paramacharya Award and also Certification Award given by Confederation of Asia Pacific Accountants for his contributions to the Accounting Profession.

Mr. Bupathy also holds directorships in Geojit BNP Paribas Financial Services Limited and Geojit Technologies Limited.

Mr. Bupathy is Chairman of the Audit Committee of Jubilant Industries Limited and Geojit BNP Paribas Financial Services Limited.

He is also Chairman of the Shareholders' Grievance Committee of Geojit BNP Paribas Financial Services Limited.

He is not holding any Equity Share in the Company.

5. MR. GHANSHYAM DASS

Mr. Ghanshyam Dass, aged 58 years, is an Independent Director on the Board. He holds Bachelor's degree with Honors in Economics from Delhi University, New Delhi, and Masters' degree in Linguistics (an Inter Disciplinary Course) from Jawaharlal Nehru University, New Delhi. Currently, he is a Senior Advisor of KPMG. He has over 32 years of experience in domestic, international banking and capital markets. He is familiar with the regulatory and business environment in USA, European Union, South East Asia, The Middle East,

India and other major money-center locations. He joined NASDAQ OMX Group in 2000 and until February 2009, he was Managing Director – Asia Pacific & Middle East, prior to which he was the General Manager and Chief Executive of Majan International Bank (a subsidiary of Commerz Bank A. G., Frankfurt, Germany) in the Sultanate of Oman. He also worked on several assignments, including the British Bank of the Middle East for two years as the Chief Executive Officer for its India operations, and with the Hongkong and Shanghai Banking Corporation for over ten years as Manager – South Asia & Middle East, Financial Institutions Group amongst other assignments. In his early career, he spent over nine years with US Educational Foundation in India (as Research Assistant to a Senior Fullbright Scholar), Bank of India, Wells Fargo Bank, San Francisco (as Assistant Representative for India) and Marine Midland Bank, N.A, New York (before being seconded to Hongkong and Shanghai Banking Corporation, India in January 1986).

He also holds Directorship in other companies which are as follows:

Jain Irrigation Systems Limited
Dhanalakshmi Bank Limited
Powerica Limited
Carbon Clean Solutions Private Limited
Mayar Infrastructure Development Private Limited

Mr. Dass is Chairman of the Audit Committee of Jain Irrigation Systems Limited and member of Audit Committee of Jubilant Industries Limited and Powerica Limited.

He is also a member of the Shareholder Redressal Committee of Dhanalakshmi Bank Limited.

He is not holding any Equity Share in the Company.

6. MR. S. K. ROONGTA

Mr. S. K. Roongta, aged 60 years, is an Independent Director on the Board of the Company. He holds a Bachelor's degree in Electrical Engineering from Birla Institute of Technology and Science, Pilani, Post Graduate Diploma in Business

Management – International Trade from Indian Institute of Foreign Trade, New Delhi and is a Fellow of All India Management Association. He joined Steel Authority of India Limited in 1972 as Executive (Marketing) and rose to the position of Executive Chairman in August 2006. He was the first Chairman of International Coal Ventures Limited. He was appointed as a member of the executive committee of the World Steel Association, Brussels. He is Chairman of "Panel of Experts on Reforms in public sector undertakings, Planning Commission and Steel Committee, FICCI. He is also member of General Body of BITS, Pilani; Board of Governors, IIT, Bhubaneswar; Governing Body, JKL University and Committee of Experts for formulating draft "Code of ethics for Employees in CPSEs" Ministry of Heavy Industry & Public Enterprises, Govt. of India.

He also holds Directorship in other companies which are as follows:

Axis Bank Limited
Neyveli Lignite Corporation Limited
Shipping Corporation of India Limited
Hindustan Petroleum Corporation Limited
Jindal Power Limited
ACC Limited

Mr. Roongta is Chairman of the Investors' Grievance Committee of Jubilant Industries Limited and Hindustan Petroleum Corporation Limited.

He is also a member of the Audit Committee of Jubilant Industries Limited, Axis Bank Limited and Hindustan Petroleum Corporation Limited.

He is not holding any Equity Share in the Company.

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

Amit Khurana
Company Secretary

April 29, 2011