



JUBILANT FOODWORKS LIMITED

CIN No.: L74899UP1995PLC043677

Regd. Office: Plot No. 1A, Sector 16A, Gautam Buddha Nagar, Noida – 201301, Uttar Pradesh

Corporate Office: 15th Floor, Tower E, Skymark One, Plot No. H-10/A, Sector - 98, Noida - 201301, Uttar Pradesh

Phone: +91-120-6927500/+91-120-6935400

Website: www.jubilantfoodworks.com, E-mail: investor@jublfood.com

Notice of Annual General Meeting

NOTICE is hereby given that the Twenty-Ninth (29th) Annual General Meeting ('AGM') of the member(s) of **JUBILANT FOODWORKS LIMITED** ('Company') will be held on Thursday, August 29, 2024 at 11.00 a.m. (IST) through Video Conferencing/ Other Audio Visual Means ('VC/OAVM') facility, to transact the following business:

ORDINARY BUSINESS:

- To receive, consider and adopt:
 - the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2024 together with the Reports of the Board of Directors and Auditors thereon; and
 - the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2024 together with the Report of the Auditors thereon.
- To declare dividend on equity shares for the financial year ended March 31, 2024.
- To appoint a Director in place of Mr. Hari S. Bhartia (DIN: 00010499) who retires by rotation and, being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

- To approve payment of Commission to Non-Executive Directors of the Company.

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

"RESOLVED THAT in supersession to the resolution passed by the members of the Company vide postal ballot dated November 2, 2016 and pursuant to provisions of Section 197, 198 and other applicable provisions, if any, of the Companies Act, 2013 ('Act') read with Rules made thereunder, Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Articles of Association of the Company, Appointment and Remuneration Policy, approval of members of the Company be and is hereby accorded for the payment of commission to the Directors other than the Managing/ Whole-time/ Executive Directors (hereinafter called the

'Non-Executive Directors' or 'NEDs'), in addition to sitting fees for attending meetings of the Board of Directors, Independent Directors, Committee(s) of the Board etc. not exceeding in the aggregate, 1% (one per cent) per annum or such other percentage as may be specified by the Act from time to time in this regard, of the net profits of the Company to be calculated in accordance with the provisions of Section 198 and other applicable provisions, if any, of the Act, to be paid to and distributed amongst the NEDs in such amounts or proportions and in such manner as the Board of Directors of the Company (hereinafter referred to as 'the Board' which term shall be deemed to include Committee thereof authorized for the purpose) may determine and such payment shall be made out of the profits of the Company, commencing from April 1, 2024.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may in its absolute discretion consider necessary, proper or desirable, including delegate all or any of its powers herein conferred to any person, to give effect to the above resolution and to settle any question, difficulty or doubt that may arise in this regard."

- To authorise creation of security/charge over the assets/ undertakings of the Company

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

"RESOLVED THAT in supersession of the earlier resolution passed by the members of the Company by way of a postal ballot dated December 14, 2014 and pursuant to Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder ('Act'), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (in each case including any statutory amendment(s), modification(s) or re-enactment(s) thereof, for the time being in force), and the Articles of Association of the Company, the consent of the members of the Company be and is hereby accorded to create a pledge, mortgage, hypothecation, charge, transfer, sell and/or otherwise dispose of all or any part of the movable or immovable assets/undertakings of the Company where ever situated, present and future, in such manner as the Board of Directors of the Company ('Board' which term shall

include Committee(s) thereof authorised for the purpose) may deem fit, in favour of banks, financial institutions, investment institutions, non-banking financial companies, trusts, other bodies corporates, any individual(s) or person(s) and/or any other category of lender, and/or any trustee(s) appointed on behalf of any of the foregoing (hereinafter referred to as the 'Lending Agents'), to secure any amount borrowed by the Company and/or its subsidiary(ies), in Indian Rupees and/or in foreign currency, guarantee(s), working capital facilities and/or any other financial assistance obtained/to be obtained by the Company or its subsidiary(ies) (including without limitation any interest, additional interest, compound interest, liquidated damages, commitment charges, premium on pre-payment or on redemption, costs, charges, expenses, all other monies and any increase on account of revaluation/devaluation/ fluctuation in the rates of foreign currencies involved), from one or more of the aforesaid Lending Agents, upto an amount not exceeding the limits permitted/approved under Section 180(1)(c) of the Act from time to time.

RESOLVED FURTHER THAT, the Board be and is hereby authorized to do all such act(s), deed(s), matter(s) and thing(s) as it may in its absolute and sole discretion consider necessary, proper or desirable, including to delegate all or any of its powers conferred hereunder to any person(s) or Committee(s), to give effect to aforementioned resolution, and to settle any question(s), difficulty(ies) or doubt(s) that may arise in this regard."

NOTES:

1. The Ministry of Corporate Affairs ('MCA'), vide its General Circular No. 20/2020 dated May 5, 2020 read with subsequent circulars issued from time to time, the latest one being General Circular No. 09/2023 dated September 25, 2023 ('MCA Circulars') permitted holding of Annual General Meetings through VC/OAVM facility and dispensed physical presence of the members at the meeting. In compliance with the provisions of the Companies Act, 2013 ('Act'), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), and MCA Circulars, the 29th Annual General Meeting ('AGM') of the Members of the Company is being held through VC/OAVM. The detailed procedure for remote e-voting and participating through VC/OAVM facility is mentioned in Note Nos. 18, 20 & 21. The Registered Office of the Company shall be deemed to be the venue for AGM. In compliance with the MCA Circulars, items of special business as mentioned in this Notice are considered unavoidable and forms part of this Notice.
2. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/ her behalf and the proxy need not be a Member of the Company. Since the AGM is being conducted through VC/OAVM in terms of the aforesaid Circulars, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the proxy form, attendance slip and route map are not annexed to this Notice.
3. The Explanatory Statement, pursuant to Section 102 of the Act, setting out material facts concerning the business under Item Nos. 4 and 5 of the Notice is annexed hereto. Further, the relevant details, pursuant to Regulation 36(3) of the Listing Regulations and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India ('SS-2') respectively, in respect of Director seeking re-appointment at the AGM is also annexed.
4. The Members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
5. 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 during the AGM.
6. Dividend for FY 2023-24: The Board of Directors of the Company at its meeting held on May 22, 2024 recommended a dividend of ₹ 1.2/- (i.e. 60%) per equity share of ₹ 2/- each for FY 2024 subject to approval of shareholders at the AGM. The dividend, if approved at the AGM, will be paid/dispatched subject to tax deducted at source (TDS) within 30 days from the date of AGM to those member(s) or their mandates:
 - a) whose names appear as Beneficial Owners at the end of business hours on, Friday, July 12, 2024 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;
 - b) whose names appear as Member(s) in the Register of Members of the Company as on Friday, July 12, 2024.

SEBI vide its circular dated November 03, 2021 (subsequently amended by circulars dated December 14, 2021, March 16, 2023 and November 17, 2023) mandated that with effect from April 01, 2024, dividend to shareholders (holding shares in physical form) shall be paid only through electronic mode. Such payment shall be made only if the folio is KYC complaint i.e. the details of PAN, choice of nomination, contact details, mobile no., complete bank details and specimen signatures are registered. In case of non-updation of KYC in respect of physical folios, dividend shall be paid upon furnishing all the aforesaid details in entirety.
7. TDS on Dividend: Pursuant to the relevant provisions of Income Tax Act, 1961 as amended by Finance Act, 2020 ('IT Act'), dividend income is taxable in the hands of shareholders and the Company is required to deduct tax at source from dividend paid to shareholders at the prescribed rates under the IT Act. The shareholders are requested to complete and/or update their Residential Status, Permanent Account Number ('PAN'), Category as per the IT Act with their Depository Participant(s) in case shares are held in demat form and in case shares are held in physical form, with the Company by sending email at investor@jublfood.com.

A resident individual shareholder holding a valid PAN having dividend income exceeding ₹ 5,000 from the Company and who is not liable to pay income tax can submit a duly signed declaration in Form No. 15G/15H, to avail the benefit of non-deduction of tax at source by uploading the documents through Link Intime Portal <https://liiplweb.linkintime.co.in/formsreg/submission-of-form-15g-15h.html> on or before Thursday, August 8, 2024. Shareholders are requested to note that in case their PAN is not registered or valid or inoperative, the tax will be deducted at a higher rate of 20%.

For resident shareholders (other than individual) holding a valid PAN and not subject to withholding tax under Section 194 of the IT Act, can submit duly signed declaration along with other documents as sought separately to avail the benefit of non-deduction of tax at source by uploading the documents through Link Intime Portal <https://liiplweb.linkintime.co.in/formsreg/submission-of-form-15g-15h.html> on or before Thursday, August 8, 2024. Shareholders are requested to note that in case their PAN is not registered or valid or inoperative, the tax will be deducted at a higher rate of 20%.

For a Non-resident shareholder [including Foreign Portfolio Investors ('FPI')], applicable withholding tax rate is either 20% as per the IT Act or the tax rate as specified in the tax treaty, whichever being more beneficial to the Non-resident shareholder. Further, Non-resident shareholders can avail the beneficial rates under tax treaty between India and their country of residence, subject to providing necessary documents i.e. No Permanent Establishment declaration, Beneficial Ownership declaration, Tax Residency Certificate, Electronically Form 10F and any other document which may be required to avail the tax treaty benefits by uploading the documents through above mentioned Link Intime Portal. The aforesaid forms, declarations and documents need to be submitted by the shareholders on or before Thursday, August 8, 2024. Further details in this regard are available on the website of the Company at <https://www.jubilantfoodworks.com/investors/shareholder-information/dividend>.

Additionally, for shareholders who qualify as 'specified person' as defined under Section 206AB of the IT Act, tax shall be deducted at a higher rate.

8. Members are requested to note that, dividends if not encashed or remaining unclaimed/unpaid for a period of seven (7) years from the date of transfer to Company's Unpaid Dividend Account, are liable to be transferred to the Investor Education and Protection Fund ('IEPF') established by the Central Government. Further, all shares in respect of which dividend has remained unclaimed for seven (7) consecutive years or more from the date of transfer to unpaid dividend account shall also be transferred to IEPF in terms of Section 124 of the Act read with IEPF Rules made thereunder. The Company has been sending reminders to Members having unpaid/unclaimed dividends before transfer of such dividend or shares to IEPF. Details of the unpaid/ unclaimed dividend are also uploaded on the website of the Company at <https://www.jubilantfoodworks.com/investors/>

[shareholder-information/dividend](#). Accordingly, Members are requested to contact the Company's Registrar and Transfer Agent ('RTA'), Link Intime India Pvt. Ltd., Noble Heights, 1st Floor, Plot No. NH 2, C-1 Block LSC, Near Savitri Market, Janakpuri, New Delhi -110058; Tel: +91 11 49411000; Fax: +91 11 41410591; Email-delhi@linkintime.co.in and submit required documents to claim the unpaid/unclaimed dividend.

Further, Members whose unclaimed dividends and/or shares have been transferred to IEPF may contact the RTA as per details mentioned above and submit required documents for issue of Entitlement Letter. The Members can attach the Entitlement Letter and other required documents and file Form IEPF-5 (available on www.iepf.gov.in) for claiming the unclaimed dividends and/or shares transferred to IEPF after following the procedure prescribed therein.

9. Regulation 40 of the Listing Regulations, as amended, mandates that transfer, transmission and transposition of securities held in physical form shall be effected only in demat mode. Further SEBI vide Circular No. SEBI/HO/MIRSD/MIRSD RTAMB/P/CIR/2022/8 dated January 25, 2022 mandated the listed companies to issue securities in dematerialized form only while processing service requests viz. Issue of duplicate securities certificate, claim from unclaimed suspense account, renewal/exchange of securities certificate, endorsement, sub-division/splitting of securities certificate, consolidation of securities certificates/folios, transmission and transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR-4 available on the Company's website <https://www.jubilantfoodworks.com/investors-shareholder-information-investor-forms>. Members can contact the Company or RTA, for any assistance in this regard. Please note that any service request can be processed only after the folio is KYC compliant.
10. SEBI vide Circular no. SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/72 dated June 08, 2023, advised RTAs of Company to set up a user-friendly online mechanism or portal for service requests/complaints. Pursuant to said circular, the Company's RTA launched an Investor Self-Service Portal, designed exclusively for the Investors named 'SWAYAM' (<https://swayam.linkintime.co.in>). 'SWAYAM' is a secure, user-friendly web-based application, developed by the Company's RTA, that empowers shareholders to effortlessly access various services. Shareholders may register on the aforesaid portal to avail the services.
11. SEBI vide circular nos. SEBI/HO/OIAE/OIAE_IAD1/P/CIR/2023/131 dated July 31, 2023 and SEBI/HO/OIAE/OIAE_IAD-1/P/CIR/2023/135 dated August 4, 2023 read with master circular no. SEBI/HO/OIAE/OIAE_IAD-1/P/CIR/2023/145 dated July 31, 2023, as amended, has established a common Online Dispute Resolution Portal ('ODR Portal') for resolution of disputes arising in the Indian Securities Market.

Pursuant to above circulars, post exhausting the option

to resolve their grievances with the RTA/ Company directly and through existing SCORES platform, the investors can initiate dispute resolution through the ODR Portal (<https://smartodr.in/login>) and the same can also be accessed through the Company's website at <https://www.jubilantfoodworks.com/investors/investors-contact/investor-grievances>.

12. As per the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. If a Member desires to opt out or cancel the earlier nomination and record a fresh nomination, the same can be done by submitting Form ISR-3 or SH-14 as the case may be. The said forms can be downloaded from the Company's website <https://www.jubilantfoodworks.com/investors-shareholder-information-investor-forms>.

Members are requested to submit the said details to their DP in case the shares are held by them in dematerialized form and to RTA in case the shares are held in physical form.

13. Members may access the scanned copy of (i) the 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; (iii) Certificate from the Secretarial Auditors of the Company certifying that the ESOP Schemes and General Benefit Scheme of the Company has 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 electronically during the AGM. All other documents referred to in the Notice and Explanatory Statement may also be inspected electronically on all working days during normal business hours without any fee by the members by writing an email to the Company Secretary at investor@jublfood.com.
14. In compliance with the MCA Circulars and SEBI circular no. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 and subsequent circulars issued from time to time, the latest one being SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 7, 2023, the Notice of the 29th AGM along with Integrated Annual Report for FY 2023-24 is being sent through electronic mode to only those Members whose email IDs are registered with the Company/ Depository Participant. Notice of the 29th AGM and the Integrated Annual Report for FY 2023-24 will also be available on the Company's website at www.jubilantfoodworks.com, websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com and National Stock Exchange of India Limited at www.nseindia.com and on the website of National Securities Depository Limited at www.evoting.nsdl.com.
15. In compliance with provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, Secretarial Standards on General Meetings (SS-2) issued by the Institute of

Company Secretaries of India and Regulation 44 of the Listing Regulations, as amended, read with MCA Circulars, the Members are provided with the facility to cast their vote electronically, through the remote e-Voting facility (prior to AGM) and e-Voting facility (during the AGM), on all the resolutions set forth in this Notice. The facility of casting votes will be provided by National Securities Depository Limited (NSDL).

16. The voting rights of member(s) for remote e-Voting and for e-Voting at AGM shall be in proportion to their shares in the paid up equity share capital of the Company as on the cut-off date i.e. Thursday, August 22, 2024. A person whose name is recorded in the register of Members or in the register of beneficial owners maintained by the depositories as on the cut-off date, i.e. Thursday, August 22, 2024 only shall be entitled to vote through remote e-Voting/e-Voting at the AGM. Any person who is not a member as on the cut-off date should treat this notice for information purpose only.
17. The Members can opt for only one mode of voting i.e. remote e-Voting or e-Voting at the AGM. In case of voting by both the modes, vote cast through remote e-Voting will be considered final and e-Voting at the AGM will not be considered.

18. INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND ATTENDING THE AGM:

- a. The remote e-voting period begins on Monday, August 26, 2024 at 9:00 A.M. (IST) and ends on Wednesday, August 28, 2024 at 05:00 P.M.(IST). The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members/Beneficial Owners as on the record date (cut-off date) i.e. Thursday, August 22, 2024 may cast their vote electronically. The voting rights of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Thursday, August 22, 2024.
- b. The details of the process and manner for remote e-voting are explained herein below:

Step 1: Access to NSDL e-voting system

Step 2: Cast your vote electronically on NSDL e-voting system

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 No. SEBI/HO/CFD/CMD1/CIR/P/2020/242 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 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	<p>A) NSDL IDeAS facility</p> <p>If you are already registered, follow the below steps:</p> <ul style="list-style-type: none"> (i) Visit the e-Services website of NSDL viz. https://eservices.nsd.com either on a Personal Computer or on a mobile phone. (ii) Once the home page of e-Services is launched, click on the 'Beneficial Owner' icon under 'Login' which is available under 'IDeAS' section this will prompt you to enter your existing User ID and Password (iii) After successful authentication, you will be able to see e-Voting services under Value added services. (iv) Click on 'Access to e-Voting' appearing on left hand side under e-Voting services and you will be able to see e-Voting page. (v) Click on options available against Company name or e-Voting service provider i.e. NSDL and you will be re-directed to NSDL e-Voting website for casting your vote during the remote e-Voting period or joining virtual meeting & e-voting during the meeting. <p>If you are not registered, follow the below steps:</p> <ul style="list-style-type: none"> (a) Option to register is available at https://eservices.nsd.com. (b) Select 'Register Online for IDeAS' Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp <p>B) Visit the e-Voting website of NSDL</p> <ul style="list-style-type: none"> (i) Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. (ii) Once the home page of e-Voting system is launched, click on the icon 'Login' which is available under 'Shareholder/Member' section. (iii) 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. (iv) After successful authentication, you will be redirected to NSDL website wherein you can see e-Voting page. Click on options available against Company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & e-voting during the meeting. <p>C) Shareholders/Members can also download NSDL Mobile App 'NSDL Speede' facility by scanning the QR code mentioned below for seamless voting experience.</p>

NSDL Mobile App is available on



Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with CDSL	<p>(i) Existing users who have opted for CDSL Easi/Easiest facility, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password.</p> <p>(ii) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there are also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</p> <p>(iii) If the user is not registered for Easi/Easiest, option to register is available at www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.</p> <p>(iv) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com 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 able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
Individual Shareholders (holding securities in demat mode) login through their depository participants	<p>(i) You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility.</p> <p>(ii) Once logged-in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL website after successful authentication, wherein you can see e-Voting feature.</p> <p>(iii) Click on options available against Company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & e-voting during the meeting.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned websites.

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
Securities held with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022-4886 7000
Securities held with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 18002109911

- 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?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
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.

4. Alternatively, if you are registered for NSDL eservices i.e. IDeAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDeAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

5. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****
b) For Members who hold shares in demat account with CDSL	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form	EVEN Number followed by Folio Number registered with the Company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

6. Password details for shareholders other than Individual shareholders are given below:
- If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - 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.
 - How to retrieve your 'initial password'?
 - 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 in your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .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'.
 - If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.
- Click on '**Forgot User Details/Password?**' (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - 'Physical User Reset Password?'** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, PAN, name and registered address etc.
 - Members can also use the OTP based login for casting the votes on the e-Voting system of NSDL.
- After entering your password, tick on Agree to 'Terms and Conditions' by selecting on the check box.
 - Now, you will have to click on 'Login' button.
 - After you click on the 'Login' button, Home page of e-Voting will open.
- Step 2: Cast your vote electronically and join Meeting on NSDL e-Voting system.**
- How to cast your vote electronically and join Meeting on NSDL e-Voting system?**
- 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.
7. If you are unable to retrieve or have not received the 'Initial password' or have forgotten your password:

For joining virtual meeting, you need to click on 'VC/OAVM' link placed under 'Join Meeting'.

- (iii) Now you are ready for e-Voting as the Voting page opens.
- (iv) 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.
- (v) Upon confirmation, the message 'Vote cast successfully' will be displayed.
- (vi) You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
- (vii) Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

- (i) Institutional shareholders/Corporate Shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of their respective Board or governing body 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 rupesh@cacsindia.com with a copy marked to evoting@nsdl.com Institutional shareholders can also upload their Board Resolution/Power of Attorney/Authority Letter etc. by clicking on 'Upload Board Resolution / Authority Letter' displayed under 'e-Voting' tab in their login.
- (ii) It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the 'Forgot User Details/Password?' or 'Physical User Reset Password?' option available on www.evoting.nsd.com to reset the password.
- (iii) Any person who acquires shares of the Company and becomes member of the Company after the Company sends the AGM Notice and holding shares as on cut-off date i.e. Thursday, August 22, 2024 may obtain the User ID and password by sending an email to evoting@nsdl.com or investor@jublfood.com by mentioning their Folio No./DP ID and Client ID for casting their vote. In case of individual shareholders holding shares in demat mode, they are requested to follow steps explained at step 1(A) of Note 18 'Access to NSDL e-Voting system'.
- (iv) In case of any queries related to e-Voting, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-Voting user

manual for Shareholders available at the download section of www.evoting.nsd.com or call on 022 - 48867000 or send a request to Ms. Pallavi Mhatre, Senior Manager, NSDL at evoting@nsdl.com who will also address the grievances connected with the voting by electronic means.

19. PROCESS FOR MEMBERS WHOSE EMAIL IDs ARE NOT REGISTERED WITH THE DEPOSITORIES FOR PROCURING USER ID AND PASSWORD AND REGISTRATION OF EMAIL IDS FOR E-VOTING:

- (i) 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 investor@jublfood.com. Alternatively, if you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at step 1(A) of Note 18 i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.
- (ii) In case shares are held in Physical mode, please provide Folio No., Name, 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) to investor@jublfood.com.
- (iii) Alternatively, shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
- (iv) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 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 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.

20. INSTRUCTIONS FOR MEMBERS FOR E-VOTING ON THE DAY OF THE AGM:

- (i) The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-Voting.
- (ii) 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.

- (iii) 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.
- (iv) 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.

21. INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM:

- (i) Member will be able to attend the AGM through VC/OAVM or view the live webcast of AGM provided by NSDL at <https://www.evoting.nsdl.com> 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 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 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.
- (ii) Members are encouraged to join the Meeting through Laptops for better experience.
- (iii) Further members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- (iv) Please note that 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 aforesaid glitches.
- (v) The members can join the AGM through VC/OAVM facility, thirty (30) minutes before the scheduled time of commencement of the AGM and the facility shall be kept open throughout the proceedings of the AGM.
- (vi) Members who would like to express their views/or ask questions at the AGM may register themselves as a speaker by sending the request along with their queries in advance from their registered email id mentioning their name, demat account number/ folio number, email id, mobile number at investor@jublfood.com. from Friday, August 16, 2024 to Wednesday, August 21, 2024 Those members who have registered themselves as a speaker will only be

allowed to express their views/ask questions during 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 related to financial statements or other, may send their queries atleast five (5) days in advance before AGM by mentioning their name, demat account number/folio number, PAN, mobile number at investor@jublfood.com. These queries will be replied by the Company suitably by email.

- 22. The Board of Directors of the Company have appointed Mr. Rupesh Agarwal, Managing Partner, (Membership No. ACS 16302) failing him Mr. Lakhn Gupta, Partner, (Membership No. FCS 12682) of M/s. Chandrasekaran Associates, Company Secretaries as the Scrutinizer to scrutinize the process for remote e-Voting and e-Voting at the AGM in a fair and transparent manner and they have communicated their willingness to be appointed and will be available for the same purpose.
- 23. The Scrutinizer shall, after the conclusion of voting at the AGM, scrutinize the votes cast through e-Voting at the AGM and votes cast through remote e-Voting, make a consolidated Scrutinizer's Report and submit the same to the Chairman or to a person authorized by the Chairman in writing who shall countersign the same. The Results shall be declared within stipulated time under applicable laws and the same, along with the consolidated Scrutinizer's Report, shall be placed on the website of the Company (www.jubilantfoodworks.com), NSDL (www.evoting.nsdl.com) and shall also be communicated to BSE Limited and National Stock Exchange of India Limited.
- 24. The recorded transcript of the AGM shall be placed on the Company's website <https://www.jubilantfoodworks.com/investors-governance-shareholder-meetings> as soon as possible after conclusion of AGM.
- 25. Subject to receipt of requisite number of votes, the resolution(s) forming part of notice of AGM shall be deemed to be passed on the date of the AGM i.e. August 29, 2024.
- 26. To support the 'Green Initiative', Members who have not yet registered their email addresses are requested to register the same with their DPs in case the shares are held by them in electronic form and with the Company in case the shares are held by them in physical form.

By order of the Board of Directors
for **Jubilant FoodWorks Limited**

Date : August 03, 2024
Place: Noida

Mona Aggarwal
Company Secretary

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

Item No. 4

Section 197 of the Companies Act, 2013 ('Act') read with Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 permits payment of remuneration to Non-Executive Directors ('NEDs'), inter alia, by way of commission, subject to approval of the members in the general meeting.

The members of the Company vide resolution passed by way of postal ballot dated November 2, 2016, approved payment of commission (in addition to sitting fees for attending meetings of the Board of Directors or Committee(s) thereof) to the NEDs of the Company, not exceeding in the aggregate, 1% (one per cent) per annum of the net profits of the Company, subject to a maximum limit of ₹ 10,00,000/- (Rupees Ten Lakhs) per annum for each NED of the Company, calculated in accordance with the provisions of Section 198 of the Act and rules framed thereunder.

Keeping in view the rich experience and expertise brought into the Board by the NEDs, strategic guidance and oversight provided by them, increased time commitments of the directors inter alia due to expansion of the business operations across various brands, acquisition of controlling stake in D.P Eurasia N.V. it is proposed to pay commission to NEDs of the Company not exceeding 1% (one per cent) per annum of the net profits of the Company to be calculated in accordance with the provisions of Section 198 of the Act. The commission referred above will be paid and distributed amongst the NEDs in such amounts or proportions and in such manner as the Board may determine and such payments shall be made out of the profits of the Company, commencing from April 1, 2024 and shall be in addition to sitting fees paid to NEDs for attending the meetings of the Board of Directors, Independent Directors, committee(s) of the Board etc. The Company has not defaulted in the payment of dues to any bank or public financial institution, or any other secured creditor.

All the NEDs of the Company are concerned or interested in the resolution to the extent of commission that may be received by each of them. None of the other Directors, Key Managerial Personnel of the Company or their relative(s) are, in any way, concerned or interested (financially or otherwise), in the proposed resolution. The Board recommends the resolution set out at item no. 4 for the approval of the shareholders of the Company as an Ordinary Resolution.

Item No. 5

The members of the Company vide special resolution passed by way of postal ballot dated December 14, 2014 authorised the Board of Directors of the Company to create security on the assets/undertakings of the Company up to an amount of INR 500 Crores, in terms of Section 180(1)(a) of the Companies

Act, 2013 ('Act'), which at that point of time was approximately equivalent to the aggregate of the paid up capital, free reserves and securities premium of the Company as permissible under Section 180(1)(c) of the Act. Since the passing of the aforesaid special resolution by the members of the Company, the scale of the business of the Company has significantly grown and diversified, and there has been a material change in the operating and competitive environment in which the Company exists.

The Company's long term objectives include unlocking the vast potential of the foodservice market and allied market, through network expansion, state-of-the-art supply chain centers, new-age customer-facing and back-of-house technologies. The Company may explore inorganic growth opportunities that are aimed at enhancing the Company's overall competitive advantage in the future.

To ensure requisite growth capital support for the purposes as stated in the foregoing paragraph, the Company may be required to raise funds within the limits permitted/approved under Section 180(1)(c) of the Act from time to time, through various sources and thereby, the Company may be required to create security/charge over the movable or immovable assets /undertakings of the Company in connection with such borrowings. The Board of Directors of the Company in its meeting held on August 03, 2024 approved the modification to the limits under Section 180(1)(a) of the Act, for creation of security/charge on the Company's assets/undertakings (as detailed in the resolution no. 5 of the notice) for securing the borrowings that may be availed by the Company or its subsidiary(ies), up to an amount not exceeding the limits permitted/approved under Section 180(1)(c) of the Act from time to time.

Since creation of the security/charge may be considered as sale/lease/disposal of the whole or substantially whole of the Company's undertaking within the meaning of Section 180(1)(a) of the Act, approval of the members of the Company under the said Section is being sought.

The enhanced limits under Section 180(1)(a) of the Act will ensure that the Board is adequately empowered and authorized to create security/charge on the assets /undertakings of the Company for securing the borrowings commensurate to the scale of the business of the Company and in the best interest of all stakeholders.

None of the Directors, Key Managerial Personnel of the Company or their relative(s) are, in any way, concerned or interested (financially or otherwise), in the proposed special resolution. The Board recommends the resolution set out at item no. 5 for the approval of the members of the Company as a Special Resolution.

Annexure-A

Details of Director seeking re-appointment at the Annual General Meeting of the Company pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India ('SS-2')

Mr. Hari S. Bhartia, Co-Chairman & Non-Executive Director (DIN: 00010499)

Mr. Hari S. Bhartia, aged 67 years, is the Co-Chairman and Non-Executive Director of the Company. He holds a Bachelors' degree in Chemical Engineering from the Indian Institute of Technology (IIT), Delhi.

He, together with his brother Mr. Shyam S. Bhartia, is the Founder and Co-Chairman of Jubilant Bhartia Group (www.jubilantbhartia.com) headquartered in Noida, India. The Jubilant Bhartia Group, has a strong presence in diverse sectors like Pharmaceuticals, Contract Research and Development Services, Proprietary Novel Drugs, Life Science Ingredients, Agri Products, Performance Polymers, Food Service (QSR), Food, Auto, Consulting in Aerospace and Oilfield Services. Jubilant Bhartia Group has four flagship Companies- Jubilant FoodWorks Limited, Jubilant Pharmova Limited, Jubilant Ingrevia Limited and Jubilant Industries Limited. He is also the Co-Chairman & Director of Jubilant Pharmova Limited and Co-Chairman & Wholetime Director of Jubilant Ingrevia Limited.

He was conferred the Distinguished Alumni Award from the IIT, Delhi in 2000. He has been associated in various capacities with the IIT system and with the Ministry of Human Resource Development, Government of India. He has rich experience in Industry and Trade of four decades in multiple sectors and has been instrumental in developing strategic alliances and affiliations with leading global companies. He has over 39 years of experience in the pharmaceuticals, life science and food service industries. He is one of the promoters of the Company and is a guiding force to the growth of the Company.

He is a former President of the Confederation of Indian Industry (CII) (2010-2011) and a member of several educational, scientific and technological programs of the Government of India. He is a former Chairman of the Board of Governors of the Indian Institute of Management (IIM), Raipur & IIT, Kanpur. He is currently a Member of the International Advisory Board of McGill University, Canada; Chairman of Board of Governors, IIM, Vishakhapatnam and Chairman of CII - Jubilant Bhartia Food & Agriculture Centre of Excellence. He is a member of several CEO Forums & prominent being the India-USA CEO Forum and India-France CEO Forum. He is a regular participant at the World Economic Forum Annual Meeting in Davos and is a member of the World Economic Forum's International Business Council; Community of Chairpersons; Global Health and Healthcare Governors Community; Family Business

Community. He was the Co-Chair of the Davos Annual Meeting of the World Economic Forum in 2015. He is also a Founding Member of Centre for Social and Economic Progress (CSEP).

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

His immense contributions have been recognized by various awards. He, along with his brother, was felicitated with the Entrepreneur of the Year Awards 2013, at the prestigious AIMA Managing India Award 2010, presented by the President of India. The duo also shared the much-coveted Ernst & Young Entrepreneur of the Year Award for Life Sciences & Consumer Products category.

He is on the Board of the Company since March 16, 1995 and holds ten equity shares of the Company as on March 31, 2024. His re-appointment shall be as per Company's Appointment and Remuneration Policy as displayed on the Company's website www.jubilantfoodworks.com. On re-appointment, Mr. Hari S. Bhartia shall be liable to retire by rotation.

During the financial year ended March 31, 2024, Mr. Hari S. Bhartia attended seven (7) meetings of Board of Directors of the Company. He received ₹ 2.24 million as remuneration (sitting fee and commission) during FY 2023-24. Name(s) of the listed companies in which he holds directorship are given in the Corporate Governance Report forming part of the Annual Report.

Mr. Hari S. Bhartia is related to Mr. Shyam S. Bhartia, Chairman and Non-Executive Director of the Company, being his brother and to Ms. Aashti Bhartia, Non-Executive Director of the Company, being his daughter. Except above, he is not related to any other Director or Key Managerial Personnel of the Company.

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

Directorship in Companies/Bodies Corporates as on March 31, 2024:

- Jubilant FoodWorks Limited*
- Jubilant Pharmova Limited*
- Jubilant Ingrevia Limited*
- Shriram Pistons and Rings Limited*
- Global Health Limited*
- Jaytee Private Limited
- Jubilant Securities Private Limited
- HSB Trustee Company Private Limited
- HKB Trustee Company Private Limited
- HS Trustee Company Private Limited
- KHB Trustee Company Private Limited
- Jubilant Enpro Private Limited
- Jubilant Therapeutics Inc. USA
- DP Eurasia N.V.

*denotes listed company

Listed entities from which the Director has resigned in the past three years: Nil

Details of Chairmanship/Membership of Committees of Indian Listed Public Companies as on March 31, 2024 are given below:

S. No.	Name	Name	Name
1	Jubilant FoodWorks Limited	Nomination, Remuneration and Compensation Committee	Member
		Sustainability and Corporate Social Responsibility Committee	Member
		Regulatory and Finance Committee	Member
		Investment Committee	Member
2	Jubilant Pharmova Limited	Reorganisation Committee	Member
		Finance Committee	Member
		Capital Issue Committee	Member
		Fund Raising Committee	
3	Jubilant Ingrevia Limited	Finance Committee	Member
4	Global Health Limited	Stakeholder Relationship Committee	Member

By order of the Board of Directors
for **Jubilant FoodWorks Limited**

Date : August 03, 2024
Place: Noida

Mona Aggarwal
Company Secretary