



JUBILANT FOODWORKS LIMITED

CIN No. : L74899UP1995PLC043677

Regd. Office: Plot 1A, Sector 16A, Gautam Buddha Nagar, Noida – 201 301, Uttar Pradesh
Corporate Office: 5th Floor, Tower D, Logix Techno Park, Sector - 127, Noida - 201 304, Uttar Pradesh

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

Notice of Annual General Meeting

NOTICE is hereby given that the Twenty-Seventh ('27th') Annual General Meeting ('AGM') of the member(s) of **JUBILANT FOODWORKS LIMITED** ('Company') will be held on Tuesday, August 30, 2022 at 11.00 a.m. (IST) through Video Conferencing/Other Audio Visual Means ('VC/OAVM') facility, to transact the following business: -

ORDINARY BUSINESS:

1. To receive, consider and adopt:
 - a) the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2022 together with the Reports of the Board of Directors and Auditors thereon; and
 - b) the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2022 together with the Report of the Auditors thereon.
2. To declare dividend on equity shares for the financial year ended March 31, 2022.
3. To appoint a Director in place of Mr. Shyam S. Bhartia (DIN: 00010484), who retires by rotation and, being eligible, offers himself for re-appointment.
4. To re-appoint Statutory Auditors and fix their remuneration.

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

"RESOLVED THAT pursuant to the provisions of Sections 139, 141, 142, 144 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and on the recommendation of the Audit Committee and Board of Directors of the Company, M/s. Deloitte Haskins & Sells LLP, Chartered Accountants (FRN 117366W/W-100018) ('Deloitte'), be and is hereby re-appointed as Statutory Auditors of the Company for a second term of five (5) consecutive years from the conclusion of 27th Annual General Meeting ('AGM') until the conclusion of the 32nd AGM of the Company, on such remuneration, as may be mutually agreed between the Statutory Auditors and Board of Directors of the Company."

SPECIAL BUSINESS:

5. To re-appoint Mr. Abhay Prabhakar Havaladar (DIN: 00118280) as an Independent Director.

To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') and the Rules made thereunder, applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (in each case including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof, for the time being in force), Articles of Association of the Company, Appointment and Remuneration Policy of the Company, recommendation of the Nomination, Remuneration and Compensation Committee of the Company and approval of the Board of Directors of the Company, Mr. Abhay Prabhakar Havaladar (DIN: 00118280), who was appointed as an Independent Director of the Company for a term of five (5) consecutive years upto July 24, 2023 and who is eligible of being re-appointed as an Independent Director and in respect of whom the Company has received a notice in writing under Section 160 of the Act proposing his candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of five (5) consecutive years w.e.f. July 25, 2023 to July 24, 2028.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds and things as it may consider necessary, expedient or desirable, including delegate all or any of its powers herein conferred to any Committee of Directors and / or any person, to give effect to the above resolution."

6. To re-appoint Mr. Ashwani Windlass (DIN: 00042686) as an Independent Director.

To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (‘the Act’) and the Rules made thereunder, applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (in each case including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof, for the time being in force), Articles of Association of the Company, Appointment and Remuneration Policy of the Company, recommendation of the Nomination, Remuneration and Compensation Committee of the Company and approval of the Board of Directors of the Company, Mr. Ashwani Windlass (DIN: 00042686), who was appointed as an Independent Director of the Company for a term of five (5) consecutive years up to July 24, 2023 and who is eligible of being re-appointed as an Independent Director and in respect of whom the Company has received a notice in writing under Section 160 of the Act proposing his candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of five (5) consecutive years w.e.f. July 25, 2023 to July 24, 2028.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds and things as it may consider necessary, expedient or desirable, including delegate all or any of its powers herein conferred to any Committee of Directors and/or any person, to give effect to the above resolution.”

7. To appoint Mr. Sameer Khetarpal (DIN: 07402011) as a Director of the Company.

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

“RESOLVED THAT pursuant to the provisions of Sections 152, 160 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder (‘the Act’), Article 104 of the Articles of Association of the Company, applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and all other applicable laws, if any (in each case, including any statutory modification(s) or enactment(s) thereof, for the time being in force), Appointment and Remuneration Policy of the Company and on the recommendation of the Nomination, Remuneration and Compensation Committee of the Company and approval of the Board of Directors of the Company and such other approvals, consents, permissions and sanctions as may be necessary, the consent of the member(s) of the Company be and is hereby accorded to the appointment of Mr. Sameer Khetarpal (DIN: 07402011), as a Director of the Company, not liable to retire by rotation, with effect from September 5, 2022.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds and things as it may consider necessary, expedient or desirable, including delegate all or any of its powers herein conferred to any Committee thereof and/or any person, to give effect to the above resolution.”

8. To appoint Mr. Sameer Khetarpal (DIN: 07402011) as the Chief Executive Officer and Managing Director of the Company.

To consider and if thought fit, to pass with or without modifications, the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT, pursuant to the provisions of Sections 196, 197, 198, 203, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (‘the Act’) and the Rules made thereunder, including the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and all other applicable laws (in each case, 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 of the Company and on the recommendation of the Nomination, Remuneration and Compensation Committee of the Company and approval of the Board of Directors of the Company and such other approvals, consents, permissions and sanctions as may be necessary, the consent of the member(s) of the Company be and is hereby accorded to the appointment of Mr. Sameer Khetarpal (DIN: 07402011) as the Chief Executive Officer (‘CEO’) and Managing Director (‘MD’), of the Company with effect from September 5, 2022, for a period of five (5) consecutive years until September 4, 2027, not liable to retire by rotation, on such terms and conditions including remuneration as set out in the Explanatory Statement pursuant to Section 102(1) of the Act, annexed to this Notice.

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as ‘the Board’ which term shall be deemed to include any Committee constituted/to be constituted by the Board) be and is hereby authorized to vary, alter, enhance or widen the scope of and modify the terms and conditions of the said appointment and/or his managerial remuneration (including without limitation, fixed pay, variable pay, any other benefits, perquisites, retirement benefits, increments, etc.) and/or any other term in his agreement/appointment letter with the Company (collectively referred to as ‘Variation’) during his tenure, as may be agreed to between the Board and Mr. Sameer Khetarpal to the extent permitted under Section 197 read with Schedule V of the Act and other applicable provisions if any, of the Act, without being required to seek any further consent or approval of the

member(s) of the Company or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT notwithstanding anything to the contrary contained herein above or in the terms and conditions of his appointment, where in any financial year, during the tenure of Mr. Sameer Khetarpal as CEO and MD of the Company, the Company has no profits or its profits are inadequate, Mr. Sameer Khetarpal will be paid, then current remuneration (including Incentives thereto) as minimum remuneration subject to necessary approvals and compliances as per the applicable provisions of the Act.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds and things as it may consider necessary, expedient or desirable, including delegate all or any of its powers herein conferred to any Committee thereof and/or any person, to give effect to the above resolutions.”

NOTES:

1. In view of the continuing COVID-19 pandemic, the Ministry of Corporate Affairs ('MCA') has vide Circular No. 02/2022 dated May 05, 2022 read with Circular No. 14/2020 dated April 08, 2020, Circular No. 17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020 (collectively referred as 'MCA Circulars') and SEBI Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 ('SEBI Circular') (MCA Circulars and SEBI Circular collectively referred as 'Circulars') permitted holding of Annual General Meetings through VC/OAVM and dispensed physical presence of the members at the meeting. In compliance with the provisions of the Companies Act, 2013 ('the Act'), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), and Circulars, the 27th Annual General Meeting ('AGM') of the members of the Company is being held through VC/OAVM. The detailed procedure for participating through VC/OAVM facility is mentioned in Note Nos. 16 & 19. The deemed venue for the AGM shall be the Registered Office of the Company. In compliance with the MCA Circulars, items of special business as mentioned in this Notice are considered unavoidable and form 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 to 8 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 Directors seeking appointment/re-appointment at the AGM are 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. As per the provisions of Section 72 of the Act and SEBI Circular dated November 3, 2021, the facility for making a nomination is available for the members in respect of the shares held by them. Members who have not yet registered their nominations 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, he/ she may submit the same in 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 Depository Participant in case the shares are held by them in dematerialized form and to Company's Registrar and Transfer Agent, Link Intime India Pvt. Ltd. ('RTA') in case the shares are held in physical form.
7. The dividend, as recommended by the Board of Directors of the Company (₹ 1.20/- (i.e. 60%) per equity share of ₹ 2/- each for FY 2022), if approved at the AGM, will be paid/dispatched 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 Monday, July 11, 2022 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 Monday, July 11, 2022. The dividend will be paid electronically through various online transfer modes to those members who have updated their bank account details. For members who have not updated their bank account details, dividend warrants/demand drafts /cheques will be sent out to their registered addresses.

8. Pursuant to the Finance Act, 2020, dividend income will be taxable in the hands of shareholders w.e.f. April 1, 2020 and the Company is required to deduct tax at source from the dividend paid to shareholders at the prescribed rates. For the prescribed rates for various categories, the shareholders are requested to refer to the Finance Act, 2020 and the amendments thereof. The shareholders are requested to ensure correct PAN details are provided to update their PAN with the Company/ RTA (in case of shares held in physical mode) and depositories (in case of shares held in demat mode).

A resident individual shareholder with PAN 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://web.linkintime.co.in/formsreg/submission-of-form-15g-15h.html> on or before Tuesday, August 9, 2022. Shareholders are requested to note that in case their PAN is not registered or valid, the tax will be deducted at a higher rate of 20%.

For resident shareholders (other than an individual) holding a valid PAN and not subject to withholding under Section 194 of the Income Tax Act, 1961, can submit duly signed declaration along with other documents as sought separately to avail benefit of non-deduction of tax at source by uploading the documents through Link Intime Portal <https://web.linkintime.co.in/formsreg/submission-of-form-15g-15h.html> on or before Tuesday, August 9, 2022. Shareholders are requested to note that in case their PAN is not registered or valid, 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 Income Tax 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 of the beneficial rates under tax treaty between India and their country of residence, subject to providing necessary documents i.e. No Permanent Establishment and Beneficial Ownership Declaration, Tax Residency Certificate, Form 10F, 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 declarations and documents need to be submitted by the shareholders latest by Tuesday, August 9, 2022. 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 Income Tax Act, 1961, tax shall be deducted at a higher rate.

9. Members are requested to note that, dividends if not encashed or remaining unclaimed for a period of 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 7 consecutive years or more from the date of transfer to unpaid dividend account are also liable to be transferred to IEPF Authority in terms of Section 124 of the Act read with IEPF Rules made thereunder. In view of this, members who have not yet claimed the dividend, from the financial year ended March 31, 2015 onwards are requested to forward their claims to the 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. Please refer to the Company's website www.jubilantfoodworks.com for details related to unclaimed dividend amount.

10. 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. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialisation, members are advised to dematerialise the shares held by them in physical form. Members can contact the Company or Company's RTA - Link Intime India Pvt. Ltd., for any assistance in this regard.

11. Members may access 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 without any fee by the member(s) by writing an email to the Company Secretary at investor@jublfood.com.

12. In compliance with Circulars, the Annual Report for FY 2021-22 and the Notice of the 27th AGM including instructions for e-voting is being sent through electronic

mode to only those members whose email IDs are registered with the Company/ Depository Participant. Members may note that Notice of the 27th AGM and the Annual Report for FY 2021-22 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.

13. In compliance with provisions of Section 108 of the Act read with Rules made thereunder, Regulation 44 of the Listing Regulations, as amended, and applicable Circulars, the members are provided with the facility to cast their vote electronically, through the remote e-Voting facility (before the AGM) and e-Voting facility (at 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).
14. 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. Tuesday, August 23, 2022. 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. Tuesday, August 23, 2022 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.
15. 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.

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

- a. The remote e-Voting period begins on Saturday, August 27, 2022 at 09.00 A.M. IST and ends on Monday, August 29, 2022 at 05.00 P.M. IST. During this period, member(s) of the Company, holding shares either in physical form or in dematerialised form, as on the cut-off date on Tuesday, August 23, 2022, may cast their vote electronically. The remote e-Voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- b. The details of the process and manner for remote e-Voting are explained herein below:





Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on "e-voting facility provided by Listed Companies", e-voting process has been enabled to all the individual demat account holders, by way of single login credential through their demat accounts/websites of Depositories/ Depository Participants. Individual demat account holders would be able to cast their vote without having to register again with the e-voting service provider ("ESP") thereby not only facilitating seamless authentication but also ease and convenience of participating in e-voting process. 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> <ol style="list-style-type: none"> (i) Visit the e-Services website of NSDL viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. (ii) Once the home page of e-Services is launched, click on the 'Beneficial Owner' icon under 'Login' which is available under 'IDeAS' section. (iii) A new screen will open. You will have to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services. (iv) Click on 'Access to e-Voting' 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.

Type of shareholders	Login Method
	<p>If you are not registered follow the below steps:-</p> <p>(a) Option to register is available at https://eservices.nSDL.com.</p> <p>(b) Select 'Register Online for IDEAS' Portal or click at https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp.</p> <p>B) Visit the e-Voting website of NSDL</p> <p>(i) Open web browser by typing the following URL: https://www.evoting.nSDL.com/ either on a Personal Computer or on a mobile.</p> <p>(ii) Once the home page of e-Voting system is launched, click on the icon 'Login' which is available under 'Shareholder/Member' section.</p> <p>(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.</p> <p>(iv) After successful authentication, you will be redirected to NSDL Depository site 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> <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> <p>NSDL Mobile App is available on</p> <p> App Store  Google Play</p> <div style="display: flex; justify-content: space-around;">   </div>
Individual Shareholders holding securities in demat mode with CDSL	<p>(i) Existing users who have opted for Easi/Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi/Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi.</p> <p>(ii) After successful login of Easi/Easiest, the user will also be able to see the E-Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote.</p> <p>(iii) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration</p> <p>(iv) Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link 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 provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.</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 Depository site 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
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30.
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 022-23058542/43.

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

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

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

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - i. If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. 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'.
 - ii. If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**

6. If you are unable to retrieve or have not received the 'Initial password' or have forgotten your password:
 - a) Click on '**Forgot User Details/Password?**' (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) '**Physical User Reset Password?**' (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to 'Terms and Conditions' by selecting on the check box.
8. Now, you will have to click on 'Login' button.
9. After you click on the 'Login' button, Home page of e-Voting will open.

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

How to cast your vote electronically and join Meeting on NSDL e-Voting system?

- (i) 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.
- (ii) Select 'EVEN' of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on 'VC/OAVM' link placed under 'Join 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.co.in. 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.nsdl.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. Tuesday, August 23, 2022 may obtain the User ID and password by sending an email to evoting@nsdl.co.in 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 16 'Access to NSDL e-Voting system'.
- (iv) In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 224 430 or send a request to Ms. Pallavi Mhatre, Manager, NSDL at evoting@nsdl.co.in. who will also address the grievances connected with the voting by electronic means.

17. PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL IDs ARE NOT REGISTERED WITH THE DEPOSITORIES FOR PROCURING USER ID AND PASSWORD AND REGISTRATION OF EMAIL IDs FOR E-VOTING:

Members who have not registered their email ids, are requested to register the same for receiving all communications including Annual Report, Notices etc. from the Company electronically and also for remote e-Voting, e-Voting at the AGM and attending the AGM

as per process mentioned below. Upon successful registration of email id, the login ID and password for e-Voting shall be shared on the member's registered email id.

- (i) **Demat holding:** Members holding Equity Shares of the Company in demat form and who have not registered their email ids may temporarily register their email ids with Company's RTA, Link Intime India Pvt. Ltd. by clicking the link: https://linkintime.co.in/EmailReg/Email_Register.html and following the registration process as guided therein. In case of any query, a member may send an email to Link Intime at delhi@linkintime.co.in. It is clarified that for permanent registration of email id and Bank details in demat account, members are requested to approach their respective Depository Participant ('DP') and follow the process advised by DP. 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 No. 16 i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.
- (ii) **Physical holding:** Members holding Equity Shares of the Company in physical form and who have not registered their email ids and/or Bank details may register their details with Company's RTA, Link Intime India Pvt. Ltd. by clicking the link: https://linkintime.co.in/EmailReg/Email_Register.html and following the registration process as guided therein. In case of any query, a member may send an e-mail to Link Intime at delhi@linkintime.co.in.
- (iii) Alternatively, shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing below mentioned documents:-
 - (a) In case shares are held in demat mode – DPID CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name of shareholder, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card).
 - (b) In case shares are held in physical mode – Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card).
- (iv) In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their

demat account maintained with 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.

18. 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 again 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.

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

- (i) Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of 'VC/OAVM link' placed under '**Join Meeting**' menu against 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. The facility of participation at the AGM through VC/OAVM will be made available to atleast 1,000 members on first come first served basis. The large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination, Remuneration and Compensation Committee and Stakeholders Relationship Committee, Auditors etc. can attend the AGM without any restriction on account of first come first served basis.
- (vi) Members who would like to express their views/ or ask questions may register themselves as a speaker by sending the request along with their queries atleast five (5) days in advance by mentioning their name, demat account number/folio number, email id, mobile number at investor@jublfood.com. 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.

20. The Board of Directors of the Company has appointed Mr. Rupesh Agarwal, Managing Partner, (Membership No. ACS 16302) failing him Mr. Shashikant Tiwari, Partner, (Membership No. FCS 11919) of M/s. Chandrasekaran Associates, Practicing 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.
21. 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 two working days of the conclusion of the AGM 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.nsd.com) and shall be communicated to BSE Limited and National Stock Exchange of India Limited.
22. The recorded transcript of the AGM shall be placed on the Company's website www.jubilantfoodworks.com in the Investor Relations Section, as soon as possible after the conclusion of AGM.
23. 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. Tuesday, August 30, 2022.

By order of the Board of Directors
for Jubilant FoodWorks Limited

Date : July 15, 2022
Place: Noida

Mona Aggarwal
Company Secretary

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

ITEM NO. 4

The members of the Company at their 22nd Annual General Meeting ('AGM') held on August 28, 2017 approved appointment of M/s. Deloitte Haskins & Sells LLP, Chartered Accountants ('Deloitte'), (ICAI Registration No. 117366W/W-100018) as Statutory Auditors of the Company for a period of five (5) years till the conclusion of 27th AGM of the Company. In terms of the provisions of Section 139 of the Companies Act, 2013 ('the Act'), Deloitte is eligible for re-appointment as Statutory Auditors for a second term of five (5) consecutive years.

Keeping in view industry experience, competency of the audit team, efficiency in conduct of audit and based on the recommendations of the Audit Committee, the Board of Directors in its meeting held on May 30, 2022 recommended re-appointment of Deloitte as the Statutory Auditors of the Company for a second term of five (5) consecutive years from the conclusion of this 27th AGM till the conclusion of the 32nd AGM of the Company at a total remuneration (including tax audit, limited review and consolidation) of ₹ 85.60 Lakhs plus applicable taxes and reimbursement of out-of-pocket expenses for FY 2022-23. The remuneration for the subsequent year(s) of their term shall be determined based on the recommendation of the Audit Committee and as mutually agreed between the Board of Directors of the Company and the Statutory Auditors.

Deloitte has given their consent for the said re-appointment and confirmed that if re-appointed, their re-appointment will be in accordance with Section 139 read with Section 141 of the Act and Rules made there under.

Deloitte was constituted in 1997 and was converted to a Limited Liability Partnership, Deloitte Haskins & Sells LLP ('Deloitte' or 'Firm'), in November 2013. Deloitte is registered with the Institute of Chartered Accountants of India (Registration No. 117366W/W-100018). The Firm has around 4,000 professionals and staff. Deloitte has offices in Mumbai, Delhi, Kolkata, Chennai, Bengaluru, Ahmedabad, Hyderabad, Coimbatore, Kochi, Pune, Jamshedpur and Goa. The registered office of the Firm is One International Center, Tower 3, 27th to 32nd Floor, Senapati Bapat Marg, Elphinstone Road (West), Mumbai - 400013, Maharashtra, India.

None of the Directors or Key Managerial Personnel of the Company or their relatives are interested or concerned, financially or otherwise, in the resolution. The Board recommends the resolution set out in Item No. 4 of the Notice for approval by the members by way of an Ordinary Resolution.

ITEM NO. 5 & 6

The members of the Company at their 23rd Annual General Meeting held on September 27, 2018 approved appointment of Mr. Abhay Prabhakar Havaldar (DIN: 00118280) ('Mr. Havaldar') and Mr. Ashwani Windlass (DIN: 00042686) ('Mr. Windlass') as Independent Directors of the Company w.e.f. July 25, 2018 to hold office for a term

of five (5) consecutive years up to July 24, 2023 in terms of Section 149 of the Companies Act, 2013 ('the Act') and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations').

In terms of the provisions of Section 149 of the Act, Mr. Havaldar and Mr. Windlass are eligible for re-appointment as Independent Directors of the Company for a second term of up to five (5) consecutive years on passing of special resolution by the members of the Company. In terms of the applicable provisions of the Act and Listing Regulations, the Company has received requisite disclosures / declarations from Mr. Havaldar and Mr. Windlass including (i) consent to act as Directors u/s 152 of the Act in prescribed format (Form DIR-2); (ii) disclosure of interest u/s 184(1) of the Act (Form MBP-1) (iii) declarations u/s 164 of the Act (Form DIR- 8) to the effect that they are not disqualified to become Directors including a declaration that they are not debarred from holding the office of Directors by virtue of any SEBI order or any other such authority; (iv) declarations of independence; (v) notices under Section 160 of the Act proposing their candidatures as Independent Directors of the Company; and all other necessary information/declarations.

Keeping in view knowledge, acumen, expertise, experience, positive attributes, substantial contribution of Mr. Havaldar and Mr. Windlass and pursuant to the provisions of the Act and Rules made thereunder, Listing Regulations, Appointment and Remuneration Policy of the Company, declaration of Independence, on the basis of performance evaluation, the Nomination, Remuneration and Compensation Committee ('NRC Committee') and the Board of Directors of the Company approved re-appointment of Mr. Havaldar and Mr. Windlass as Independent Directors of the Company, not liable to retire by rotation, for a second term of five (5) consecutive years i.e. from July 25, 2023 till July 24, 2028 subject to approval of members. The NRC Committee and the Board is of the opinion that Mr. Havaldar and Mr. Windlass possesses appropriate skills, experience & knowledge and fulfils the conditions for appointment as Independent Directors as specified in the Act read with Rules made thereunder and the Listing Regulations and that they are independent of the management and their continued association as Independent Directors will immensely benefit the Company. Copy of draft Appointment Letters of Mr. Havaldar and Mr. Windlass setting out the terms and conditions of their appointment including remuneration are available electronically for inspection by members as per details mentioned in the notes to this Notice.

Pursuant to Regulation 36(3) of the Listing Regulations, as amended read with the provisions of the Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India ('SS-2'), brief profile and other details of Mr. Havaldar and Mr. Windlass are provided in Annexure-A to this Notice.

Mr. Havaldar and Mr. Windlass, the proposed appointees, may be deemed to be concerned or interested in their respective resolutions for appointment. None of the other

Directors, Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested (financially or otherwise) in the proposed resolution(s) mentioned at Item No. 5 & 6. The Board recommends the passing of these resolution as Special Resolution(s).

ITEM NO. 7 & 8:

In terms of the Appointment and Remuneration Policy ('Policy') of the Company and based on the recommendation of the Nomination, Remuneration and Compensation Committee ('NRC Committee'), the Board of Directors have recommended the appointment of Mr. Sameer Khetarpal as Director, not liable to retire by rotation with effect from September 5, 2022, subject to the approval of the members. He will not be required to hold any qualification shares. The Company has also received a notice under Section 160 of the Companies Act ('the Act') from a shareholder nominating him as a director of the Company. Further, the Board of Directors have also recommended his appointment as the Chief Executive Officer and Managing Director ('CEO & MD') of the Company subject to the approval of the members. By virtue of his appointment as the CEO & MD of the Company, he will also be a Key Managerial Personnel of the Company ('KMP').

In terms of the applicable provisions of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), the Company received requisite declarations/disclosures from Mr. Khetarpal i.e. (i) consent to act as Director u/s 152 of the Act in prescribed format (Form DIR-2); (ii) disclosure of interest u/s 184(1) of the Act (Form MBP-1); (iii) declaration u/s 164 of the Act (Form DIR- 8) to the effect that he is not disqualified to become a director including a declaration that he is not debarred from holding the office of Director by virtue of any SEBI order or any other such authority; and all other necessary information/declarations/disclosures.

Mr. Khetarpal is an independent professional director having vast experience, acumen and positive attributes. The terms and conditions of his appointment are proposed keeping in line with the objective of attracting and retaining professionals with expertise and high competence on the Board, remuneration given by the companies of similar size and stature, other relevant factors and applicable laws. The material terms of appointment and remuneration as set out in his appointment letter are given below:

I. Fixed Pay

S. No.	Particulars	Amount in ₹ (Per annum)
1	Basic Salary	2,25,00,000
2	Personal Pay, Perquisites and Allowances	2,37,17,750
3	Retirement Benefits	37,82,250
Total Fixed Pay		5,00,00,000

II. **Variable Pay:** Performance linked variable pay upto a maximum of 75% of Total fixed pay for the relevant financial year. Actual pay-out of variable pay would depend on the achievement of performance parameters laid out in Company's Variable Pay Plan (as approved from time to time).

III. **Other Benefits and Perquisites:** Incentives, Joining Bonus, Car Lease Facility, Club membership, Personal Accident and Term Life Insurance, Health Insurance, Executive health check-up, Telecommunication facilities, Leave Encashment, etc. as per the Company's policies from time to time, and such other perquisites and allowances in accordance with the rules and policies of the Company or as may be agreed to by the Board of Directors and Mr. Khetarpal.

IV. **Stock Options:** ESOPs to be granted as per ESOP Schemes of the Company as approved by the NRC Committee, from time to time.

V. Other Terms:

- a) Mr. Sameer Khetarpal may resign from the services of the Company by giving one hundred & eighty (180) days written notice. The appointment may be terminated (without cause) by the Company by giving ninety (90) days written notice. In such case, the severance pay amounting to twelve (12) months of basic salary and allowances and Variable Pay equivalent to an average of three (3) years prorated until the date of termination as defined in the agreement/appointment letter shall be payable to him by the Company.
- b) Mr. Khetarpal shall have substantial powers of the management and shall have the overall responsibility to lead and manage strategic initiatives & operations of the Company subject to the superintendence, control & direction of the Board of Directors.
- c) He shall not be paid any sitting fees for attending meetings of the Board or any Committee thereof.
- d) The Board of Directors or any authorised Committee thereof may, in their discretion, make any variation to the terms and conditions of his appointment, including the remuneration payable to Mr. Khetarpal within the overall limits as specified under Section 197 read with Schedule V of the Act and other applicable provisions, if any, of the Act.

Memorandum setting out the terms and conditions of appointment including remuneration is available for inspection electronically by members as per details mentioned in the notes to this Notice. Pursuant to Regulation 36(3) of the Listing Regulations, as amended, read with the provisions of the Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India ('SS-2'), brief profile and other details of Mr. Khetarpal are provided in Annexure-A to this Notice.

None of the Directors, Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested (financially or otherwise) in the proposed resolution(s) mentioned at Item Nos. 7 and 8. The Board recommends the passing of these resolution(s) as Ordinary Resolution(s).

Annexure-A

Details of Directors seeking appointment/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')

1. Mr. Shyam S. Bhartia, Chairman & Non-Executive Director (DIN: 00010484)

Mr. Shyam S. Bhartia, aged 69 years, is the Chairman & Non-Executive Director of the Company. He holds a Bachelor's degree in Commerce from St. Xavier's College, University of Calcutta. He is a qualified Cost Accountant and a fellow member of the Institute of Cost Accountants of India.

A leading industrialist of India, he has a rich industrial experience of over 40 years in the pharmaceuticals and speciality chemicals, food, oil and gas (exploration and production) and aerospace sectors and has been instrumental in developing strategic alliances and affiliations with leading global Companies. He has been associated with various institutions and has served as a member of the Board of Governors, Indian Institute of Technology, Bombay and Indian Institute of Management, Ahmedabad. He has also been Chairman of the Chemicals Committee of Federation of Indian Chamber of Commerce & Industry ('FICCI'). He was also on the Board of Air India.

He was a member of the Executive Committee of FICCI, Confederation of Indian Industry and the Task Force on Chemicals appointed by the Government of India.

His immense contributions have been recognized by various awards. He, along with Mr. Hari S. Bhartia, were felicitated with the Entrepreneur of the Year Award at the prestigious AIMA Managing India Awards 2013, presented by the President of India. He also shared with Mr. Hari S. Bhartia, Ernst & Young Entrepreneur of the Year Award 2010 for Life Sciences & Consumer Products category.

He is on the Board of the Company since March 16, 1995 and holds two equity shares of the Company as on March 31, 2022. His re-appointment shall be as per Company's Appointment and Remuneration Policy.

During the financial year ended March 31, 2022, Mr. Shyam S. Bhartia attended six (6) meetings of Board of Directors of the Company. He did not receive any remuneration during FY 2021-22 as he has opted out from receiving sitting fee and commission.

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

Directorship of Companies/Bodies Corporate as on March 31, 2022: -

Jubilant FoodWorks Limited, Jubilant Pharmova Limited, Jubilant Ingrevia Limited, Chambal Fertilisers and Chemicals Limited, VAM Holdings Limited, Jubilant Bhartia Foundation, Jubilant Capital Private Limited, SPB Trustee Company Private Limited, SSP Trustee Company Private Limited, SS Trustee Company Private Limited, SBS Trustee Company Private Limited, SSBSB Realty Trustee Company Private Limited, SBSSB Realty Trustee Company Private Limited, Jubilant Enpro Private Limited, SSBPB Investment Holding Private Limited, HSSS Investment Holding Private Limited, SPB Management Advisors LLP, SSBSB Advisors LLP, SBSSB Advisors LLP, SSBPB Advisors LLP, Jubilant Pharma Limited, Singapore, TrialStat Solutions Inc., Jubilant Discovery Services LLC, DP Eurasia N.V., Jubilant Innovation (USA) Inc., Jubilant Life Sciences International Pte Limited, Drug Discovery and Development Solutions Limited, Jubilant Pharma UK Limited, Jubilant Biosys Innovative Research Services Pte. Limited, Summit Sky Limited, Sun Field Limited.

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

Details of Chairmanship/Membership of Committees of Indian Public Companies as on March 31, 2022 are given below:

Sr. No.	Name of Company	Name of Committee	Chairman/Member
1	Jubilant FoodWorks Limited	Nomination, Remuneration and Compensation Committee	Member
		Sustainability & Corporate Social Responsibility Committee	Member
		Risk Management Committee	Member
		Investment Committee	Chairman
		Regulatory & Finance Committee	Chairman
2	Jubilant Pharmova Limited	Sustainability & CSR Committee	Member
		Nomination, Remuneration & Compensation Committee	Member
		Stakeholders Relationship Committee	Member
		Restructuring Committee	Chairman
		Fund Raising Committee	Chairman
		Capital Issue Committee	Chairman
		Finance Committee	Chairman
3	Jubilant Ingrevia Limited	Nomination, Remuneration and Compensation Committee	Member
		Listing Compliance Committee	Chairman
		Finance Committee	Chairman
4	Chambal Fertilizers and Chemicals Limited	Banking and Finance Committee	Chairman
		Strategy Committee	Chairman
5	Vam Holdings Limited	Stakeholders Relationship Committee	Member

2. Mr. Abhay Prabhakar Havaladar, Independent Director (DIN: 00118280)

Mr. Abhay Prabhakar Havaladar, aged 60 years, is an Independent Director of the Company. He has done M.Sc. in Management from the Sloan Fellow program at London Business School in 1994 and B.E. in Electrical Engineering from Bombay University. He possesses distinguished experience in the venture capital and private equity industry and skilled in Corporate Finance, Venture Capital, Investment Banking, Strategy.

In his excellent career records, he held various technical and marketing positions at Tata Unisys and made significant contribution in both hardware and software industries in the United States, Europe and Asia. He also established General Atlantic's India office in 2002, Singapore office in 2011 and led its South East Asia investment initiatives with a focus on financial services and enterprise solutions.

He was first appointed as an Independent Director of the Company with effect from July 25, 2018 and does not hold any equity share of the Company. 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. Havaladar shall not be liable to retire by rotation.

During the financial year ended March 31, 2022, Mr. Havaladar attended six (6) meetings of Board of Directors of the Company. He received ₹ 20.75 Lakhs as remuneration (sitting fee and commission) during FY 2021-22. Name(s) of the listed companies in which he holds directorship and the skills and capabilities required for the role and the manner in which Mr. Havaladar meets such requirements are given in the Corporate Governance Report forming part of the Annual Report. He is not related to any other Director or Key Managerial Personnel of the Company.

Directorships in Companies / Body Corporates as on March 31, 2022:-

Jubilant FoodWorks Limited, HealthCare Global Enterprises Limited, United Tele Shopping and Marketing Company Limited (under liquidation), FORTYTWO42 Labs LLP, Mentor C.A.P. LLP, IBS Software Services Pte. Limited, Singapore, SIRIONLABS PTE. LTD.

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

Details of Chairmanship/Membership of Committees of Indian Public Companies as on March 31, 2022 are given below:

Sr. No.	Name of Company	Name of Committee	Chairman / Member
1	Jubilant FoodWorks Limited	Audit Committee	Member
		Nomination, Remuneration and Compensation Committee	Chairman
2	HealthCare Global Enterprises Limited	Nomination and Remuneration Committee	Member
		Stakeholders Relationship Committee	Member

For further details, please refer to the Explanatory Statement pursuant to Section 102 of the Act of the accompanying Notice.

Vodafone India Limited) and Vice Chairman & Managing Director of Reliance Telecom Limited & Executive Chairman MGRM.

3. Mr. Ashwani Windlass, Independent Director (DIN: 00042686)

Mr. Ashwani Windlass, aged 66 years is an Independent Director of the Company. He is an MBA from FMS, Delhi University, B.Com with a gold medal and a post-graduation in Journalism (B.J.) from Punjab University, Chandigarh. He has over four decades of top management stints with first-hand experience in both traditional and new age technology companies and an exceptional track record of value creation. He now mentors top CEOs/Boards.

Since 2008, he has been Chairman - SA & JVs, MGRM Inc., USA, a global research initiative on human life cycle based services and Chairman of Bata India Limited since 2019. He is on Boards of several leading companies including Hitachi MGRM Net Limited, Vodafone Idea Limited, Hindustan Media Ventures Limited and Jubilant Foodworks Limited. He served on Boards of Max India Limited/Max Financial Services Limited for over twenty five years.

He established and managed over a dozen new ventures with world's leading corporations – Hutchison Group, Hong Kong; British Telecom UK, Comsat Corporation, USA, Avnet, USA and Royal DSM, Holland; Total Group, France, Hitachi Limited, Japan among others.

He has been the Founder Managing Director of Hutchison Max Telecom (later rechristened

He was first appointed as an Independent Director of the Company with effect from July 25, 2018 and does not hold any equity share of the Company. 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. Windlass shall not be liable to retire by rotation.

During the financial year ended March 31, 2022, Mr. Windlass attended six (6) meetings of Board of Directors of the Company. He received ₹ 22.35 Lakhs as remuneration (sitting fee and commission) during FY 2021-22. Name(s) of the listed companies in which Mr. Windlass holds directorship and the skills and capabilities required for the role and the manner in which Mr. Windlass meets such requirements are given in the Corporate Governance Report forming part of the Annual Report. He is not related to any other Director or Key Managerial Personnel of the Company.

Directorships in Companies / Body Corporates as on March 31, 2022: -

Jubilant FoodWorks Limited, Hindustan Media Ventures Limited, Vodafone Idea Limited, Bata India Limited, Hitachi MGRM Net Limited, Argus eServices Private Limited and Vodafone India Services Private Limited.

Listed entities from which the Director has resigned in the past three years:- Max Financial Services Limited and Max India Limited (resigned from both on January 16, 2020).

Details of Chairmanship/Membership of Committees of Indian Public Companies as on March 31, 2022 are given below:

Sr. No.	Name of Company	Name of Committee	Chairman/Member
1	Jubilant FoodWorks Limited	Audit Committee	Chairman
		Sustainability and Corporate Social Responsibility Committee	Member
		Risk Management Committee	Member
		Investment Committee	Member
2	Hindustan Media Ventures Limited	Audit Committee	Chairman
		Nomination & Remuneration Committee	Chairman
		Risk Management Committee	Member

Sr. No.	Name of Company	Name of Committee	Chairman/Member
3	Vodafone Idea Limited	Audit Committee	Chairman
		Risk Management Committee	Member
		Capital Raising Committee	Member
4	Bata India Limited	Corporate Social Responsibility Committee	Chairman

For further details, please refer to the Explanatory Statement pursuant to Section 102 of the Act of the accompanying Notice.

4. Mr. Sameer Khetarpal, Chief Executive Officer and Managing Director (DIN: 07402011)

Mr. Sameer Khetarpal, aged 48 years is an MBA from Indian School of Business (ISB) and MS (Chemical Engineering) from Lamar University, Texas. He has served in numerous senior leadership roles during his 25+ years career in sectors like e-commerce and management consulting. He will be joining the Company from Amazon where he is Director – Category Management. Over the last 6.5 years at Amazon, he has conceptualized, launched and scaled several businesses like Amazon Fresh, Amazon Food and Amazon Pharmacy. He has built these businesses with world-class supply chain infrastructure, deeply embedded with technology and several inorganic investments and partnerships. Prior to Amazon, he served as a Partner at McKinsey and Company, where he served several hi-tech clients on topics related to business building and transformation, and was instrumental in building data driven service lines used by several Fortune 500 companies. He has previously worked with GE Capital and Hindustan Unilever.

Mr. Khetarpal is appointed as Chief Executive Officer and Managing Director of the Company with effect from September 5, 2022 subject to approval of shareholders of the Company. His appointment shall be as per Company’s Appointment and Remuneration Policy as displayed on the Company’s website

www.jubilantfoodworks.com. On appointment as Director, Mr. Khetarpal shall not be liable to retire by rotation. He does not hold any equity share of the Company.

Mr. Khetarpal does not hold directorship in any listed Company. Further, he is not related to any Director, or Key Managerial Personnel of the Company.

Directorships in Companies / Body Corporates as on May 30, 2022: Amazon Retail India Private Limited and Frontizo Business Services Private Limited.

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

Details of Chairmanship/Membership of Committees of Indian Public Companies: Nil

Number of Board Meetings attended during the FY 2021-22: Not Applicable

For further details, please refer to the Explanatory Statement pursuant to Section 102 of the Act of the accompanying Notice.

By order of the Board of Directors
for Jubilant FoodWorks Limited

Date : July 15, 2022
Place: Noida

Mona Aggarwal
Company Secretary