



Jubilant FoodWorks Limited

CIN No. : L74899UP1995PLC043677

Regd. Office: Plot 1A, Sector 16A, Noida – 201 301, U.P.

Corporate Office: 5th Floor, Tower D, Logix Techno Park, Sector - 127, Noida - 201 304, U.P.

Phone: +91-120-4090500, Fax: +91-120-4090599

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

NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the Twenty-fourth (24th) Annual General Meeting (“**Meeting**”) of the member(s) of **JUBILANT FOODWORKS LIMITED (“Company”)** will be held on Tuesday, September 24, 2019 at 11.00 a.m. at the International Trade Expo Centre, Expo Drive, A-11, Sector – 62, Noida – 201 301, U.P., to transact the following business:-

ORDINARY BUSINESS:

Item no. 1 – To receive, consider and adopt:

- a) Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2019 and the Reports of the Board of Directors and Auditors thereon; and
- b) Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2019 and the Report of the Auditors thereon.

Item no. 2 – To declare dividend on Equity Shares for the year ended March 31, 2019.

Item no. 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.

SPECIAL BUSINESS:

Item no. 4 - Appointment of Mr. Vikram Singh Mehta (DIN 00041197) as an Independent Director

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

“**RESOLVED THAT** pursuant to the provisions of Section 149, 152, 161, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the rules made thereunder, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) (including any statutory modification(s) or re-enactment thereof, for the time being in force), Articles of Association of the Company, **Mr. Vikram Singh**

Mehta (DIN 00041197), who was appointed as an Additional Director (Independent) of the Company with effect from February 1, 2019 and who holds office upto the date of 24th Annual General Meeting of the Company in terms of Section 161 of the Act and who has submitted a declaration that he meets the criteria for independence as provided under the Act and Listing Regulations and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director of the Company, be and is hereby appointed as an Independent Director of the Company to hold office for a term of five consecutive years upto January 31, 2024, not liable to retire by rotation.”

Item no. 5 - Appointment of Ms. Deepa Misra Harris (DIN 00064912) as an Independent Director

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

“**RESOLVED THAT** pursuant to the provisions of Section 149, 152, 161, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the rules made thereunder, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) (including any statutory modification(s) or re-enactment thereof, for the time being in force), Articles of Association of the Company, **Ms. Deepa Misra Harris (DIN 00064912)**, who was appointed as an Additional Director (Independent) of the Company with effect from June 21, 2019 and who holds office upto the date of 24th Annual General Meeting of the Company in terms of Section 161 of the Act and who has submitted a declaration that she meets the criteria for independence as provided under the Act and Listing Regulations and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act proposing her candidature for the office of Director of the Company, be and is hereby appointed as an Independent Director of the Company to hold office for a term of five consecutive years upto June 20, 2024, not liable to retire by rotation.”

Notice

NOTES:

1. The Explanatory Statement, pursuant to Section 102 of the Companies Act, 2013 ("the Act"), setting out material facts concerning the business under Item nos. 4 & 5 of the Notice is annexed hereto. The relevant details, pursuant to Regulations 26(4) and 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and Secretarial Standards on General Meetings issued by the Institute of Company Secretaries of India, in respect of Directors seeking appointment/re-appointment at this meeting are also annexed as **Annexure-A**.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON POLL INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.**

A person can act as proxy on behalf of not more than fifty member(s) holding in the aggregate not more than ten percent of the total Share Capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other member.
3. **THE INSTRUMENT APPOINTING THE PROXY (ENCLOSED HERETO) IN ORDER TO BE EFFECTIVE MUST BE DEPOSITED (DULY COMPLETED, STAMPED AND SIGNED) AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY-EIGHT (48) HOURS BEFORE THE COMMENCEMENT OF THE MEETING.**
4. Member(s)/ Proxies/ Authorized Representatives are requested to bring the enclosed attendance slip duly filled in and signed for attending the meeting. Member(s) who hold equity shares in electronic mode are requested to write the Client ID and DP ID number and those who hold equity shares in physical mode are requested to write their folio number in the attendance slip.
5. Corporate Member(s) intending to send their authorized representative(s) to attend the meeting are requested to send a duly certified copy of the Board Resolution/Power of Attorney authorizing their representative(s) to attend and vote on their behalf at the meeting.
6. Pursuant to Section 72 of the Act, member(s) of the Company may nominate a person in whom the shares held by him/them shall vest in the event of his/ their unfortunate death. Member(s) holding shares in physical form may file nomination in the prescribed Form SH-13 with the Company's Registrar and Transfer Agent, Link Intime India Pvt. Ltd. (RTA). In respect of shares held in dematerialized form, the nomination form may be filed with the respective Depository Participant.
7. In case of joint holders, only such joint holder who is higher in the order of names will be entitled to vote.
8. The route map showing directions to reach the venue of the meeting is enclosed.
9. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act and the Register of Contracts or Agreements in which the directors are interested, maintained under Section 189 of the Act, will be available for inspection by the members at the meeting.
10. Members desirous of seeking any information relating to the financial statements of the Company may write to the Company at 5th Floor, Tower D, Logix Techno Park, Plot No. 5, Sector-127, Noida – 201 304, U.P. for the attention of Company Secretary, at least seven (7) days in advance of the Meeting so that requisite information can be made available at the Meeting.
11. The Register of Members and Share Transfer Books of the Company shall remain closed from **Wednesday, September 18, 2019 to Tuesday, September 24, 2019** (both days inclusive) for the purpose of determining eligibility for payment of dividend.
12. The dividend, as recommended by the Board of Directors of the Company (₹ 5.00/- per equity share of ₹ 10/- each for FY 2019), if declared at the meeting, will be paid on or before October 23, 2019 to those member(s) or their mandates:-
 - a) whose names appear as Beneficial Owners at the end of business hours on Tuesday, September 17, 2019 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 after giving effect to valid share transfers in physical form lodged with the Company on or before Tuesday, September 17, 2019.
13. Member(s) holding shares in electronic form may note that address/bank particulars or bank mandates registered against their respective depository accounts will be used by the Company for payment of dividend. The Company or its RTA cannot act on any request received directly from the member(s) holding shares in electronic form for any change of address/bank particulars or bank mandates. Such changes are to be advised only to the Depository Participant by the members.
14. Member(s) holding shares in physical form are requested to notify the Company or Company's RTA, of any change in their addresses/Bank Mandates.

15. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Member(s) holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company/RTA.
16. Pursuant to amendment in Listing Regulations, securities of listed Companies can only be transferred in dematerialised form with effect from April 1, 2019 except in case of transmission or transposition of securities. In view of the above, members are advised to dematerialise shares held by them in physical form.
17. Certificate from M/s. Deloitte Haskins & Sells LLP to the effect that JFL Employees Stock Option Scheme, 2011 and JFL Employees Stock Option Scheme, 2016 are being implemented in accordance with the SEBI (Share Based Employee Benefits) Regulations, 2014, will be placed at the meeting.
18. All relevant documents referred to in the Notice of the Meeting shall be open for inspection at the Registered Office and a copy of all documents referred will be available at Corporate Office of the Company during normal business hours (11.00 a.m. to 1.00 p.m.) on all working days, upto the date of the meeting.
19. The voting rights of member(s) 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, September 17, 2019. 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, September 17, 2019 only shall be entitled to avail the facility of remote e-voting/Poll.
20. Any person who is not a member as on the Cut-off date should treat this notice for information purpose only.
21. Member(s) who have not registered their e-mail addresses so far, are requested to register their e-mail address for receiving all communication including Annual Report, Notices etc. from the Company electronically.
22. Notice of the Meeting and the Annual Report for FY 2018-19 of the Company is being sent by electronic mode to those member(s) whose e-mail IDs are registered with the Company/Depository Participant(s) unless any member has requested for physical copy of the same. For member(s) who have not registered their e-mail IDs, physical copy of the Notice and the Annual Report are being sent through permitted mode.
23. Member(s) may also note that the Notice of the Meeting and the Annual Report for FY 2018-19 will also be available on the Company's website www.jubilantfoodworks.com.
24. **Voting through electronic means**
 - i. In compliance with provisions of Section 108 of the Act read with Rules prescribed thereunder, as amended and Regulation 44 of the Listing Regulations, the Company is pleased to provide e-voting facility to its members to exercise their right to vote on resolutions proposed to be considered at the meeting by electronic means and the items of business given in the Notice of meeting may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the meeting ("remote e-voting") will be provided by Central Depository Services (India) Limited (CDSL).
 - ii. The facility for voting through poll shall be made available at the meeting and the member(s) attending the meeting who have not cast their vote by remote e-voting shall be entitled to cast their vote at the meeting through poll. No voting by show of hands will be allowed at the Meeting. Please note that the member may participate in the meeting even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the meeting.
 - iii. Members who have casted their vote by both the modes, then vote casted through poll will be treated invalid.
 - iv. The remote e-voting period commences from 9.00 a.m. on Saturday, September 21, 2019 and ends at 5.00 p.m. on Monday, September 23, 2019. During this period, member(s) of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date on Tuesday, September 17, 2019, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
 - v. **The process and manner for remote e-voting is as under:**
 - (i) Log on to the e-voting website www.evotingindia.com
 - (ii) Click on Shareholders/Members
 - (iii) Now Enter your User ID
 - a) For CDSL: 16 digits beneficiary ID
 - b) For NSDL: 8 Character DP ID followed by 8 Digits Client ID
 - c) Members holding shares in Physical Form: Enter Folio Number registered with the Company
 - d) Next enter the Image Verification as displayed and Click on "Login"

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- e) If you are holding shares in Demat form and had logged on to www.evotingindia.com and casted your vote earlier for any Company/entity, then your existing password is to be used. If you are a first time user follow the steps given below.
- (iv) Fill up the following details in the appropriate boxes:
- | | |
|--|--|
| PAN | Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> Shareholders/Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent separately to you in the PAN field. |
| Dividend Bank Details OR Date of Birth (DOB) | Enter the Dividend Bank Details or Date of Birth (in dd/ mm/ yyyy format) as recorded in your demat account or in the Company records in order to login. <ul style="list-style-type: none"> If both the details are not recorded with the depository or Company please enter the member ID / folio number in the Dividend Bank details field as mentioned in instruction (iii). |
- (v) After entering these details appropriately, click on "SUBMIT" tab.
- (vi) Shareholders/Members holding shares in physical form will then reach directly the EVSN selection screen. However, member(s) holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is also to be used by the demat holders for voting for resolutions of any other Company on which they are eligible to vote, provided that Company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (vii) For Member(s) holding shares in physical form, the details can be used only for e-voting on the resolution contained in this Notice.
- (viii) Click on the relevant EVSN of 'Jubilant FoodWorks Limited' on which you choose to vote.
- (ix) On the voting page, you will see Resolution Description and against the same option "YES/NO" for voting. Select the option YES or NO as desired.
- The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (x) Click on the "Resolutions File Link" if you wish to view the entire Resolution details.
- (xi) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xiii) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xiv) If Demat account holder has forgotten the changed login password then enter the User ID and image verification code and click on "Forgot Password" & enter the details as prompted by the system.
- (xv) Shareholders/Members can also cast their vote using CDSL's mobile app m-Voting available for Apple/Android/Window phone users. Please follow the instructions as prompted by the mobile app while voting through your mobile phone.
- (xvi) a. Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to www.evotingindia.com and register themselves as Corporates.
- b. They should e-mail a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com.
- c. After receiving the login details they have to create a compliance user who would be able to link the account(s) which they wish to vote on.
- d. The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- e. They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.
- (xvii) In case you have any queries or issues regarding remote e-voting, you may refer Frequently Asked Questions (FAQs) and e-voting manual available at www.evotingindia.com under help section or

write e-mail to Mr. Rakesh Dalvi, Manager, CDSL at helpdesk.evoting@cdslindia.com or call on toll free no. 1800225533.

- (xviii) Any person, who acquires shares of the Company and becomes the member of the Company after dispatch of the Notice of the meeting and holding shares as of the cut-off date i.e. Tuesday, September 17, 2019, may follow the same procedure as mentioned above for remote e-voting.
25. The Company has appointed Dr. S. Chandrasekaran, Senior Partner (Membership No. FCS 1644) of M/s. Chandrasekaran Associates, Practicing Company Secretaries failing him, Mr. Rupesh Agarwal, Managing Partner (Membership No. ACS 16302) failing him, Mr. Shashikant Tiwari, Partner, (Membership No. ACS 28994) of M/s. Chandrasekaran Associates, Practicing Company Secretaries as the Scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner.
26. The Chairman shall, at the meeting, at the end of discussion on the resolutions on which voting is to be held, allow voting by poll with the assistance of scrutinizer for all those members who are present at the meeting but have not cast their votes by availing the remote e-voting facility.
27. The poll process shall be conducted and a report thereon shall be prepared in accordance with Section 109 of the Act read with the relevant rules made thereunder. In such an event, votes cast under Poll taken together with the votes cast through remote e-voting shall be counted for the purpose of passing of resolution(s).
28. The Scrutinizer, after scrutinizing the votes cast at the meeting (Poll) and through remote e-voting, will, not later than forty eight (48) hours of conclusion of the Meeting, make a consolidated scrutinizer's report and submit the same to the Chairman or any other person authorized by him in writing who shall declare the result of the voting forthwith. The Results declared alongwith the consolidated scrutinizer's report shall be placed on the website of the Company www.jubilantfoodworks.com and on the website of CDSL immediately after the declaration of result. The results shall also be immediately forwarded to the Stock Exchanges.
29. The results shall also be displayed at the Registered Office and Corporate Office of the Company.
30. Subject to receipt of sufficient votes, the resolution(s) shall be deemed to be passed at the 24th Meeting of the Company scheduled to be held on Tuesday, September 24, 2019.

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

Sd/-

Mona Aggarwal
Company Secretary

Date: July 24, 2019
Place: Noida

Notice

Explanatory Statement pursuant to Section 102 of the Companies Act, 2013

ITEM NOS. 4 & 5

In terms of the Appointment and Remuneration Policy of the Company and based on the recommendations of Nomination, Remuneration and Compensation Committee, the Board of Directors had appointed, subject to the approval of the members at the AGM, **Mr. Vikram Singh Mehta (DIN: 00041197)** as Non-Executive Independent Director of the Company w.e.f. February 1, 2019 and **Ms. Deepa Misra Harris (DIN: 00064912)** as Non-Executive Independent Director of the Company w.e.f. June 21, 2019, not liable to retire by rotation.

The Company has received from both the Directors (i) consent to act as Director, (ii) declaration that they are not disqualified from being appointed as Director(s) of the Company and (iii) declaration of independence.

In the opinion of the Board, Mr. Mehta and Ms. Harris possess appropriate skills, experience & knowledge and fulfils the conditions for appointment as Independent Director(s) as specified in the Act and the Listing Regulations and that they are independent of the management.

The Company has also received notices in writing from member under Section 160 of the Act, proposing their candidatures for appointment as Director(s) of the Company.

Copy of Appointment Letter(s) setting out terms and conditions of their appointment are available for inspection by Members as per details mentioned in the Notes.

The disclosures prescribed under Regulation 26(4) and 36(3) of the Listing Regulations read with the provisions of the Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India ('SS-2') are provided in **Annexure-A** of the Notice.

Except Mr. Mehta and Ms. Harris, being appointees, none of the Directors, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested (financially or otherwise) in the proposed resolution(s) mentioned at Item nos. 4 & 5. The Board recommends the passing of the resolutions as set out at Item nos. 4 & 5 as Ordinary Resolution(s).

ANNEXURE "A"

Details of Directors seeking appointment/re-appointment at the Annual General Meeting of the Company pursuant to Regulations 26(4) and 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India.

1. Mr. Shyam S. Bhartia, Chairman & Non-Executive Director

Mr. Shyam S. Bhartia, aged 66 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 specialty 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, Mumbai 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 hold two equity shares of the Company. His re-appointment shall be as per Company's Appointment and Remuneration Policy.

During the financial year ended March 31, 2019, Mr. Shyam S. Bhartia attended five meetings of Board of Directors of the Company. He did not receive any remuneration during FY 2018-19 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, 2019:-

Indian Companies: Jubilant FoodWorks Limited, Jubilant Life Sciences 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, SSB Consultants & Management Services 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 and HSSS Investment Holding Private Limited.

Foreign Companies/Bodies Corporate: Jubilant Pharma Limited, Singapore, CFCL Venture Limited, Safe Foods Corporation, Jubilant Life Sciences (BVI) Limited, Jubilant Biosys (BVI) Limited, TrialStat Solutions Inc., Jubilant Pharma Holdings Inc., Jubilant Innovation (USA) Inc., Jubilant Life Sciences International Pte. Limited, Jubilant Biosys (Singapore) Pte. Limited, Jubilant Drug Development Pte. Limited, Jubilant Innovation Pte. Limited, Drug Discovery and Development Solutions Limited, Jubilant FoodWorks Lanka (Private) Limited, Miller Holdings Pte. Limited.

Chairmanship/membership of the Committees of Indian Companies as on March 31, 2019:

Sr. No.	Name of the Company	Name of the Committee	Chairman/Member
1	Jubilant FoodWorks Limited	Nomination, Remuneration & Compensation Committee	Member
		Sustainability and Corporate Social Responsibility Committee	Member
		Regulatory & Finance Committee	Chairman
2	Jubilant Life Sciences Limited	Stakeholders Relationship Committee	Member
		Sustainability & CSR Committee	Member
		Nomination, Remuneration & Compensation Committee	Member
		Finance Committee	Chairman
		Capital Issue Committee	Chairman
3	Vam Holdings Limited	Fund Raising Committee	Chairman
		Stakeholders Relationship Committee	Member
4	Chambal Fertilisers and Chemicals Limited	Banking & Finance Committee	Chairman
		Risk Management Committee	Chairman
		Strategy Committee	Member
5	SSB Consultants & Management Services Pvt. Ltd.	Corporate Social Responsibility Committee	Member

2. Mr. Vikram Singh Mehta, Independent Director

Mr. Vikram Singh Mehta, aged 66 years, holds B.A. (Mathematics Honors) degree from St. Stephens College, University of Delhi, BA/MA (Economics Honors) degree from, Magdalen College, University of Oxford and a post graduate degree in Energy Economics from the Fletcher School of Law and Diplomacy, Tufts University.

He started his career with the Indian Administrative Service (IAS) in 1978. In his distinguished executive career, he also joined Phillips Petroleum as the International Affairs Specialist for Asia. He has served large conglomerates like Oil India Ltd., Shell Markets and Shell Chemical Companies in Egypt. In 1994, he became the Chairman of the Shell Companies in India.

He is currently, Executive Chairman of Think Tank Brookings India. He is also serving as Director on the Board of various renowned Companies.

He has been appointed on the Board of the Company with effect from February 1, 2019 and does not hold

any equity share of the Company. His appointment shall be as per Company's Appointment and Remuneration Policy. Since he is appointed as an Additional Director effective February 1, 2019, details related to Board meeting attended and remuneration last drawn are not applicable. As an Independent Director, Mr. Mehta shall be entitled to sitting fee for attending Board/Committee meetings and commission, if paid, FY 2019 onwards.

He is not related to any other Director or Key managerial personnel of the Company.

Directorship of Companies/Bodies Corporate as on March 31, 2019:-

Jubilant FoodWorks Limited, HT Media Limited, Colgate-Palmolive (India) Limited, Mahindra and Mahindra Limited, Larsen and Toubro Limited, L&T Hydrocarbon Engineering Limited, Apollo Tyres Limited and N V Advisory Services Private Limited.

Notice

Chairmanship/membership of Committees of Indian Companies as on March 31, 2019:

Sr. No.	Name of the Company	Name of the Committee	Chairman/Member
1.	Larsen and Toubro Limited	Corporate Social Responsibility Committee	Chairman
2.	Colgate-Palmolive (India) Limited	Audit Committee	Member
		Nomination and Remuneration Committee	Member
		Risk Management Committee	Member
3.	Mahindra and Mahindra Limited	Governance, Nomination and Remuneration Committee	Member
		Corporate Social Responsibility Committee	Member
		Strategic Investment Committee	Member
		Loan & Investment Committee	Member
4.	L&T Hydrocarbon Engineering Limited	Corporate Social Responsibility Committee	Member
		Nomination & Remuneration Committee	Chairman

3. Ms. Deepa Misra Harris, Independent Director

Ms. Deepa Misra Harris, aged 60 years, holds a master's degree from Lady Sri Ram College, Delhi University and have completed various executive programmes from Cornell & ISB.

She is a luxury hospitality and brand specialist with proficiency in Branding, Marketing, Sales and Public Relations and has a proven track record of delivering double digit growth and escalating brands to leadership positions. With over 30 years of experience in the high-end luxury hospitality category, she has been a significant success driver for India's original luxury brand, The Taj Group of Hotels. She is currently the CEO & Founder of BrandsWeLove - a Branding & Marketing Consultancy.

She has been a Steering Committee member of the Experience India Society – a public-private partnership between Ministry of Tourism and leading travel and hospitality operators and also member of Tata Global Brand Council. Featured in Impact's list of Most Influential Women

in Marketing for 3 years and the Business Today list of Most Powerful Business Women for 2 years.

She has been appointed on the Board of the Company with effect from June 21, 2019 and does not hold any equity share of the Company. Her appointment shall be as per Company's Appointment and Remuneration Policy. Since she is appointed as an Additional Director effective June 21, 2019, details related to Board meeting attended and remuneration last drawn are not applicable. As an Independent Director, Ms. Harris shall be entitled to sitting fee for attending Board/Committee meetings and commission, if paid, FY 2020 onwards.

She is not related to any other Director or Key managerial personnel of the Company.

Directorship of Companies/Bodies Corporate as on June 21, 2019:-

Jubilant FoodWorks Limited, Prozone Intu Properties Ltd., PVR Limited, Taj Safaris Ltd. and Concept Hospitality Pvt. Limited.

Chairmanship/membership of Committees of Indian Companies as on June 21, 2019:

Sr. No.	Name of the Company	Name of the Committee	Chairperson/Member
1.	Prozone Intu Properties Limited	Audit Committee	Member
		Stakeholders Relationship Committee	Chairperson
		Nomination and Remuneration Committee	Chairperson
		Corporate Social Responsibility Committee	Member
2.	PVR Limited	Corporate Social Responsibility Committee	Member
3.	Taj Safaris Limited	Nomination and Remuneration Committee	Member

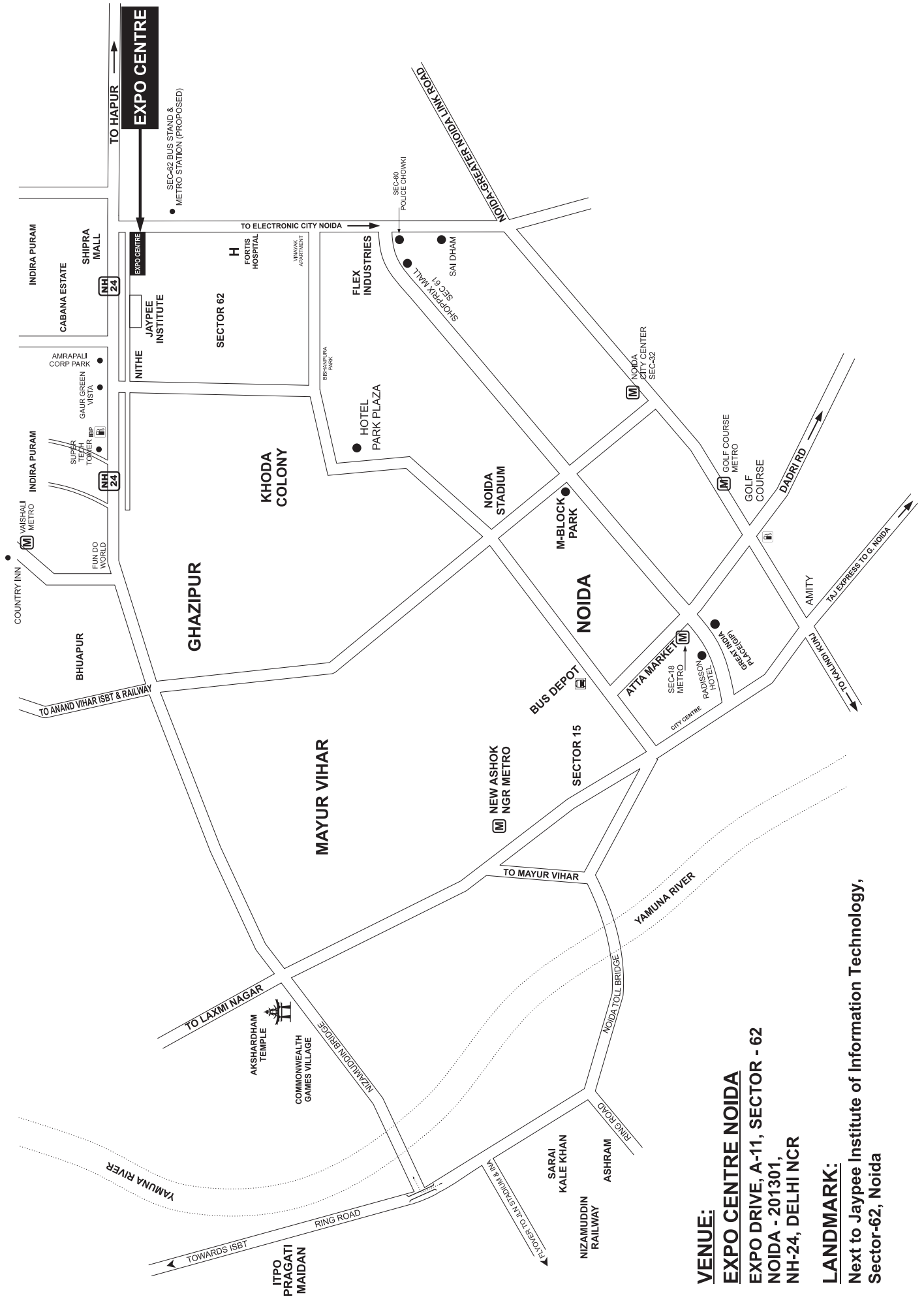
For further details, please refer to the Explanatory Statement pursuant to Section 102 of the Act of the accompanying Notice.

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

Date: July 24, 2019

Place: Noida

Sd/-
Mona Aggarwal
Company Secretary



VENUE:
EXPO CENTRE NOIDA
EXPO DRIVE, A-11, SECTOR - 62
NOIDA - 201301,
NH-24, DELHI NCR

LANDMARK:
 Next to Jaypee Institute of Information Technology,
 Sector-62, Noida