



JUBILANT
FoodWorks

JUBILANT FOODWORKS LIMITED

**AMENDED AND RESTATED JUBILANT
FOODWORKS GENERAL EMPLOYEE BENEFITS
SCHEME 2020**

1. Name of the scheme

The employee benefit scheme here is titled the '**Jubilant FoodWorks General Employee Benefits Scheme 2020**'. The said scheme has been adopted and approved pursuant to a (i) resolution of the Nomination, Remuneration and Compensation Committee of the Board of Directors ("**NRC Committee**") of Jubilant FoodWorks Limited ("**Company**") at its meeting held on May 20, 2020; and (ii) resolution of the Board of Directors at its meeting held on May 20, 2020. The aforesaid scheme has also been approved by the shareholders of the Company pursuant to special resolution in the 25th Annual General Meeting held on September 15, 2020.

2. Effective date

The scheme came into effect from September 15, 2020 i.e. date of approval of the scheme by the shareholders of the Company.

2A. Amendment and Restatement:

Securities and Exchange Board of India *vide* its notification dated August 13, 2021 has notified Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ("**2021 Regulations**") which is *inter-alia* applicable to the general employee benefits schemes. Accordingly, the scheme has been amended and restated to meet the requirements of the 2021 Regulations by a (a) resolution of the NRC Committee dated February 2, 2022; and (b) resolution of the Board of Directors of the Company dated February 2, 2022 ("**JFGEBS/ Scheme**"). This amended JFGEBS will be deemed to be effective from February 2, 2022.

3. Definitions

In this JFGEBS, except where the context otherwise requires, the following expressions or terms shall have the meanings indicated there against. The terms not defined in this JFGEBS shall have the meanings as defined in the Securities and Exchange Board of India Act, 1992, the Securities Contracts (Regulation) Act, 1956, the Companies Act, 2013, the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 or 2021 Regulations (in each case, any statutory modifications, or re-enactments thereof, as the case may be).

"Applicable Law" shall mean all applicable laws, bye-laws, statutes, rules, regulations, orders, ordinances, notifications, protocols, treaties, codes, guidelines, policies, notices, directions, writs, injunctions, judgments, decrees or official directive of any court of competent authority or of any competent governmental authority or person acting under the authority of any court of competent authority or of any competent governmental authority of the Republic of India, as amended and modified from time to time, and includes regulations, rules, guidelines issued by the Securities and Exchange Board of India;

“ESOP Schemes” shall mean and include JFL Employees Stock Option Scheme, 2011 and JFL Employees Stock Option Scheme, 2016;

and

“Trust Deed” shall mean the Amended and Restated Trust Deed dated December 15, 2020, last amended as per Amendment Deed to Amended and Restated Deed of Private Trust dated June 1, 2021 executed by the Company and as amended or amended and restated or supplemented from time to time.

4. Purpose and kinds of benefits

- a) The JFGEBS has been designed to offer employee welfare benefits within the scope of the Trust Deed including healthcare (incl. preventive measures), hospital care, or benefits in the event of sickness, accident, disability, death or scholarship funds, rewards and recognitions, education, employee engagement, training for skill enhancement/development and such other welfare activities and benefits as may be approved by the NRC Committee from time to time within the scope of the objects of the Scheme.
- b) An illustrative list of benefits proposed to be offered under JFGEBS is provided in **Schedule 1** hereto.

5. Eligibility

5.1 The following persons/ classes of persons shall be entitled to participate in the JFGEBS (**“Eligible Employees”**):

- a) Permanent employees of the Company who are exclusively working in India or outside India;
- b) Director of the Company, whether a whole-time director or not but not an independent director;
- c) Employees/Directors as enumerated in sub clauses (a) and (b) above, of a Holding Company and Subsidiary Company of the Company, in India or outside India (whether existing presently or in the future); and
- d) Such other persons, as may from time to time be allowed under Applicable Laws and as may be decided by the NRC Committee.

5.2 The NRC Committee will, based on parameters evolved/decided by it from time to time in its absolute discretion, decide which Eligible Employees should be entitled to receive benefits under JFGEBS.

- 5.3 An Employee who is a Promoter; or a person who belongs to the Promoter Group or a director, who either by himself or through his Relative or through any body corporate, directly or indirectly, holds more than 10 percent of the outstanding equity shares of the Company, shall not be eligible to participate in the JFGEBS.
- 5.4 To be eligible under the Scheme, a Nominee Director will be required to fulfill the conditions provided for in 2021 Regulations.

6. Administration

- 6.1 Subject to Applicable Laws, the Scheme shall be administered by the NRC Committee, which may delegate its duties and powers in whole or in part as it determines. The NRC Committee has delegated the implementation and administration of the Scheme to the JFL Employees Welfare Trust ("**Trust**") which is governed by the Amended and Restated Deed of Private Trust dated November 5, 2016 (as amended from time to time) and already administers certain share-based employee benefit schemes of the Company (being JFL Employees Stock Option Scheme 2011 and JFL Employees Stock Option Scheme 2016). The NRC Committee is authorised to interpret the Scheme, to establish, amend and rescind any rules and regulations relating to the Scheme in accordance with Applicable Law and to make any other determinations that it deems necessary or desirable for the administration and implementation of the Scheme. The NRC Committee may correct any defect, omission or reconcile any inconsistency in the Scheme in the manner and to the extent the NRC Committee deems necessary or desirable. Any decision of the NRC Committee in the interpretation and administration of the Scheme, as described herein, shall lie within its sole and absolute discretion and shall be final, conclusive and binding on all parties concerned (including, but not limited to, Beneficiaries or successors). The NRC Committee shall in accordance with this Scheme and Applicable Laws, determine the detailed terms and conditions of the Scheme and shall *inter-alia*, in its absolute discretion, do the following:-
- a) Formulate detailed terms and conditions which shall include provisions specified by SEBI in this regard. Adopt rules, regulations and policies for implementing the Scheme and amending, altering, modifying or rescinding the same from time to time. All Employees participating in the Scheme shall automatically be bound by such rules, regulations and policies adopted and/or amended by the NRC Committee;
 - b) Supervise the Trust(s), if any, and resolve any issue that arises in the administration of the Scheme through the Trust(s), if any, and to direct the trustee(s) as and when required for smooth and proper administration of the Scheme, as per the Applicable Laws; and
 - c) Perform such other functions and duties as shall be required under the Applicable Laws.

- 6.2 Neither the Company nor the NRC Committee nor any official(s) of the Company or the Trustee/Trust(s) shall be liable for any action or determination made in good faith with respect to the Scheme or any benefit given thereunder.

7. Appraisal process

The appraisal process for determining the eligibility of employees for the Scheme shall be determined by the NRC Committee.

8. Funding of JFGEBS

The Trust will not acquire any shares for the purpose of JFGEBS. The Trust will use the funds it currently has and will have in the future from various sources, including without limitation, funds arising out of sale of shares which were lying unappropriated from the ESOP Schemes, share application money received from employees for exercise of ESOPs in terms of the ESOP Schemes of the Company and the dividend income on the shares of the Company held by the Trust. These funds would be applied towards JFGEBS. The Trust may also obtain loan from the Company for JFGEBS, subject to compliance with applicable regulations.

9. The quantum of benefits

- a) The maximum amount to be utilized by the Trust/NRC Committee for the purpose of sponsoring the benefits under the JFGEBS shall be INR 100 crores in aggregate.
- b) The maximum amount of benefits to be provided to one employee shall be decided by the NRC Committee.
- c) The amounts to be apportioned to each kind of employee welfare benefit would be determined by the NRC Committee.

10. Conditions to be entitled to benefits

The selection of eligible employees or class of eligible employees, as the case may be, shall be made by the NRC Committee.

11. Conditions under which benefits may lapse

Subject to the provisions of JFGEBS, the conditions (including, without limitation, in the event of termination of employment) under which the benefits may lapse shall be determined by the NRC Committee from time to time.

12. Employees on long leave

Duly approved long leave of the employees would not have any effect on their entitlement to benefits under JFGEBS as applicable to the concerned employees.

13. Process for availing benefits

The NRC Committee shall determine the procedure (including vesting requirements, if any) through which eligible employees may avail the benefits granted in terms of JFGEBS from time to time.

14. Non transferability of benefits

The benefits granted to an employee under the JFGEBS shall not be transferable. Further the benefit granted to an employee cannot be assigned, alienated, pledged, attached, hypothecated, sold or otherwise transferred or encumbered by the Beneficiary otherwise than by will or by the laws of inheritance, to the extent permitted under the Applicable Laws and any purported assignment, alienation, pledge, attachment, sale, transfer or encumbrance not permitted herein shall be void and unenforceable against the Company.

15. Adjustment in case of corporate action

The NRC Committee shall make a fair and reasonable adjustment to the entitlement of benefits provided to the employees hereunder in case of corporate actions such as rights issues, bonus issues, merger, sale of division and others.

16. Governing Law

The JFGEBS shall be governed by and construed in accordance with the laws of India.

17. Disclosure and accounting policies

The Company shall comply with the applicable accounting policies and disclosure policies prescribed under the 2021 Regulations.

18. Dispute Resolution

In case of any dispute arising from the implementation of or interpretation of the JFGEBS, the same shall be subject to the exclusive jurisdiction of the courts at New Delhi, India.

19. Modification

The Company may vary the terms of the JFGEBS in accordance with the applicable law (including 2021 Regulations, as amended from time to time).

Provided that no variation, alteration, amendment to the Scheme can be made if it is detrimental to the interest of the beneficiaries.

20. Term of the Scheme

- a) JFGEBS shall continue in effect unless terminated by the Company in accordance with applicable law.
- b) Any such termination of JFGEBS shall not affect benefits already granted and such benefits shall remain in effect as if JFGEBS had not been terminated unless mutually agreed otherwise between the employees that have been granted the benefit and the NRC Committee/ the Company.

21. Confidentiality

The Participant shall not divulge the details of benefits received under JFGEBS to any person except with the prior written permission of the NRC Committee unless so required to do under any applicable law.

Schedule 1 – Illustrative list of benefits covered under JFGEBS

Sr. No.	Benefit	Description
1	Healthcare	The Company provides support to an employee towards healthcare benefits, hospital care or benefits in the event of sickness, accident, disability, death. This would also include any benefits towards prevention of any sickness or disease including assessment of employees by Doctors
2	Rewards & Recognition	The Company has a robust Rewards & Recognition program meant to strengthen the culture of recognizing and rewarding contributions and achievement by the employees including organizing FIDA/Events for employees
3	Employee Engagement & Training for skill enhancement	The Company organize various training to enhance skills of employees including functional and behavioral trainings. Company's employee engagement include various activities and initiatives which the Company undertake round the year
4	Employee Benevolence Fund	To help the dependent family in case of an unfortunate death of Team member (and equivalent grade employees)
5	Education Support	Education expenses for children of employees in lower and middle level to promote a quality education system
6	Higher Education Support	The Company provides support to an employee who wants to pursue higher education during the course of employment
7	Family Get Together	The Company organize family get together / cultural programs for the employees and their family
8	Gifts to Employees	Jubilant as the name suggests believes in celebrating together and our successes & festivals are celebrated together. These celebrations are organized at each office/store/restaurant/ commissary/other establishments of the Company. The Company provides gifts on the occasion of festivals/other occasions and events including business partner meet
9	Long Term Service Awards	These awards are meant to recognize an employee's long term association and sustained contribution to the company. These awards are provided to employees who completed certain years of service (e.g. 10, 15, 20 & 25 years) of service with the Company
10	Chairmen Awards	To recognize an employee or the team for their exemplary performance during the year

Sr. No.	Benefit	Description
11	Transport Facility	The Commissary provides subsidized transport facility to its employees to ensure their comfort while coming for the duty.
12	Incentive	Incentive Plan to retain its key and critical talent
13	Miscellaneous	Any other benefit approved by the Company or NRC Committee which is within the objects of the Trust/Scheme.