



## JUBILANT FOODWORKS LIMITED

CIN No.: L74899UP1995PLC043677

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

**Corporate Office:** 15<sup>th</sup> Floor, Tower E, Skymark One, Plot No. H-10/A, Sector - 98,

Noida - 201301, Uttar Pradesh; Phone: +91-120-6927500/+91-120-6935400

**Website:** [www.jubilantfoodworks.com](http://www.jubilantfoodworks.com), **E-mail:** [investor@jublfood.com](mailto:investor@jublfood.com)

### Notice of Annual General Meeting

**NOTICE** is hereby given that the Thirtieth (30<sup>th</sup>) Annual General Meeting ('AGM') of the members of **JUBILANT FOODWORKS LIMITED** ('Company') will be held on Thursday, August 28, 2025 at 11.00 a.m. (IST) through Video Conferencing/Other Audio Visual Means ('VC/OAVM'), to transact the following business(es):

#### ORDINARY BUSINESS(ES):

- To receive, consider and adopt:
  - the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2025 together with the Reports of the Board of Directors and Auditors thereon; and
  - the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2025 together with the Report of the Auditors thereon.
- To declare a dividend on equity shares for the financial year ended March 31, 2025.
- 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:

- To appoint Secretarial Auditors of the Company and approve their remuneration.

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

**"RESOLVED THAT** pursuant to the provisions of Section 204 and other applicable provisions if any, of the Companies Act, 2013, read with rules made thereunder and Regulation 24A and other applicable provisions, if any, of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and relevant circulars issued by SEBI (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and other applicable laws, and on the recommendation of the Audit Committee and Board of Directors of the Company, M/s. Chandrasekaran Associates, Peer Reviewed Firm of Company Secretaries in Practice (Firm Registration Number P1988DE002500) be and are hereby appointed as Secretarial Auditors of the Company for a term of five consecutive years commencing from financial year 2025-26 to financial year 2029-30, on such remuneration, as may be mutually agreed between the Board of Directors of the Company (hereinafter referred to as 'the Board' which term shall be deemed to

include Committee thereof authorized for the purpose) and the Secretarial Auditors.

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

#### NOTES:

- The Ministry of Corporate Affairs ('MCA'), vide its General Circular No. 20/2020 dated May 5, 2020 read with subsequent General circulars issued from time to time, the latest one being General Circular No. 09/2024 dated September 19, 2024 ('MCA Circulars'), permitted holding of Annual General Meeting through VC/OAVM facility and dispensed physical presence of the members at the meeting. In compliance with the provisions of the Companies Act, 2013 ('Act'), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), and MCA Circulars, the 30<sup>th</sup> Annual General Meeting ('AGM') of the Members of the Company is being held through VC/OAVM facility. The detailed procedure for remote e-voting and participating through VC/OAVM facility is mentioned in Note Nos. 18, 20 & 21. The Registered Office of the Company shall be deemed to be the venue for AGM. In compliance with the MCA Circulars, items of special business as mentioned in this Notice are considered unavoidable and forms part of this Notice.
- As the AGM will be conducted through VC/OAVM, the facility for appointment of proxy by the Members is not available for this AGM and hence, the proxy form is not attached to this Notice. Further, as the meeting will be conducted through VC/OAVM, the attendance slip and route map is not annexed to this Notice.
- The Explanatory Statement, pursuant to Section 102 of the Act read with Regulation 17(11) of Listing Regulations, setting out material facts and rationale in respect of Item No. 4 of the Notice is annexed hereto. Further, the relevant details, pursuant to Regulation 36(3) of the Listing Regulations and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India ('SS-2') respectively, in respect of Director seeking appointment at the AGM is also annexed and marked as Annexure-A.
- 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 attending the AGM, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company as on Thursday, August 21, 2025 (cut-off date) will be entitled to vote during the AGM.

6. **Dividend for FY 2024-25:** The Board of Directors of the Company at its meeting held on May 14, 2025 recommended a dividend of ₹ 1.2/- (i.e. 60%) per equity share of ₹ 2/- each for FY 2024-25 subject to approval of members at the AGM. The dividend, if approved at the AGM, will be paid/dispatched subject to tax deducted at source (TDS) within 30 days from the date of AGM to those member(s) or their mandates:

- a) whose names appear as Beneficial Owners at the end of business hours on, Friday, July 18, 2025 in the lists of Beneficial Owners furnished by National Securities Depository Limited and Central Depository Services (India) Limited in respect of the shares held in electronic form;
- b) whose names appear as Member(s) in the Register of Members of the Company as on Friday, July 18, 2025.

SEBI vide Master Circular No. SEBI/HO/MIRSD/MIRSD-PoD/P/CIR/2025/91 dated June 23, 2025 mandated the shareholders holding shares in physical form to furnish PAN Card, KYC details, Bank account details, Choice of Nomination and specimen signature for their corresponding folio to the Company/RTA. Further, any dividend payments in respect of such folios which do not have PAN or Choice of Nomination or Contact Details or Mobile Number or Bank Account Details or Specimen Signature updated, will be made through electronic mode only with effect from April 01, 2024, upon furnishing of all the aforesaid details. In absence of these details, the payment of dividend amount cannot be processed.

7. **Tax Deducted at Source ('TDS') on Dividend:** Pursuant to the relevant provisions of Income Tax Act, 1961 as amended by Finance Act, 2020 ('IT Act'), dividend income is taxable in the hands of shareholders and the Company is required to deduct tax at source from dividend paid to shareholders at the prescribed rates under the IT Act. The shareholders are requested to complete and/or update their Residential Status, Permanent Account Number ('PAN'), Category as per the IT Act with their Depository Participant(s) in case shares are held in demat form and in case shares are held in physical form, with the Company by sending email at [investor@jubilfood.com](mailto:investor@jubilfood.com).

**A resident individual shareholder holding** a valid PAN having dividend income exceeding ₹ 10,000 from the Company and who is not liable to pay income tax can submit a duly signed declaration in Form No. 15G/15H, to avail the benefit of non-deduction of tax at source by uploading the documents through MUFG Intime Portal <https://web.in.mpms.mufg.com/formsreg/submission-of-form-15g-15h.html> on or before Thursday, August 07, 2025. Shareholders are requested to note that in case their PAN is not valid / inoperative, the tax will be deducted at a higher rate of 20%.

**For resident shareholders (other than individual)** holding a valid PAN and not subject to withholding tax under Section 194 of the IT Act, can submit duly signed declaration along with other documents as sought separately to avail the benefit of

non-deduction of tax at source by uploading the documents through MUFG Intime Portal <https://web.in.mpms.mufg.com/formsreg/submission-of-form-15g-15h.html> on or before Thursday, August 07, 2025. Shareholders are requested to note that in case their PAN is not valid / inoperative, the tax will be deducted at a higher rate of 20%.

For a Non-resident shareholder [including Foreign Portfolio Investors ('FPI')], applicable withholding tax rate is either 20% as per the IT Act or the tax rate as specified in the tax treaty, whichever being more beneficial to the Non-resident shareholder. Further, Non-resident shareholders can avail the beneficial rates under tax treaty between India and their country of residence, subject to providing necessary documents i.e. Tax Residency Certificate, Electronically Form 10F, Beneficial Ownership declaration, No Permanent Establishment declaration and any other document which may be required to avail the tax treaty benefits by uploading the documents through above mentioned MUFG Intime Portal. The aforesaid forms, declarations and documents need to be submitted by the shareholders on or before Thursday, August 07, 2025. Further details in this regard are available on the website of the Company at <https://www.jubilantfoodworks.com/investors/shareholder-information/dividend>.

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

Accordingly, Members are requested to contact the Company's Registrar and Transfer Agent ('RTA'), MUFG Intime India Pvt. Ltd., (Formerly known as 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@in.mpms.mufg.com](mailto:delhi@in.mpms.mufg.com) and submit required documents to claim the unpaid/unclaimed dividend.

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

9. Regulation 40 of the Listing Regulations, as amended, mandates that transfer, transmission and transposition of securities held in physical form shall be effected only in demat mode. Further SEBI vide Master Circular No. SEBI/HO/MIRSD/



MIRSD-PoD/P/CIR/2025/91 dated June 23, 2025 mandated the listed companies to issue securities in dematerialized form only while processing service requests viz. issue of duplicate securities certificate, claim from unclaimed suspense account, renewal/exchange of securities certificate, endorsement, sub-division/splitting of securities certificate, consolidation of securities certificates/folios, transmission and transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR-4 available on the Company's website <https://www.jubilantfoodworks.com/investors-shareholder-information-investor-forms>. Members can contact the Company or RTA, for any assistance in this regard. Please note that any service request can be processed only after the folio is KYC compliant.

10. SEBI vide Circular no. SEBI/HO/MIRSD/MIRSD-PoD/P/CIR/2025/91 dated June 23, 2025 advised RTAs of Company to set up a user-friendly online mechanism or portal for service requests/complaints. Pursuant to said circular, the Company's RTA launched an Investor Self-Service Portal, designed exclusively for the Investors named 'SWAYAM' <https://swayam.in.mpms.mufg.com/>. 'SWAYAM' is a secure, user-friendly web-based application, developed by the Company's RTA, that empowers shareholders to effortlessly access various services. Shareholders may register on the aforesaid portal to avail the services.
11. SEBI vide Circular Nos. SEBI/HO/OIAE/OIAE\_IAD-1/P/CIR/2023/131 dated July 31, 2023, and SEBI/HO/OIAE/OIAE\_IAD-1/P/CIR/2023/135 dated August 04, 2023, read with Master circular no. SEBI/HO/OIAE/OIAE\_IAD-3/P/CIR/2023/195 dated July 31, 2023 (updated as on August 4, 2023 and December 20, 2023) as amended, has established a common Online Dispute Resolution Portal ("ODR Portal") for resolution of disputes arising in the Indian Securities Market. Pursuant to above circulars, post exhausting the option to resolve their grievances with the RTA/ Company directly and through existing SCORES platform, the investors can initiate dispute resolution through the ODR Portal <https://smartodr.in/login> and the same can also be accessed through the Company's website at <https://www.jubilantfoodworks.com/investors/investors-contact/investor-grievances>.
12. As per the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. If a Member desires to opt out or cancel the earlier nomination and record a fresh nomination, the same can be done by submitting Form ISR-3 or SH-14 as the case may be. The said forms can be downloaded from the Company's website <https://www.jubilantfoodworks.com/investors-shareholder-information-investor-forms>. Members are requested to submit the said details to their DP in case the shares are held by them in dematerialized form and to RTA in case the shares are held in physical form.
13. Members may access the scanned copy of (i) the Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act; (ii) the Register of Contracts or Arrangements in which Directors are interested under Section 189 of the Act; (iii) Certificate from the Secretarial Auditors of the Company certifying that the ESOP Schemes and General Benefit Scheme of the Company has

been implemented in accordance with the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; or (iv) any other documents as may be required electronically during the AGM. All other documents referred to in the Notice and Explanatory Statement may also be inspected electronically on all working days during normal business hours without any fee by the members by writing an email to the Company Secretary at [investor@jublfood.com](mailto:investor@jublfood.com).

14. In compliance with the MCA Circulars and SEBI circular no. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 and subsequent circulars issued from time to time, the latest one being SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 3, 2024, the Notice of the 30<sup>th</sup> AGM along with Integrated Annual Report for FY 2024-25 is being sent through electronic mode to only those Members whose email IDs are registered with the Company/ Depository Participant. Notice of the 30<sup>th</sup> AGM and the Integrated Annual Report for FY 2024-25 will also be available on the Company's website at [www.jubilantfoodworks.com](http://www.jubilantfoodworks.com), websites of the Stock Exchanges i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com) and National Stock Exchange of India Limited at [www.nseindia.com](http://www.nseindia.com) and on the website of National Securities Depository Limited at [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

Additionally, in accordance with Regulation 36(1)(b) of the Listing Regulations, a letter providing the web-link of the Integrated Annual Report for FY 2024-25, will be sent to those member(s) who have not registered their e-mail id with the Company/Depository Participant/RTA.

The Company will also be publishing an advertisement in newspapers containing the details about the AGM i.e., date and time of AGM, details for e-voting, availability of notice of AGM at the Company's website, manner of registering the email IDs of those shareholders who have not registered their email addresses, manner of providing mandate for dividends and other matters as may be required.

15. In compliance with provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, SS-2 and Regulation 44 of the Listing Regulations, as amended, read with MCA Circulars, the Members are provided with the facility to cast their vote electronically, through the remote e-Voting facility (prior to AGM) and e-Voting facility (during the AGM), on all the resolutions set forth in this Notice. The facility of casting votes will be provided by National Securities Depository Limited (NSDL).
16. The voting rights of member(s) for remote e-Voting and for e-Voting at AGM shall be in proportion to their shares in the paid up equity share capital of the Company as on the cut-off date i.e. Thursday, August 21, 2025. A person whose name is recorded in the Register of Members or in the register of beneficial owners maintained by the depositories as on the cut-off date, i.e. Thursday, August 21, 2025 only shall be entitled to vote through remote e-Voting/e-Voting at the AGM. Any person who is not a member as on the cut-off date should treat this notice for information purpose only.
17. The Members can opt for only one mode of voting i.e. remote e-Voting or e-Voting at the AGM. In case of voting by both the modes, vote cast through remote e-Voting will be considered final and e-Voting at the AGM will not be considered.

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

- a. The remote e-Voting period begins on Monday, August 25, 2025 at 9:00 A.M. (IST) and ends on Wednesday, August 27, 2025 at 05:00 P.M.(IST). The remote e-Voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members/Beneficial Owners as on the record date (cut-off date) i.e. Thursday, August 21, 2025 may cast their vote electronically. The voting rights of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Thursday, August 21, 2025.
- b. The details of the process and manner for remote e-Voting are explained herein below:

Step 1: Access to NSDL e-Voting system





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

### Step 1: Access to NSDL e-Voting system

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

In terms of SEBI circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are 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.	<ol style="list-style-type: none"> <li>For OTP based login you can click on <a href="https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp">https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp</a>. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> 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 &amp; voting during the meeting.</li> <li>Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “<b>Beneficial Owner</b>” icon under “<b>Login</b>” which is available under ‘<b>IDeAS</b>’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “<b>Access to e-Voting</b>” under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “<b>Register Online for IDeAS Portal</b>” or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> 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 &amp; voting during the meeting.</li> <li>Shareholders/Members can also download NSDL Mobile App “<b>NSDL Speede</b>” facility by scanning the QR code mentioned below for seamless voting experience</li> </ol> <div style="text-align: center;"> <p><b>NSDL Mobile App is available on</b></p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: space-around; align-items: center; margin-top: 10px;">   </div> </div>





Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with CDSL	<p>(i) Users who have opted for CDSL Easi/Easiest facility, they can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users who login to Easi/Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then use your existing my easi username &amp; password.</p> <p>(ii) After successful login the Easi/ Easiest user will be able to see the e-Voting option for eligible companies where the e-Voting is in progress as per the information provided by the Company. On clicking the e-Voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</p> <p>(iii) If the user is not registered for Easi/Easiest, option to register is available at <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</p> <p>(iv) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN from the e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email id as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
Individual Shareholders (holding securities in demat mode) login through their depository participants	<p>(i) You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility.</p> <p>(ii) Once logged-in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL website after successful authentication, wherein you can see e-Voting feature.</p> <p>(iii) Click on options available against Company name or <b>e-Voting service provider i.e. NSDL</b> 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 &amp; e-Voting during the meeting</p>

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

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.**

Login type	Helpdesk details
Securities held with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> or call at +91 22-4886 7000
Securities held with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800-21-09911

**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 clicking the following URL: <https://www.evotingnsdl.com/> either on a Personal Computer or on a mobile.
2. Once the homepage 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 e-services 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 123456 then user ID is 123456001***.

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 by NSDL. 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 in your mailbox from [evoting@nsdl.com](mailto:evoting@nsdl.com). 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](http://www.evoting.nsdl.com).
- b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://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.com](mailto:evoting@nsdl.com) mentioning your demat account number/folio number, your PAN, your name and your registered address.

- d) Members can also use the OTP (One Time Password) 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 and you will receive a confirmation by way of a SMS on your registered mobile number.
- (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 (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPEG Format) of the relevant Board 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 [rsbhatia@nsdl.com](mailto:rsbhatia@nsdl.com) with a copy marked to [evoting@nsdl.com](mailto:evoting@nsdl.com). Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) 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](http://www.evoting.nsdl.com) to reset the password.
- (iii) In case of any queries related to e-Voting, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-Voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on: +91-22 - 4886 7000 or send a request to Pallavi Mhatre, Senior Manager, NSDL at [evoting@nsdl.com](mailto:evoting@nsdl.com)
- (iv) Members may send a request to [evoting@nsdl.com](mailto:evoting@nsdl.com) for procuring User ID and password for e-Voting by providing demat account number/Folio number, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), Aadhaar (self-attested scanned copy of Aadhaar Card). If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained above. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to [investor@jublfood.com](mailto:investor@jublfood.com). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode. Alternatively shareholder/members may send a request to [evoting@nsdl.com](mailto:evoting@nsdl.com) for procuring user id and password for e-voting by providing above mentioned documents.

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

- (i) In case shares are held in physical mode, please provide 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) by email to [investor@jublfood.com](mailto:investor@jublfood.com).

- (ii) In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to [investor@jublfood.com](mailto:investor@jublfood.com). Alternatively, if you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) of Note 18 i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.
- (iii) Alternatively, shareholder/members may send a request to [evoting@nsdl.com](mailto:evoting@nsdl.com) for procuring user id and password for e-Voting by providing above mentioned documents.
- (iv) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their Mobile number and Email ID correctly in their demat account in order to access e-Voting facility.

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

- (i) The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-Voting.
- (ii) Only those Members/shareholders, who will be present in the AGM through VC/OAVM facility and have not cast their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
- (iii) Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
- (iv) The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-Voting.

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

- (i) Member will be 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" 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. Further members can also use the OTP based login for logging into the e-Voting system of NSDL.

For OTP based login you can click on <https://eservices.nsd.com/SecureWeb/evoting/evotinglogin.jsp>. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on 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 & voting during the meeting.

- (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) Members who would like to express their views/or ask questions during the AGM may register themselves as a speaker by sending the request along with their queries in advance from their registered email id mentioning their name, demat account number/folio number, email id, mobile number at [investor@jublfood.com](mailto:investor@jublfood.com) from Saturday, August 16, 2025 to Thursday, August 21, 2025. 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](mailto:investor@jublfood.com). These queries will be replied by the Company suitably by email.

- 22. The Board of Directors of the Company have appointed Mr. Rupinder Singh Bhatia, Practicing Company Secretary (Membership No. 2599), as the 'Scrutinizer' to scrutinize the process for remote e-Voting and e-Voting at the AGM in a fair and transparent manner.
- 23. The Scrutinizer shall, after the conclusion of voting at the AGM, scrutinize the votes cast through e-Voting at the AGM and votes cast through remote e-Voting, make a consolidated Scrutinizer's Report and submit the same to the Chairman or to a person authorized by the Chairman in writing who shall countersign the same. The Results shall be declared within stipulated time under applicable laws and the same, along with the consolidated Scrutinizer's Report, shall be placed on the website of the Company ([www.jubilantfoodworks.com](http://www.jubilantfoodworks.com)), NSDL ([www.evoting.nsd.com](http://www.evoting.nsd.com)) and shall also be communicated to BSE Limited and National Stock Exchange of India Limited.
- 24. The recorded transcript of the AGM shall be placed on the Company's website <https://www.jubilantfoodworks.com/investors-governance-shareholder-meetings> as soon as possible after conclusion of AGM.
- 25. Subject to receipt of requisite number of votes, the resolution(s) forming part of notice of AGM shall be deemed to be passed on the date of the AGM i.e. August 28, 2025.
- 26. To support the 'Green Initiative', Members who have not yet registered their email addresses are requested to register the same with their DPs in case the shares are held by them in electronic form and with the Company in case the shares are held by them in physical form.

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

Sd/-

**Mona Aggarwal**

Company Secretary

Date: July 25, 2025

Place: Noida





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

## Item No. 4

Pursuant to the provisions of section 204 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), read with rules made thereunder and in terms of the amended provisions of Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') vide SEBI Notification dated December 12, 2024, a Company is required, inter alia, to undertake Secretarial Audit by a Secretarial Auditor who shall be a peer reviewed firm of Company Secretary(ies) in practice, to conduct the Secretarial Audit for not more than two terms of 5 (five) consecutive years each. Accordingly, the Board of Directors of the Company at their meeting held on May 14, 2025, based on the recommendation of the Audit Committee, approved the appointment of M/s. Chandrasekaran Associates (CACS), Peer Reviewed Firm of Company Secretaries in Practice (Firm Registration Number: P1988DE002500) as the Secretarial Auditor of the Company subject to approval of shareholders of the Company on the following terms and conditions:

- a. Term of appointment: Five consecutive years commencing from financial year 2025-26 to financial year 2029-30.
- b. Proposed Fees: Rs. 4,50,000/- (Rupees Four Lakh Fifty Thousand only) plus applicable taxes and reimbursement of out-of-pocket expenses in connection with the secretarial audit for FY 2026 and for subsequent year(s) of their term, such fees as may be mutually agreed between the Board of Directors and CACS. The proposed fees is based on knowledge, expertise, industry experience, competency of the audit team, efficiency in conduct of audit, time and efforts required to be put in by them, which is in line with the industry benchmark. In addition to the secretarial audit, CACS shall provide such other services in the nature of certifications and other professional work, as approved by the Board of Directors. The relevant fees will be determined by the Board, as recommended by the Audit Committee in consultation with the Secretarial Auditors.
- c. Basis of recommendations: The recommendations are based on the fulfilment of the eligibility criteria & qualification prescribed under the Act & Rules made thereunder and Listing Regulations with regard to the full time partners, secretarial audit, experience of the firm, capability, independent assessment, audit experience and also based on the evaluation of the quality of audit work done by them in the past.
- d. Credentials: M/s. Chandrasekaran Associates (Firm Registration Number: P1988DE002500) ('Secretarial Audit Firm'), established in the year 1988, is a reputed firm of Company Secretaries in Practice specializing in Secretarial Audit, Due Diligence, Assurance Audit, Corporate Compliance Management, Representation services and Transaction Advisory Services to the Corporate world on various matters. The firm provides consultancy and Secretarial Audit to reputed multinational companies, listed companies and large corporate houses in various sectors such as Information Technology, Telecom, Manufacturing, Real Estate, Insurance, Fast Moving Consumer Goods, Hotel, Travel, Food etc. The

firm is registered with the Institute of Company Secretaries of India and has an experience of more than 35 years in providing various corporate law services. The Firm also holds a valid Peer Review Certificate.

CACS have given their consent to act as Secretarial Auditor of the Company and have also confirmed that their aforesaid appointment, if made, would be within the prescribed limits under the Act & Rules made thereunder and Listing Regulations. They have also confirmed that they are not disqualified to be appointed as Secretarial Auditor in terms of provisions of the Act & Rules made thereunder and Listing Regulations.

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

# Annexure-A

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

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

Mr. Shyam S. Bhartia, aged 72 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 43 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, 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 is also a member of Governors for Chemistry and Advanced Materials of the World Economic Forum and 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. CHEMEXCIL conferred Lifetime Achievement Award to him. 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 ten equity shares of the Company as on March 31, 2025. His re-appointment shall be as per Company's Appointment and Remuneration Policy. Name(s) of the listed companies in which he holds directorship are given in the Corporate Governance Report forming part of the Annual Report.

During the financial year ended March 31, 2025, Mr. Shyam S. Bhartia attended seven (7) meetings of Board of Directors of the Company. He received Rs. 1.5 million as remuneration during FY 2024-25.

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 to any other Director or Key Managerial Personnel of the Company.

### Directorship in Companies/Bodies Corporates as on March 31, 2025:

<ul style="list-style-type: none"> <li>Jubilant FoodWorks Limited*</li> <li>Jubilant Pharmova Limited*</li> <li>Jubilant Ingrevia Limited*</li> <li>Chambal Fertilisers and Chemicals Limited*</li> <li>Jubilant Bhartia Foundation</li> <li>Jubilant Capital Private Limited</li> <li>SPB Trustee Company Private Limited</li> <li>SSP Trustee Company Private Limited</li> <li>SS Trustee Company Private Limited</li> <li>SBS Trustee Company Private Limited</li> <li>SSBSB Realty Trustee Company Private Limited</li> <li>SBSSB Realty Trustee Company Private Limited</li> <li>Jubilant Enpro Private Limited</li> </ul>	<ul style="list-style-type: none"> <li>SPB Management Advisors LLP</li> <li>SSBSB Advisors LLP</li> <li>SBSSB Advisors LLP</li> <li>SSBPB Advisors LLP</li> <li>Jubilant Pharma Limited, Singapore</li> <li>TrialStat Solutions Inc.</li> <li>Jubilant Discovery Services LLC</li> <li>Jubilant Innovation (USA) Inc.</li> <li>Jubilant Life Sciences International Pte Limited</li> <li>Drug Discovery and Development Solutions Limited</li> <li>Jubilant Pharma UK Limited</li> <li>Jubilant Biosys Innovative Research Services Pte Limited</li> <li>Summit Sky Limited</li> <li>Sun Field Limited</li> </ul>
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\*denotes listed company



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

**Details of Chairmanship/Membership of Committees of Indian Listed Public Companies as on March 31, 2025 are given below:**

S. No.	Name of Company	Name of Committee	Chairperson/Member
1	Jubilant FoodWorks Limited	Nomination, Remuneration and Compensation Committee	Member
		Investment Committee	Chairperson
		Regulatory & Finance Committee	Chairperson
2	Jubilant Pharmova Limited	Nomination, Remuneration and Compensation Committee	Member
		Reorganization Committee	Chairperson
		Fund Raising Committee	Chairperson
		Capital Issue Committee	Chairperson
		Finance Committee	Chairperson
3	Jubilant Ingrevia Limited	Nomination, Remuneration and Compensation Committee	Member
		Finance Committee	Chairperson
4	Chambal Fertilizers and Chemicals Limited	Banking and Finance Committee	Chairperson
		Strategy Committee	Chairperson

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

Date: July 25, 2025  
Place: Noida

**Sd/-**  
**Mona Aggarwal**  
Company Secretary