

JFL/NSE-BSE/2021-22/69

October 27, 2021

The Manager
Department of Corporate Services
BSE Ltd.
25th Floor, P.J Towers,
Dalal Street, Mumbai-400001

The Manager
Listing Department
National Stock Exchange of India Limited
Exchange Plaza, Bandra Kurla Complex,
Bandra (E), Mumbai- 400051

Scrip Code: 533155

Symbol: JUBLFOOD

Sub:-Disclosure under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Re:- Acquisition of 35% stake in Hashtag Loyalty Private Limited

Dear Sir/Madam,

In terms of Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('**Listing Regulations**'), we wish to inform that Jubilant Foodworks Limited ("Company") has entered into Share Subscription Agreement, Shareholders' Agreement and Share Purchase Agreement dated October 27, 2021 to acquire 35% stake in Hashtag Loyalty Private Limited.

This investment reflects the Company's intent of making strategic investments in promising start-ups and emerging businesses and is in line with the stated goal of building a multi-brand and multi-country food business powered by technology.

In this regard, pursuant to provisions of Regulation 30 read with Schedule III of the Listing Regulations, please find attached herewith details of proposed acquisition by the Company in the prescribed format.

This is for your information and records.

Thanking you,
For **Jubilant FoodWorks Limited**

Mona Aggarwal
Company Secretary and Compliance Officer
Investor E-mail Id: investor@jublfood.com
Encl:A/a

A Jubilant Bhartia Company

Jubilant FoodWorks Limited
Corporate Office:
5th Floor, Tower-D, Plot No. 5,
Logix Techno Park, Sector-127,
Noida - 201 304, U.P., India
Tel : +91 120 4090500
Fax: +91 120 4090599

Registered Office:
Plot No. 1A, Sector 16-A,
Noida - 201 301, U.P., India
Tel : +91 120 4090500
Fax: +91 120 4090599
CIN No.: L74899UP1995PLC043677
Email: contact@jublfood.com

Disclosure under Regulation 30 of Listing Regulations is as under:-

S No.	Particulars	Details
1	Name of the target entity, details in brief such as size, turnover etc.	Hashtag Loyalty Private Limited (HLPL) is engaged in the business of providing a platform which allows brands their own online ordering systems to accept direct orders from customers and provides an enterprise-grade omnichannel customer engagement & marketing automation platform. Total Revenue of HLPL in FY 2020 - Rs 1.13 crores
2	Whether the acquisition would fall within related party transaction(s) and whether the promoter/promoter group/ group companies have any interest in the entity being acquired? If yes, nature of interest and details thereof and whether the same is done at "arms length".	Not a related party transaction. The Promoter/Promoter Group/Group Companies do not have any interest in HLPL.
3	Industry to which the entity being acquired belongs	Enterprise Tech in the Food Sector
4	Objects and effects of acquisition (including but not limited to, disclosure of reasons for acquisition of target entity, if its business is outside the main line of business of the listed entity)	This investment reflects the Company's intent of making strategic investments in promising start-ups and emerging businesses and is in line with the stated goal of building a multi-brand and multi-country food business powered by technology
5	Brief details of any governmental or regulatory approvals required for the acquisition	N.A.
6	Indicative time period for completion of the acquisition	Within 60 days from execution of Share Subscription Agreement and Share Purchase Agreement
7	Nature of consideration - whether cash consideration or share swap and details of the same	All cash consideration

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8	Cost of acquisition or the price at which the shares are acquired	Approx. INR 24.75 crores for acquiring 35% stake in HLPL
9	Percentage of shareholding / control acquired and / or number of shares acquired	<p>The Company will acquire 25% stake in HLPL by subscribing the following securities at a premium:</p> <p>a) 3,076 Compulsorily Convertible Series A Preference Shares (Series A CCPS) of face value of Rs. 100 each;</p> <p>The Company will also acquire 10% equity stake (fully diluted basis) from existing shareholders of HLPL through purchase of the following securities at a premium:</p> <p>a) 739 Compulsorily Convertible Seed Preference Shares (Seed CCPS) of face value of Rs. 10 each; and</p> <p>b) 491 equity shares of face value of Rs 10 each</p>
10	Brief background about the entity acquired in terms of products/line of business acquired, date of incorporation, history of last 3 years turnover, country in which the acquired entity has presence and any other significant information (in brief)	<p>HLPL is engaged in the business of providing a platform which allows brands their own online ordering systems to accept direct orders from customers and provides an enterprise-grade omnichannel customer engagement & marketing automation platform.</p> <p>Date of Incorporation: May 14, 2016</p> <p>History of last 3 years' Total Revenue:- FY 2017-18 - Rs. 0.43 crores FY 2018-19 - Rs. 0.84 crores FY 2019-20 - Rs. 1.13 crores</p>
11	Significant terms of the Agreement (in brief) special rights like right to appoint directors, first right to share subscription in case of issuance of shares, right to restrict any change in capital structure etc.	<p>Some of the terms of the Agreement are as follows:-</p> <p>(a) JFL shall have the right to nominate Two non-retiring Directors on the Board of HLPL and an observer to the Board.</p> <p>(b) The Agreement <i>inter-alia</i> also provides for certain rights in the nature of information rights, rights in respect of reserved matters, Exit rights, Pre-emptive rights, and the like as customary in similar transactions.</p>

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