



Jubilant FoodWorks Limited

CIN: 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, Uttar Pradesh, **Phone:** +91-120-4090500, **Fax:** +91-120-4090599

Website: www.jubilantfoodworks.com; **Email:** investor@jublfood.com

POSTAL BALLOT NOTICE

NOTICE is hereby given to the shareholders of Jubilant FoodWorks Limited (the “Company”) that pursuant to Sections 108, 110 of the Companies Act, 2013 (the “Act”) and Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 (“Rules”) read with General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021 and 20/2021 dated December 8, 2021 (collectively “MCA Circulars”), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “Listing Regulations”) and other applicable provisions of the Act, rules, regulations, circulars and notifications (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the resolution(s) appended below are proposed to be passed by the shareholders through postal ballot by remote e-Voting process (“e-Voting”). The statement pertaining to the said resolutions setting out the material facts and the reasons thereof is annexed herewith for your consideration. The Company has made arrangements for the shareholders to register their email Ids. Therefore, those shareholders who have not yet registered their email Ids are requested to register the same by following the procedure set out in the notes to this Notice of Postal Ballot (“Notice”).

In accordance with the MCA Circulars, the Company is pleased to offer e-Voting facility to all its shareholders to cast their votes electronically. Shareholders are requested to read the instructions in the notes to this Notice to cast their vote electronically. Shareholders are requested to cast their vote through the e-Voting not later than 5.00 p.m. IST on Sunday, the March 27, 2022, to be eligible for being considered, failing which it will be considered that no vote has been received from the relevant shareholder. The shareholders holding equity shares whether in dematerialised form or in physical form, shall be able to vote by way of e-Voting.

SPECIAL BUSINESS(ES):

Item No. 1: To consider and approve sub-division of equity shares of the Company:

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

“**RESOLVED THAT** pursuant to the provisions of Section 61(1)(d) and other applicable provisions, if any, of the Companies Act, 2013 read with relevant rules framed thereunder (“the Act”), applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (in each case, including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), in accordance with Article 65 of the Articles of Association of the Company and subject to receipt of such other approvals, consents, permissions and sanctions, as may be required from concerned statutory authorities or bodies or third parties and subject to such other conditions and

modifications as may be prescribed or imposed while granting such approvals, and on recommendation of the Board of Directors of the Company (hereinafter referred to as 'the Board', which expression shall include any Committee constituted/to be constituted by the Board thereof or any other person(s) as may be authorized by the Board in that behalf), consent of the shareholder(s) of the Company, be and is hereby accorded for sub-dividing/splitting the existing equity shares of the Company, such that each equity share having face value of Rs. 10/- (Rupees Ten only) fully paid-up, be sub-divided into five (5) equity shares having face value of Rs. 2/- (Rupees Two only) each, fully paid-up, ranking *pari-passu* with each other in all respects, with effect from such date as may be fixed by the Board as the Record Date ("Record Date").

RESOLVED FURTHER THAT, pursuant to the sub-division of equity shares of the Company, all the authorized equity shares of face value of Rs. 10/- (Rupees Ten only) each existing on the Record Date, shall stand sub-divided as follows:

Type of Capital	Pre sub-division			Post sub-division		
	No. of equity shares	Face Value (INR)	Total Share Capital (INR)	No. of equity shares	Face Value (INR)	Total Share Capital (INR)
Authorised Share Capital	15,00,00,000	10	150,00,00,000	75,00,00,000	2	150,00,00,000

RESOLVED FURTHER THAT pursuant to the sub-division of equity shares of the Company, all the Issued, Subscribed and Paid-up equity shares of face value of Rs. 10/- (Rupees Ten only) each fully paid-up existing on the Record Date, shall stand sub-divided as follows:

Type of Capital	Pre sub-division			Post sub-division		
	No. of equity shares	Face Value (INR)	Total Share Capital (INR)	No. of equity shares	Face Value (INR)	Total Share Capital (INR)
Issued, Subscribed and Paid-up Share Capital	13,19,69,040	10	131,96,90,400	65,98,45,200	2	131,96,90,400

RESOLVED FURTHER THAT, upon sub-division of equity shares as aforesaid, the existing share certificate(s) in relation to the existing equity shares of face value of Rs. 10/- (Rupees Ten only) each, fully paid up, held in physical form, shall be deemed to have been automatically cancelled and shall be of no effect on and from Record Date and no letter of allotment shall be issued to the allottees of the sub-divided equity shares having face value of Rs. 2/- (Rupees Two only) each, fully paid up, and the Company may, without requiring the shareholders to surrender the old/existing share certificate(s), issue and dispatch the new share certificate(s) in lieu thereof, with regard to the sub-divided equity shares in accordance with the provisions of the Companies (Share Capital and Debentures) Rules, 2014 (as amended), the Articles of Association of the Company and other applicable rules and regulations and, in case of the equity shares held in the dematerialized form, the number of sub-divided equity shares of the face value of Rs. 2/- (Rupees Two only) each, fully paid up, shall be credited to the respective beneficiary accounts of the shareholders maintained with their respective depository participants, *in lieu* of the existing credits representing the equity shares of the Company of face value of Rs. 10/- (Rupees Ten only) each on the Record Date.

RESOLVED FURTHER THAT, the Board be and is hereby authorized to make appropriate adjustments to ensure fair and reasonable adjustment to the entitlement of the participants under the JFL Employees Stock Option Scheme 2011 and JFL Employees Stock Option Scheme 2016, due to the sub-division of equity shares as aforesaid to the outstanding stock options (whether vested or unvested as on the Record Date) in accordance with the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 as amended from time to time.

RESOLVED FURTHER THAT, the Board be and is hereby authorized to do all such acts, deeds, matters and things, to give such directions as they may in their absolute discretion deem necessary, proper or desirable, to settle any question, difficulty that may arise with regard to the sub-division of the equity shares as aforesaid and to carry out/execute all matters in connection therewith and incidental thereto in order to give full effect to this resolution including delegate all or any of its powers herein conferred to any Committee of Directors and/or any person(s) without any further approval of the shareholders."

Item No. 2:- To consider and approve alteration of Capital Clause of the Memorandum of Association of the Company

To consider and, if thought fit, to give assent or dissent, to the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 13, 61 and other applicable provisions, if any, of the Companies Act, 2013 read with relevant rules framed thereunder ("the Act") (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the Articles of Association of the Company and on recommendation of the Board of Directors of the Company (hereinafter referred to as 'the Board', which expression shall include any Committee constituted/to be constituted by the Board thereof or any other person(s) as may be authorized by the Board in that behalf) and subject to such other applicable approval(s) and/ or sanction(s) of the statutory or regulatory authorities, as may be required in this regard, consent of the shareholder(s) of the Company be and is hereby accorded to delete the existing Clause V of the Memorandum of Association of the Company in entirety and substitute the same with the following new Clause V:

V. *The Authorized Share Capital of the Company is INR 150,00,00,000/- (Rupees One Hundred Fifty Crore only), divided into 75,00,00,000 (Seventy Five Crore only) equity shares of INR 2/- (Rupees Two only) each.*

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deed and things including delegating powers to any person(s), as they may in their absolute discretion deem necessary or expedient in respect of matters and things incidental or related thereto and to settle any question or doubt, to give effect to the aforesaid resolution."

NOTES:

1. The Statement, pursuant to Section 102 and Section 110 of the Act read with Regulation 17(11) of the Listing Regulations, setting out material facts concerning the business under Item Nos. 1 & 2 of the Notice is annexed hereto.
2. In compliance with the MCA Circulars, the Notice is being sent by electronic mode only to all those shareholders whose names appear in the register of shareholders/list of beneficial owners as on Friday, February 18, 2022 i.e. the cut-off date and whose email Ids are registered with the Company/ Registrar and Transfer Agent of the Company i.e. Link Intime India Pvt. Ltd. ("RTA" or "Link Intime") or Depository Participants ("DP").

3. Notice will also be available on the Company's website at www.jubilantfoodworks.com, websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com, and National Stock Exchange of India Limited at www.nseindia.com and on the website of Central Depository Services (India) Limited ("CDSL") at www.evotingindia.com.
4. In compliance with provisions of Section 108 and Section 110 of the Act read with rules made thereunder, Regulation 44 of the Listing Regulations, as amended, and MCA Circulars, the shareholders are provided with the facility to cast their vote electronically, through the e-Voting facility on all the resolutions set forth in this Notice. The facility of casting votes will be provided by CDSL.
5. As per the MCA Circulars and on account of the threat posed by the COVID-19 pandemic, physical copies of the Notice, postal ballot forms and pre-paid business reply envelopes are not being sent to the shareholders for this Postal Ballot. Shareholders are requested to provide their assent or dissent through e-Voting only.
6. The voting rights of shareholder(s) for e-Voting shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date. Any 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 only shall be entitled to vote through e-Voting. Any person who is not a shareholder as on the cut-off date should treat this notice for information purpose only.
7. In case of joint holders, the shareholder whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
8. Document(s) referred to in the statement, if any, may be inspected electronically on all working days without any fee from the date of circulation of this Notice until the last date for receipt of votes through e-Voting by writing an email to the Company Secretary at investor@jublfood.com.

9. INSTRUCTIONS FOR SHAREHOLDERS FOR E-VOTING:

- i. E-voting facility will be available during the following period:

Commencement of e-Voting	From 09.00 a.m. IST on Saturday, February 26, 2022
End of e-Voting	Upto 05.00 p.m. IST on Sunday, March 27, 2022

The e-Voting module shall be disabled by CDSL upon expiry of aforesaid period.

- ii. During the e-Voting period, shareholders can login at CDSL e-Voting platform any number of times till they have voted on the resolution. Once the vote on resolution is cast by a shareholder, whether partially or otherwise, shareholder shall not be allowed to change it subsequently or cast the vote again.
- iii. The details of the process and manner for e-Voting are explained herein below:

Step 1: Access to CDSL e-Voting system

(A) Individual Shareholders holding securities in demat form

In terms of SEBI Circular dated December 9, 2020 on e-Voting facility provided by listed companies, individual shareholders holding securities in demat form are allowed to vote, by way of a single login

credential, through their demat accounts/websites of Depositories/DP. Shareholders are advised to update their mobile number and email Ids in their demat accounts in order to access e-Voting facility.

Type of shareholders	Login Method
Individual Shareholders holding securities in demat form with CDSL	<ul style="list-style-type: none"> i. Existing users who have opted for CDSL Easi/Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi/Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on login icon and select New System Myeasi. 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 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 e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly. iii. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration iv. Alternatively, the user can directly access e-Voting page by providing demat account number and PAN No. from a e-Voting link available on www.cdslindia.com home page. Click on 'OTP Authentication' under tab 'Quick Link' on the home page. The system will authenticate the user by sending OTP on registered mobile & email as recorded in the demat account. After successful authentication, user will be able to see the e-Voting option where the e-Voting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat form with NSDL	<ul style="list-style-type: none"> i. If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL viz https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on options available against company name or e-Voting service provider i.e CDSL and you will be re-directed to CDSL e-Voting website for casting your vote during the e-Voting period. ii. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS" Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp iii. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a personal computer or on a mobile. 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

Type of shareholders	Login Method
	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 options available against company name or e-Voting service provider i.e CDSL and you will be redirected to CDSL e-Voting website for casting your vote during the e-Voting period.
Individual Shareholders (holding securities in demat form) login through their Depository Participants	You can also login using the login credentials of your demat account through your DP registered with NSDL/CDSL for e-Voting facility. After successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL depository site after successful authentication, wherein you can see e-Voting feature. Click on options available against company name or e-Voting service provider i.e CDSL and you will be redirected to CDSL e-Voting website for casting your vote during the e-Voting period.

Important note: Shareholders who are unable to retrieve User ID/ Password are advised to use "Forget User ID" and "Forget Password" option available at abovementioned website.

Helpdesk for individual shareholders holding securities in demat form for any technical issues related to login through depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual shareholders holding securities in Demat form with CDSL	Shareholders facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 and 22-23058542-43.
Individual shareholders holding securities in Demat form with NSDL	Shareholders facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30.

(B) Login method for e-Voting for shareholders other than individual shareholders holding in demat form and shareholders holding securities in physical mode.

- i. Visit the e-Voting website of CDSL Open web browser by typing the following URL: www.evotingindia.com.
- ii. Click on "Shareholders" module.
- 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. Shareholders holding shares in physical form should enter folio number registered with the Company.
- iv. Next enter the image verification as displayed and Click on Login.
- v. If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-Voting of any company, then your existing password is to be used.

vi. If you are a first-time user follow the steps given below:

PAN	<ul style="list-style-type: none"> • Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) • Shareholders who have not updated their PAN with the Company/ DP are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	<ul style="list-style-type: none"> • 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. • If both the details are not recorded with the depository or Company, please enter the shareholder id / folio number in the dividend bank details field as mentioned in instruction (iii) above.

vii. After entering these details appropriately, click on “SUBMIT” tab.

(C) E-Voting facility for non-individual shareholders and custodians

- i. Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
- ii. A scanned copy of the registration form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- iii. After receiving the login details a compliance user should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- iv. The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- v. A scanned copy of the board resolution and power of attorney (POA) which they have issued in favour of the custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- vi. Alternatively non-individual shareholders are required to send the relevant board resolution/ authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the scrutinizer and to the Company at the email Id investor@jublfood.com, if they have voted from individual tab and not uploaded same in the CDSL e-Voting system for the scrutinizer to verify the same.

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

- i. Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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 to be also 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.
- ii. For shareholders holding shares in physical form, the details can be used only for e-Voting on the resolutions contained in this Notice.
- iii. Click on the EVSN for the relevant <Jubilant FoodWorks Limited> on which you choose to vote.

- iv. On the e-Voting page, you will see “RESOLUTION DESCRIPTION” and against the same the 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.
- v. Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire resolution details.
- vi. 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.
- vii. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- viii. You can also take a print of the votes cast by clicking on “Click here to print” option on the e-Voting page.
- ix. If a demat account holder has forgotten the login password then enter the User ID and the image verification code and click on forgot password & enter the details as prompted by the system.

10. PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL IDs/MOBILE NO. ARE NOT REGISTERED:

Shareholders who have not registered their email Ids/mobile no., are requested to register the same for receiving all communications from the Company electronically and also for e-Voting as per process mentioned below. Upon successful registration of email Id, the login ID and password for e-Voting shall be shared on the shareholder’s registered email Id.

- a. **For Physical shareholders-** Shareholders holding equity shares of the Company in physical form and who have not registered their email Ids/mobile no. and/or bank details may register their details with Company’s RTA, by clicking the link: https://linkintime.co.in/EmailReg/Email_Register.html and following the registration process as guided therein. In case of any query, a shareholder may send an e-mail to RTA at delhi@linkintime.co.in.
- b. **For demat shareholders -** Shareholders holding equity shares of the Company in demat form and who have not registered their email Ids/ mobile no. may temporarily register their email Ids/mobile no. with Company’s RTA, by clicking the link: https://linkintime.co.in/EmailReg/Email_Register.html and following the registration process as guided therein. In case of any query, a shareholder may send an email to RTA at delhi@linkintime.co.in. It is clarified that for permanent registration of email Id/ mobile no. and bank details in demat account, shareholders are requested to approach their respective DP and follow the process advised by DP. Alternatively, if you are an individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at step 1(A) of Note 9 i.e. login method for e-Voting for individual shareholders holding securities in demat form.

11. In terms of Listing Regulations, securities of the listed companies can only be transferred in dematerialized form with effect from April 1, 2019 and as per SEBI Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022, listed companies shall issue securities in dematerialized form only in case of investor service request for matters specified in this circular. In view of the same, shareholders are advised to dematerialize shares held by them in physical form.

12. If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at 022- 23058738 and 022-23058542/43.

13. All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL), Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058542/43.
14. The Board of Directors of the Company has appointed Mr. Rupesh Agarwal, (Membership No. ACS 16302) Managing Partner, failing him, Mr. Shashikant Tiwari, (Membership No. ACS 28994), Partner, M/s. Chandrasekaran Associates, Practicing Company Secretaries, as scrutinizer ("Scrutinizer") for conducting the Postal Ballot through e-Voting in accordance with the provisions of the Act and the Rules and the Listing Regulations in a fair and transparent manner.
15. The Scrutinizer shall, after end of e-Voting period, scrutinize the votes cast through e-Voting, make a Scrutinizer's Report and submit the same to the Chairman or to a person authorized by the Chairman in writing who shall countersign the same. The Results shall be declared within two working days after end of e-Voting period and the same, along with the Scrutinizer's Report, shall be placed on the website of the Company (www.jubilantfoodworks.com), CDSL (www.evotingindia.com) and shall be communicated to BSE Limited and National Stock Exchange of India Limited.
16. The resolutions, if passed by the requisite majority, shall be deemed to have been passed on Sunday, March 27, 2022, i.e. the last date specified for receipt of votes through the e-Voting.

Date: February 24, 2022

Place: Noida

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

Mona Aggarwal
Company Secretary

EXPLANATORY STATEMENT

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

Item Nos. 1 & 2

The equity shares of the Company are listed and traded on the National Stock Exchange of India Limited and BSE Limited. With a view to enhance the liquidity of the Company's equity shares and to encourage the participation of small investors by making equity shares of the Company more affordable to invest in the equity shares of the Company, the Board of Directors of the Company in its meeting held on February 2, 2022 considered and approved the sub-division/splitting of the existing equity shares of the Company, such that each equity share having face value of Rs. 10/- (Rupees Ten only) fully paid-up, be sub-divided into five (5) equity shares having face value of Rs. 2/- (Rupees Two only) each, fully paid-up, ranking *pari-passu* with each other in all respects, with effect from such date as may be fixed by the Board as the Record Date ("Record Date"), subject to approval of shareholders of the Company.

The sub-division of equity shares would *inter-alia* require appropriate adjustments to be made by the Board to ensure fair and reasonable adjustment to the entitlements of the participants under the JFL Employees Stock Option Scheme 2011 and JFL Employees Stock Option Scheme 2016, with respect to outstanding stock options (whether vested or unvested as on the Record Date) in accordance with the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, as amended from time to time.

The sub-division of equity shares of the Company as aforesaid would require consequential alteration to the existing Capital Clause i.e. Clause V of the Memorandum of Association of the Company. There will not be any change in the amount of authorized, subscribed, issued and paid-up share capital of the Company on account of sub-division of equity shares. Additionally, such sub-division shall not be construed as reduction in share capital of the Company.

In terms of the provisions of Sections 13 and 61 of the Companies Act, 2013, approval of the shareholders of the Company is sought by way of ordinary resolutions for sub-division of equity shares and consequential alteration to Capital Clause (Clause V) of the Memorandum of Association of the Company.

None of the Directors or Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested (financially or otherwise), in the proposed resolutions mentioned at Item Nos. 1 & 2 except to the extent of their shareholding in the Company. The Board recommends passing of the resolutions as set out at Item Nos. 1 & 2 as Ordinary Resolution(s).

Date: February 24, 2022
Place: Noida

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

Mona Aggarwal
Company Secretary