

JFL/NSE-BSE/2022-23/63

July 28, 2022

BSE Ltd.
P.J. Towers, Dalal Street
Mumbai - 400001

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 SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations")

Re:- Acquisition of 40% stake in Roadcast Tech Solutions Private Limited

Dear Sir/Madam,

In terms of Regulation 30 of the Listing Regulations, we wish to inform that Jubilant FoodWorks Limited ('Company') has entered into Share Subscription Agreement, Shareholders' Agreement and Share Purchase Agreement dated July 28, 2022 to acquire 40% stake (fully diluted basis) in Roadcast Tech Solutions Private Limited ("**Transaction**").

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.	Roadcast Tech Solutions Private Limited ("Roadcast") offers a logistics platform for management of last-mile delivery operations. Roadcast's delivery automation SaaS platform helps clients to monitor their fleet and personnel in real-time. Turnover: As per the audited financial statements for the financial year ("FY") 2020-21: INR 3.93 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".	The promoter/ promoter group/group companies do not have any interest in Roadcast and Roadcast is in no manner a related party to the Company.
3	Industry to which the entity being acquired belongs.	Enterprise Tech in Logistics
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, i.e. 60 days from July 28, 2022.
7	Nature of consideration - whether cash consideration or share swap and details of the same.	All cash consideration
8	Cost of acquisition or the price at which the shares are acquired.	Approx. INR 14.98 crores for acquiring 40% stake (fully diluted basis) in Roadcast.
9	Percentage of shareholding / control acquired and / or number of shares acquired.	The Company will acquire 25.71% stake in Roadcast by subscribing the following securities at a premium: a) 5,004 Compulsorily Convertible Series A Preference Shares (Series A CCPS) of face value of Rs. 100 each;

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		<p>The Company will also acquire 14.29% equity stake (fully diluted basis) from existing shareholders of Roadcast through purchase of the following securities at a premium:</p> <p>a) 17 Compulsorily Convertible Seed Preference Shares (Seed CCPS) of face value of Rs. 10 each; and</p> <p>b) 2,763 equity shares of face value of Rs 10 each.</p>
10	<p>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>	<p>Roadcast offers a logistics platform for management of last-mile delivery operations. Roadcast's delivery automation SaaS platform helps clients to monitor their fleet and personnel in real-time.</p> <p>Date of Incorporation: September 17, 2015</p> <p>History of last 3 years' Total Revenue: FY 2018-19 – Rs. 2.75 crores FY 2019-20 – Rs. 6.04 crores FY 2020-21 – Rs. 3.93 crores</p> <p>Country of establishment: India</p>
11	<p>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>	<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 Roadcast and an observer to the Board.</p> <p>(b) The Agreement inter-alia also provides for certain rights in the nature of information rights, rights in respect of reserved matters, exit rights, preemptive rights, and similar rights which are customary in such transactions.</p>

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