

JFL/NSE-BSE/2023-24/56

August 29, 2023

**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: Proceedings and Voting Results of the 28<sup>th</sup> Annual General Meeting of Jubilant FoodWorks Limited**

**Ref: Regulation 30 & 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations")**

Dear Sir/Madam,

We wish to inform that the 28<sup>th</sup> Annual General Meeting ('AGM') of Jubilant FoodWorks Limited ('the Company') was held today i.e. Tuesday, August 29, 2023 which commenced at 11:00 a.m. (IST) through Video Conferencing/Other Audio Visual Means ('VC/OAVM') and concluded at 01.09 p.m. (IST). All resolutions were passed with requisite majority.

In this regard, please find attached the following:

1. Summary of proceedings of the AGM in compliance with Regulation 30, Part A of Schedule III of Listing Regulations as "**Annexure - 1**";
2. Results of remote e-voting and e-voting at AGM in compliance with Regulation 44(3) of Listing Regulations as "**Annexure-2**"; and
3. Consolidated Scrutinizer Report dated August 29, 2023, on remote e-voting and e-voting at AGM pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as "**Annexure-3**".

The above documents are being uploaded on the Company's website at [www.jubilantfoodworks.com/investors-governance-shareholder-meetings](http://www.jubilantfoodworks.com/investors-governance-shareholder-meetings) and National Securities Depository Limited (NSDL) at [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

**A Jubilant Bhartia Company**

**Jubilant FoodWorks Limited**  
Corporate Office:  
15th Floor, Tower-E, Skymark One,  
Plot No: H-10/A, Sector-98,  
Noida -201301, U.P, India  
TEL: +91 120 6927500  
TEL: +91 120 6935400

Registered Office:  
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Noida - 201 301, U.P., India  
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CIN No. : L74899UP1995PLC043677  
Email : contact@jublfood.com

The details in terms of Regulation 30 of the Listing Regulations for the following matters have already been submitted vide our letter no. JFL/NSE-BSE/2023-24/16 dated May 17, 2023:

1. Re-appointment of Mr. Vikram Singh Mehta (DIN: 00041197) as an Independent Director of the Company for a second term of five (5) consecutive years with effect from February 1, 2024 till January 31, 2029;
2. Re-appointment of Ms. Deepa Misra Harris (DIN: 00064912) as an Independent Director of the Company for a second term of five (5) consecutive years with effect from June 21, 2024 till June 20, 2029; and
3. Appointment of Mr. Amit Jain (DIN: 01770475) as an Independent Director for a period of 5 years with effect from July 1, 2023.

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](mailto:investor@jublfood.com)  
Encl: A/a

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**Summary of Proceedings of the 28<sup>th</sup> Annual General Meeting**

The 28<sup>th</sup> Annual General Meeting ('AGM') of the members of Jubilant FoodWorks Limited ('the Company') was held today i.e. Tuesday, August 29, 2023 at 11:00 a.m. (IST) through Video Conferencing/Other Audio Visual Means ('VC/OAVM') in accordance with the relevant circulars issued by Ministry of Corporate Affairs and Securities and Exchange Board of India.

The said AGM commenced at 11:00 a.m. (IST) and concluded at 01.09 p.m. (IST) (including time allowed for e-Voting during AGM). A total 139 Members attended the AGM through VC/OAVM.

The following Directors were present:

S.No.	Name	Designation	Place of Attending AGM through VC
1	Mr. Shyam S. Bhartia	Chairman & Director	Delhi
2	Mr. Sameer Khetarpal	Managing Director & CEO	Noida
3	Mr. Abhay Havaladar	Independent Director, Chairman of Nomination, Remuneration and Compensation Committee & Digital and Technology Committee	Mumbai
4	Mr. Amit Jain	Independent Director and Chairman of Risk Management Committee	Gurugram
5	Mr. Ashwani Windlass	Independent Director and Chairman of Audit Committee	Delhi
6	Mr. Berjis Desai	Independent Director	Mumbai
7	Ms. Deepa Harris	Independent Director and Chairperson of Sustainability and Corporate Social Responsibility Committee	Mumbai
8	Mr. Vikram Mehta	Independent Director and Chairman of Stakeholders Relationship Committee	Mumbai

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9	Mr. Shamit Bhartia	Non-Executive Director	Delhi
10	Ms. Aashti Bhartia	Non-Executive Director	Delhi

**In attendance:**

S.No.	Name	Designation	Place of Attending AGM through VC
1	Mr. Ashish Goenka	President & Chief Financial Officer	Gurugram
2	Mr. Arvind Chokhany	Group Chief Financial Officer - Jubilant Bhartia Group	Delhi
3	Ms. Mona Aggarwal	Company Secretary	Noida

**Invitees:**

S.No.	Name	Designation	Place of Attending AGM through VC
1	Mr. Rajesh Kumar Agarwal	Partner of M/s Deloitte Haskins & Sells LLP, Chartered Accountants (Deloitte), Statutory Auditor	Gurugram
2	Mr. Rupesh Agarwal	Managing Partner of M/s Chandrasekaran Associates, Practicing Company Secretaries, Secretarial Auditor and Scrutinizer	Delhi

Mr. Shyam S. Bhartia, Chairman & Director of the Company chaired the meeting. He welcomed all the members who joined the meeting through VC. The requisite quorum being present, the meeting was called to Order. The Chairman introduced the Directors, Key Managerial Personnel and invitees who participated in the meeting. He informed that Mr. Hari S. Bhartia is unable to attend the meeting due to unavoidable reasons. Members were informed that the Company has taken necessary steps as per the provisions of law, to enable the Members to participate at this meeting through VC and vote electronically on the resolutions set forth in the notice convening the AGM.

The Chairman delivered his speech on the performance of the Company which is enclosed herewith.

The Chairman informed the Members, since the Integrated Annual Report for FY 2023 containing the Boards' report, financial statements alongwith notice of this AGM were already circulated to members at their registered email address in accordance with applicable circulars issued by MCA & SEBI, they were taken as read. Since, the Statutory Auditor's Report and Secretarial Auditor's

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Report for financial year 2023 does not contain any qualification, observation, adverse remark or disclaimer, the same were not required to be read in the meeting.

Ms. Mona Aggarwal, Company Secretary apprised the members that the Company had provided the remote e-Voting facility to the Members through NSDL (which started at 09.00 a.m. on Saturday, August 26, 2023 and concluded at 05:00 p.m. on Monday, August 28, 2023) to cast their vote electronically on all the resolutions as set forth in the AGM Notice. Members who had not cast their votes through remote e-Voting and were participating in the AGM were provided an opportunity to cast their votes through e-Voting during AGM. She also mentioned that the Statutory Registers and other relevant documents referred to in the AGM Notice and explanatory statement are available for electronic inspection during the AGM.

The following items as stated in the AGM Notice dated July 18, 2023 were transacted at this AGM:

Item no.	Particulars	Type of Resolution
<b>Ordinary Business</b>		
1	To receive, consider and adopt: a) the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2023 together with the Reports of the Board of Directors and Auditors thereon; and b) the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2023 together with the Report of the Auditors thereon.	Ordinary
2	To declare dividend on equity shares for the financial year ended March 31, 2023.	Ordinary
3	To appoint a Director in place of Mr. Shamit Bhartia (DIN:00020623), who retires by rotation and, being eligible, offers himself for re-appointment.	Ordinary
4	To appoint a Director in place of Ms. Aashti Bhartia (DIN:02840983), who retires by rotation and, being eligible, offers herself for re-appointment.	Ordinary
<b>Special Business</b>		
5	To re-appoint Mr. Vikram Singh Mehta (DIN:00041197) as an Independent Director.	Special
6	To re-appoint Ms. Deepa Harris (DIN:00064912) as an Independent Director.	Special

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7	To appoint Mr. Amit Jain (DIN:01770475) as an Independent Director.	Special
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Thereafter, the Members who had pre-registered themselves as speakers were given the opportunity to ask questions and express their views. The management responded to their queries and provided clarifications.

The Company Secretary informed that e-Voting on the NSDL platform will continue for next 30 minutes. She further informed that the Board of Directors have appointed Mr. Rupesh Agarwal Managing Partner, Chandrasekaran Associates, Practicing Company Secretaries, as the scrutinizer to supervise the e-Voting process in a fair and transparent manner. It was informed that the consolidated result of remote e-Voting and e-Voting during AGM shall be declared within two working days of the conclusion of the AGM and the same along with the Scrutinizer's Report, shall be placed on the website of the Company ([www.jubilantfoodworks.com](http://www.jubilantfoodworks.com)), NSDL ([www.evoting.nsdl.com](http://www.evoting.nsdl.com)) and shall be communicated to Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited.

The meeting concluded with a vote of thanks to the Chair.

Post completion of the meeting, after scrutiny of votes the Scrutinizer submitted his Consolidated Scrutinizer Report to the Chairman. The Chairman authorised the Company Secretary in this regard who countersigned the Report. As per Consolidated Scrutinizer Report on remote e-voting and e-voting at AGM, all resolutions embodied in the Notice of AGM were passed with requisite majority.

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## JUBILANT FOODWORKS LIMITED - 28<sup>TH</sup> ANNUAL GENERAL MEETING

### **Speech by Mr. Shyam S. Bhartia, Chairman**

Dear Fellow Shareholder,

I take great pleasure in welcoming all shareholders to our 28th Annual General Meeting.

The fiscal year 2022-23 was a landmark year for your Company for many reasons:

- I am pleased to share with you that we became the first foodservice company in India to surpass the turnover of Rs. 50,000 million in fiscal year 2022-23, while delivering industry leading margins
- After having pioneered the 30-minute delivery promise since 2004, we raised the consumer service bar this year by launching the 20-minute delivery promise in Bengaluru. With this, an Indian city became the first across all Domino's markets globally to offer such a unique proposition
- We opened a record 250 new Domino's stores in a year. This is the highest addition across all Domino's markets by a single franchise
- We have enrolled 13.6 million loyalty members for Domino's Cheesy rewards, within a year of its launch. The order contribution is at a staggering 45% in March 2023
- We became the first QSR Company to launch dedicated regional menu innovation
- We have been recognised as a Great Place to Work, which reflects our high-trust, high performance culture

As I look back to the significant milestones we have traversed with the support of all stakeholders, I am encouraged by the Company's progress.

Our success has always been based upon our ability to evaluate the environment in which we operate, look ahead and prepare ourselves to seize opportunities to deliver profitable growth, now and in the future.

I would like to put the spotlight on two of our guiding principles in the journey:

- Delighting consumers with incessant focus on value and innovation
- Taking a long view and making proactive investments to continuously fortify our operating model

These guiding principles have held us in good stead in all these years. The JFL operating model is honed by a built-to-last culture and an unwavering financial discipline, which have set into motion a virtuous cycle of profitable growth, while building a unique assemblage of strengths for your Company.

These strengths comprise our resilient and robust pan-India supply chain, digital and data capabilities, business development capabilities and other support functions. The combination of these shared strengths are huge assets for us, which will help us transform into a multi-brand and multi-country food service organisation.

To our mind, the opportunity landscape is so large, that driven by the entrepreneurial zeal, we collectively feel that we have just begun. Take for instance the pizza market. The global pizza market is valued at \$120 bn and is growing. Within it QSR is \$81 bn. Within it, US alone is \$40 bn, while the Indian pizza market is at \$0.9 bn and even the total organised QSR market in India is

under \$2.5 bn. We will therefore continue to make investments for the long-term growth and health of the business.

The Company's performance during the year was a tale of two halves. As the Covid pandemic waned, there was a surge in demand for out-of-home consumption in the first half. However, post the festival season, there was sudden deceleration in demand as rampant inflation started exerting pressure on discretionary consumption.

On the cost side, we witnessed broad-based inflation across categories during the year. To help you better appreciate the impact of inflation on some of our key ingredients, if we index the prices to pre-Covid levels, in FY'23, the cheese price has increased by 40%, flour price by 28%, chicken and paper box prices by 30%. The cheese prices, which were already at a decadal high in the second half of the fiscal year, are expected to remain elevated in the coming quarters as well.

We faced a choice in how to react to these challenges. In this moment, like in the past, we sided with our guiding principles. As consumer's discretionary income remains under pressure, we are channelising our efforts to pursue order-led growth by further strengthening our value offerings. The launch of a new variants of Pizza Mania for example, will help us enhance category recruit and in future we would be able to upgrade them and benefit from higher customer life-time value.

It is important to highlight here that the strength of our sourcing and unique-commissary model lends us the ability to bolster value offerings, without negatively impacting our gross margins. Therefore, even in challenging times like these, we will continue to make investment decisions in the light of long-term considerations, which will help us serve our consumers the highest quality food offerings at affordable price points.

We are delighted to share with you that our largest commissary in Bengaluru will be commissioned soon. The state-of-the-art facility would be able to serve more than 750 stores in the future. All the workstreams to commission another mega commissary in Mumbai next year, are progressing well. The CAPEX for both the commissaries is estimated at Rs. 5,200 million, but their lasting benefits will be realised for decades.

At Rs. 50,960 million, our Revenue from Operations increased by 17.7%. The Domino's LFL and SSG growth stood at 8.9% and 6.0%, respectively. The EBITDA stood at Rs. 11,592 million, and EBITDA margin at 22.7%. Our Profit after Tax and before exceptional items was Rs. 4,029 million and margin came in at 7.9%.

Our track record of generating strong free cash flow continued in the year. We are happy to share that the Board of Directors of the Company has recommended a dividend of Rs. 1.2 per equity share of the face value of Rs. 2 each amounting to Rs. 791.8 million, subject to shareholders' approval at the Annual General Meeting.

After a lot of internal deliberations and careful review, we have decided to wind down the operation of our RTC brand – ChefBoss – and scale down the network of Ekdum!. We want to focus our attention and resources on doubling down on Domino's and scaling up Popeyes, while working on unit economics delivery of other emerging brands – Dunkin' and Hong's Kitchen.



Popeyes has received overwhelming response from Indian consumers. In the last one year, nearly one million guests in Bengaluru and Chennai have tried the iconic Popeyes menu, suitably adapted to cater to the diverse taste palates of Indian guests.

In Hong's Kitchen, we have seen remarkable progress with further enhancement in taste, improvement in repeat rates, increase in orders and record high NPS.

In Dunkin', during the quarter, we unveiled a new restaurant design in India as part of Inspire brand's global coffee-forward evolution. The entire brand overhaul reflects our intent to be young-at-heart, go-to coffee destination. The coffee retail category is constantly expanding, and Dunkin' will continue to innovate fast and will strive to serve the best coffee and bakery products to our consumers.

In Sri Lanka and Bangladesh, we continue to deploy the emerging market playbook for Domino's with cuisine localisation, offering the best value to consumers, unmatched delivery credentials and best-in-class digital assets. During the year, in Sri Lanka, we managed the business well, despite the prevailing macro-economic scenario, while adding 13 stores and taking the network tally to 48 stores. In Bangladesh, after fully acquiring the local subsidiary, we stepped up the pace of network expansion and enhanced the network to 17 stores.

'Jubilant for All' symbolises how we work to create enduring value, which delights not only consumers but all the stakeholders in the process through sustained profitable growth. We have tried to depict the subset of such sustainability measures through what goes behind delivering a hot and fresh pizza to consumers in under 20 minutes.

Sustainability is deeply embedded in our multi-stakeholder business model, as a key tenet of generating long-term value. We are delighted to present your Company's first Integrated Report, along with the Business Responsibility and Sustainability Report. We have also shared the multi-year, time-bound goals, anchored around Food, Planet, People and Communities and Governance. The Sustainability and CSR Committee of the Board is responsible for overseeing and guiding our sustainability strategy, performance and its implementation.

We would also like to welcome Mr. Amit Jain who has joined our Board in July as an Independent Director. He is currently the Chairman of Loreal India and also the Chairperson of Modern Marketing Association (MMA) India. His wealth of experience and knowledge of the consumer sector would be of immense benefit to the Company.

The Board acknowledges that perpetual efforts and continued progress towards enhancing the implementation of sustainability principles is the only way we intend to traverse, while charting our journey of sustained profitable growth.

Thank you!

**Annexure-2**

<b>Name of the Company</b>	<b>Jubilant FoodWorks Limited</b>
<b>Date of AGM</b>	Tuesday, August 29, 2023
Total number of shareholders as on record date  (i.e August 22, 2023- Cut-off date for e-voting)	5,74,469
<b>No. of Shareholders attended the meeting through Video Conferencing:</b>	
Promoters and Promoter Group	4
Public	135
<b>No. of Shareholders present in the meeting either in person or through proxy:</b>	
Promoters and Promoter Group	Not Applicable
Public	

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1	Details of Agenda		To receive, consider and adopt: a)the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2023 together with the Reports of the Board of Directors and Auditors thereon; and b)the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2023 together with the Report of the Auditors thereon.					
Resolution Required : (Ordinary / Special)			Ordinary Business - Ordinary Resolution					
Whether promoter/promoter group are interested in the agenda / resolution			No					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes- against	% of Votes in favour on Votes polled	% of Votes against on Votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-voting*	27,67,32,485	27,67,32,485	100.0000	27,67,32,485	0	100.0000	0.0000
	Poll		-	-	-	-	-	-
	Postal ballot(if applicable)		-	-	-	-	-	-
	<b>Total</b>	<b>27,67,32,485</b>	<b>27,67,32,485</b>	<b>100.0000</b>	<b>27,67,32,485</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public - Institutions	E-voting*	31,48,64,003	27,05,95,722	85.9405	27,05,95,722	-	100.0000	0.0000
	Poll		-	-	-	-	-	-
	Postal ballot(if applicable)		-	-	-	-	-	-
	<b>Total</b>	<b>31,48,64,003</b>	<b>27,05,95,722</b>	<b>85.9405</b>	<b>27,05,95,722</b>	<b>-</b>	<b>100.0000</b>	<b>0.0000</b>
Public - Non Institutions	E-voting*	6,82,48,712	8,13,318	1.1917	8,11,039	2,279	99.7198	0.2802
	Poll		-	-	-	-	-	-
	Postal ballot(if applicable)		-	-	-	-	-	-
	<b>Total</b>	<b>6,82,48,712</b>	<b>8,13,318</b>	<b>1.1917</b>	<b>8,11,039</b>	<b>2,279</b>	<b>99.7198</b>	<b>0.2802</b>
<b>TOTAL</b>		<b>65,98,45,200</b>	<b>54,81,41,525</b>	<b>83.0712</b>	<b>54,81,39,246</b>	<b>2,279</b>	<b>99.9996</b>	<b>0.0004</b>

\*this includes both remote e-voting and e-voting at the AGM  
The resolution has been passed with requisite majority.

2	Details of Agenda		To declare dividend on equity shares for the financial year ended March 31, 2023.					
Resolution Required : (Ordinary / Special)			Ordinary Business - Ordinary Resolution					
Whether promoter/promoter group are interested in the agenda / resolution			No					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes- against	% of Votes in favour on Votes polled	% of Votes against on Votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-voting*	27,67,32,485	27,67,32,485	100.0000	27,67,32,485	0	100.0000	0.0000
	Poll		-	-	-	-	-	-
	Postal ballot(if applicable)		-	-	-	-	-	-
	<b>Total</b>	<b>27,67,32,485</b>	<b>27,67,32,485</b>	<b>100.0000</b>	<b>27,67,32,485</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public - Institutions	E-voting*	31,48,64,003	27,40,22,213	87.0288	27,36,32,569	3,89,644	99.8578	0.1422
	Poll		-	-	-	-	-	-
	Postal ballot(if applicable)		-	-	-	-	-	-
	<b>Total</b>	<b>31,48,64,003</b>	<b>27,40,22,213</b>	<b>87.0288</b>	<b>27,36,32,569</b>	<b>3,89,644</b>	<b>99.8578</b>	<b>0.1422</b>
Public - Non Institutions	E-voting*	6,82,48,712	8,13,347	1.1917	8,11,326	2,021	99.7515	0.2485
	Poll		-	-	-	-	-	-
	Postal ballot(if applicable)		-	-	-	-	-	-
	<b>Total</b>	<b>6,82,48,712</b>	<b>8,13,347</b>	<b>1.1917</b>	<b>8,11,326</b>	<b>2,021</b>	<b>99.7515</b>	<b>0.2485</b>
<b>TOTAL</b>		<b>65,98,45,200</b>	<b>55,15,68,045</b>	<b>83.5905</b>	<b>55,11,76,380</b>	<b>3,91,665</b>	<b>99.9290</b>	<b>0.0710</b>

\*this includes both remote e-voting and e-voting at the AGM  
The resolution has been passed with requisite majority.

3	Details of Agenda								To appoint a Director in place of Mr. Shamit Bhartia (DIN: 00020623), who retires by rotation and, being eligible, offers himself for re-appointment							
Resolution Required : (Ordinary / Special)				Ordinary Business - Ordinary Resolution												
Whether promoter/promoter group are interested in the agenda / resolution				No												
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes- against	% of Votes in favour on Votes polled	% of Votes against on Votes polled								
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100								
Promoter and Promoter Group	E-voting*	27,67,32,485	27,67,32,485	100.0000	27,67,32,485	0	100.0000	0.0000								
	Poll	-	-	-	-	-	-	-								
	Postal ballot(if applicable)	-	-	-	-	-	-	-								
	<b>Total</b>	<b>27,67,32,485</b>	<b>27,67,32,485</b>	<b>100.0000</b>	<b>27,67,32,485</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>								
Public - Institutions	E-voting*	31,48,64,003	27,40,22,211	87.0288	25,08,65,328	2,31,56,883	91.5493	8.4507								
	Poll	-	-	-	-	-	-	-								
	Postal ballot(if applicable)	-	-	-	-	-	-	-								
	<b>Total</b>	<b>31,48,64,003</b>	<b>27,40,22,211</b>	<b>87.0288</b>	<b>25,08,65,328</b>	<b>2,31,56,883</b>	<b>91.5493</b>	<b>8.4507</b>								
Public - Non Institutions	E-voting*	6,82,48,712	8,13,039	1.1913	8,03,814	9,225	98.8654	1.1346								
	Poll	-	-	-	-	-	-	-								
	Postal ballot(if applicable)	-	-	-	-	-	-	-								
	<b>Total</b>	<b>6,82,48,712</b>	<b>8,13,039</b>	<b>1.1913</b>	<b>8,03,814</b>	<b>9,225</b>	<b>98.8654</b>	<b>1.1346</b>								
<b>TOTAL</b>		<b>65,98,45,200</b>	<b>55,15,67,735</b>	<b>83.5905</b>	<b>52,84,01,627</b>	<b>2,31,66,108</b>	<b>95.8000</b>	<b>4.2000</b>								

\*this includes both remote e-voting and e-voting at the AGM  
The resolution has been passed with requisite majority.

4	Details of Agenda								To appoint a Director in place of Ms. Aashti Bhartia (DIN: 02840983), who retires by rotation and, being eligible, offers herself for re-appointment							
Resolution Required : (Ordinary / Special)				Ordinary Business - Ordinary Resolution												
Whether promoter/promoter group are interested in the agenda / resolution				No												
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes- against	% of Votes in favour on Votes polled	% of Votes against on Votes polled								
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100								
Promoter and Promoter Group	E-voting*	27,67,32,485	27,67,32,485	100.0000	27,67,32,485	0	100.00	0.00								
	Poll	-	-	-	-	-	-	-								
	Postal ballot(if applicable)	-	-	-	-	-	-	-								
	<b>Total</b>	<b>27,67,32,485</b>	<b>27,67,32,485</b>	<b>100.0000</b>	<b>27,67,32,485</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>								
Public - Institutions	E-voting*	31,48,64,003	27,40,22,213	87.0288	26,54,99,953	85,22,260	96.8899	3.1101								
	Poll	-	-	-	-	-	-	-								
	Postal ballot(if applicable)	-	-	-	-	-	-	-								
	<b>Total</b>	<b>31,48,64,003</b>	<b>27,40,22,213</b>	<b>87.0288</b>	<b>26,54,99,953</b>	<b>85,22,260</b>	<b>96.8899</b>	<b>3.1101</b>								
Public - Non Institutions	E-voting*	6,82,48,712	8,13,147	1.1914	8,03,402	9,745	98.8016	1.1984								
	Poll	-	-	-	-	-	-	-								
	Postal ballot(if applicable)	-	-	-	-	-	-	-								
	<b>Total</b>	<b>6,82,48,712</b>	<b>8,13,147</b>	<b>1.1914</b>	<b>8,03,402</b>	<b>9,745</b>	<b>98.8016</b>	<b>1.1984</b>								
<b>TOTAL</b>		<b>65,98,45,200</b>	<b>55,15,67,845</b>	<b>83.5905</b>	<b>54,30,35,840</b>	<b>85,32,005</b>	<b>98.4531</b>	<b>1.5469</b>								

\*this includes both remote e-voting and e-voting at the AGM  
The resolution has been passed with requisite majority.

5	Details of Agenda		To re-appoint Mr. Vikram Singh Mehta (DIN: 00041197) as an Independent Director					
Resolution Required : (Ordinary / Special)			Special Business - Special Resolution					
Whether promoter/promoter group are interested in the agenda / resolution			No					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes- against	% of Votes in favour on Votes polled	% of Votes against on Votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-voting*	27,67,32,485	27,67,32,485	100.0000	27,67,32,485	0	100.0000	0.0000
	Poll	-	-	-	-	-	-	-
	Postal ballot(if applicable)	-	-	-	-	-	-	-
	<b>Total</b>	<b>27,67,32,485</b>	<b>27,67,32,485</b>	<b>100.0000</b>	<b>27,67,32,485</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public - Institutions	E-voting*	31,48,64,003	27,40,22,209	87.0288	17,13,76,716	10,26,45,493	62.5412	37.4588
	Poll	-	-	-	-	-	-	-
	Postal ballot(if applicable)	-	-	-	-	-	-	-
	<b>Total</b>	<b>31,48,64,003</b>	<b>27,40,22,209</b>	<b>87.0288</b>	<b>17,13,76,716</b>	<b>10,26,45,493</b>	<b>62.5412</b>	<b>37.4588</b>
Public - Non Institutions	E-voting*	6,82,48,712	8,13,147	1.1914	7,71,513	41,634	94.8799	5.1201
	Poll	-	-	-	-	-	-	-
	Postal ballot(if applicable)	-	-	-	-	-	-	-
	<b>Total</b>	<b>6,82,48,712</b>	<b>8,13,147</b>	<b>1.1914</b>	<b>7,71,513</b>	<b>41,634</b>	<b>94.8799</b>	<b>5.1201</b>
<b>TOTAL</b>		<b>65,98,45,200</b>	<b>55,15,67,841</b>	<b>83.5905</b>	<b>44,88,80,714</b>	<b>10,26,87,127</b>	<b>81.3827</b>	<b>18.6173</b>

\*this includes both remote e-voting and e-voting at the AGM  
The resolution has been passed with requisite majority.

6	Details of Agenda		To re-appoint Ms. Deepa Misra Harris (DIN: 00064912) as an Independent Director					
Resolution Required : (Ordinary / Special)			Special Business - Special Resolution					
Whether promoter/promoter group are interested in the agenda / resolution			No					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes- against	% of Votes in favour on Votes polled	% of Votes against on Votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-voting*	27,67,32,485	27,67,32,485	100.0000	27,67,32,485	0	100.0000	0.0000
	Poll	-	-	-	-	-	-	-
	Postal ballot(if applicable)	-	-	-	-	-	-	-
	<b>Total</b>	<b>27,67,32,485</b>	<b>27,67,32,485</b>	<b>100.0000</b>	<b>27,67,32,485</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public - Institutions	E-voting*	31,48,64,003	27,40,22,213	87.0288	25,38,12,643	2,02,09,570	92.6248	7.3752
	Poll	-	-	-	-	-	-	-
	Postal ballot(if applicable)	-	-	-	-	-	-	-
	<b>Total</b>	<b>31,48,64,003</b>	<b>27,40,22,213</b>	<b>87.0288</b>	<b>25,38,12,643</b>	<b>2,02,09,570</b>	<b>92.6248</b>	<b>7.3752</b>
Public - Non Institutions	E-voting*	6,82,48,712	8,13,147	1.1914	8,01,903	11,244	98.6172	1.3828
	Poll	-	-	-	-	-	-	-
	Postal ballot(if applicable)	-	-	-	-	-	-	-
	<b>Total</b>	<b>6,82,48,712</b>	<b>8,13,147</b>	<b>1.1914</b>	<b>8,01,903</b>	<b>11,244</b>	<b>98.6172</b>	<b>1.3828</b>
<b>TOTAL</b>		<b>65,98,45,200</b>	<b>55,15,67,845</b>	<b>83.5905</b>	<b>53,13,47,031</b>	<b>2,02,20,814</b>	<b>96.3339</b>	<b>3.6661</b>

\*this includes both remote e-voting and e-voting at the AGM  
The resolution has been passed with requisite majority.

7 Details of Agenda		To appoint Mr. Amit Jain (DIN: 01770475) as an Independent Director						
Resolution Required : (Ordinary / Special)			Special Business - Special Resolution					
Whether promoter/promoter group are interested in the agenda / resolution			No					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes- against	% of Votes in favour on Votes polled	% of Votes against on Votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-voting*	27,67,32,485	27,67,32,485	100.0000	27,67,32,485	0	100.0000	0.0000
	Poll	-	-	-	-	-	-	-
	Postal ballot(if applicable)	-	-	-	-	-	-	-
	<b>Total</b>	<b>27,67,32,485</b>	<b>27,67,32,485</b>	<b>100.0000</b>	<b>27,67,32,485</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public - Institutions	E-voting*	31,48,64,003	27,40,22,213	87.0288	27,21,64,529	18,57,684	99.3221	0.6779
	Poll	-	-	-	-	-	-	-
	Postal ballot(if applicable)	-	-	-	-	-	-	-
	<b>Total</b>	<b>31,48,64,003</b>	<b>27,40,22,213</b>	<b>87.0288</b>	<b>27,21,64,529</b>	<b>18,57,684</b>	<b>99.3221</b>	<b>0.6779</b>
Public - Non Institutions	E-voting*	6,82,48,712	8,13,397	1.1918	8,03,483	9,914	98.7812	1.2188
	Poll	-	-	-	-	-	-	-
	Postal ballot(if applicable)	-	-	-	-	-	-	-
	<b>Total</b>	<b>6,82,48,712</b>	<b>8,13,397</b>	<b>1.1918</b>	<b>8,03,483</b>	<b>9,914</b>	<b>98.7812</b>	<b>1.2188</b>
<b>TOTAL</b>		<b>65,98,45,200</b>	<b>55,15,68,095</b>	<b>83.5905</b>	<b>54,97,00,497</b>	<b>18,67,598</b>	<b>99.6614</b>	<b>0.3386</b>

\*this includes both remote e-voting and e-voting at the AGM  
The resolution has been passed with requisite majority.

**Scrutinizer's Report on remote e-voting and e-voting at the  
28th Annual General Meeting of  
JUBILANT FOODWORKS LIMITED**

To,  
The Chairman,  
**JUBILANT FOODWORKS LIMITED**  
Plot No. 1A, Sector-16A;  
Gautam Buddha Nagar, Noida,  
Uttar Pradesh -201301

Date of Meeting: August 29, 2023  
Day of Meeting: Tuesday  
Time of Meeting: 11:00 AM (IST)  
Mode of Meeting: Through Video Conferencing (VC)/ Other Audio-Visual Means (OAVM)

Dear Sir,

I, Rupesh Agarwal, Managing Partner of M/s. Chandrasekaran Associates, Company Secretaries having office at 11F, Pocket IV, Mayur Vihar, Phase-I, New Delhi-110091, was appointed as Scrutinizer of Jubilant FoodWorks Limited ("**Company**") for remote e-voting and e-voting ("**e-voting**") at the 28<sup>th</sup> Annual General Meeting ("**the Meeting / AGM**") convened through Video Conferencing ("**VC**") / Other Audio Visual Means ("**OAVM**") in respect of the below mentioned resolutions considered at the AGM of the Company held on August 29, 2023 at Plot No. 1A, Sector-16A Gautam Buddha Nagar, Noida, Uttar Pradesh- 201301 as per Notice dated July 18, 2023.

Pursuant to the General Circular No. 14/2020 17/2020, 20/2020, 02/2022 and 10/2022 dated April 08, 2020, April 13, 2020, May 05, 2020, , May 05, 2022 and December 28, 2022, respectively, issued by Ministry of Corporate Affairs (MCA) and SEBI Circular no. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023 and SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 read with master circular no. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023 (hereinafter referred to as "relevant circulars"), the Company had sent the Annual Report including Notice of the 28<sup>th</sup> AGM only through e-mail in compliance with above-mentioned relevant applicable circulars to those Members whose names appeared in the register of members of the Company as on July 28, 2023 and whose email IDs registered with the Company/Registrar and Transfer Agent (RTA) i.e. Link Intime India Pvt. Ltd./ Depository Participants ("DPs"). The Company has given an additional facility to the Members to register their e-mail addresses with the Company/RTA by giving newspaper advertisement dated July 18, 2023 in "Mint" in English Language and "Rashtriya Sahara" in Regional Language in terms of relevant circulars. The Company had also given the newspaper advertisement dated August 05, 2023 in "Mint" in English Language and "Rashtriya Sahara" in Regional Language as per Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015, confirming on the completion of dispatch of Notice of AGM to the Shareholders.

The Company has appointed National Securities Depository (India) Limited ("**NSDL**") for providing the electronic voting facility for conducting electronic voting at AGM by the Members of the Company.

The remote e-voting period commenced on Saturday, August 26, 2023 (9:00 A.M. IST) and closed on Monday, August 28, 2023 (5:00 P.M. IST) and the NSDL e-voting platform was blocked thereafter. Further, the e-voting platform was opened during the AGM and remained open till the conclusion of AGM for voting purpose.

Further, the e-voting was announced for the Members who attended the Meeting but have not cast their vote through remote e-voting.

The Members holding shares as on "**Cut-off date**" i.e., Tuesday, August 22, 2023 were entitled to vote on the proposed resolutions as set out in the Notice of the AGM, and their shareholding as on that date has been reckoned with for the purpose of arriving at the result of the electronic voting for the Meeting.

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Subsequently, the remote e-voting was unblocked on August 29,2023 around 01:25P.M. (IST) in the presence of two witnesses Mr. Shashikant Tiwari R/o. 242A, Pandav Nagar, Delhi-110092 and Mr. Ishaan Sharma R/o. N-43, Kirti Nagar, New Delhi-110015 who are not in the employment of the Company.

The votes cast through e-voting, which were incomplete and/ or otherwise found defective, have been treated as invalid, if any.

The Management of the Company is responsible to ensure compliance with requirements of the Act and rules made thereunder relating to electronic voting on the resolutions contained in the Notice of the AGM.

My responsibility as scrutinizer for electronic voting is restricted to making a scrutinizer report of the votes cast in favour or against the resolutions in a fair and transparent manner.

Based on the data downloaded from the official website of NSDL for the electronic voting, we now submit our consolidated report thereon.

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1. The result of the voting is as under:

**1. To receive, consider and adopt**

- a) the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2023 together with the Reports of the Board of Directors and Auditors thereon; and
- b) the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2023 together with the Report of the Auditors thereon (Ordinary Resolution):

	Particulars	REMOTE E-VOTING		E-VOTING AT AGM		Total	
		Number of member(s) voted	Votes held by them	Number of member(s) voted	Votes held by them	Number of member (s) voted	Votes held by them
	Number of Members & Shares held by them	1,313	550,693,745	12	798	1,325	550,694,543
Less:	Number of Members & Invalid/Rejected Votes	0	0	0	0	0	0
Less:	Number of Members & who abstained from voting	0	0	0	0	0	0
Less:	Number of Members partially exercised their votes	5 *	2,553,018*	0	0	5 *	2,553,018 *
	<b>No. of Valid Votes Cast</b>	<b>1,313 *</b>	<b>548,140,727 *</b>	<b>12</b>	<b>798</b>	<b>1,325 *</b>	<b>548,141,525 *</b>

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Particulars	REMOTE E-VOTING		E-VOTING AT AGM		TOTAL		% of total number of valid votes cast
	Number of member (s) voted	Votes Cast by them	Number of member(s) voted	Votes Cast by them	Number of member (s) voted	Votes Cast by them	
Favour	1,299	54,81,38,448	12	798	1,311	54,81,39,246	99.9996
Against	14	2,279	0	0	14	2,279	0.00042
<b>Total</b>	<b>1,313*</b>	<b>54,81,40,727*</b>	<b>12</b>	<b>798</b>	<b>1,325*</b>	<b>54,81,41,525*</b>	<b>100.00</b>

**\*Note:**

a) 5 (Five) members holding 39,83,280 equity shares have partially exercised their voting rights for 14,30,262 equity shares in favour and not exercised their voting rights for 25,53,018 equity shares.

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**2. To declare dividend on equity shares for the financial year ended March 31, 2023  
(Ordinary Resolution):**

	Particulars	REMOTE E-VOTING		E-VOTING AT AGM		Total	
		Number of member (s) voted	Votes held by them	Number of member (s) voted	Votes held by them	Number of member (s) voted	Votes held by them
	Number of Members & Shares held by them	1,316	55,41,20,260	13	803	1,329	55,41,21,063
Less:	Number of Members & Invalid/Rejected Votes	0	0	0	0	0	0
Less:	Number of Members & who abstained from voting	0	0	0	0	0	0
Less:	Number of Members partially exercised their votes	5*	25,53,018*	0	0	5*	25,53,018*
	<b>No. of Valid Votes Cast</b>	<b>1,316*</b>	<b>55,15,67,242*</b>	<b>13</b>	<b>803</b>	<b>1,329*</b>	<b>55,15,68,045*</b>

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Particulars	REMOTE E-VOTING		E-VOTING AT AGM		TOTAL		% of total number of valid votes cast
	Number of member (s) voted	Votes Cast by them	Number of member (s) voted	Votes Cast by them	Number of member(s) voted	Votes Cast by them	
Favour	1,293	55,11,75,577	13	803	1,306	55,11,76,380	99.929
Against	23	3,91,665	0	0	23	3,91,665	0.07101
<b>Total</b>	<b>1,316*</b>	<b>55,15,67,242*</b>	<b>13</b>	<b>803</b>	<b>1,329*</b>	<b>55,15,68,045*</b>	<b>100.00</b>

**\*Note:**

a) 5 (Five) members holding 39,83,280 equity shares have partially exercised their voting rights for 14,30,262 equity shares in favour and not exercised their voting rights for 25,53,018 equity shares.

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**3. To appoint a Director in place of Mr. Shomit Bhartia (DIN: 00020623), who retires by rotation and, being eligible, offers himself for re-appointment (Ordinary Resolution):**

	Particulars	REMOTE E-VOTING		E-VOTING AT AGM		Total	
		Number of member (s) voted	Votes held by them	Number of member (s) voted	Votes held by them	Number of member (s) voted	Votes held by them
	Number of Members & Shares held by them	1,319*	56,41,62,099	12	798	1,331	56,41,62,897
Less:	Number of Members & Invalid/Rejected Votes	0	0	0	0	0	0
Less:	Number of Members & who abstained from voting	0	0	0	0	0	0
Less:	Number of Members partially exercised their votes	22*	1,25,95,162*	0	0	22*	1,25,95,162*
	<b>No. of Valid Votes Cast</b>	<b>1,319*</b>	<b>55,15,66,937*</b>	<b>12</b>	<b>798</b>	<b>1,331*</b>	<b>55,15,67,735*</b>

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Particulars	REMOTE E-VOTING		E-VOTING AT AGM		TOTAL		% of total number of valid votes cast
	Number of member (s) voted	Votes Cast by them	Number of member (s) voted	Votes Cast by them	Number of member (s) voted	Votes Cast by them	
Favour	1,169	52,84,00,829	12	798	1,181	52,84,01,627	95.8000
Against	150	2,31,66,108	0	0	150	2,31,66,108	4.2000
<b>Total</b>	<b>1,319*</b>	<b>55,15,66,937*</b>	<b>12</b>	<b>798</b>	<b>1,331*</b>	<b>55,15,67,735*</b>	<b>100.00</b>

**\*Notes:**

a) 1(one) member holding 14,37,675 equity shares voted twice. Firstly, this member partially exercised votes for 14,22,391 equity shares in favour and not exercised vote for 15,284 equity shares. Thereafter, this member exercised votes for 15,283 equity shares and not exercised vote for 1 equity shares voting against the resolution. Accordingly, this member and its votes have been counted twice.

b) 1(one) member holding 8,05,111 equity shares voted twice. Firstly, this member partially exercised votes for 7,05,779 equity shares in favour and not exercised vote for 99,332 equity shares. Thereafter, this member exercised votes for 99331 equity shares voting against the resolution and not exercised vote for 1 equity share. Accordingly, this member and its votes have been counted twice.

c) 1(one) member holding 76,862 equity shares voted twice. Firstly, this member partially exercised votes for 71,073 equity shares in favour and not exercised vote for 5,789 equity shares. Thereafter, this member exercised votes for 5,789 equity shares voting against the resolution. Accordingly, this member and its votes have been counted twice.

d) 1(one) member holding 12,54,851 equity shares voted twice. Firstly, this member partially exercised votes for 10,83,076 equity shares in favour and not exercised vote for 1,71,775 equity shares. Thereafter, this member exercised votes for 1,71,775 equity shares voting against the resolution. Accordingly, this member and its votes have been counted twice.

e) 1(one) member holding 6,43,045 equity shares voted twice. Firstly, this member partially exercised votes for 6,33,209 equity shares in favour and not exercised vote for 9,836 equity shares. Thereafter, this member exercised votes for 9,836 equity shares voting against the resolution. Accordingly, this member and its votes have been counted twice.

f) 1(one) member holding 11,49,045 equity shares voted twice. Firstly, this member partially exercised votes for 11,13,075 equity shares in favour and not exercised vote for 35,970 equity shares. Thereafter, this member exercised votes for 35,970 equity shares voting against the resolution. Accordingly, this member and its votes have been counted twice.

g) 1(one) member holding 43,532 equity shares voted twice. Firstly, this member partially exercised votes for 31,349 equity shares in favour and not exercised vote for 12,183 equity shares. Thereafter, this member exercised votes for 12,183 equity shares voting against the resolution. Accordingly, this member and its votes have been counted twice.

h) 1(one) member holding 14,44,745 equity shares voted twice. Firstly, this member partially exercised votes for 13,89,915 equity shares in favour and not exercised vote for 54,830 equity shares. Thereafter, this member exercised votes for 54,830 equity shares voting against the resolution. Accordingly, this member and its votes have been counted twice.

I) 1(one) member holding 31,87,276 equity shares voted twice. Firstly, this member partially exercised votes for 40,580 equity shares in favour and not exercised vote for 31,46,696 equity shares. Thereafter, this member exercised votes for 1154825 equity shares voting against the resolution and not exercised vote for 19,91,871 equity share. Accordingly, this member and its votes have been counted twice.

j) 4 (Four) members holding 7,96,004 equity shares have partially exercised their voting rights for 2,34,857 equity shares in favour and not exercised their voting rights for 5,61,147 equity shares.

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**4.To appoint a Director in place of Ms. Aashti Bhartia (DIN: 02840983), who retires by rotation and, being eligible, offers herself for re-appointment. (Ordinary Resolution):**

	Particulars	REMOTE E-VOTING		E-VOTING AT AGM		Total	
		Number of member (s) voted	Votes held by them	Number of member (s) voted	Votes held by them	Number of member (s) voted	Votes held by them
	Number of Members & Shares held by them	1,312	55,41,63,597	12	798	1,324	55,41,64,395
Less:	Number of Members & Invalid/Rejected Votes	0	0	0	0	0	0
Less:	Number of Members & who abstained from voting	0	0	0	0	0	0
Less:	Number of Members partially exercised their votes	7*	25,96,550	0	0	7*	25,96,550*
	<b>No. of Valid Votes Cast</b>	<b>1,312*</b>	<b>55,15,67,047*</b>	<b>12</b>	<b>798</b>	<b>1,324*</b>	<b>55,15,67,845*</b>

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Particulars	REMOTE E-VOTING		E-VOTING AT AGM		TOTAL		% of total number of valid votes cast
	Number of member (s) voted	Votes Cast by them	Number of member (s) voted	Votes Cast by them	Number of member (s) voted	Votes Cast by them	
Favour	1,247	54,30,35,042	12	798	1,259	54,30,35,840	98.4531
Against	65	85,32,005	0	0	65	85,32,005	1.54686
<b>Total</b>	<b>1,312*</b>	<b>55,15,67,047*</b>	<b>12</b>	<b>798</b>	<b>1324*</b>	<b>55,15,67,845*</b>	<b>100.00</b>

**\*Notes:**

a) 5 (Five) members holding 39,83,280 equity shares have partially exercised their voting rights for 14,30,262 equity shares in favour and not exercised their voting rights for 25,53,018 equity shares

b) 1(one) member holding 43,532 equity shares voted twice. Firstly, this member partially exercised votes for 31,349 equity shares in favour and not exercised vote for 12,183 equity shares. Thereafter, this member exercised votes for 12183 equity shares voting against the resolution. Accordingly, this member and its votes have been counted twice.

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**5. To re-appoint Mr. Vikram Singh Mehta (DIN: 00041197) as an Independent Director (Special Resolution):**

	Particulars	REMOTE E-VOTING		E-VOTING AT AGM		Total	
		Number of member(s) voted	Votes held by them	Number of member (s) voted	Votes held by them	Number of member (s) voted	Votes held by them
	Number of Members & Shares held by them	1,319	55,86,54,963	12	798	1,331	55,86,55,761
Less:	Number of Members & Invalid/Rejected Votes	0	0	0	0	0	0
Less:	Number of Members & who abstained from voting	0	0	0	0	0	0
Less:	Number of Members partially exercised their votes	21*	70,87,920*	0	0	21*	70,87,920*
	<b>No. of Valid Votes Cast</b>	<b>1,319*</b>	<b>55,15,67,043*</b>	<b>12</b>	<b>798</b>	<b>1,331*</b>	<b>55,15,67,841*</b>

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Particulars	REMOTE E-VOTING		E-VOTING AT AGM		TOTAL		% of total number of valid votes cast
	Number of member(s) voted	Votes Cast by them	Number of member (s) voted	Votes Cast by them	Number of member (s) voted	Votes Cast by them	
Favour	926	44,88,79,916	12	798	938	44,88,80,714	81.3827
Against	393	10,26,87,127	0	0	393	10,26,87,127	18.6173
<b>Total</b>	<b>1,319*</b>	<b>55,15,67,043*</b>	<b>12</b>	<b>798</b>	<b>1,331*</b>	<b>55,15,67,841*</b>	<b>100.00</b>

**\*Notes:**

a) 1(one) member holding 14,37,675 equity shares voted twice. Firstly, this member partially exercised votes for 14,22,391 equity shares in favour and not exercised vote for 15,284 equity shares. Thereafter, this member exercised votes for 15,283 equity shares voting against the resolution and not exercised vote for 1 equity share. Accordingly, this member and its votes have been counted twice.

b) 1(one) member holding 8,05,111 equity shares voted twice. Firstly, this member partially exercised votes for 6,66,553 equity shares in favour and not exercised vote for 1,38,558 equity shares. Thereafter, this member exercised votes for 1,38,557 equity shares voting against the resolution and not exercised vote for 1 equity share. Accordingly, this member and its votes have been counted twice.

c) 1(one) member holding 7,250 equity shares voted twice. Firstly, this member partially exercised votes for 6,943 equity shares in favour and not exercised vote for 307 equity shares. Thereafter, this member exercised votes for 306 equity shares voting against the resolution and not exercised vote for 1 equity share. Accordingly, this member and its votes have been counted twice.

d) 1(one) member holding 76,862 equity shares voted twice. Firstly, this member partially exercised votes for 5789 equity shares in favour and not exercised vote for 71,073 equity shares. Thereafter, this member exercised votes for 71,073 equity shares voting against the resolution. Accordingly, this member and its votes have been counted twice.

e) 1(one) member holding 12,54,851 equity shares voted twice. Firstly, this member partially exercised votes for 93,716 equity shares in favour and not exercised vote for 11,61,135 equity shares. Thereafter, this member exercised votes for 11,61,135 equity shares voting against the resolution. Accordingly, this member and its votes have been counted twice.

f) 1(one) member holding 6,43,045 equity shares voted twice. Firstly, this member partially exercised votes for 1,521 equity shares in favour and not exercised vote for 6,41,524 equity shares. Thereafter, this member exercised votes for 6,41,524 equity shares voting against the resolution. Accordingly, this member and its votes have been counted twice.

g) 1(one) member holding 26,677 equity shares voted twice. Firstly, this member partially exercised votes for 9,969 equity shares in favour and not exercised vote for 16708 equity shares. Thereafter, this member exercised votes for 16,708 equity shares voting against the resolution. Accordingly, this member and its votes have been counted twice.

h) 1(one) member holding 2,83,427 equity shares voted twice. Firstly, this member partially exercised votes for 94,780 equity shares in favour and not exercised vote for 188647 equity shares. Thereafter,

this member exercised votes for 188,646 equity shares voting against the resolution and not exercised vote for 1 equity shares. Accordingly, this member and its votes have been counted twice.

j) 5 (Five) members holding 39,83,280 equity shares have partially exercised their voting rights for 11,950 equity shares in favour and voted 1418,312 against the resolution and not exercised their voting rights for 25,53,018 equity shares.

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**6. To re-appoint Ms. Deepa Misra Harris (DIN: 00064912) as an Independent Director (Special Resolution):**

	Particulars	REMOTE E-VOTING		E-VOTING AT AGM		Total	
		Number of member (s) voted	Votes held by them	Number of member(s) voted	Votes held by them	Number of member (s) voted	Votes held by them
	Number of Members & Shares held by them	1,315	55,57,80,402	12	798	1,327	55,57,81,200
Less:	Number of Members & Invalid/Rejected Votes	0	0	0	0	0	0
Less:	Number of Members & who abstained from voting	0	0	0	0	0	0
Less:	Number of Members partially exercised their votes	13*	42,13,355*	0	0	13*	42,13,355*
	<b>No. of Valid Votes Cast</b>	<b>1,315*</b>	<b>55,15,67,047*</b>	<b>12</b>	<b>798</b>	<b>1,327*</b>	<b>55,15,67,845*</b>

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Particulars	REMOTE E-VOTING		E-VOTING AT AGM		TOTAL		% of total number of valid votes cast
	Number of member(s) voted	Votes Cast by them	Number of member(s) voted	Votes Cast by them	Number of member(s) voted	Votes Cast by them	
Favour	1225	53,13,46,233	12	798	1,237	53,13,47,031	96.3339
Against	90	2,02,20,814	0	0	90	2,02,20,814	3.66606
<b>Total</b>	<b>1,315*</b>	<b>55,15,67,047*</b>	<b>12</b>	<b>798</b>	<b>1,327*</b>	<b>55,15,67,845*</b>	<b>100.00</b>

**\*Notes:**

a) 1(one) member holding 2,40,460 equity shares voted twice. Firstly, this member partially exercised votes for 2,00,017 equity shares in favour and not exercised vote for 40,443 equity shares. Thereafter, this member exercised votes for 40,443 equity shares voting against the resolution. Accordingly, this member and its votes have been counted twice.

b) 1 (one) member holding 11,49,045 equity shares voted twice. Firstly, this member partially exercised votes for 11,21,484 equity shares in favour and not exercised vote for 27,561 equity shares. Thereafter, this member exercised votes for 27,561 equity shares voting against the resolution. Accordingly, this member and its votes have been counted twice.

c) 1 (one) member holding 43,532 equity shares voted twice. Firstly, this member partially exercised votes for 31,349 equity shares in favour and not exercised vote for 12,183 equity shares. Thereafter, this member exercised votes for 12,183 equity shares voting against the resolution. Accordingly, this member and its votes have been counted twice.

d) 1 (one) member holding 2,27,300 equity shares voted twice. Firstly, this member partially exercised votes for 1,75,850 equity shares in favour and not exercised vote for 51,450 equity shares. Thereafter, this member exercised votes for 51,450 equity shares voting against the resolution. Accordingly, this member and its votes have been counted twice.

e) 5 (Five) members holding 39,83,280 equity shares have partially exercised their voting rights for 14,30,262 equity shares in favour and not exercised their voting rights for 25,53,018 equity shares.

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**7. To appoint Mr. Amit Jain (DIN: 01770475) as an Independent Director (Special Resolution):**

	Particulars	REMOTE E-VOTING		E-VOTING AT AGM		Total	
		Number of member(s) voted	Votes held by them	Number of member (s) voted	Votes held by them	Number of member (s) voted	Votes held by them
	Number of Members & Shares held by them	1,314	55,45,88,075	12	798	1,326	55,45,88,873
Less:	Number of Members & Invalid/Rejected Votes	0	0	0	0	0	0
Less:	Number of Members & who abstained from voting	0	0	0	0	0	0
Less:	Number of Members partially exercised their votes	9*	30,20,778*	0	0	9	30,20,778*
	<b>No. of Valid Votes Cast</b>	<b>1,314*</b>	<b>55,15,67,297*</b>	<b>12</b>	<b>798</b>	<b>1,326*</b>	<b>55,15,68,095*</b>

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Particulars	REMOTE E-VOTING		E-VOTING AT AGM		TOTAL		% of total number of valid votes cast
	Number of member (s) voted	Votes Cast by them	Number of member(s) voted	Votes Cast by them	Number of member(s) voted	Votes Cast by them	
Favour	1,274	54,96,99,699	12	798	1,286	54,97,00,497	99.6614
Against	40	18,67,598	0	0	40	18,67,598	0.3386
<b>Total</b>	<b>1,314*</b>	<b>55,15,67,297*</b>	<b>12</b>	<b>798</b>	<b>1,326*</b>	<b>55,15,68,095*</b>	<b>100.00</b>

**\*Notes:**

a) 1(one) member holding 2,40,460 equity shares voted twice. Firstly, this member partially exercised votes for 2,00,017 equity shares in favour and not exercised vote for 40,443 equity shares. Thereafter, this member exercised votes for 40,443 equity shares voting against the resolution. Accordingly, this member and its votes have been counted twice.

b) 1(one) member holding 2,27,300 equity shares voted twice. Firstly, this member partially exercised votes for 175850 equity shares in favour and not exercised vote for 51,450 equity shares. Thereafter, this member exercised votes for 51,450 equity shares voting against the resolution. Accordingly, this member and its votes have been counted twice.

c) 5 (Five) members holding 39,83,280 equity shares have partially exercised their voting rights for 14,30,262 equity shares in favour and not exercised their voting rights for 25,53,018 equity shares

2. Chairman or any other person authorised by him may accordingly declare the results thereof.
3. Relevant records pertaining to the electronic voting shall remain in the safe custody of the Scrutinizer, until the Chairman signs the minutes of the Meeting and thereafter the same shall be handed over to the Company Secretary.

Thanking you,  
Yours faithfully,

**Chandrasekaran Associates**  
Company Secretaries  
FRN: P1988DE002500  
Peer Review Certificate No.: 1428/2021

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**Rupesh Agarwal**  
Managing Partner  
Membership No: A16302  
CP No. 5673  
UDIN: A016302E000891891

Place: Delhi  
Date: 29.08.2023

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Counter-signed by  
(Chairman or any other person Authorised by the Chairman of the Company)