



JUBILANT FOODWORKS LIMITED

CIN No.: L74899UP1995PLC043677

Regd. Office: Plot No.1A, Sector 16A, Gautam Buddha Nagar, Noida – 201301, Uttar Pradesh
Corporate Office: 15th Floor, Tower E, Skymark One, Plot No. H-10/A, Sector - 98, Noida - 201301,
Uttar Pradesh; Phone: +91-120-6927500/+91-120-6935400
Website: www.jubilantfoodworks.com, E-mail: investor@jublfood.com

Notice of Annual General Meeting

NOTICE is hereby given that the Twenty-Eighth (28th) Annual General Meeting ('AGM') of the member(s) of **JUBILANT FOODWORKS LIMITED** ('Company') will be held on Tuesday, August 29, 2023 at 11.00 a.m. (IST) through Video Conferencing/ Other Audio Visual Means ('VC/OAVM') facility, to transact the following business:

ORDINARY BUSINESS:

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.
2. To declare dividend on equity shares for the financial year ended March 31, 2023.
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.
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.

SPECIAL BUSINESS:

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

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') and the Rules made thereunder, Regulations 17, 25 and other applicable provisions, if any, of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') (in each case including any statutory

modification(s) or amendment(s) thereto or re-enactment(s) thereof, for the time being in force), Articles of Association of the Company, Appointment and Remuneration Policy of the Company, recommendation of the Nomination, Remuneration and Compensation Committee of the Company and approval of the Board of Directors of the Company, Mr. Vikram Singh Mehta (DIN: 00041197), who was appointed as an Independent Director of the Company for a term of five (5) consecutive years upto January 31, 2024 and who is eligible of being re-appointed as an Independent Director and has submitted a declaration that he meets the criteria of independence as provided under the Act and Listing Regulations and in respect of whom the Company has received a notice in writing under Section 160 of the Act proposing his candidature for the office of Independent Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of five (5) consecutive years w.e.f. February 1, 2024 till January 31, 2029.

RESOLVED FURTHER THAT pursuant to Regulation 17(1A) of the Listing Regulations, approval of the members of the Company be and is hereby accorded, for continuation of office of directorship of Mr. Vikram Singh Mehta, Independent Director of the Company, who may attain the age of 75 years during the second term of office.

RESOLVED FURTHER THAT the Board or any Committee of Directors be and is hereby authorized to do all such acts, deeds and things as it may consider necessary, expedient or desirable, including delegate all or any of its powers herein conferred to any person, to give effect to the above resolution and for matters connected therewith or incidental thereto."

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

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, Schedule IV and other applicable provisions,

if any, of the Companies Act, 2013 ('the Act') and the Rules made thereunder, Regulations 17(1C), 25 and other applicable provisions, if any, of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') (in each case including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof, for the time being in force), Articles of Association of the Company, Appointment and Remuneration Policy of the Company, recommendation of the Nomination, Remuneration and Compensation Committee of the Company and approval of the Board of Directors of the Company, Ms. Deepa Misra Harris (DIN: 00064912), who was appointed as an Independent Director of the Company for a term of five (5) consecutive years upto June 20, 2024 and who is eligible of being re-appointed as an Independent Director and has submitted a declaration that she meets the criteria of independence as provided under the Act and Listing Regulations and in respect of whom the Company has received a notice in writing under Section 160 of the Act proposing her candidature for the office of Independent Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of five (5) consecutive years w.e.f. June 21, 2024 till June 20, 2029.

RESOLVED FURTHER THAT the Board or any Committee of Directors be and is hereby authorized to do all such acts, deeds and things as it may consider necessary, expedient or desirable, including delegate all or any of its powers herein conferred to any person, to give effect to the above resolution and for matters connected therewith or incidental thereto."

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

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') and the Rules made thereunder, Regulations 17(1C), 25 and other applicable provisions, if any, of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') (in each case including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof, for the time being in force), Articles of Association of the Company, Appointment and Remuneration Policy of the Company and on recommendation of Nomination, Remuneration and Compensation Committee of the Company and approval of the Board of Directors of the Company, Mr. Amit Jain (DIN: 01770475), who was appointed as an Additional Director designated as an Independent Director of the Company with effect from July 1, 2023 and who holds office pursuant to the provisions of Section 161 of the Act, upto the date of 28th Annual General Meeting of the Company and who has submitted a declaration that he meets the criteria for independence as provided under the Act and Listing Regulations and in respect of whom the Company has received a notice

in writing under Section 160 of the Act proposing his candidature for the office of Director of the Company, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of five (5) consecutive years w.e.f. July 1, 2023 till June 30, 2028.

RESOLVED FURTHER THAT the Board or any Committee of Directors be and is hereby authorized to do all such acts, deeds and things as it may consider necessary, expedient or desirable, including delegate all or any of its powers herein conferred to any person, to give effect to the above resolution and for matters connected therewith or incidental thereto."

NOTES:

1. The Ministry of Corporate Affairs ('MCA'), vide its Circular No. 10/2022 dated December 28, 2022 read with Circular No. 14/2020 dated April 08, 2020, Circular No. 17/2020 dated April 13, 2020, Circular No. 20/2020 dated May 05, 2020 and Circular No. 02/2022 dated May 05, 2022 (collectively referred as 'MCA Circulars') 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 ('SEBI Circulars') (MCA Circulars and SEBI Circulars collectively referred as 'Circulars') permitted holding of Annual General Meetings through VC/OAVM facility and dispensed physical presence of the members at the meeting. In compliance with the provisions of the Companies Act, 2013 ('the Act'), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), and Circulars, the 28th Annual General Meeting ('AGM') of the Members of the Company is being held through VC/OAVM. The detailed procedure for participating through VC/OAVM facility is mentioned in Note Nos. 17 & 20. The deemed venue for the AGM shall be the Registered Office of the Company. In compliance with the MCA Circulars, items of special business as mentioned in this Notice are considered unavoidable and forms part of this Notice.
2. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/ her behalf and the proxy need not be a Member of the Company. Since the AGM is being conducted through VC/OAVM in terms of the aforesaid Circulars, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the proxy form, attendance slip and route map are not annexed to this Notice.
3. The Explanatory Statement, pursuant to Section 102 of the Act, setting out material facts concerning the business under Item Nos. 5, 6 & 7 of the accompanying Notice is annexed hereto and forms part of this Notice. Further, the relevant details, pursuant to Regulation 36(3) of the Listing Regulations and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India ('SS-2') respectively, in respect of Directors seeking appointment/re-appointment at the AGM are also annexed.

4. The Members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
5. In case of joint holders, the Member 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 during the AGM.
6. The dividend, as recommended by the Board of Directors of the Company (₹ 1.2/- (i.e. 60%) per equity share of ₹ 2/- each for FY 2023), if approved at the AGM, will be paid/dispatched within 30 days from the date of AGM to those member(s) or their mandates:
 - a) whose names appear as Beneficial Owners at the end of business hours on Wednesday, July 12, 2023 in the lists of Beneficial Owners furnished by National Securities Depository Limited and Central Depository Services (India) Limited in respect of the shares held in electronic form;
 - b) whose names appear as Member(s) in the Register of Members of the Company as on Wednesday, July 12, 2023. The dividend will be paid electronically through various online transfer modes to those Members who have updated their bank account details. For Members who have not updated their bank account details, dividend warrants/demand drafts /cheques will be sent out to their registered addresses.
7. Pursuant to the relevant provisions of Income Tax Act, 1961 ('IT Act'), dividend income is taxable in the hands of shareholders and the Company is required to deduct tax at source from dividend paid to shareholders at the prescribed rates under the IT Act. The shareholders are requested to ensure correct PAN details are provided to update their PAN with the Company/ RTA (in case of shares held in physical mode) and depositories (in case of shares held in demat mode).

A resident individual shareholder holding a valid PAN having dividend income exceeding ₹ 5,000 from the Company and who is not liable to pay income tax can submit a duly signed declaration in Form No. 15G/15H, to avail the benefit of non-deduction of tax at source by uploading the documents through Link Intime Portal <https://web.linkintime.co.in/formsreg/submission-of-form-15g-15h.html> on or before Tuesday, August 8, 2023. Shareholders are requested to note that in case their PAN is not registered or valid, the tax will be deducted at a higher rate of 20%.

For resident shareholders (other than individual) holding a valid PAN and not subject to withholding tax under Section 194 of the IT Act, can submit duly signed declaration along with other documents as sought separately to avail the benefit of non-deduction of tax at source by uploading the documents through Link Intime Portal <https://web.linkintime.co.in/formsreg/submission-of-form-15g-15h.html> on or before Tuesday, August 8, 2023. Shareholders are requested to note that in case their PAN is not registered or valid, the tax will be deducted at a higher rate of 20%.

For a Non-resident shareholder [including Foreign Portfolio Investors ('FPI')], applicable withholding tax rate is either 20% as per the IT Act or the tax rate as specified in the tax treaty, whichever being more beneficial to the Non-resident shareholder. Further, Non-resident shareholders can avail the beneficial rates under tax treaty between India and their country of residence, subject to providing necessary documents i.e. No Permanent Establishment declaration, Beneficial Ownership declaration, Tax Residency Certificate, Form 10F and any other document which may be required to avail the tax treaty benefits by uploading the documents through above mentioned Link Intime Portal. The aforesaid forms, declarations and documents need to be submitted by the shareholders on or before Tuesday, August 8, 2023. Further details in this regard are available on the website of the Company at <https://www.jubilantfoodworks.com/investors/shareholder-information/dividend>.

Additionally, for shareholders who qualify as 'specified person' as defined under Section 206AB of the IT Act, tax shall be deducted at a higher rate.

8. Members are requested to note that, dividends if not encashed or remaining unclaimed/unpaid for a period of seven (7) years from the date of transfer to Company's Unpaid Dividend Account, are liable to be transferred to the Investor Education and Protection Fund ('IEPF') established by the Central Government. Further, all shares in respect of which dividend has remained unclaimed for seven (7) consecutive years or more from the date of transfer to unpaid dividend account are also liable to be transferred to IEPF Authority in terms of Section 124 of the Act read with IEPF Rules made thereunder. The Company has been sending reminders to Members having unpaid/ unclaimed dividends before transfer of such dividend or shares to IEPF. Details of the unpaid/ unclaimed dividend are also uploaded on the website of the Company at <https://www.jubilantfoodworks.com/investors/shareholder-information/dividend>. Accordingly, Members who have not yet claimed the dividend, from the financial year ended March 31, 2016 onwards are requested to write immediately to Company's Registrar and Transfer Agent (RTA), Link Intime India Pvt. Ltd., Noble Heights, 1st Floor, Plot No. NH 2, C-1 Block LSC, Near Savitri Market, Janakpuri, New Delhi -110058; Tel: +91 11 49411000; Fax: +91 11 41410591; Email: delhi@linkintime.co.in. Further, Members who have not claimed or encashed their dividend(s) in the last seven (7) consecutive years from 2015-16 are advised to claim the same. In case valid claim is not received, the Company will proceed to transfer the corresponding shares to the IEPF Account in accordance with the prescribed procedure under the IEPF Rules. The Members, whose unclaimed dividends and/or shares have been transferred to IEPF, can claim back from IEPF Authority by submitting an online application in prescribed Form IEPF-5 available on the website i.e. www.iepf.gov.in after following the procedure prescribed therein.
9. SEBI vide Circular No. SEBI/HO/MIRSD/MIRSD RTAMB/P/ CIR/2022/8 dated January 25, 2022 mandated the listed companies to issue securities in dematerialized form only

- while processing service requests viz. Issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR-4 available on the Company's website <https://www.jubilantfoodworks.com/investors-shareholder-information-investor-forms>. Members can contact the Company or RTA, for any assistance in this regard. Please note that any service request can be processed only after the folio is KYC compliant.
10. As per the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. If a Member desires to opt out or cancel the earlier nomination and record a fresh nomination, the same can be done by submitting Form ISR-3 or SH-14 as the case may be. The said forms can be downloaded from the Company's website <https://www.jubilantfoodworks.com/investors-shareholder-information-investor-forms>. Members are requested to submit the said details to their Depository Participant in case the shares are held by them in dematerialized form and to Company's RTA in case the shares are held in physical form.
 11. SEBI vide circular dated March 16, 2023, mandated submission of PAN, KYC details and nomination by members holding shares in physical form by October 1, 2023. Members are requested to contact the Company's RTA for updation of said details. In absence of any of these details in the folio, the Company's RTA will be obligated to freeze such folios. The securities in the frozen folios shall be eligible to receive payments (including dividend) and lodge grievances only after furnishing the complete documents. If the securities continue to remain frozen as on December 31, 2025, the RTA/Company shall refer such securities to the administering authority under the Benami Transactions (Prohibitions) Act, 1988, and/or the Prevention of Money Laundering Act, 2002.
 12. Members may access the scanned copy of (i) the Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act; (ii) the Register of Contracts or Arrangements in which Directors are interested under Section 189 of the Act; (iii) Certificate from the Secretarial Auditors of the Company certifying that the ESOP Schemes and General Benefit Scheme of the Company has been implemented in accordance with the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; (iv) or any other documents as may be required electronically during the AGM. All other documents referred to in the Notice and Explanatory Statement may also be inspected electronically on all working days during normal business hours without any fee by the members by writing an email to the Company Secretary at investor@jublfood.com.
 13. In compliance with the Circulars, the Notice of the 28th AGM along with Integrated Annual Report for FY 2022-23 is being sent through electronic mode to only those Members whose email IDs are registered with the Company/ Depository Participant. Notice of the 28th AGM and the Integrated Annual Report for FY 2022-23 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 National Securities Depository Limited at www.evoting.nsdl.com.
 14. In compliance with provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, Secretarial Standards on General Meetings (SS-2) issued by the Institute of Company Secretaries of India and Regulation 44 of the Listing Regulations, as amended, read with MCA Circulars, the Members are provided with the facility to cast their vote electronically, through the remote e-Voting facility (prior to AGM) and e-Voting facility (during the AGM), on all the resolutions set forth in this Notice. The facility of casting votes will be provided by National Securities Depository Limited (NSDL).
 15. The voting rights of member(s) for remote e-Voting and for e-Voting at AGM shall be in proportion to their shares in the paid up equity share capital of the Company as on the cut-off date i.e. Tuesday, August 22, 2023. A person whose name is recorded in the register of Members or in the register of beneficial owners maintained by the depositories as on the cut-off date, i.e. Tuesday, August 22, 2023 only shall be entitled to vote through remote e-Voting/e-Voting at the AGM. Any person who is not a member as on the cut-off date should treat this notice for information purpose only.
 16. The Members can opt for only one mode of voting i.e. remote e-Voting or e-Voting at the AGM. In case of voting by both the modes, vote cast through remote e-Voting will be considered final and e-Voting at the AGM will not be considered.
 17. **INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND ATTENDING THE AGM:**
 - a. The remote e-voting period begins on Saturday, August 26, 2023 at 09.00 a.m. (IST) and ends on Monday, August 28, 2023 at 05.00 p.m. (IST). The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members/Beneficial Owners as on the record date (cut-off date) i.e. Tuesday, August 22, 2023, may cast their vote electronically. The voting rights of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Tuesday, August 22, 2023.
 - b. The details of the process and manner for remote e-voting are explained herein below:

Step 1: Access to NSDL e-voting system

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

Step 1: Access to NSDL e-Voting system**A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode**

In terms of SEBI circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	<p>A) NSDL IDeAS facility</p> <p>If you are already registered, follow the below steps:</p> <ul style="list-style-type: none"> (i) Visit the e-Services website of NSDL viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile phone. (ii) Once the home page of e-Services is launched, click on the 'Beneficial Owner' icon under 'Login' which is available under 'IDeAS' section. (iii) 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. (iv) Click on 'Access to e-Voting' under appearing on left hand side under e-Voting services and you will be able to see e-Voting page. (v) Click on options available against Company name or e-Voting service provider i.e. NSDL and you will be re-directed to NSDL e-Voting website for casting your vote during the remote e-Voting period or joining virtual meeting & e-voting during the meeting. <p>If you are not registered, follow the below steps:</p> <ul style="list-style-type: none"> (a) Option to register is available at https://eservices.nsdl.com. (b) Select 'Register Online for IDeAS' Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp. <p>B) Visit the e-Voting website of NSDL</p> <ul style="list-style-type: none"> (i) Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. (ii) Once the home page of e-Voting system is launched, click on the icon 'Login' which is available under 'Shareholder/Member' section. (iii) A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. (iv) After successful authentication, you will be redirected to NSDL website wherein you can see e-Voting page. Click on options available against Company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & e-voting during the meeting. <p>C. Shareholders/Members can also download NSDL Mobile App 'NSDL Speede' facility by scanning the QR code mentioned below for seamless voting experience.</p>

NSDL Mobile App is available on



Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with CDSL	<p>(i) Existing users who have opted for Easi/Easiest facility, they can login through their 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/myeasitoken/home/login or www.cdslindia.com and click on Easi New (Token).</p> <p>(ii) After successful login of Easi/Easiest, the user will also be able to see the E-Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote.</p> <p>(iii) If the user is not registered for Easi/Easiest, option to register is available at www.cdslindia.com.</p> <p>(iv) Alternatively, the user can directly access e-Voting page by providing demat account number and PAN from a link on www.cdslindia.com 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.</p>
Individual Shareholders (holding securities in demat mode) login through their depository participants	<p>(i) You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility.</p> <p>(ii) Once logged-in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL website after successful authentication, wherein you can see e-Voting feature.</p> <p>(iii) Click on options available against Company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & e-voting during the meeting.</p>

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

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

Login type	Helpdesk details
Securities held with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at 022-4886 7000 and 022-2499 7000
Securities held with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800225533

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon 'Login' which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
4. Alternatively, if you are registered for NSDL eservices i.e. IDeAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDeAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

5. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****
b) For Members who hold shares in demat account with CDSL	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form	EVEN Number followed by Folio Number registered with the Company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

6. Password details for shareholders other than Individual shareholders are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
 - i. If your email ID is registered in your demat account or with the Company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL in your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - ii. If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**.

b) 'Physical User Reset Password?' (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.

c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, PAN, name and registered address etc.

d) Members can also use the OTP based login for casting the votes on the e-Voting system of NSDL.

8. After entering your password, tick on Agree to 'Terms and Conditions' by selecting on the check box.

9. Now, you will have to click on 'Login' button.

10. After you click on the 'Login' button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join Meeting on NSDL e-Voting system.

How to cast your vote electronically and join Meeting on NSDL e-Voting system?

- (i) After successful login at Step 1, you will be able to see all the companies 'EVEN' in which you are holding shares and whose voting cycle and General Meeting is in active status.
- (ii) Select 'EVEN' of Company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on 'VC/OAVM' link placed under 'Join Meeting'.
- (iii) Now you are ready for e-Voting as the Voting page opens.
- (iv) Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares

7. If you are unable to retrieve or have not received the 'Initial password' or have forgotten your password:

- a) Click on 'Forgot User Details/Password?' (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.

for which you wish to cast your vote and click on 'Submit' and also 'Confirm' when prompted.

- (v) Upon confirmation, the message 'Vote cast successfully' will be displayed.
- (vi) You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
- (vii) Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

- (i) Institutional shareholders/Corporate Shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of their respective Board or governing body Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to rupesh@cacsindia.com with a copy marked to evoting@nsdl.co.in. Institutional shareholders can also upload their Board Resolution/Power of Attorney/Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
- (ii) It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the 'Forgot User Details/Password?' or 'Physical User Reset Password?' option available on www.evoting.nsdl.com to reset the password.
- (iii) Any person who acquires shares of the Company and becomes member of the Company after the Company sends the AGM Notice and holding shares as on cut-off date i.e. Tuesday, August 22, 2023 may obtain the User ID and password by sending an email to evoting@nsdl.co.in or investor@jubilfood.com by mentioning their Folio No./DP ID and Client ID for casting their vote. In case of individual shareholders holding shares in demat mode, they are requested to follow steps explained at step 1(A) of Note 17 'Access to NSDL e-Voting system'.
- (iv) In case of any queries related to e-Voting, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-Voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on 022 - 48867000 and 022 - 24997000 or send a request to Ms. Pallavi Mhatre, Senior Manager, NSDL at evoting@nsdl.co.in. who will also address the grievances connected with the voting by electronic means.

18. PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL IDS ARE NOT REGISTERED WITH THE DEPOSITORIES FOR PROCURING USER ID AND PASSWORD AND REGISTRATION OF EMAIL IDS FOR E-VOTING:

- (i) In case shares are held in Demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to investor@jubilfood.com. 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 17 i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.
- (ii) In case shares are held in Physical mode, please provide Folio No., Name, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to investor@jubilfood.com.
- (iii) Alternatively, shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
- (iv) In terms of SEBI circular no. SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated December 9, 2020, on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

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

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

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

- (i) Member will be able to attend the AGM through VC/OAVM or view the live webcast of AGM provided by NSDL at <https://www.evoting.nsdl.com> by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of 'VC/OAVM link' placed under 'Join meeting' menu against Company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
- (ii) Members are encouraged to join the Meeting through Laptops for better experience.
- (iii) Further members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- (iv) Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
- (v) The members can join the AGM through VC/OAVM facility, thirty (30) minutes before the scheduled time of commencement of the AGM and the facility shall be kept open throughout the proceedings of the AGM.
- (vi) Members who would like to express their views/or ask questions at the AGM may register themselves as a speaker by sending the request along with their queries atleast five (5) days in advance from their registered email id mentioning their name, demat account number/folio number, email id, mobile number at investor@jubilfood.com. Those members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number

of speakers depending on the availability of time for the AGM. Members who do not wish to speak during the AGM but have queries related to financial statements or other, may send their queries atleast five (5) days in advance before AGM by mentioning their name, demat account number/folio number, PAN, mobile number at investor@jubilfood.com. These queries will be replied by the Company suitably by email.

21. The Board of Directors of the Company has appointed Mr. Rupesh Agarwal, Managing Partner, (Membership No. ACS 16302) failing him Mr. Shashikant Tiwari, Partner, (Membership No. FCS 11919) of M/s. Chandrasekaran Associates, Company Secretaries as the Scrutinizer to scrutinize the process for remote e-Voting and e-Voting at the AGM in a fair and transparent manner and they have communicated their willingness to be appointed and will be available for the same purpose.
22. The Scrutinizer shall, after the conclusion of voting at the AGM, scrutinize the votes cast through e-Voting at the AGM and votes cast through remote e-Voting, make a consolidated Scrutinizer's Report and submit the same to the Chairman or to a person authorized by the Chairman in writing who shall countersign the same. The Results shall be declared within two working days of the conclusion of the AGM and the same, along with the consolidated Scrutinizer's Report, shall be placed on the website of the Company (www.jubilantfoodworks.com), NSDL (www.evoting.nsdl.com) and shall also be communicated to BSE Limited and National Stock Exchange of India Limited.
23. The recorded transcript of the AGM shall be placed on the Company's website <https://www.jubilantfoodworks.com/investors-governance-shareholder-meetings> as soon as possible after conclusion of AGM.
24. Subject to receipt of requisite number of votes, the resolution(s) forming part of notice of AGM shall be deemed to be passed on the date of the AGM i.e. August 29, 2023.

By order of the Board of Directors
for Jubilant FoodWorks Limited

Date : July 18, 2023
Place: Noida

Mona Aggarwal
Company Secretary

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

Item No. 5 & 6

The Members of the Company at their 24th Annual General Meeting held on September 24, 2019 approved appointment of:

- a) Mr. Vikram Singh Mehta (DIN: 00041197) ('Mr. Mehta') w.e.f February 1, 2019; and
- b) Ms. Deepa Misra Harris (DIN: 00064912) ('Ms. Harris') w.e.f June 21, 2019

as Independent Directors of the Company to hold office for a term of five (5) consecutive years, in terms of Section 149 of the Companies Act, 2013 ('Act') and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations').

In terms of the provisions of Section 149 of the Act, Mr. Mehta and Ms. Harris are eligible for re-appointment as Independent Directors of the Company for a second term of up to five (5) consecutive years on passing of special resolution by the Members of the Company.

Further, pursuant to Regulation 17(1A) of the Listing Regulations, appointment or continuation of a Non-executive Director after attaining age of 75 years requires shareholders approval by way of Special Resolution. Mr. Mehta would attain the age of 75 years in October 2027 during the second term of proposed re-appointment i.e. from February 1, 2024 till January 31, 2029. It is, therefore, proposed to seek approval of the shareholders by way of special resolution for re-appointment of Mr. Mehta in compliance with provisions of Regulation 17(1A) of the Listing Regulations.

In terms of the applicable provisions of the Act and Listing Regulations, the Company has received requisite disclosures/declarations from Mr. Mehta and Ms. Harris including (i) consent to act as Directors u/s 152 of the Act in prescribed format (Form DIR-2); (ii) disclosure of interest u/s 184(1) of the Act (Form MBP-1) (iii) declarations u/s 164 of the Act (Form DIR- 8) to the effect that they are not disqualified to become Directors including a declaration that they are not debarred from holding the office of Directors by virtue of any SEBI order or any other such authority; (iv) declarations of independence u/s 149(7) of the Act and Regulation 16 of Listing Regulations; (v) notices under Section 160 of the Act proposing their candidatures as Independent Directors of the Company; and all other necessary information/declarations.

As per the reports of performance evaluation, Mr. Mehta and Ms. Harris have effectively and efficiently discharged their duties, roles and responsibilities during their tenure as Independent Directors of the Company.

Basis the reports of performance evaluation and keeping in view knowledge, acumen, integrity, expertise, experience, proficiency, positive attributes, substantial contribution made by these Directors and pursuant to the provisions of the Act and Rules made thereunder, Listing Regulations, Appointment and Remuneration Policy of the Company, declaration of Independence, the Nomination, Remuneration and

Compensation Committee ('NRC Committee') and the Board of Directors of the Company is of the opinion that Mr. Mehta and Ms. Harris possesses appropriate skills, acumen, integrity, experience, expertise & knowledge and fulfils the conditions for re-appointment as Independent Directors and that they are independent of the management and their continued association as Independent Directors will immensely benefit the Company.

Accordingly, NRC Committee and the Board approved re-appointment of:

- a) Mr. Vikram S. Mehta as an Independent Director of the Company, not liable to retire by rotation, for a second term of five (5) consecutive years i.e. from February 1, 2024 till January 31, 2029, subject to approval of Members.
- b) Ms. Deepa M. Harris as an Independent Director of the Company, not liable to retire by rotation, for a second term of five (5) consecutive years i.e. from June 21, 2024 till June 20, 2029, subject to approval of Members.

Copy of Appointment Letter(s) of Mr. Mehta and Ms. Harris setting out the terms and conditions of their appointment including remuneration are available electronically for inspection by Members as per details mentioned in the notes to this Notice.

Pursuant to Regulation 36(3) of the Listing Regulations, as amended read with the provisions of the Secretarial Standard on General Meetings ('SS-2') issued by the Institute of Company Secretaries of India, brief profile and other details of Mr. Mehta and Ms. Harris are provided in **Annexure-A** to this Notice.

Mr. Mehta and Ms. Harris, being appointee(s), may be deemed to be concerned or interested in their respective resolution(s) for appointment. None of the other Directors, Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested (financially or otherwise) in the proposed resolution(s) mentioned at Item Nos. 5 & 6. The Board recommends the passing of these resolutions as Special Resolution(s).

Item No. 7

In terms of the Appointment and Remuneration Policy of the Company and based on the recommendation of Nomination, Remuneration and Compensation Committee ('NRC Committee'), the Board of Directors of the Company in their meeting held on May 17, 2023 approved appointment of Mr. Amit Jain (DIN: 01770475) ('Mr. Jain') as an Additional Director designated as an Independent Director of the Company, not liable to retire by rotation, for a term five (5) consecutive years w.e.f. July 1, 2023 till June 30, 2028.

In terms of section 161 of Companies Act, 2013 ('Act') the appointment of Additional Director is valid up to next Annual General Meeting.

In terms of the applicable provisions of the Act, and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), the Company has received from Mr. Jain (i) consent to act as Director u/s 152(5) of the Act in prescribed format (Form DIR-2); (ii) Disclosure of interest u/s