

NOTICE

Notice is hereby given that the Fifteenth Annual General Meeting of Members of Jubilant Industries Limited will be held on Friday, September 24, 2021 at 11:00 AM (IST) through Video Conferencing ('VC')/Other Audio Visual Means ('OAVM') to transact the following business:

ORDINARY BUSINESS

1. To consider and adopt:
 - a) the Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2021, 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, 2021 and Report of the Auditors thereon.
2. To appoint a Director in place of Mr. Shamit Bhartia (DIN: 00020623), who retires by rotation and, being eligible, offers himself for re-appointment.

SPECIAL BUSINESS

3. **Modification to the JIL Employees Stock Option Scheme 2013:**

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

"RESOLVED THAT in partial modification of the special resolution passed by the members of the Company by postal ballot, results of which were declared on March 01, 2013 and pursuant to the applicable provisions of the Companies Act, 2013 ('Act') and the rules framed thereunder, including any statutory modification(s) or re-enactment(s) thereof for the time being in force, the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 ('SEBI ESOP Regulations'), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the 'Listing Regulations'), including any statutory modification or re-enactment thereof for the time being in force, the Articles of Association of the Company and other applicable statutory provisions, regulations, applicable rules and circulars and guidelines in force, from time to time and subject to such other approvals, permissions and sanctions as may be necessary and such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions and subject to acceptance of such condition(s) or modification(s) by the Board of Directors of the Company (hereinafter referred to as the 'Board', which term shall include any authorised committee thereof), consent of the members be and is hereby accorded for variation in the JIL Employees Stock Option Scheme 2013 (hereinafter referred to as the 'Scheme 2013') and to amend the existing clause 7.3 of the Scheme 2013 by enhancing the per participant limit of maximum number of Options and consequent

shares to be issued and/or transferred upon exercise of such Options to 1,00,000 (One Lakh Only) during any 1 (one) financial year; and 1,50,000 (One Lakh Fifty Thousand Only) in aggregate, subject to other terms and conditions of the scheme.

RESOLVED FURTHER THAT such equity shares as are issued by the Company in the manner aforesaid shall rank pari-passu in all respects with the then existing fully paid-up equity shares of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorised to take necessary steps for listing of the equity shares allotted under the Scheme 2013 on the stock exchanges, where the equity shares of the Company are listed as per the provisions of the Listing Regulations and other applicable guidelines, rules and regulations.

RESOLVED FURTHER THAT the Board be and is hereby authorized to bring into effect the Scheme 2013 as per the terms approved in this resolution and at any time to modify, change, vary, alter, amend, suspend or terminate the Scheme 2013 subject to compliance with the applicable laws and regulations and to do all such acts, deeds, matters and things as it may in its absolute discretion deem fit, for such purpose and also to settle any issues, questions, difficulties or doubts that may arise in this regard without being required to seek any further consent or approval of the members of the Company and further to execute all such documents, writings and to give such directions and/or instructions as may be necessary or expedient to give effect to such modification, change, variation, alteration, amendment, suspension or termination of the Scheme 2013 and do all other things incidental to and ancillary thereof."

4. **Grant of options to employees of holding and/or subsidiary company(ies), under the amended JIL Employees Stock Option Scheme 2013:**

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

"RESOLVED THAT in partial modification of the special resolution passed by the members of the Company by postal ballot, results of which were declared on March 01, 2013 and pursuant to the applicable provisions of the Companies Act, 2013 ('Act') and the rules framed thereunder, including any statutory modification(s) or re-enactment(s) thereof for the time being in force, the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 ('SEBI ESOP Regulations'), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the 'Listing Regulations'), including any statutory modification or re-enactment thereof for the time being in force, the Articles of Association of the Company and other applicable statutory provisions, regulations, applicable rules and circulars and guidelines in force, from time to time and subject to such other approvals,

permissions and sanctions as may be necessary and such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions and subject to acceptance of such condition(s) or modification(s) by the Board of Directors of the Company (hereinafter referred to as the 'Board', which term shall include any authorised committee thereof), consent of the members be and is hereby accorded to the Board for enhancing the per participant limit of maximum number of Options and consequent shares to be issued and/or transferred upon exercise of such Options to the present and future employees of the holding company(ies) and/or subsidiary company(ies) of the Company to 1,00,000 (One Lakh Only) during any 1 (one) financial year; and 1,50,000 (One Lakh Fifty Thousand Only) in aggregate, subject to the other terms and conditions of the Scheme."

5. **Re-appointment of Mr. Manu Ahuja (DIN: 05123127) as CEO & Managing Director**

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

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198, 203 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (the 'Act') (including any statutory modification or re-enactment thereof for the time being in force), the Appointment and Remuneration Policy of the Company and subject to such approvals, consents, permissions and sanctions of the concerned authorities as may be necessary and subject to such conditions and modifications as may be prescribed, imposed or suggested by such concerned authorities while granting such approvals, consents, permissions and sanctions and as agreed to by the Board of Directors of the Company (hereinafter referred to as the 'Board' which term shall be deemed to include any committee which the Board may have constituted or hereinafter constitute to exercise the powers conferred by this resolution), approval of the members be and is hereby accorded to the re-appointment of Mr. Manu Ahuja [DIN: 05123127] as CEO & Managing Director of the Company, without remuneration, for a period of three years effective from May 10, 2021.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds and things as it may consider necessary, expedient or desirable, in order to give effect to the foregoing resolution or otherwise as considered by the Board to be in the best interest of the Company."

By Order of the Board of Directors

NOIDA
June 18, 2021

Abhishek Mishra
Company Secretary

NOTES:

1. Information pursuant to the provisions of Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred as 'Listing Regulations') for Item No. 2, is annexed as **Annexure A** to this notice.

The Explanatory Statement, pursuant to Section 102 of the Companies Act, 2013 (the Act), relating to the special business to be transacted at the 15th Annual General Meeting (AGM), is annexed.

Further, the information and facts as specified in the Regulations 36 of Listing Regulations and Secretarial Standard-2 (SS-2) on 'General Meetings' issued by 'The Institute of Company Secretaries of India' for Item No. 5 is given in the explanatory statement and in **Annexure B**, annexed to this notice.

2. In view of the ongoing Covid-19 pandemic, the Ministry of Corporate Affairs ('MCA') has vide its General Circular Nos. 14/2020, 17/2020, 20/2020 and 02/2021 dated April 8, 2020, April 13, 2020, May 5, 2020 and January 13, 2021, respectively (collectively referred to as 'MCA Circulars') and Securities and Exchange Board of India ('SEBI') vide its Circular Nos. SEBI/HO/CFD/ CMD1/ CIR/P/2020/79 and SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated May 12, 2020 and January 15, 2021, respectively (collectively referred to as 'SEBI Circulars'), permitted the holding of the AGM through VC/OAVM, without physical presence of the Members at a common venue. In compliance with the provisions of the Act, the Listing Regulations, the MCA Circulars and the SEBI Circulars, the 15th AGM of the Company is being held through VC/OAVM. The Registered Office of the Company shall be the deemed to be the venue for the AGM.

3. **Since this AGM is being held through VC/OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxy by the Members under Section 105 of the Act will not be available for the AGM and hence the Proxy Form, Attendance Slip and Route Map are not annexed to this Notice.**

However, in pursuance of Section 112 and Section 113 of the Act, Corporate Members are entitled to appoint their authorized representatives to attend the AGM through VC/OAVM on their behalf and to vote through electronic means.

4. Members attending the AGM through VC / OAVM facility 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 at the AGM.
6. In compliance with the aforesaid MCA Circulars and SEBI Circulars, Notice, inter-alia, explaining the manner of attending AGM through VC/ OAVM and electronic voting (e-voting) along with the Annual Report for the Financial Year 2020-21 is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company or Depository Participants or Registrar and Transfer Agents ('RTA') of the Company, Alankit Assignments Limited. Members may note that the Notice and Annual Report 2020-21 will also be available on Company's website www.jubilantindustries.com, websites of the stock exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and on the website of National Securities Depository Limited ('NSDL') at www.evoting.nsdl.com
7. Since the AGM will be held through VC/OAVM without the physical presence of Members at a common venue, the route map is not required.
8. The Notice of AGM and Annual Report will be sent to those Members / beneficial owners whose name will appear in the Register of Members / list of Beneficial Owners received from the Depositories as on August 27, 2021.

9. Change of Address or Other Particulars

Members are requested to intimate change, if any, in their address (with PIN Code), E-mail ID, nominations, bank details, mandate instructions, National Electronic Clearing Service ('NECS') mandates, etc. under the signature of the registered holder(s) to:

- The Registrar and Transfer Agent ('RTA') of the Company in respect of shares held in physical form; and
 - The Depository Participants in respect of shares held in electronic form.
10. Pursuant to Section 72 of the Act, read with Rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014, member(s) of the Company may nominate a person in whom the shares held by the members shall vest in the event of their unfortunate death. Accordingly, members holding shares in physical form, desirous of availing this facility may submit nomination in Form SH-13 to RTA of the Company. In respect of shares held in dematerialised form, the nomination form may be filed with the concerned Depository Participant.

11. **The Company has transferred the unpaid or unclaimed dividend declared for financial year 2010-11, to the Investor Education and Protection Fund (IEPF) established by the Central Government and the same can be accessed through the link: <https://www.jubilantindustries.com/unclaimed-dividend-and-shares.html>. The said details have also been uploaded on the website of the IEPF Authority and the same can be accessed through the link: www.iepf.gov.in.**

In addition to above, pursuant to the provisions of Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, the Company has transferred 62,381 equity shares to the IEPF Authority on October 24, 2018, in respect of which dividend had remained unpaid or unclaimed for seven consecutive years or more as on due date of transfer, i.e., September 24, 2018. Details of shares so far transferred to the IEPF Authority are available on the website of the Company on <https://www.jubilantindustries.com/unclaimed-dividend-and-shares.html> and on the website of the IEPF Authority on www.iepf.gov.in.

No claims shall lie against the Company for the amounts transferred as above. Shareholders may note that shares as well as unpaid/unclaimed dividends transferred to the IEPF Authority can be claimed back from the IEPF Authority.

The concerned shareholders are advised to visit the weblink of the IEPF Authority <http://www.iepf.gov.in/IEPF/refund.html> or may contact Company's Registrar and Share Transfer Agent, i.e., Alankit Assignments Limited for detailed procedure to lodge the claim with the IEPF Authority. Mr. Abhishek Mishra, Company Secretary of the Company is the Nodal Officer for the purpose of verification of claims and co-ordination with IEPF Authority.

12. The Company has a dedicated E-mail address investorsjil@jubil.com for members to mail their queries or lodge complaints, if any. We will endeavor to reply to your queries at the earliest.

The Company's website www.jubilantindustries.com has a dedicated section on Investors. It also answers your Frequently Asked Questions (FAQs) on dematerialisation of shares.

13. SEBI has mandated that securities of listed companies can be transferred only in dematerialized form effective from April 1, 2019. Members are, therefore, requested to dematerialise their shareholding, if not already done, to avoid inconvenience in future.

14. Pursuant to Clause 5A of the erstwhile Listing Agreement with the Stock Exchanges, members who had not claimed share certificates had been sent three reminder letters to claim their equity shares. Thereafter, in terms of the Listing Agreement, the equity shares, which remained unclaimed, were transferred during the year 2011-12 to JIL-Unclaimed Suspense Account. As on March 31, 2021, 3,858 Equity Shares pertaining to 119 shareholders are lying in this account. The voting rights on the said shares will remain frozen till the rightful owners of such shares claim the shares. Members may approach the Alankit Assignments Limited, the Registrar and Share Transfer Agent of the Company to get their shares released from this Account.

15. All share and dividend related correspondence may be sent to RTA at the following address:

Alankit Assignments Limited

(Unit: Jubilant Industries Limited)

Alankit House, 4E/2, Jhandewalan Extension,
New Delhi - 110 055, India

Phone : +91 - 11 - 2354 1234/ 4254 1234

Fax : +91 - 11 - 2355 2001

E-mail : rta@alankit.com

In all correspondence, please quote your DP ID & Client ID or Folio Number.

16. All the documents referred to in the accompanying Notice and Explanatory Statement, shall be available for inspection through electronic mode, basis the request being sent on investorsjil@jubil.com.
17. During the AGM, Members may access the scanned copy of Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act and the Register of Contracts and Arrangements in which Directors are interested maintained under Section 189 of the Act and other relevant documents, upon log-in to NSDL e-voting system at <https://www.evoting.nsdl.com>.

18. Procedure for remote e-voting and e-voting during the AGM

- (i) Pursuant to Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended from time to time, Regulation 44 of the Listing Regulations and in terms of SEBI circular no. SEBI/ HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020, the Company is pleased to provide to its Members, the facility to exercise their right to vote on resolutions proposed to be considered at the 15th AGM by electronic means and has engaged the services of NSDL to provide the facility of casting the votes by the Members using an electronic voting system from a place other than venue of the AGM ('remote e-voting') as well as e-voting during the proceedings of the AGM through VC/OAVM ('e-voting at the AGM').

- (ii) The remote e-voting period commences on Tuesday, September 21, 2021 (9.00 AM IST) and ends on Thursday, September 23, 2021 (5.00 PM. IST). The remote e-voting module shall be disabled by NSDL for voting thereafter.

- (iii) Members holding shares either in physical form or in dematerialized form, as on the close of business hours on Friday, September 17, 2021, being the cut-off date, are entitled to vote on the Resolutions set forth in this Notice. The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date. Any person who is not a Member as on the cut-off date should treat this Notice for information purpose only.
- (iv) Any person, who acquires shares of the Company and becomes a Member of the Company after dispatch of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or rta@alankit.com. However, if he/she is already registered with NSDL for remote e-voting then he/she can use his/her existing User ID and password for casting the vote.





- (v) The instructions for remote e-voting are as under:

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 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> <ol style="list-style-type: none"> 1. Visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com/ either on a Personal mode with NSDL Computer or on a mobile. 2. Once the home page of e-Services is launched, click on the 'Beneficial Owner' icon under 'Login' which is available under 'IDeAS' section. 3. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. 4. Click on 'Access to e-Voting' under e-Voting services and you will be able to see e-Voting page. 5. Click on options available against company name or e-Voting service provider - 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 & voting during the meeting. <p>If you are not registered for IDeAS e-Services, follow the below steps:</p> <ol style="list-style-type: none"> 1. Option to register is available at https://eservices.nsdl.com. 2. Select 'Register Online for IDeAS' Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3. Please follow steps given in points 1-5 above. <p>B. e-Voting website of NSDL</p> <ol style="list-style-type: none"> 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 (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. 4. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on options available against company name or e-Voting service provider - 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 & voting during the meeting. <p>Shareholders/Members can also download NSDL Mobile App 'NSDL Speede' facility by scanning the QR code mentioned below for seamless voting experience.</p> <p>NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: space-around; align-items: center;">   </div>
Individual shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> 1. Existing users who have opted for Easi/Easiest, 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/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. 2. After successful login to Easi/Easiest the user will 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. 3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in 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 provided links for the respective e-Voting service provider ('ESP') i.e. NSDL where the e-Voting is in progress

Type of shareholders	Login Method
Individual shareholders (holding securities in demat mode) login through their depository participants	<ol style="list-style-type: none"> 1. You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. 2. Once login, you will be able to see e-Voting option. Once you click one-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. 3. Click on options available against company name or ESP - 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 & voting during the meeting.

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 website

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
Individual shareholders holding securities in demat mode with NSDL	Please contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual shareholders holding securities in demat mode with CDSL	Please contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 022-23058542-43

B. Login Method for **shareholders** other than individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

1. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/>.
2. Once the home page of e-voting system is launched, click on the icon 'Login' which is available under 'Shareholders/Member' Section.
3. A new screen will open. Kindly enter your User ID, your Password and the Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL e-services i.e. IDEAS, you may log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL e-services after using your log-in credentials, click one-voting and you may proceed to Step 2 i.e. cast your vote electronically.

4. 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 (E-voting Event 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***

5. Password details 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, kindly retrieve the 'initial password' which was communicated to you. Upon retrieval of your 'initial password', you need to enter the 'initial password' and the system will prompt you to change your password.
- c) How to retrieve your 'initial password'?
 - (i) If your e-mail ID is registered in your demat account or with the Company, your 'initial password' is communicated to you on your e-mail ID. Kindly trace the e-mail sent to you from NSDL. Open the e-mail and open the attachment i.e. a .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 e-mail ID is not registered, please follow steps mentioned below in process for registration of e-mail ID.

6. 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.
- b) Click on '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 retrieve the password by aforesaid two options, kindly send a request at evoting@nsdl.co.in mentioning your demat account number/ folio number, your PAN no., your name and your registered address.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-voting system of NSDL.
7. After entering your password, kindly tick on Agree to 'Terms and Conditions' by selecting the check box.
 8. Thereafter, kindly click on 'Login' button upon which the e-Voting home page will open.

Step 2: Casting your vote electronically and join the AGM on NSDL e-voting system:

1. 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.
2. Select 'EVEN' of the Company for which you wish to cast your vote during the remote e-voting period and casting your vote during the AGM. For joining virtual meeting, you need to click on 'VC/OAVM' link placed under 'Join General Meeting'.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on 'Submit' and also 'Confirm' when prompted.
5. Upon confirmation, the message 'Vote cast successfully' will be displayed.
6. You may also print the details of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the Resolution, you will not be allowed to modify your vote.

19. General Guidelines for Shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board 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 sanjaygrover7@gmail.com with a copy marked to evoting@nsdl.co.in.
2. 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.
3. In case of any queries, 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 toll free no.: 1800 1020 990 and 1800 22 44

30 or send a request to (Name of NSDL Official) at evoting@nsdl.co.in.

20. Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, 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) by email to investorsjil@jubil.com or rta@alankit.com.
2. 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 investorsjil@jubil.com or rta@alankit.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
3. 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.

21. THE INSTRUCTIONS FOR MEMBERS FOR E-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted 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.
3. 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.
4. 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.

22. INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. The Members will be allowed to join the AGM through VC/ OAVM facility, thirty (30) minutes before the scheduled time of commencement of the AGM and shall be kept open throughout the proceedings of the AGM. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination, Remuneration and Compensation Committee and

Stakeholders Relationship Committee, Auditors, etc. who are allowed to attend the AGM without restriction on account of first come first served basis.

2. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access 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 General meeting**' menu against company name. You are requested to click on VC/OAVM link placed under Join General 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.
3. Members are encouraged to join the Meeting through Laptops for better experience.
4. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
5. 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.
6. Members who would like to express their views or ask questions during the AGM may register themselves as speakers by sending their request from their registered email address mentioning their name, DP ID and Client ID/folio number, PAN, mobile number at investorsjil@jubil.com from Friday, September 17, 2021 (9:00 AM IST) to Sunday, September 19, 2021 (5:00 PM IST). A Member who has registered as a speaker will only be allowed to express views/ask questions during the AGM. The Company reserves the right to restrict the number of questions and number of speakers, as appropriate for smooth conduct of the AGM.
7. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at investorsjil@jubil.com. The same will be replied by the company suitably.
8. Members who need assistance before or during the AGM, can contact NSDL on evoting@nsdl.co.in / 1800-1020- 990 and 1800 22 44 30 or contact Ms. Sarita Mote, Assistant Manager - NSDL at evoting@nsdl.co.in

23. Other Instructions

1. The Board of Directors has appointed Mr. Devesh Kumar Vasisht (FCS No. 8488, C.P. No.: 13700), failing him, Ms. Priyanka (M. No. 10898, C.P. No.: 16187), Partners of M/s. Sanjay Grover & Associates, Company Secretaries, as 'Scrutinizer' to scrutinize the process of e-voting during the AGM and remote e-voting held before the AGM in a fair and transparent manner.

2. The Scrutinizer shall, immediately after the conclusion of e-voting at the AGM, unblock the votes cast through remote e-voting and e-vote cast during AGM and will make, not later than 3 days from the conclusion of the AGM, a consolidated Scrutinizer's Report of the total e-votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing, who shall countersign the same and declare the result of the voting forthwith.
3. The results of voting will be declared within 2 working days from the conclusion of the AGM i.e. on or before September 28, 2021 and the result declared along with the report of the Scrutinizer shall be placed on the website of the Company and on the website of NSDL immediately after declaration of result by the Chairman or a person authorised by him and the result shall also be communicated to the Stock Exchanges.
4. The recorded transcript of the AGM shall be placed on the Company's website www.jubilantindustries.com in the Investors Section, as soon as possible after conclusion of AGM.
5. Subject to receipt of requisite number of votes, the resolutions shall be deemed to be passed at the AGM scheduled to be held on Friday, September 24, 2021.

ANNEXURE A TO THIS NOTICE

Information for Item No. 2

(Director seeking re-appointment at AGM pursuant to Regulation 36(3) of the Listing Regulations forming part of this Notice)

MR. SHAMIT BHARTIA (DIN: 00020623)

Mr. Shamit Bhartia, aged 42 years, is Non-Executive Director of Jubilant Industries Limited. He holds Bachelors' degree in Economics from Dartmouth College (USA). He has worked in the Corporate Finance and M&A Group, Lazard Frere, New York, from July 2001 till August 2002. His functional areas of expertise is Business Financial Analysis and Planning.

He is on the Board of the Company since January 14, 2012. He holds 6,561 equity shares of the Company. He also holds directorships in the following companies:

Indian Public Companies:

- HT Learning Centers Limited
- Jubilant Agri and Consumer Products Limited
- Jubilant Foodworks Limited
- HT Media Limited
- The Hindustan Times Limited
- Hindustan Media Ventures Limited
- Goldmerry Investment & Trading Company Limited
- Shine HR Tech Limited (*Under the process of striking off*)

Other Companies:

- Indian Country Homes Private Limited
- SSB Trustee Company Private Limited
- Shobhana Trustee Company Private Limited
- SS Trustee Company Private Limited
- SBS Trustee Company Private Limited
- Jubilant Motorworks Private Limited
- Earthstone Holding (Two) Private Limited

Details of his Committee Chairmanship/memberships are given below:

Sr. No.	Name of Company	Name of Committee	Chairman/Member
1	The Hindustan Times Limited	Corporate Social Responsibility Committee	Member
		Nomination Committee	Member
2	Jubilant Industries Limited	Nomination Remuneration and Compensation Committee	Member
		Sustainability and Corporate Social Responsibility Committee	Member
		Restructuring Committee	Member
		Finance Committee	Member
3	Jubilant Agri and Consumer Products Limited	Nomination and Remuneration Committee	Member
		Sustainability and Corporate Social Responsibility Committee	Member
		Restructuring Committee	Member
		Finance Committee	Member
4	Jubilant Motorworks Private Limited	Corporate Social Responsibility Committee	Member
5	Jubilant Foodworks Limited	Audit Committee	Member
		Sustainability and Corporate Social Responsibility Committee	Member
		Risk Management Committee	Member
6	Earthstone Holding (Two) Private Limited	Corporate Social Responsibility Committee	Member

During the Financial Year ended March 31, 2021, Mr. Shamit Bhartia attended 4 meetings of Board of Directors of the Company out of four meetings.

On re-appointment, Mr. Bhartia shall be liable to retire by rotation. Mr. Shamit Bhartia being brother of Mr. Priyavrat Bhartia, Director, is related to him. He is not related to any other Director or Key Managerial Personnel of the Company.

EXPLANATORY STATEMENT

Explanatory statement to item no. 3 & 4 pursuant to Section 102 of the Companies Act, 2013 forming part of this notice

The Company offers stock options to eligible employees based on performance, as an incentive for continued association with the Company and to foster spirit of ownership and an entrepreneurial mindset. Because of their nature, stock options help to build a holistic, long term view of the business and a sustainability focus in the senior management team. Stock options are granted to eligible employees, pursuant to the provisions of the JIL Employees Stock Option Scheme 2013 (hereinafter referred to as the 'Scheme') in managerial and leadership positions upon achieving the thresholds of performance as may be decided by the Nomination Remuneration and Compensation Committee (hereinafter referred to as 'Compensation Committee') from time to time. This has contributed to the active involvement of the leadership who are motivated to ensure long term success of the Company.

Grant of stock options is one of the component of compensation and incentive criteria and is a source of competitive advantage in the present market and economic scenario. The Company has been granting stock options since 2013 under the Scheme. Currently, the Scheme authorises grant of upto 5,90,000 stock options.

Considering the future prospects, the Company may be required to grant an increased number of options to attract and retain critical talent. Therefore, the Board of Directors, in their meeting held on June 18, 2021 have accorded their consent, subject to the approval of shareholders, to enhance the maximum number of Options and consequent shares issued and/or transferred upon exercise of such Options for each Participant under the Scheme to 1,00,000 (One Lakh Only) per financial year and 1,50,000 (One Lakh and Fifty Thousand Only), in aggregate. The said enhanced limit shall also apply to the employees of subsidiary(ies) and holding company(ies) of the Company.

Further, the Company also intends to make amendments in the Scheme to align it with the amendments and re-enactments in the applicable laws, from time to time.

Therefore, the Board of Directors of the Company has proposed to seek the approval of the members to amend the Scheme. The Board is of the view that the proposed variations are not prejudicial to the interest of the employees.

It may also be noted that Fast Track Finsec Private Limited have been appointed as Merchant Bankers for implementation of the revised Scheme 2013.

Information pursuant to the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 ('SEBI ESOP Regulations') are stated below:

a. Brief description of the Scheme 2013

The Company proposes to revise the Scheme to attract, reward and retain talented and key eligible employees of the Company in the competitive environment and encourage them to align individual performance with the organisational goals. The Company views employee stock options as instruments that would enable the employees to share the value they would create and contribute to the Company in the years to come.

b. The total number of Options to be granted

Pursuant to earlier shareholders' approval and the Scheme, the maximum ceiling under the Scheme is 5,90,000 stock options, subject to any corporate action. Each option when exercised would be converted into one equity share of face value of Rs. 10 each fully paid up. The Options which do not vest, would be available for being re-granted at a future date. The Board is authorized to re-grant such Options as per the provisions of Scheme within the overall limit stated above, subject to the SEBI ESOP Regulations.

Further, it is clarified that no variation is being made to the maximum Options to be granted under the Scheme.

c. Identification of classes of Employees entitled to participate in the Scheme

The following persons shall be eligible for participating in Scheme 2013 (the 'Eligible Employees'):

- Permanent employees of the Company in the grade of Deputy General Manager (Level 12A) or above, whether working in India or out of India or such other category of Employees as may be decided by the Committee from time to time;
- A Director of the Company including Whole-time Director(s), Managing Director(s) of the Company, as the case may be, but excluding independent director(s) or the nominee director(s) of the Company;
- Employees / persons as enumerated in sub clauses (i) and / or (ii) above, of the Group, in India or outside India;

- iv. Such other persons, as may from time to time be allowed under the Applicable Laws and as may be approved by the Compensation Committee.

However, a person who is a Promoter or belongs to the Promoter Group or a director who either by himself or through his relatives or through any body corporate, directly or indirectly, holds more than 10% of the outstanding Shares of the Company, shall not be eligible to participate in Scheme 2013.

Group shall mean existing and/or future Subsidiary Company(ies) and/or Holding Company(ies) of the Company.

Please note that no variations are proposed in the existing provisions of the Scheme.

d. Requirements of Vesting and period of Vesting

- 1) Subject to the terms and conditions laid out in Scheme 2013 and as may be decided by the Compensation Committee at its absolute discretion, the Options shall vest with the Eligible Employees in the following tranches:
 - a) First 20% of the total Options shall vest on the first anniversary of the Grant date;
 - b) Subsequent 30% of the total Options shall vest on the second anniversary of the Grant date; and
 - c) Balance 50% of the total Options shall vest on the third anniversary of the Grant date.
- 2) The Vesting of Options would be a function of achievement of performance criteria or any other criteria as specified by the Compensation Committee and communicated to the Grantee in the grant letter. The Compensation Committee may or may not vest any of the Options already granted or vest such lesser number of Options already granted, in the event it is found that the Eligible Employee has not met the performance criteria specified in the Grant Letter or if there is any Cause in relation to that Participant in terms of the Scheme 2013.
- 3) In the event of death of an Eligible Employee while in the employment of the Company or the Group, all the Options granted to such deceased Eligible Employee till the date of demise of such Eligible Employee and lying unvested shall vest in the Beneficiary of the deceased Eligible Employee on that day. All the Vested Options shall be permitted to be exercised by the Beneficiary within 1 (one) year from the date of death of the Eligible Employee or before the expiry of the Exercise Period, whichever is earlier. The Compensation Committee may in its absolute discretion permit the exercise of the Options beyond the said period. The provisions of the Scheme 2013 shall apply *mutatis mutandis* to exercise of Options by the Beneficiary and allotment and/or transfer of Shares to the Beneficiary. Any Vested Option not exercised within this aforesaid period shall lapse and stand forfeited at the end of the aforesaid period.
- 4) In the event of the termination of a Eligible Employee's employment with the Company or the Group, as a result of a Permanent Incapacity, all the Options granted to him till the date of occurrence of Permanent Incapacity of the Eligible Employee and lying unvested, shall vest in such Eligible Employee on that day. All the Vested Options shall be permitted to be exercised by the Eligible Employee within 1 (one) year from the

Termination Date or before the expiry of the Exercise Period, whichever is earlier. The Compensation Committee may in its absolute discretion permit the exercise of the Options beyond the said period. Any Vested Option not exercised within this aforesaid period shall lapse and stand forfeited at the end of the aforesaid period.

- 5) After 1 (one) year from Grant Date, in case service of an Eligible Employee with the Company or the Group, is terminated due to retirement on attaining superannuation age or where an extension in retirement date is granted, on completion of such extension period, then such number of Unvested Options granted to such Eligible Employee shall vest in such Eligible Employee as may be determined by the Compensation Committee. However, the Compensation Committee, at their absolute discretion, may enhance the vesting of the Options upto 100% (one hundred percent) of the total Options granted to such Eligible Employee. Further, in such cases, all Vested Options should be exercised within 1 (one) year from the Termination Date or before the expiry of the Exercise Period, whichever is earlier. The Compensation Committee may in its absolute discretion permit the exercise of the Options beyond the said period. Subject to above, all Unvested Options, which are vested in terms of the Scheme 2013, shall immediately stand cancelled and forfeited. Any Vested Option not exercised within this aforesaid period shall lapse and stand forfeited at the end of the aforesaid period.
- 6) In case the termination of employment of an Eligible Employee with the Company or the Group is with cause, the Options of such Eligible Employee whether Vested Options and Unvested Options shall stand forfeited at the Termination Date.
- 7) In case the service of the Eligible Employee with the Company or the Group is terminated for reasons (including by way of resignation by the Eligible Employee) other than those specified above, all the Vested Options as on the Termination Date shall be permitted to be exercised within 90 (ninety) calendar days from the Termination Date or before the expiry of the Exercise Period, whichever is earlier. All the Unvested Options on the Termination Date shall stand cancelled and forfeited. Any Vested Option not exercised within this aforesaid period shall lapse and stand forfeited at the end of the aforesaid period. The Compensation Committee shall have power to accelerate vesting of the Unvested Options and also to extend the period within which Vested Options may be exercised.
- 8) If an Eligible Employee is suspended from the services of the Company or the Group; or to whom a show cause notice has been issued or against whom an enquiry is being or has been initiated for any reason whatsoever including but not limited to any cause, all Options granted to such Eligible Employee, including the Vested Options which have not been exercised, may be suspended or kept in abeyance or cancelled at the absolute discretion of the Compensation Committee. In case the Options which have been suspended or kept in abeyance, the same may be Vested with such Eligible Employee on such additional terms and conditions, as may be imposed by the Compensation Committee in its absolute discretion.

Please note that no variations are proposed in the existing provisions of the Scheme.

e. Maximum period within which the Options shall be vested

The Options granted under the Scheme 2013 will vest not earlier than 1 (one) year from the date of grant of such Options. The maximum time within which the Options shall be vested in the Eligible Employees is 3 (three) years in the manner mentioned in the vesting schedule hereinabove from the date of grant of the Options. Further, subject to applicable laws, the Vesting period may be varied at the discretion of the Compensation Committee.

Please note that no variations are proposed in the existing provisions of the Scheme.

f. Exercise price or pricing formula

The exercise price of the Option shall be the market price of the Shares on the date of grant as defined in the SEBI ESOP Regulations. The full exercise price alongwith applicable taxes, if any, shall be paid to the Company/Trust upon exercise of the Options in terms of the Scheme 2013.

Please note that no variations are proposed in the existing provisions of the Scheme.

g. Exercise period and process of exercise

Exercise period shall be 8 (Eight) years from the date of grant within which the Vested Options can be exercised. The Eligible Employees can exercise all or part of the Vested Options. Upon exercise, the Eligible Employees shall make full payment of the exercise price along with applicable taxes, if any to the Company / Trust; and the Company / Trust shall allot/ transfer him the requisite number of Shares of the Company in terms of the Scheme 2013. Further, the Exercise Period may be varied at the discretion of the Compensation Committee.

Please note that no variations are proposed in the existing provisions of the Scheme.

h. Appraisal Process for determining the eligibility of the employees for the Scheme 2013

The Eligible Employees of the Company/Group in the grade of Deputy General Manager (Level 12A) and above shall be eligible to participate in the Scheme 2013. The Compensation Committee, based on parameters evolved/ decided by it from time to time in its absolute discretion and in terms of the Scheme 2013, will decide which Eligible Employees should be granted Options under the Scheme 2013.

Please note that no variations are proposed in the existing provisions of the Scheme.

i. Maximum number of Options to be granted per Employee and in aggregate

The maximum number of Options in aggregate that may be granted under Scheme 2013 shall not exceed 5,90,000 (Five Lakh Ninety Thousand only) exercisable into an equitable number of shares. The maximum number of Options (and consequent shares) that may be granted to an Eligible Employee under the Scheme shall not exceed 1,00,000 (One Lakh only) during any financial year and 1,50,000 (One Lakh Fifty Thousand Only), in aggregate.

j. Maximum quantum of benefits to be provided per employee under the scheme

The maximum quantum of benefits underlying the Options granted to an Eligible Employee shall be equal to the appreciation in the value of the Company's equity shares determined as on the date of exercise of Options, on the basis of difference between the Option Exercise Price and the market price of the equity shares on the exercise date.

Please note that no variations are proposed in the existing provisions of the Scheme.

k. Whether the Scheme 2013 is to be implemented and administered directly by the company or through a trust

Currently, the Scheme 2013 is administered directly by the Company. However, the scheme also contains the enabling provisions to administer the scheme through a trust. The Company has not created any Trust.

Please note that no variations are proposed in the existing provisions of the Scheme.

l. Whether the Scheme 2013 involves new issue of shares by the company or secondary acquisition by the trust or both

Currently, the Company issue fresh equity shares to the participants.

The Scheme also contains enabling provisions for trust to undertake secondary acquisition. Further, the Company has not set up any trust as of now.

m. The amount of loan to be provided for implementation of the scheme(s) by the company to the trust, its tenure, utilization, repayment terms, etc.

Not applicable, as no Trust has been set up.

n. Maximum percentage of secondary acquisition that can be made by the trust for the purposes of the Scheme 2013

Not applicable.

o. A statement to the effect that the company shall conform to the accounting policies specified in regulation 15 of SEBI ESOP Regulations

The Company shall comply with the accounting policies issued by the ICAI from time to time as well as the disclosure policies as prescribed under the SEBI ESOP Regulations, in connection with Grant and Exercise of Options.

p. Method of valuation of Options

The Company shall use the Intrinsic Value method or such other method, viz. Fair Value etc., as may be prescribed under the regulation issued by the SEBI from time to time, to calculate the employee compensation cost.

In case the company opts for expensing of share based employee benefits using the intrinsic value, the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it had used the fair value, shall be disclosed in the Directors' report and the impact of this difference on profits and on earnings per share (the 'EPS') of the company shall also be disclosed in the Directors' report.

q. The other terms and conditions for issue of Options will be as per Scheme 2013 and subject to modification/variation by the Board/Committee from time to time.