

## NOTICE

Notice is hereby given that the Fourteenth Annual General Meeting of Members of Jubilant Industries Limited will be held on Wednesday, September 30, 2020 at 11:00 A.M. through Video Conferencing ('VC') / Other Audio Visual Means ('OAVM') to transact the following business:

### ORDINARY BUSINESS

- To consider and adopt:
  - the Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2020, the Reports of the Board of Directors and Auditors thereon; and
  - the Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2020 and Report of the Auditors thereon.
- To appoint a Director in place of Mr. Priyavrat Bhartia (DIN: 00020603), who retires by rotation and, being eligible, offers himself for re-appointment.

### SPECIAL BUSINESS

- Appointment of Mr. Ravinder Pal Sharma (DIN: 03411214) as an Independent Director**

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

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 (the Act), the Companies (Appointment and Qualification of Directors) Rules, 2014 read with Schedule IV of the Act, Regulation 16(1)(b) and other applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) (including any statutory modification(s) or re-enactment thereof, for the time being in force), the Appointment and Remuneration Policy of the Company, Mr. Ravinder Pal Sharma (DIN: 03411214), who was appointed as an Additional Director (Independent) of the Company with effect from September 3, 2020 and who holds office upto the date of this Annual General Meeting of the Company in terms of Section 161 of the Act and Articles of Association 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 from a Member under Section 160(1) of the Act proposing his candidature for the office of Director of the Company, be and is hereby appointed as an Independent Director to hold office for a term of 5 (Five) consecutive years with effect from September 3, 2020 to September 2, 2025."

- Sale of Assets**

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

**"RESOLVED THAT** pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 including any statutory modification or re-enactment thereof for the time being in force ("the Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, the provisions of the Memorandum and Articles of Association of the Company and such other approvals, consents and permissions being obtained from the appropriate authorities to the extent applicable and necessary, the consent of the members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred as the "Board" which term shall be deemed to include any Committee(s), which the Board may have constituted or may constitute to exercise its powers including the power conferred on the Board by this resolution), to sell the land and building of the manufacturing unit situated at Village Nimbut, Rly. Station, Nira, Dist. Pune - 412102 ("Undertaking") for a consideration of ₹ 12,35,00,000 (Rupees Twelve Crore Thirty Five Lakh only) and the plant and machinery of the Undertaking for a consideration of ₹ 95,00,000 (Rupees Ninety Five Lakh only) on such terms and conditions as may be deemed fit by the Board.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised and empowered to negotiate, finalise and execute necessary documents including but not limited to definitive agreements, deeds of assignment / conveyance and other ancillary documents, with effect from such date and in such manner as decided by the Board to do all such other acts, deeds, matters and things as they may deem necessary and/or expedient to give effect to the above resolution including without limitation, to settle any questions, difficulties or doubts that may arise in regard to sale and transfer of certain assets of the Undertaking as they may in their absolute discretion deem fit.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of the powers herein conferred, to any Committee of Directors or any one or more Director(s) of the Company or any officers of the Company with power to delegate to any Officer(s) or authorised representative(s) of the Company, with authorities as required, affixing the common seal of the Company, if required, on agreements or documents, arranging delivery and execution of contracts, deeds, agreements and instruments."

NOIDA  
September 3, 2020

By Order of the Board of Directors  
Abhishek Mishra  
Company Secretary

## NOTES:

1. Information pursuant to the provisions of Regulation 36(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (herein after 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"), with regard to the special business to be transacted at the 14<sup>th</sup> Annual General Meeting (AGM), is annexed.

Further, the information and facts as specified in the Regulations 26(4) & 36(3) of Listing Regulations and Secretarial Standard-2 on "General Meetings" issued by 'The Institute of Company Secretaries of India' for Item No. 3 is given in the explanatory statement and in **Annexure B**, annexed to this notice.

2. Considering the present Covid-19 pandemic, the Ministry of Corporate Affairs ('MCA') has vide its circular dated May 5, 2020 read together with circulars dated April 8, 2020 and April 13, 2020 (collectively referred to as 'MCA Circulars') permitted convening the AGM through VC or OAVM, without the physical presence of the members at a common venue. In accordance with the MCA Circulars, provisions of the Act and Listing Regulations, the AGM of the Company is being held through VC / OAVM. The deemed venue for the AGM shall be the Registered Office of the Company.
3. **Since this AGM is being held without the physical presence of the Members, the Proxy Form and the Attendance Slip are not annexed to this Notice.**
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 Circular dated May 12, 2020, Notice, inter-alia, explaining the manner of attending AGM through VC/ OAVM and electronic (e-voting) voting along with the Annual Report for the Financial Year 2019-20 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 2019-20 will also be available on Company's website [www.jubilantindustries.com](http://www.jubilantindustries.com), websites of the stock exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively and on the website of National Securities Depository Limited ('NSDL') at [www.evoting.nsdl.com](http://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 Friday, August 28, 2020.
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](http://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](http://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@jubl.com](mailto:investorsjil@jubl.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](http://www.jubilantindustries.com) has a dedicated section on Investors. It also answers your Frequently Asked Questions (FAQs).

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, 2020, 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 : [rtat@alankit.com](mailto:rtat@alankit.com)  
  
In all correspondence, please quote your DP ID & Client ID or Folio Number.
16. **Process for those Shareholders whose email address are not registered**  
**Members, who are holding shares in physical/ electronic form and their e-mail addresses are not registered with the Company/ Depository Participants, are requested to register their e-mail addresses at the earliest by sending scanned copy of a duly signed letter by the Member(s) mentioning their name, complete address, folio number, number of shares held with the Company along with self-attested scanned copy of the PAN Card and self-attested scanned copy of any one of the following documents viz., Aadhaar Card, Driving Licence, Election Card, Passport, utility bill or any other Government document in support of the address proof of the Member as registered with the Company for receiving the Annual Report of FY 2019-20 along with Notice of AGM by email to [investorsjil@jubl.com](mailto:investorsjil@jubl.com) or [rtat@alankit.com](mailto:rtat@alankit.com). Members holding shares in demat form can update their email address with their Depository Participants.**
17. Relevant documents referred to in the Annual Report including Notice of AGM and Explanatory Statement are available electronically for inspection without any fee by the members from the date of circulation of this Notice up to the date of AGM. Members seeking to inspect such documents can send an email to [investorsjil@jubl.com](mailto:investorsjil@jubl.com).
18. During the AGM, Members may access the scanned copy of:
  - (i) Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act;
  - (ii) Register of Contracts or arrangements in which Directors are interested under Section 189 of the Act; and
  - (iii) Certificate issued by the Statutory Auditor of the Company certifying that JIL Employees Stock Option Scheme 2013 & JIL Employees Stock Option Scheme

2018 have been implemented in accordance with SEBI (Share Based Employee Benefits) Regulations, 2014.

Or any other documents as may be required, upon Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com>.

19. **INSTRUCTIONS FOR E-VOTING AND JOINING THE AGM ARE AS FOLLOWS:**

To comply with the provisions of Section 108 of the Act and Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended up to date and Regulation 44 of the Listing Regulations read with 'MCA Circulars', the Company is pleased to provide the facility to the Members to cast their votes, electronically through remote e-voting (prior to AGM) and e-voting (during the AGM) services provided by NSDL on all resolutions set forth in this Notice.

**(A) Instructions for Remote E-Voting prior to the AGM**

- I. The remote e-Voting period commences at 9:00 a.m. (IST) on Sunday, September 27, 2020 and ends at 5:00 p.m. (IST) on Tuesday, September 29, 2020. During this period, members of the Company holding shares either in physical form or in dematerialized form, as on the Cut-off date of Wednesday, September 23, 2020 ('Cut-off date'), may cast their vote by remote e-Voting. No remote e-Voting shall be allowed beyond the aforesaid date and time and remote e-Voting module shall be disabled by NSDL upon expiry of the aforesaid period. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- II. The Members who have cast their vote by remote e-voting prior to the AGM may also attend and participate in the AGM through VC/ OAVM means, but shall not be entitled to cast their e-vote again.
- III. 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. A person who is not a member as on the cut-off date should treat this Notice for information purpose only.
- IV. Any person, who acquire shares and become Member of the Company after the date of electronic dispatch of the Notice and holding shares as on the cut-off date i.e. September 23, 2020, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). However, if they are already registered with NSDL for remote e-voting then they can use their existing User ID and password to cast the vote.
- V. **How do I vote electronically using NSDL e-Voting system?** The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:  
**Step 1 : Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>**  
**Step 2 : Cast your vote electronically on NSDL e-Voting system.**

**DETAILS ON STEP 1 ARE MENTIONED BELOW:**

**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 'Shareholders' section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

*Alternatively, if you are registered for NSDL e-services i.e. IDEAS, you can 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 on e-voting and you can proceed to Step 2 i.e. cast your vote electronically.*

4. Your User ID details are given below:

<b>Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical</b>	<b>Your User ID is:</b>
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 1 2 * * * * * * * * * * * * * * * * * * 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***

5. Your 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, 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 from 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 with the Company/ Depository, please follow instructions mentioned in this Notice i.e. **"Process for those Shareholders whose email address are not registered"**.

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

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](http://www.evoting.nSDL.com).

- i. Click on **"Physical User Reset Password?"** (If you are holding shares in physical mode) option available on [www.evoting.nSDL.com](http://www.evoting.nSDL.com).
  - ii. If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nSDL.co.in](mailto:evoting@nSDL.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address.
  - iii. 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, tick on Agree to "Terms and Conditions" by electing on the check box.
  8. Now, you will have to click on "Login" button.
  9. After you click on the "Login" button, Home page of e-Voting will open.

**DETAILS ON STEP 2 ARE GIVEN BELOW:  
How to cast your vote electronically on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
3. Select "EVEN" of Jubilant Industries Limited.

4. Now you are ready for e-Voting as the Voting page opens.
5. 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.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

#### **(B) INSTRUCTIONS FOR E-VOTING DURING THE AGM**

1. The procedure for e-voting during 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 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 during the AGM.

#### **(C) INSTRUCTIONS FOR ATTENDING THE AGM THROUGH VC / OAVM**

1. Members will be able to attend the AGM through VC/ OAVM provided by NSDL at <https://www.evoting.nsdl.com> by using their remote e-voting login credentials and selecting the EVEN for Company's AGM.

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. Further, Members can also use the OTP based login for logging into the e-voting system of NSDL.

2. 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 to atleast 1,000 members on first-come-first-served basis. The 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. can attend the AGM without any restriction on account of first-come-first-served basis.
3. For ease of conduct, the Company is pleased to provide two way video conferencing facility to the Members who would like to express their views/ ask questions at the AGM. The Members may register themselves atleast five (5) days in advance as a speaker by sending their request

along with questions from their registered email address mentioning their name, DP ID and Client ID/ folio number, PAN, mobile number at [investorsjil@jubl.com](mailto:investorsjil@jubl.com). Those members who have registered themselves as a speaker will only be allowed to express their views/ ask questions at 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 regarding financial statements or other matters may send their queries five (5) days before the AGM mentioning their name, DP ID and Client ID/ folio number, PAN, mobile number at [investorsjil@jubl.com](mailto:investorsjil@jubl.com). These queries will be replied by the Company suitably by email.

4. Members who need assistance before or during the AGM, can contact NSDL on E-mail ID: [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or call on toll free no. 1800-222-990 or contact Mr. Amit Vishal, Senior Manager, NSDL at [amitv@nsdl.co.in](mailto:amitv@nsdl.co.in) / 022-24994360/ or Ms. Pallavi Mhatre, Manager, NSDL at [pallavid@nsdl.co.in](mailto:pallavid@nsdl.co.in) / 022-24994545.

#### **20. General Guidelines for Shareholders**

1. Institutional/ Corporate Shareholders (i.e. other than individuals, HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board Resolution/ Authorisation Letter, etc. authorizing its representative to attend the AGM through VC/ OAVM on its behalf and to vote through e-voting. The said resolution/ authorization shall be sent to the Scrutinizer by email to [sanjaygrover7@gmail.com](mailto:sanjaygrover7@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto: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](http://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](http://www.evoting.nsdl.com) or call on toll free no.: 1800-222-990 or send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
4. In case of any queries or grievances relating to e-Voting, you may contact Mr. Amit Vishal, Senior Manager, NSDL, Trade World, 4th Floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai- 400013, India through e-mail at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or on Toll Free No.: 1800-222-990 or Mr. J.K. Singla, Senior Manager, Alankit Assignments Limited, Alankit House, 4E/2, Jhandewalan Extension, New Delhi-110 055, India through email at [rita@alankit.com](mailto:rita@alankit.com) or on Telephone No.: 011-42541234.

#### **21. Other Instructions**

1. The Board of Directors has appointed Mr. Devesh Kumar Vasisht (FCS No. 8488, C.P. No.: 13700), failing him, Ms. Priyanka (ACS No. 41459, 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 48 hours of 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 48 hours from the conclusion of the AGM i.e. on or before October 2, 2020 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](http://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 Wednesday, September 30, 2020.

## 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. PRIYAVRAT BHARTIA (DIN: 00020603)

Mr. Priyavrat Bhartia, 43 years, is a Non-Executive Chairman of Jubilant Industries Limited. Mr. Bhartia has around 23 years of industry experience. He holds Bachelor's degree in Economics from Dartmouth College (USA) and Masters in Business Administration from Stanford University (USA). He is on the Board of the Company since October 28, 2010. He Holds 253 equity shares of the Company.

He also holds directorships in the following companies:

#### Indian Public Companies:

- Jubilant Life Sciences Limited
- Jubilant Agri and Consumer Products Limited
- HT Media Limited
- Hindustan Media Ventures Limited
- Digicontent Limited
- The Hindustan Times Limited

#### Other Companies:

- Jubilant Enpro Private Limited
- Jubilant Realty Private Limited
- Jubilant Stock Holding Private Limited
- ARS Trustee Company Private Limited
- Earthstone Holding (Two) Private Limited
- SB Trusteeship Services Private Limited
- PSB Trustee Company Private Limited
- SPB Trustee Company Private Limited
- SSP Trustee Company Private Limited
- SSBPB Investment Holding Private Limited

Details of his Committee Chairmanship/membership are given below:

Sr. No.	Name of Company	Name of Committee	Chairman/Member
1	Jubilant Life Sciences Limited	Audit Committee	Member
		Sustainability & Corporate Social Responsibility Committee	Member
		Capital Issue Committee	Member
		Finance Committee	Member
		Fund Raising Committee	Member
2	Jubilant Industries Limited	Nomination Remuneration and Compensation Committee	Member
		Sustainability and Corporate Social Responsibility Committee	Chairman
		Stakeholders' Relationship Committee	Member
		Restructuring Committee	Chairman
		Finance Committee	Chairman
3	Jubilant Agri and Consumer Products Limited	Nomination and Remuneration Committee	Member
		Sustainability and Corporate Social Responsibility Committee	Chairman
		Restructuring Committee	Chairman
		Finance Committee	Chairman
4	The Hindustan Times Limited	Audit Committee	Member
		Corporate Social Responsibility Committee	Member
5	Hindustan Media Ventures Limited	Audit Committee	Member
		Investment & Banking Committee	Member
		Corporate Social Responsibility Committee	Member
		Stakeholders' Relationship Committee	Member
6	HT Media Limited	Corporate Social Responsibility Committee	Member
		Investment Committee	Member
		Risk Management Committee	Member
		Nomination and Remuneration Committee	Member
		Stakeholders' Relationship Committee	Member
		Banking and Finance Committee	Member
7	Earthstone Holding (Two) Private Limited	Corporate Social Responsibility Committee	Member
8	Digicontent Limited	Banking and Finance Committee	Member

During the year, Mr. Bhartia attended all four meetings of Board of Directors of the Company held on May 16, 2019; July 25, 2019; October 24, 2019 and January 30, 2020.

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

## EXPLANATORY STATEMENT

### Item No. 3

(Disclosure Pursuant to Section 102 of Act, information under Regulation 36(3) of the Listing Regulations and facts as required under Secretarial Standard-2 on General Meetings)

In terms of the Appointment and Remuneration Policy of the Company and based on the recommendations of Nomination, Remuneration and Compensation Committee, the Board of Directors has appointed, subject to the approval of the members at the AGM, Mr. Ravinder Pal Sharma (DIN: 03411214) as a Non-Executive Independent Director of the Company, with effect from September 3, 2020. Mr. Sharma has given his consent to act as Director. He has also given declaration to the effect that he is not disqualified from being appointed as Director in terms of Section 164 of the Act

and that he meets the criteria of Independence as specified under Section 149 of the Act and the Listing Regulations.

In the opinion of the Board, Mr. Sharma possess appropriate skills, experience & knowledge which would enable the Board to discharge its functions and duties effectively, and fulfils the conditions for appointment as an Independent Director as specified in the Act read with rules made thereunder and the Listing Regulations and that he is independent of the management. The disclosures including brief resume and other details prescribed under Regulation 26(4) and 36(3) of the Listing Regulations read with the provisions of the Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India are provided in **Annexure B** of the Notice.

The Company has also received notice in writing from member proposing his candidature for appointment as Director of the Company. Copy of Appointment Letter setting out terms and conditions of his appointment is available for online inspection by Members upon Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com>.

The terms and conditions of their appointment, being Independent Directors, posted on the Company's website [www.jubilantindustries.com](http://www.jubilantindustries.com).

Except Mr. Sharma being appointee, none of the Directors or Key Managerial Personnel or their relatives is concerned or interested, financially or otherwise, in the proposed resolution.

The Board of Directors recommends the Ordinary Resolution set out at Item No. 3 of the Notice of AGM for approval of the members.

#### **Item No. 4**

##### **(Disclosure Pursuant to Section 102 of Act and facts as required under Secretarial Standard-2 on General Meetings)**

In accordance with the provisions of Section 180(1)(a) of the Companies Act, 2013 (the "**Act**") any sale, lease or otherwise disposal of whole or substantially the whole of the undertaking of the Company requires the approval of members of the company by way of a special resolution. An undertaking for the purpose of Section 180(1)(a) of the Act means an undertaking in which the investment of the Company exceeds 20% of its net worth as per the audited balance sheet of the preceding financial year or an undertaking which generates 20% or more of the total income of the Company during the previous financial year. Since the manufacturing unit situated at Village Nimbut, Rly. Station, Nira, Dist. Pune - 412102 ("**Undertaking**") is the only plant owned by the Company and also generated more than 20% of the total income of the Company during the previous financial year ended

March 31, 2020, the sale of certain assets of the Undertaking ("**Proposed Sale**") shall require approval of the members of the Company by a special resolution under Section 180(1)(a) of the Act. The approval of the members of the Company is accordingly being sought for the Proposed Sale as per applicable provisions of the Act.

The aforesaid plant is located at Village Nimbut, Rly. Station, Nira, Dist. Pune – 412102 was set up for manufacturing and bottling of Indian Made Foreign liquor ("IMFL") by the Company. But, due to changing economic scenario, circumstances, business environment and increase in competition, the Undertaking is incurring losses. As the business is considered no longer viable, after considering various options, the Board has decided to sell the same in the overall best interest of all the stakeholders of the Company. Consequently, the Board at its meeting held on September 3, 2020 has approved the Proposed Sale to Jubilant Life Sciences Limited ('JLL').

The Company proposes to transfer the land and building of the Undertaking for a consideration of ₹ 12,35,00,000 (Rupees Twelve Crore Thirty Five Lakh only) and the plant and machinery of the Undertaking for a consideration of ₹ 95,00,000 (Rupees Ninety Five Lakh only). In order to arrive at the consideration amounts, the Board has obtained and relied upon valuation report issued by M/s. Joshi Consultants, Pune.

The net proceeds from the Proposed Sale shall be utilized to repay the existing loans and reduce the interest burden of its subsidiaries and for general business purpose.

Closing of the proposed transaction is conditional inter alia upon passing of the special resolution by the members of the Company, approval of board of directors of JLL, requisite approvals from lenders and statutory & regulatory approvals, if any. Barring unforeseen circumstances, it is anticipated that the proposed transaction shall be completed within one year of the passing of the special resolution.

None of the directors or key managerial personnel of the Company or their relatives are in any way concerned or interested in this resolution except to the extent of their shareholding in the Company or JLL, if any. Additionally, please note that Mr. Priyavrat Bhartia, Chairman and Mr. Shamit Bhartia, Director of the Company also form part of the promoter group of JLL and Mr. Priyavrat Bhartia also holds the Directorship in JLL.

The Board is of the opinion that the aforesaid proposal is in the best interest of the Company and hence, the Board recommends the special resolution set out at Item No. 4 of the Notice of AGM for approval of the members.

**ANNEXURE B TO THIS NOTICE**

**ADDITIONAL INFORMATION OF DIRECTOR SEEKING APPOINTMENT  
AT THE ANNUAL GENERAL MEETING**

(Information as per Regulation 26(4) & 36(3) of Listing Regulations and Secretarial Standard-2 on "General Meetings")

**Item No. 3**

<b>Name</b>	Mr. Ravinder Pal Sharma		
<b>Age</b>	57 years		
<b>Date of first appointment on the Board</b>	September 3, 2020		
<b>Qualifications</b>	He holds Bachelors' Degrees in 'Commerce' and 'Law' from 'Delhi University'. He is a fellow member of the 'Institute of Chartered Accountant of India ('ICAI')		
<b>Brief resume including experience, expertise in specific functional areas</b>	Mr. Ravinder Pal Sharma is a Chartered Accountant in practice as the Managing Partner of M/s. P.R. Mehra & Co. (established since 1921), with over 30 years of experience in the areas of auditing, accounting, finance, and corporate regulatory consultancy. He has been awarded by ICAI on numerous occasions. He has also authored several books on topics of professional interest viz. Goods & Services Tax Act, Foreign Exchange Management Act, Company Directors, Internal Audit etc., and a journal on Legal & Commercial Regulatory Matters. He has contributed various articles in leading newspapers on topics of professional interest and has been a regular speaker at seminars and also a visiting faculty to the courses organised by ICAI.		
<b>Terms and Conditions of Appointment</b>	As an Independent Director of the Company to hold office for a term of 5 (five) consecutive years starting from September 3, 2020 to September 2, 2020 and shall not be liable to retire by rotation.		
<b>Attendance in the Board meetings during the financial year</b>	Not Applicable.		
<b>Relationship with other Directors and KMPs</b>	None		
<b>Other Directorships</b>	Jubilant Agri and Consumer Products Limited		
<b>Chairmanship/Membership of the committee(s) of the Board of Directors of other Companies in which he/she is director</b>	<b>Name of Company</b>	<b>Name of Committee</b>	<b>Position Held (Chairperson / Member)</b>
	Jubilant Agri and Consumer Products Limited	Audit Committee	Chairman
		Sustainability and Corporate Social Responsibility Committee	Member
<b>Shareholding in the Company</b>	Nil		

By Order of the Board of Directors

NOIDA  
September 3, 2020

Abhishek Mishra  
Company Secretary