



JUBILANT INDUSTRIES LIMITED

(CIN: L24100UP2007PLC032909)

Registered Office: Bhartiagram,

Gajraula, Distt. Amroha - 244223

Uttar Pradesh, India

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Website: www.jubilantindustries.com

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POSTAL BALLOT NOTICE

[Pursuant to Section 110 of the Companies Act, 2013 read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended from time to time]

Dear Member(s),

Notice is hereby given to the Equity Shareholders of Jubilant Industries Limited ("**Company**"), pursuant to the provisions of Section 108 and Section 110 of the Companies Act, 2013 ("**Act**") read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 ("**Rules**"), as amended from time to time read with the Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2021 dated December 8, 2021, 3/2022 dated May 5, 2022, 11/2022 dated December 28, 2022 and 09/2023 dated September 25, 2023 issued by the Ministry of Corporate Affairs ("**MCA**") (hereinafter collectively referred to as "**MCA Circulars**") and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time ("**Listing Regulations**") read with SEBI Circular Nos. SEBI/HO/CFD/CMD1/CIR/P/2020/79, SEBI/HO/CFD/CMD2/CIR/P/2021/11, SEBI/HO/CFD/CMD2/CIR/P/2022/62, SEBI/HO/CFD/PoD-2/P/CIR/2023/4 and SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated May 12, 2020, January 15, 2021, May 13, 2022, January 5, 2023 and October 7, 2023, respectively (hereinafter collectively referred to as "**SEBI Circulars**"), Secretarial Standards on General Meetings ("**SS-2**") issued by the Institute of Company Secretaries of India and other applicable laws, rules, regulations, circulars and notifications issued thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force and as amended from time to time), that the Resolution as set out in this Notice is proposed for consideration by the Shareholders of the Company for passing by means of Postal Ballot by way of voting through electronic means ("**remote e-voting**").

The remote e-voting period commences from 9:00 A.M. (IST) on Saturday, February 24, 2024, and ends at 5:00 P.M. (IST) on Sunday, March 24, 2024.

In compliance with the aforesaid MCA Circulars and SEBI Circulars, this Postal Ballot Notice is being sent only through electronic mode to those Shareholders whose

e-mail addresses are registered with the Company/ Depositories/Registrar and Share Transfer Agent ("**RTA**") as on the cut-off date, i.e., Friday, February 16, 2024. If e-mail address of any Equity Shareholder is not registered with the Company/Depositories/RTA, they should follow the process provided in the Notes to receive this Postal Ballot Notice, login ID and password for remote e-voting. The communication of the assent or dissent by the shareholders would take place through remote e-voting only.

The explanatory statement pertaining to the Resolution setting out the material facts and the reasons thereof is appended to this Notice.

The Board of Directors of the Company has, in compliance with the applicable provisions of the Act & Rules, appointed Mr. Kapil Dev Taneja (Membership No. FCS 4019 and COP No. 22944) or failing him Mr. Neeraj Arora (Membership No. FCS 10781 and COP No. 16186), Partner(s) of M/s. Sanjay Grover & Associates (Firm registration No. P2001DE052900), Practicing Company Secretaries as the Scrutinizer for conducting this Postal Ballot process through remote e-voting in a fair and transparent manner and they have also communicated their willingness to be appointed as such. Further, the Company has engaged the services of National Securities Depository Limited ("**NSDL**") as an agency to provide remote e-voting facility to the Equity Shareholders of the Company to enable them to cast their votes electronically.

In accordance with the provisions of the MCA Circulars and SEBI Circulars, manner of voting on the proposed resolution is restricted only to remote e-voting i.e., by casting votes electronically instead of submitting postal ballot forms. Equity Shareholders are requested to read the instructions carefully that form part of this Postal Ballot Notice to cast their votes electronically from their respective locations. Equity Shareholders are also requested to cast their votes through the remote e-voting process not later than Sunday, March 24, 2024, 5:00 P.M. post which e-voting module shall be disabled by the NSDL.

Upon completion of the votes cast through remote e-voting, the Scrutinizer shall submit his report to the Chairman of the Company or person authorised by the Chairman. The results of the Postal Ballot along with the Scrutinizer's Report shall be announced by the Chairman or a person authorised by the Chairman within 2 (two) working days of the conclusion of the Postal Ballot process through remote e-voting at the Registered Office of the Company at Bhartiagram, Gajraula, District Amroha - 244223, Uttar Pradesh. The results along with the Scrutinizer's Report shall also be simultaneously intimated to the National Stock Exchange of India Limited ("**NSE**") and BSE Limited ("**BSE**") (hereinafter collectively referred to as '**Stock Exchanges**') where the Equity Shares of the Company are listed and will also be displayed on the Company's website at www.jubilantindustries.com as well as on the website of NSDL at www.evoting.nsdl.com.

Item of business requiring approval of the Equity Shareholders through Postal Ballot by 'remote e-voting' is mentioned below:

SPECIAL BUSINESS:

Item No. 1

Appointment of Ms. Sanjanthi Sajan (DIN: 00431379) as an Independent Director of the Company

To consider and give assent or dissent to the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 and other applicable provisions, if any, of the Companies Act, 2013 ("**the Act**") read with Schedule IV of the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16 & 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**Listing Regulations**") (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Articles of Association of the Company, the Appointment and Remuneration Policy of the Company, and on the recommendations of the Nomination, Remuneration and Compensation Committee of the Company and the Board of Directors of the Company, Ms. Sanjanthi Sajan (DIN: 00431379) who was appointed pursuant to Section 161 of the Act as an Additional Director in the category of Independent Director on the Board of the Company w.e.f. February 10, 2024, and who has submitted a declaration that she meets the criteria of Independence as provided under the Act and the Listing Regulations, and in respect of whom the Company has received a notice in writing under Section 160 of the Act proposing her candidature for the office of Independent Director of the Company, be and is hereby appointed as a Director in the category of an Independent Director of the Company, not liable to retire by rotation, and shall hold office for a period of 5

(five) consecutive years from the date of appointment, i.e., February 10, 2024 up to February 09, 2029.

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 and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Committee of Directors or Director(s) to give effect to the aforesaid resolution."

By order of the Board
For Jubilant Industries Limited

Sd/-
Brijesh Kumar

Company Secretary & Compliance Officer

Date - February 9, 2024

Place - Gurugram

NOTES:

- 1) The Explanatory Statement pursuant to Section 102 of the Act read with **SS-2** for the proposed Special Resolution setting out material facts in relation thereto is appended to the Notice.
- 2) In compliance with the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time and provisions of Regulation 44 of the Listing Regulations, as amended from time to time, the Equity Shareholders are provided with the facility to cast their vote electronically. The Company has engaged the services of NSDL for the purpose of providing e-voting facility to all its Equity Shareholders.
- 3) Pursuant to the MCA Circulars and SEBI Circulars, physical copies of this Postal Ballot Notice, Postal Ballot forms and pre-paid Business Reply Envelopes are not being sent to Equity Shareholders for this Postal Ballot. Equity Shareholders are requested to provide their assent or dissent through remote e-voting only.
- 4) Equity Shareholders may please note that the Postal Ballot Notice will also be available on the Company's website at www.jubilantindustries.com, websites of the Stock Exchanges, i.e., BSE and NSE at www.bseindia.com and www.nseindia.com, respectively and on the website of NSDL at www.evoting.nsdl.com.
- 5) All the material documents referred to in the Explanatory Statement shall be available for inspection through electronic mode, basis the request being sent on investorsjil@jubl.com.

- 6) In compliance with the MCA Circulars and SEBI Circulars, the Notice is being sent in electronic mode to those Equity Shareholders whose names appear in the Register of Members / List of Beneficial Owners as received from NSDL and Central Depository Services (India) Limited ('CDSL') as on the **cut-off date, i.e. Friday, February 16, 2024** and whose E-mail IDs are registered with the Company / Depositories/RTA.

Equity Shareholders who have not registered their E-mail IDs should follow the instructions given below. Further, the Equity Shareholders whose names appear in the Register of Members/ List of Beneficial Owners as on the said Cut-off date are entitled to vote on the Resolution set forth in this Postal Ballot Notice. Voting rights shall be reckoned on the paid up value of the equity shares registered in the name of the Shareholders of the Company as on the Cut-off Date. In case of joint holders, only such joint holder who is first in the order of names will be entitled to do e-voting on the resolution included in the Postal Ballot Notice. A person who is not a Member as on the Cut-off date should treat this Notice of Postal Ballot for information purpose only.

- 7) The Postal Ballot Notice along with the Explanatory Statement, instructions and manner of remote e-voting can also be downloaded from the link (<https://www.evoting.nsdl.com/>).
- 8) The e-voting period commences on Saturday, February 24, 2024 at 9:00 A.M. and ends on Sunday, March 24, 2024 at 5:00 P.M., both days inclusive. During this period, Shareholders of the Company, holding equity shares either in physical form or in dematerialized form, as on the cut-off date may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL after the aforementioned date and time. Once the vote on the resolution is cast by the Shareholder, the Shareholder shall not be allowed to change it subsequently.
- 9) The Board of Directors of the Company has appointed Mr. Kapil Dev Taneja (Membership No. FCS 4019 and COP No. 22944) or failing him Mr. Neeraj Arora (Membership No. FCS 10781 and COP No. 16186), Partner(s) of M/s. Sanjay Grover & Associates (Firm Registration No. P2001DE052900), Practicing Company Secretaries, as the Scrutinizer for conducting this Postal Ballot process through remote e-voting in a fair and transparent manner and they have communicated their willingness to be appointed as such.
- 10) The Scrutinizer shall, after the conclusion of the remote e-voting on **Sunday, March 24, 2024 at 5:00 P.M. (IST)**, unblock the votes cast through remote e-voting in the presence of at least two witnesses not

in the employment of the Company and shall make Scrutinizer's report within the prescribed time. Such report shall contain details of the total votes cast in favour or against, if any, and shall be submitted to the Chairman or any person authorised by the Chairman, who shall countersign the same and declare the result of Postal Ballot forthwith. The Resolution, if passed by requisite majority, shall be deemed to have been passed on **Sunday, March 24, 2024** being the last day of remote e-voting in terms of SS-2 issued by the Institute of Company Secretaries of India. Also, the resolution passed by Equity Shareholders with requisite majority shall be deemed to have been passed at a general meeting of shareholders convened on that behalf.

- 11) Results of voting shall be declared within 2 (two) working days from the time of conclusion of the remote e-voting. The results of the Postal Ballot shall be communicated to the Stock Exchanges and will be displayed on the Company's website at www.jubilantindustries.com and on the website of NSDL at www.evoting.nsdl.com and at the Registered Office and Corporate Offices of the Company.
- 12) In case of any queries or grievances relating to remote e-voting, Equity Shareholders may contact Mr. Amit Vishal, Assistant Vice President, NSDL, Trade World, 4th Floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai- 400013, through e-mail at evoting@nsdl.com or call on 022 - 4886 7000 or 022 - 2499 7000 or Mr. J.K. Singla, Dy. General Manager, Alankit Assignments Limited, 205-208, Anarkali Complex, Jhandewalan Extension, New Delhi-110055, India through email at rta@alankit.com or call on 011- 42541234.

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: Access to NSDL e-Voting system

A) Login method for e-Voting 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>Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p> <p>If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</p> <p>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. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p> <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> <p> App Store  Google Play</p> <p> </p>

Individual Shareholders holding securities in demat mode with CDSL	<p>Users who have opted for CDSL Easi /Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password.</p> <p>After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly.</p> <p>If the user is not registered for Easi/ Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.</p> <p>Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
Individual Shareholders (holding securities in demat mode) login through their depository participants	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/ CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned 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	Login type
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

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

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.

Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.

A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

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

Your User ID details are given below:

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

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

- If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- 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.

How to retrieve your 'initial password'?

- 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'.
- If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered

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.

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

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

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

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

Now, you will have to click on "Login" button.

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

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

How to cast your vote electronically 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.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
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 can also take the printout 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 subsequently.
8. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolutions/ 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 or evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolutions / Power of Attorney / Authority Letter etc. by clicking on **"Upload Board Resolutions / Authority Letter"** displayed under "e-Voting" tab in their login.
9. 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.

10. 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: 022 - 4886 7000 or 022 - 2499 7000 or send a request to Mr. Amit Vishal, Assistant Vice President at evoting@nsdl.co.in or evoting@nsdl.com.

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 fore-voting for the resolution 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@jubl.com.
2. In case shares are held in demat mode, please provide DPID-CLID (8 digit DPID + CLID or 8-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@jubl.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 for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in or evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
4. 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 required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

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

Item No. 1

Ms. Sanjanthi Sajan (DIN: 00431379) was appointed by the Board of Directors, on recommendation of the Nomination, Remuneration and Compensation Committee ("NRC"), as an Additional Director (Non-executive Women Independent Director) effective from February 10, 2024.

Ms. Sanjanthi Sajan, a seasoned lawyer with over two decades of experience, is the Managing Partner at Poovayya & Co. Recognized as a top-tier lawyer by IBLJ. She is also an entrepreneur, acknowledged by 'The CEO Magazine.' Ms. Sajan is the founder of Meriyanda Nature Retreat & Spa, a leading eco-friendly resort in Coorg, Karnataka. Passionate about environmental sustainability, she oversees Meriyanda Plantation's projects in the Western Ghat Region.

In addition to her legal and business achievements, Ms. Sajan is involved in education advocacy and serves on the Board of the Canadian International School. Committed to pro bono work, she champions legal causes for women, children, and marginalized communities. During the Covid crisis, she initiated the 'Assist a Junior' program to support young lawyers. A dedicated philanthropist, Ms. Sanjanthi Sajan exemplifies a holistic approach to success, making positive contributions to law, business, and society.

As per the provisions contained under section 161 of the Companies Act, 2013, the "Additional Director" so appointed shall hold office up to the date of next Annual General Meeting or the last date on which the Annual General Meeting should have been held, whichever is earlier. However, pursuant to the provisions of the Regulation 17(1C) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**Listing Regulations**"), the listed entity shall ensure that approval of shareholders for appointment of a person on the Board of Directors is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier. Therefore, the approval of the shareholder is sought for the appointment of Ms. Sanjanthi Sajan, as a non-executive Independent Director of the Company.

The Company has received a Notice from a Member in writing under Section 160(1) of the Act proposing her candidature for the office of Director.

The Company has also received all statutory disclosures / declarations from her, including:

- (i) Consent in writing to act as director in Form DIR-2, pursuant to Rule 8 of the Companies (Appointment and Qualification of Directors) Rules, 2014;

- (ii) Intimation in Form DIR-8 to the effect that she is not disqualified under sub-section (2) of Section 164 of the Act; and
- (iii) A declaration to the effect that she meets the criteria of independence as provided in sub-section (6) of Section 149 of the Act and Regulation 16(1) (b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- (iv) Declaration pursuant to BSE Circular No. LIST/COMP/14/2018-19 dated June 20, 2018, and NSE Circular No. NSE/CML/2018/ 24 dated June 20, 2018 that she has not been debarred from holding office of a Director by virtue of any Order passed by the Securities and Exchange Board of India or any other such authority.

She has also confirmed that she is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact her ability to discharge her duties with an objective independent judgment and without any external influence. Ms. Sanjanthi Sajan, has also confirmed that she is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to her registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs.

The Board is of the opinion that her skills, background and experience are aligned to the role and capabilities identified by the NRC and that she also fulfills the criteria for appointment as an Independent Director.

The Company follows a robust process for Director appointment, the Board deliberates on various factors including the present composition of the Board to ensure optimum combination of executive and Non-Executive directors including Independent Directors, tenure of the Board Member, skill matrix including skill gaps, diversity, time-commitment and statutory requirement etc. The profile and specific areas of expertise of Ms. Sanjanthi Sajan, and other relevant information as required under Listing Regulations and SS-2 are provided as Annexure-1.

None of the Directors or Key Managerial Personnel or their relatives except Ms. Sanjanthi Sajan, is concerned or interested, financially or otherwise, in the proposed resolution.

The Board of Directors recommends the **Special Resolution** set out at Item No. 1 of the Notice for approval of the members. Further, the proposed resolution should be treated as recommendation for appointment of Ms. Sanjanthi Sajan as a Director as well as Independent Director of the Company.

Annexure 1 to this notice**Additional Information of Director seeking appointment**

Name	Ms. Sanjanthi Sajan
Age	49 years
DIN	00431379
Date of Birth	December 14, 1974
Date of first appointment on the Board	February 10, 2024
Qualifications	She graduated from the National Law School of India University.
Brief resume including experience, expertise in specific functional areas / Nature of expertise in specific functional areas	<p>Ms. Sanjanthi Sajan is a lawyer with over two decades of experience spanning diverse areas of the law ranging from infrastructure; telecommunications; information technology; corporate transactions; and constitutional & commercial litigation and co-founded Poovayya & Co, a leading National Law Firm. She currently officiates as the Firm's Managing Partner.</p> <p>Sanjanthi is an entrepreneur having been recognized as one of the 30 Dynamic Business women by 'The CEO Magazine'. She has been rated as an A list lawyer by India Business Law Journal (IBLJ).</p> <p>Sanjanthi spends considerable time on pro bono representations, particularly involving legal causes pertaining to women, children and the marginalized. She has promoted multiple philanthropies including 'Assist a Junior' initiative to support young lawyers through difficult times during Covid.</p>
Justification of her Appointment	Nomination, Remuneration and Compensation Committee and Board of Directors considering her qualification, vast & rich experience noted that her appointment will enhance the skills matrix of the board and will be in the best interest of the company. She inter alia brings in skills and experience of governance, legal, regulatory, leadership and strategy.

Attendance in the Board meetings during the F.Y. 2022-23	Not Applicable as the proposed appointment will be first time in the Company.
Terms and Conditions of Appointment	Her appointment is purposed as Independent Director not liable to retire by rotation for a period of 5 years effective from February 10, 2024.
Last drawn remuneration (F.Y. 2022-23)	Not Applicable as the proposed appointment will be first time in the Company.
Remuneration Proposed to be Paid	Sitting Fees / Commission as approved by the Board
Relationship with other Directors and KMPs	None
Directorships in other Companies (excluding foreign companies)	<ul style="list-style-type: none"> Coffee Blossom Hospitality and Estates Private Limited Laya and Tia Infotechnologies Private Limited
Membership/ Chairpersonship of Committees in other companies (excluding foreign companies)	NIL
Shareholding in the Company	NIL

Note: Ms. Sanjanthi Sajan, has not resigned from any Listed entity during last 3 financial years.

By order of the Board
For Jubilant Industries Limited

Sd/-
Brijesh Kumar
Company Secretary & Compliance Officer

Date - February 9, 2024
Place - Gurugram