



JUBILANT INDUSTRIES LIMITED
(CIN: L24100UP2007PLC032909)

Registered Office: Bhartiagram,
Gajraula, Distt. Amroha - 244223

Uttar Pradesh, India

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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]

Dear Member(s),

Notice is hereby given to the Shareholders of Jubilant Industries Limited (**the "Company"**), pursuant to the provisions of Section 108 and Section 110 of the Companies Act, 2013 (the **"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 (**"SEBI 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, 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 Resolutions as set out in this Notice are 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, January 20, 2024, and ends at 5:00 P.M. (IST) on Sunday, February 18, 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., of Friday, January 12, 2024. If your e-mail address is not registered with the Company/

Depositories/ RTA, please 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 Resolutions 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 resolutions is restricted only to remote e-voting i.e., by casting votes electronically instead of submitting postal ballot forms. 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. Shareholders are requested to cast their votes through the remote e-voting process not later than Sunday, February 18, 2024, 5:00 P.M. post which evoting 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 www.jubilantindustries.com as well as on the website of NSDL at www.evoting.nsdl.com.

Items of business requiring approval of the Equity Shareholders through Postal Ballot by 'remote e-voting' are given below:

SPECIAL BUSINESSES :

Item No. 1

Appointment of Mr. Jagat Sharma (DIN: 02997958) as a Director of the Company

To consider and give assent or dissent to the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 152,160 and all other applicable provisions of the Companies Act, 2013 and the rules made thereunder and Regulation 17(1C) and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and / or any other applicable law(s) including any statutory modification(s) or re-enactment(s) thereof, for the time being in force and the Articles of Association of the Company, Mr. Jagat Sharma (DIN: 02997958), who was appointed by the Board of Directors as an Additional Director of the Company with effect from December 12, 2023 and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company whose office shall not be liable to retire by rotation.

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."

Item No. 2

Appointment of Mr. Jagat Sharma (DIN: 02997958) as a Whole-time Director

To consider and give assent or dissent to the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198, 203 and any other applicable provisions of the Companies Act, 2013 ("**Act**") and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 read with Schedule V of the Act read with applicable provisions of the SEBI (Listing

Obligations and Disclosure Requirements) Regulations, 2015 and/or any other applicable law(s) (including any statutory modification(s) or re-enactment thereof, for the time being in force), the Appointment and Remuneration Policy of the Company, the Articles of Association of the Company and subject to such others approval(s), consent(s), permission(s) or sanction(s) as may be necessary/required, approval of the members be and is hereby accorded for the appointment of Mr. Jagat Sharma [DIN: 02997958] as Whole-time Director of the Company, without remuneration, for a period of three years effective from December 12, 2023.

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 - January 10, 2024

Place - Gurugram

NOTES:

- 1) The Explanatory Statement pursuant to Section 102 of the Act read with **SS-2** for the proposed Ordinary Resolutions 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 and provisions of Regulation 44 of the SEBI Listing Regulations, as amended, the 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 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 Members for this Postal Ballot. Members are requested to provide their assent or dissent through remote e-voting only.
- 4) Members 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 documents referred to in this Notice and the Statement pursuant to Section 102 of the Act, will be available for inspection on the Company's website www.jubilantindustries.com under Investor Section from the date of circulation of this Notice upto the date of declaration of Postal Ballot results.
- 6) In compliance with the MCA Circulars and SEBI Circulars, the Notice is being sent in electronic mode to those Members 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, January 12, 2024** and whose E-mail IDs are registered with the Company / Depositories/RTA.

For Members who have not registered their E-mail IDs, please follow the instructions given below. Further, the 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 Resolutions 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 resolutions 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, January 20, 2024 at 9:00 A.M. and ends on Sunday, February 18, 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 resolutions 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 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 the required consent for such appointment has been received.
- 10) The Scrutinizer shall, after the conclusion of the remote e-voting on **Sunday, February 18, 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 Resolutions, if passed by requisite majority, shall be deemed to have been passed on **Sunday, February 18, 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 resolutions passed by 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 Corporate Office(s) and Registered Office of the Company.
- 12) In case of any queries or grievances relating to remote e-voting, you 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 and 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	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.
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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	Login type
Individual Shareholders holding securities in demat mode with NSDL Individual	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
Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

B) 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 resolutions, 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 and 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 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 investors@jubl.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 investors@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 Nos. 1 and 2

Mr. Jagat Sharma (DIN: 02997958) was appointed by the Board of Directors, on recommendation of the Nomination, Remuneration and Compensation Committee ("NRC"), as an Additional Director with effect from December 12, 2023, in terms of provisions of Section 161 of the Companies Act, 2013 ("**Act**") and rules made thereunder. As per the provisions contained under Section 161 of the Act, the "**Additional Director**" so appointed shall hold office upto the date of the next Annual General Meeting or the last date on which the Annual General Meeting should have been held, whichever is earlier. Accordingly, Mr. Jagat Sharma, as an Additional Director, holds office upto the date of the ensuing Annual General Meeting.

Pursuant to the provisions of the Regulation 17(1C) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI 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.

Further, in terms of provisions contained under Section 160 of the Companies Act, 2013 and the rules made thereunder, a person who is not a retiring director in terms of Section 152 shall, subject to the provisions of this Act, be eligible for appointment to the Office of Director at any General Meeting, if he or some member intending to propose him as a Director, has, not less than fourteen days before the meeting, left at the Registered Office of the company, a notice in writing under his/her hand signifying his candidature as a Director, or the intention of such member to propose him as a candidate for that office.

Accordingly, Company has received a notice from a member proposing candidature of Mr. Jagat Sharma, for the office of Director in terms of Section 160 of the Companies Act, 2013.

Mr. Jagat Sharma is a seasoned professional with 26 years of experience in Manufacturing Operations, currently serves as the Chief of Manufacturing at Jubilant Agri and Consumer Products Limited. (Wholly Owned Subsidiary of the Company) Since March 2021, he has been at the helm of leading manufacturing operations for Adhesives, Wood Finishes, SSP Fertilisers, Solid PVA, and VP Latex businesses.

His extensive career encompasses notable roles such as Head of Manufacturing Operations at PPG Asian Paints Pvt. Ltd. (Feb 2019 - Mar 2021), Chief Manufacturing Officer at Crystal Crop Protection Private Limited (Apr 2017 - Feb

2019), and Sr. Vice President (Jul 2015 - Mar 2017). Prior to these, he held the position of Associate Vice President at Jubilant Agri & Consumer Products Limited (Feb 2010 - Jun 2015) and served as Works Manager in Mohali at ICI India Limited (Sep 2005 - Feb 2010). Mr. Jagat also has an extensive background as Operations Manager at Indian Explosives Limited (Jun 1997 - Sep 2005).

Further, in terms of the Appointment and Remuneration Policy of the Company (hereinafter referred to as "**the Policy**") and pursuant to the recommendation of the NRC, the Board of Directors has also appointed Mr. Jagat Sharma as Whole-time Director of the Company, effective from December 12, 2023 for a period of 3 (three) years without any remuneration.

The Company has also received all statutory disclosures / declarations from him, 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 he is not disqualified under sub-section (2) of Section 164 of the Act; and
- (iii) 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 he 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.

Mr. Sharma also holds office of Whole-time Director in Jubilant Agri and Consumer Products Limited, Wholly-owned Subsidiary of the Company and draws his complete remuneration therefrom.

Details of his Committee Chairmanship/memberships are given in Annexure A attached to this notice.

None of the Directors or Key Managerial Personnel or their relatives except Mr. Sharma, the proposed appointee, is concerned or interested, financially or otherwise, in the resolution(s) set out at Item No. 1 and 2 of the Notice.

This Explanatory Statement may also be considered as the requisite abstract under Section 190 of the Act setting out the terms and conditions of appointment of Mr. Sharma as Whole-time Director of the Company.

The Board is of the view that Mr. Sharma's knowledge, expertise and experience will be of immense benefit and value to the Company and therefore, recommends the Ordinary Resolution set out at Item No. 1 & 2 of the Notice, for the approval of the Members.

The details, in terms of Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard-2 on General Meetings ("SS-2") are annexed and forms part of this notice.

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

Name	Mr. Jagat Sharma
Age	48 years
Date of first appointment on the Board	December 12, 2023
Qualifications	An alumnus of the Indian Institute of Technology, Kanpur, He also honed his project management skills through a certificate program from IIM Kolkata and a Post-Graduate Diploma in Operations Management (PGDOM) from IGNOU in 2004. He further honed his leadership skills through participation in the Global Leadership Program (GLP) at INSEAD, focusing on Business Administration and Management.
Brief resume including experience, expertise in specific functional areas / Nature of expertise in specific functional areas	<p>Mr. Jagat Sharma, a seasoned professional with 26 years of experience in Manufacturing Operations, currently serves as the Chief of Manufacturing at Jubilant Agri & Consumer Products Ltd. Since March 2021, he has been at the helm of leading manufacturing operations for Adhesives, Wood Finishes, SSP Fertilisers, Solid PVA, and VP Latex businesses.</p> <p>His extensive career encompasses notable roles such as Head of Manufacturing Operations at PPG Asian Paints Pvt. Ltd. (Feb 2019 - Mar 2021), Chief Manufacturing Officer at Crystal Crop Protection Pvt. Ltd. (Apr 2017 - Feb 2019), and Sr. Vice President (Jul 2015 - Mar 2017). Prior to these, he held the position of Associate Vice President at Jubilant Agri & Consumer Products Limited (Feb 2010 - Jun 2015) and served as Works Manager in Mohali at ICI India Limited (Sep 2005 - Feb 2010). Mr. Jagat also has an extensive background as Operations Manager at Indian Explosives Limited (Jun 1997 - Sep 2005).</p>
Terms and Conditions of Appointment	In terms of the Appointment and Remuneration Policy of the Company and pursuant to the recommendation of the Nomination, Remuneration and Compensation Committee, the Board of Directors, subject to the approval of members, had appointed Mr. Jagat Sharma, as Whole-time Director of the Company not liable to retire by rotation. He has been appointed for a period of 3 years, effective from December 12, 2023 without any remuneration.

Attendance in the Board meetings during the financial year 2022-23	Not Applicable as the proposed appointment will be first time in the Company.
Last drawn remuneration / Remuneration Proposed to be Paid	Nil
Relationship with other Directors and KMPs	None
Directorships in other Companies (excluding foreign companies)	Jubilant Agri and Consumer Products Limited
Membership/ Chairpersonship of Committees in other companies (excluding foreign companies)	Jubilant Agri and Consumer Products Limited <ul style="list-style-type: none"> • Audit Committee • Sustainability & Corporate Social Responsibility Committee • Restructuring Committee • Finance Committee
Shareholding in the Company	NIL

Note: Mr. Jagat Sharma 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 - January 10, 2024

Place - Gurugram