

August 04, 2025

**National Stock Exchange of India Limited**

Exchange Plaza, 5<sup>th</sup> Floor,  
Bandra Kurla Complex,  
Bandra (E), Mumbai - 400051

**BSE Limited**

Phiroze Jeejeebhoy Towers,  
Dalal Street,  
Mumbai - 400001

**Symbol: JUBLCPL**

**Scrip Code: 544355**

**Subject: Notice of the 17<sup>th</sup> Annual General Meeting (AGM) of the Company**

Dear Sir/ Ma'am,

Pursuant to Regulation 30 read with Schedule III Part A Para A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, attached herewith is the Notice along with Explanatory Statement of the 17<sup>th</sup> AGM of the Company to be held on Tuesday, August 26, 2025 at 11.00 a.m. (IST) through Video Conference / Other Audio Visual Means.

The Notice of 17<sup>th</sup> AGM is uploaded on the Company's website and can be accessed at [https://www.jacpl.co.in/uploads/prospectus/285invpdcfile\\_AGMNotice2024-25.pdf](https://www.jacpl.co.in/uploads/prospectus/285invpdcfile_AGMNotice2024-25.pdf)

This is for your information and records.

Thanking you,

For **Jubilant Agri and Consumer Products Limited**

**Hariom Pandey**

**Company Secretary**

*Encl.: a/a*





# JUBILANT AGRI AND CONSUMER PRODUCTS LIMITED

(CIN: U52100UP2008PLC035862)

**Registered Office:** Bhartiagram, Gajraula, District Amroha - 244 223, Uttar Pradesh, India

**Corporate Office:** Chimes 142, 3rd floor, Sector 44, District Gurgaon - 122003, Haryana, India

E-mail: investorsjacpl@jubl.com; Website: www.jacpl.co.in

Telephone: +91 124-2577229

## NOTICE

Notice is hereby given that the 17<sup>th</sup> Seventeenth Annual General Meeting of Members of Jubilant Agri and Consumer Products Limited ("the Company") will be held on Tuesday, August 26, 2025 at 11:00 A.M (IST), through Video Conferencing ('VC')/Other Audio Visual Means ('OAVM') means, to transact the following business:

### ORDINARY BUSINESS

#### 1. To receive, consider and adopt:

- a) the Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2025, the Reports of the Board of Directors and Auditors thereon; and
- b) the Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2025, and Report of the Auditors thereon.

#### 2. To appoint a Director in place of Mr. Shamit Bhartia (DIN: 00020623), who retires by rotation and being eligible offers himself for re-appointment.

### SPECIAL BUSINESS

#### 3. Appointment of M/s. Sanjay Grover & Associates, Company Secretaries as Secretarial Auditors of the Company:

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

**"RESOLVED THAT** pursuant to the provisions of Section 204 and other applicable provisions, if any, of the Companies Act 2013, and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 read with Regulation 24A and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") read with Circulars issued thereunder from time to time and pursuant to the recommendations of the Audit Committee and the Board of Directors of the Company, M/s. Sanjay Grover & Associates, Company Secretaries (Peer Reviewed Firm having Firm Registration Number P2001DE052900) be

and are hereby appointed as Secretarial Auditors of the Company for a period of 5 (five) consecutive years, commencing from FY 2025-26 to FY 2029-30 ('the Term'), to undertake Secretarial Audit of the Company, at a remuneration of Rs.1,90,000/- (Rupees One Lakh Ninety Thousand only) plus applicable taxes and reimbursement of out-of-pocket expenses on actuals for FY 2025-26, and for subsequent years of their term at such fee as may be determined by the Board of Directors of the Company or any Committee of the Board.

**RESOLVED FURTHER THAT** approval of the Members is hereby accorded to the Board to avail or obtain from the Secretarial Auditor, such other services or certificates or reports which the Secretarial Auditor may be eligible to provide or issue under the applicable laws.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorised to take such steps and do all such acts, deeds, matters and things as may be considered necessary, proper and expedient to give effect to this resolution".

#### 4. Re-appointment of Mr. Ravinder Pal Sharma (DIN: 03411214) as an Independent Director for a second term of 5 (five) consecutive years:

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

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 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) and the Nomination, Remuneration and Compensation Policy of the Company and based on the recommendation of the Nomination and Remuneration Committee of the Company and approval of the Board of Directors, Mr. Ravinder Pal Sharma (DIN: 03411214), who was

appointed as an Independent Director of the Company at the 12<sup>th</sup> Annual General Meeting of the Company held on 29<sup>th</sup> September, 2020 and who shall hold office of Independent Director up to September 02, 2025 and who is eligible for being re-appointed as an Independent Director, and in respect of whom the Company has received a Notice in writing from a Member under section 160 of the Act, proposing his candidature for the office of Independent Director, and who has also submitted a declaration that he meets the criteria for independence as provided under the Act and Listing Regulations, be and is hereby re-appointed as an Independent Director, not liable to retire by rotation to hold office for a second term of 5 (Five) consecutive years with effect from September 03, 2025 to September 02, 2030 (both days inclusive).

**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.”

**5. Continuation of Mr. Radhey Shyam Sharma (DIN: 00013208) as a Non-Executive Independent Director of the Company on completion of 75 years of age:**

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

“**RESOLVED THAT** pursuant to Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and upon the recommendation of the Nomination and Remuneration Committee and the Board of Directors, the approval of the Members of the Company be and is hereby accorded for Mr. Radhey Shyam Sharma (DIN: 00013208) to continue as a Non-Executive Independent Director of the Company beyond the age of 75 years, which he will attain on February 1, 2026, until the completion of his second term on October 24, 2028, as approved by the Members of the Company at the 15<sup>th</sup> Annual General Meeting held on September 20, 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.”

**6. Determination of fee for Service of Documents to Shareholders of the Company:**

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

“**RESOLVED THAT** pursuant to the provisions of Section 20 of Companies Act, 2013 and other applicable provisions, if any, of the said Act and relevant rules prescribed thereunder, whereby a document may be served on any shareholder by the Company by sending it to him by post or by registered post or by courier or by delivery to his office address or by such electronic or other mode as may be prescribed, the consent of the Company be and is hereby accorded to charge from the member in advance equivalent to the estimated actual expenses of delivery of the documents pursuant to any request made by shareholder for delivery of such document to him through a particular mode of services mentioned above provided such request along with the requisite fee has been duly received by the company at least one week in advance of the despatch of the documents by the Company and that no such request will be entertained by the Company after the despatch of such documents by the Company to the shareholder.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, Director or any Key Managerial personnel of the company be are hereby severally authorized to do all acts, deeds, matters and things as they may in their absolute discretion deem necessary, proper or desirable and to settle any question, difficulty, doubt that may arise in respect of the matter aforesaid including determination of the estimated fees for delivery of the document to be paid in advance and further to do all acts, deeds matters and things as may be necessary, proper or desirable or expedient to give effect to above resolution.”

**7. Ratification of the Remuneration of Cost Auditor appointed by the Board of Directors:**

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

“**RESOLVED THAT** pursuant to the provisions of Section 148(3) and all other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the remuneration payable to M/s J. K. Kabra & Co., Cost Accountants (Firm Reg. No.: 000009) appointed by the Board of Directors of the Company on the recommendation of the Audit Committee, as Cost Auditors to conduct the audit of the cost records maintained by the Company for the financial year 2025-26, at an audit fees of Rs. 2,00,000 (Rupees Two Lakhs

only) plus applicable taxes and reimbursement of out of pocket expenses, if any, incurred in relation to the audit, be and is hereby confirmed, approved and ratified.

**RESOLVED FURTHER THAT** subject to applicable law(s), the Board be and is hereby authorised to do all such acts, deeds, matters and things as may be deemed necessary or desirable for the purpose of giving effect to the above resolution(s) including to delegate all or any of the powers conferred by the aforesaid

resolution(s) to any of the director(s) or officer(s) or committee of directors of the Company and to revoke and substitute such delegation from time to time.”

By Order of the Board of Directors  
**Jubilant Agri and Consumer Products Limited**

Place: Gurugram  
Date: May 29, 2025

**Hariom Pandey**  
Company Secretary  
Membership No. FCS-9349

## NOTES:

1. Information pursuant to the provisions of Secretarial Standard-2 and Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred as the 'Listing Regulations') for item no. 2, 4 and item no. 5 is attached as **Annexure-A** to this notice.

The Explanatory Statement, pursuant to Section 102 of the Companies Act, 2013 (the "Act"), relating to the item no. 3 to item no. 7, to be transacted at the 17<sup>th</sup> Annual General Meeting (AGM), is annexed.

2. Pursuant to General Circular No. 09/2024 dated September 19 2024 issued by Ministry of Corporate Affairs ("MCA") and circular issued by SEBI vide circular no. SEBI/ HO/ CFD/ CFDPoD-2/ P/ CIR/ 2024/ 133 dated October 3, 2024 ("SEBI Circular") and other applicable circulars and notifications issued (including any statutory modifications or re-enactment thereof for the time being in force and as amended from time to time has permitted the holding of the Annual General Meeting through Video Conferencing ("VC") or through Other Audio-Visual Means ("OAVM") on or before September 30, 2025, without the physical presence of the Members at a common venue. In accordance with the MCA Circulars, provisions of the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('the Listing Regulations'), the AGM of the Company is being held through VC/ OAVM.

In compliance with the applicable provisions of the Companies Act, 2013 (the Act), the Listing Regulations and MCA Circulars, the 17<sup>th</sup> AGM of the Company is being held through VC/OAVM on **Tuesday, August 26, 2025 at 11:00 a.m. (IST)**. The proceedings of the AGM will be conducted at the Registered Office of the Company at Bhartiagram, Gajraula, District Amroha - 244 223, Uttar Pradesh, India, which shall be the deemed venue of the AGM.

3. **PURSUANT TO THE PROVISIONS OF THE ACT, A MEMBER ENTITLED TO ATTEND AND VOTE AT THE AGM IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON HIS/HER BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. SINCE THIS AGM IS BEING HELD PURSUANT TO THE MCA CIRCULARS THROUGH VC OR OAVM, THE REQUIREMENT OF PHYSICAL ATTENDANCE OF MEMBERS HAS BEEN DISPENSED WITH. ACCORDINGLY, IN TERMS OF THE MCA CIRCULARS, THE FACILITY FOR APPOINTMENT OF PROXIES BY THE MEMBERS WILL NOT BE AVAILABLE FOR THIS AGM AND HENCE THE PROXY FORM, ATTENDANCE SLIP AND ROUTE MAP OF AGM ARE NOT ANNEXED TO THIS NOTICE.**

4. Corporates/Institutional Investors, who are Members of the Company, are encouraged to attend and vote at the AGM through VC/OAVM facility. Corporate Members/ Institutional Investors (i.e. other than individuals, HUFs, NRIs etc.) who are intending to appoint their authorized representatives pursuant to Sections 112 and 113 of the Act, as the case may be, to attend the AGM through VC or OAVM and to vote through remote e-voting are requested to send a certified copy of the Board Resolution to the Scrutinizer by e-mail at [deepak.kukreja@dmkassociates.in](mailto:deepak.kukreja@dmkassociates.in) with a copy marked to [evoting@nsdl.com](mailto:evoting@nsdl.com) and [investorsjacpl@jubl.com](mailto:investorsjacpl@jubl.com) Corporate Members/ Institutional Investors (i.e. other than individuals, HUFs, NRIs etc.) can also upload their Board Resolution/ Power of Attorney/Authority Letter etc. by clicking on the "Upload Board Resolution/Authority Letter" displayed under the "e-voting" tab in their login.
5. Members attending the AGM through VC / OAVM facility shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
6. 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, as of the cut-off date will be entitled to vote at the AGM.
7. In accordance with the aforesaid MCA Circulars and SEBI Circulars, the Notice of AGM, along with the Annual Report for the Financial Year 2024-25 are being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company or Depository Participants or Alankit Assignments Limited, Registrar and Transfer Agents ('RTA') of the Company. A letter is also being sent to the shareholders whose email addresses are not registered, stating the web-link where the Notice and Annual Report is uploaded on website. The Company shall send the physical copy of Annual Report for the Financial Year 2024-25 to those Members who request the same at [investorsjacpl@jubl.com](mailto:investorsjacpl@jubl.com) by mentioning their Folio No./ DP ID and Client ID. Members may note that the Notice and Annual Report 2024-25 will also be available on Company's website [www.jacpl.co.in](http://www.jacpl.co.in), 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).
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 25<sup>th</sup> July 2025.

9. SEBI vide Circular Nos. SEBI/HO/OIAE/OIAE\_IAD-1/P/CIR/2023/131 dated July 31, 2023, and SEBI/HO/OIAE/OIAE\_IAD-1/P/CIR/2023/135 dated August 04, 2023, read with Circular No. SEBI/HO/OIAE/OIAE\_IAD-1/P/CIR/2023/145 dated July 31, 2023 (updated as on August 11, 2023), has established a common Online Dispute Resolution Portal ("ODR Portal") for resolution of disputes arising in the Indian Securities Market.

Pursuant to above-mentioned circulars, post exhausting the option to resolve their grievances with the RTA/ Company directly and through existing SCORES platform, the investors can initiate dispute resolution through the ODR Portal (<https://smartodr.in/login>) and the same can also be accessed through the Company's website [https://www.jacpl.co.in/Uploads/image/47imguf\\_ODR-2025.pdf](https://www.jacpl.co.in/Uploads/image/47imguf_ODR-2025.pdf)

#### 10. Change of Address or Other Particulars

Members are requested to intimate change, if any, pertaining to their name, address (with PIN Code), E-mail ID, telephone/mobile numbers, Permanent Account Number ('PAN'), 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.

11. The Board of Directors of the Company, in its meeting held on November 4, 2024, allotted shares to the shareholders of the erstwhile Jubilant Industries Limited ("JIL") in dematerialized (demat) mode only, in accordance with the instructions of the regulatory authorities under the Composite Scheme of Arrangement. Further, the shares held in physical form by shareholders of the erstwhile JIL were transferred to the Company's unclaimed suspense escrow account.

Therefore, shareholders of the erstwhile JIL who hold shares in physical form may request the Company at [investorsjacpl@jubl.com](mailto:investorsjacpl@jubl.com), to transfer their shares from the Company's unclaimed suspense escrow account to their respective demat accounts.

As of now, the entire shareholding of the Company is in demat form. Accordingly, the provisions of the Companies Act, 2013, SEBI Regulations, and SEBI Circulars related to physical shareholding are not applicable to the Company.

12. Jubilant Industries Limited ("**Transferor Company**")/ **JIL**") stands amalgamated with and into Jubilant Agri and Consumer Products Limited (**the Company/JACPL/**

**Transferee Company**) and dissolved without being wound up, effective from October 03, 2024, upon filing of the order of the Hon'ble National Company Law Tribunal, Allahabad Bench (NCLT), pronounced on August 07, 2024 with Registrar of Companies, regarding the sanctioning of the Composite Scheme of Arrangement.

The Erstwhile Company Jubilant Industries Limited has transferred the unclaimed dividend 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.jacpl.co.in>. 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 Composite Scheme, the Board of Directors of the Company in its Meeting held on November 04, 2024 has allotted Equity Shares of INR 10/- each to eligible equity shareholders of JIL as per their entitlement on October 28, 2024 (Record Date).

Unpaid dividend pertaining to erstwhile JIL for the financial year 2010-11 amounting to 2,30,196 and 62,381 equity shares in respect of said unpaid dividend has been transferred to the Investor Education and Protection Fund (the 'Fund') on October 15, 2018 and October 24, 2018 respectively. Hence, shareholders of erstwhile JIL are entitled to claim dividend as well as underlying shares from the IEPF Authority by filing the refund form with IEPF Authority. Details of shares so far transferred to the IEPF Authority are available on the website of the Company on <https://www.jacpl.co.in> 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 unpaid/unclaimed dividends and shares 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. Members who have so far not claimed or collected their dividends for the said period may claim their shares along-with dividend from the Investor Education and Protection Fund, by following the Refund Procedure prescribed under the IEPF Rules.

The concerned shareholders are advised to visit the weblink of the IEPF Authority at <https://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. Hariom Pandey, Company Secretary of the Company is the Nodal Officer for the purpose of verification of claims and co-ordination with IEPF Authority.

13. The Company has a dedicated E-mail address [investorsjacpl@jubl.com](mailto:investorsjacpl@jubl.com) for members to mail their queries, if any. We will endeavor to reply to your queries at the earliest.

The Company's website [www.jacpl.co.in](http://www.jacpl.co.in) has a dedicated section on Investors. It also answers your Frequently Asked Questions (FAQs) on dematerialisation of shares.

14. SEBI vide its notifications dated June 8, 2018, November 30, 2018 and January 24, 2022, 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.

15. As on March 31, 2025, total 65,339 Equity Shares pertaining to 2040 shareholders are lying in Demat Suspense Escrow account in the name of the Company. 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 at [rta@alankit.com](mailto:rta@alankit.com) or the Company at [Investorsjacpl@jubl.com](mailto:Investorsjacpl@jubl.com) to get their shares released from this Demat Suspense Escrow Account.

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

**Alankit Assignments Limited**

(Unit: Jubilant Agri and Consumers Products Limited)  
205-208 Anarkali Complex, Jhandewalan Extension, New Delhi-110055, India

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

E-mail: [rta@alankit.com](mailto:rta@alankit.com)

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

17. All the documents referred to in the Notice shall be available for inspection through electronic mode, basis the request being sent on [investorsjacpl@jubl.com](mailto:investorsjacpl@jubl.com).

18. During the AGM, Members may access the scanned copy of Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act and the Register of Contracts and Arrangements in which Directors are interested, maintained under Section 189 of the Act and other relevant documents, upon log-in to NSDL e-voting system at <https://www.evoting.nsdl.com>.

**19. Procedure for remote e-voting and e-voting at the AGM**

- Pursuant to Section 108 of the Act read with Rule 20 of the Companies (Management and

Administration) Rules, 2014 as amended from time to time, Regulation 44 of the Listing Regulations and in terms of SEBI Master Circular dated November 11, 2024, the Company is pleased to provide to its Members, the facility to exercise their right to vote on resolutions proposed to be considered at the 17<sup>th</sup> AGM by electronic means and has engaged the services of NSDL to provide the facility of casting the votes by the Members using an electronic voting system from a place other than venue of the AGM ('remote e-voting') as well as e-voting during the proceedings of the AGM through VC/OAVM ('e-voting at the AGM').

- The remote e-voting period commences on Saturday, 23<sup>rd</sup> August 2025 & 09:00 A.M (IST) and ends on Monday, 25<sup>th</sup> August 2025 & 05:00 P.M (IST), both days inclusive. The remote e-voting module shall be disabled by NSDL for voting thereafter.
- Members holding shares either in physical form or in dematerialized form, as on the close of business hours on Tuesday 19<sup>th</sup> August 2025, being the cut-off date, are entitled to vote on the Resolutions set forth in this Notice. The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date. Any person who is not a Member as on the cut-off date should treat this Notice for information purpose only.
- Any person, who acquires shares of the Company and becomes a Member of the Company after dispatch of the Notice and holding shares as on cut-off date, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or [rta@alankit.com](mailto:rta@alankit.com). However, if he/she is already registered with NSDL for remote e-voting then he/she can use his/her existing User ID and password for casting the vote.

**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 and joining virtual meeting for Individual shareholders holding securities in demat mode:**

In terms of SEBI circular dated December 9, 2020 on e-voting facility provided by Listed Companies, individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository

Participants. Shareholders are advised to update their mobile number and email id in their demat accounts in order to access e-voting facility.

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

Type of shareholders	Login Method
<p>Individual Shareholders holding securities in demat mode with NSDL.</p>	<ol style="list-style-type: none"> <li>For OTP based login you can click on <a href="https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp">https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp</a>. You will have to enter your 8-digit DP ID 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the <b>"Beneficial Owner"</b> icon under <b>"Login"</b> which is available under <b>'IDeAS'</b> 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 <b>"Access to e-Voting"</b> under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select <b>"Register Online for IDeAS Portal"</b> or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> 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 <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>Shareholders/Members can also download NSDL Mobile App <b>"NSDL Speede"</b> facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol> <div style="text-align: center;"> <p>NSDL Mobile App is available on</p>    </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> <li>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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then user your existing my easi username &amp; password.</li> </ol>

Type of shareholders	Login Method
	<ol style="list-style-type: none"> <li>2. 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 or joining virtual meeting &amp; voting during the meeting. 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.</li> <li>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from an e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; 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.</li> </ol>
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 or joining virtual meeting & voting during the meeting.

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

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

Login Type	Helpdesk details
<b>Individual shareholders holding securities in demat mode with NSDL</b>	Please contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> or call at 022-4886 7000
<b>Individual shareholders holding securities in demat mode with CDSL</b>	Please contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800-21-09911

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

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

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

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

4. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL)	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* * * * * * * * * * * * * * *

5. 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, kindly retrieve the 'initial password' which was communicated to you. Upon retrieval of your 'initial password', you need to enter the 'initial password' and the system will prompt you to change your password.

How to retrieve your 'initial password'?

- If your e-mail ID is registered in your demat account or with the Company, your 'initial password' is communicated to you on your e-mail ID. Kindly trace the e-mail sent to you from NSDL. Open the e-mail and open the attachment i.e. a .pdf file. The password to open the .pdf file is your 8 digit Client ID for NSDL account, last 8 digits of Client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
  - If your e-mail ID is not registered, please follow steps mentioned below in Process for those shareholders whose email id is 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).
  - 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).
  - If you are still unable to retrieve the password by aforesaid two options, kindly send a request at [evoting@nsdl.com](mailto:evoting@nsdl.com) mentioning your demat account number/folio number, your PAN no., your name and your registered address.

- 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, kindly tick on Agree to 'Terms and Conditions' by selecting the check box.
- Thereafter, kindly click on 'Login' button upon which the e-Voting home page will open.

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

### How to cast your vote electronically on NSDL e-Voting system?

- After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and Annual General Meeting is in active status.
- Select 'EVEN' of the Company for which you wish to cast your vote during the remote e-voting period and casting your vote during the AGM. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".
- Now you are ready for e-Voting as the Voting page opens.
- 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.
- Upon confirmation, the message 'Vote cast successfully' will be displayed.
- You may also print the details of the votes cast by you by clicking on the print option on the confirmation page.
- Once you confirm your vote on the Resolution, you will not be allowed to modify your vote.

## 20. General Guidelines for Shareholders

- Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested

specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail at [deepak.kukreja@dmkassociates.in](mailto:deepak.kukreja@dmkassociates.in) with a copy marked to [evoting@nsdl.com](mailto:evoting@nsdl.com). Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.

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 evoting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on 022-4886 7000 or send a request to Ms. Pallavi Mhatre- Senior Manager, NSDL at [evoting@nsdl.com](mailto:evoting@nsdl.com) or Mr. J.K. Singla, Deputy General Manager, M/s. Alankit Assignments Limited, 205-208, Anarkali Complex, Jhandewalan Extension, New Delhi-110 055, India through email at [rta@alankit.com](mailto:rta@alankit.com) or on Telephone No.: 011-42541234.

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

1. 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 [investorsjacpl@jubl.com](mailto:investorsjacpl@jubl.com) and [rta@alankit.com](mailto:rta@alankit.com).

If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**

2. Alternatively shareholder/members may send a request to [evoting@nsdl.com](mailto:evoting@nsdl.com) for procuring user id and password for e-voting by providing above mentioned documents.

3. 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.

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

1. The procedure for e-voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e- Voting system during the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

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

1. The Members will be allowed to join the AGM through VC/ OAVM facility, Fifteen (15) minutes before the scheduled time of commencement of the AGM and shall be kept open throughout the proceedings of the AGM. The facility of participation at the AGM through VC/OAVM will be made available for first 1000 members on first come first serve basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination, Remuneration and Compensation Committee and Stakeholders Relationship Committee, Auditors, Scrutinizer etc. who are allowed to attend the AGM without restriction on account of first come first serve basis.
2. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see

link of "VC/OAVM link" placed under "Join meeting" menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN (134659) of Company will be displayed. Please note that the members who do not have the User ID and Password for e- Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.

3. Members are encouraged to join the Meeting through Laptops for better experience.
4. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
5. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
6. Members who would like to express their views or ask questions during the AGM may register themselves as speakers by sending their request from their registered email address mentioning their name, DP ID and Client ID/folio number, PAN, mobile number at [investorsjacpl@jubl.com](mailto:investorsjacpl@jubl.com) from Monday, August 11, 2025, (9:00 AM IST) to Wednesday August 20, 2025 (5:00 PM IST). A Member who has registered as a speaker will only be allowed to express views/ask questions during the AGM. The Company reserves the right to restrict the number of questions and number of speakers, as appropriate for smooth conduct of the AGM.
7. Members who would like to express their views/ have questions may send their questions in advance mentioning their name, demat account number/ folio number, email id, mobile number at [investorsjacpl@jubl.com](mailto:investorsjacpl@jubl.com). The same will be replied by the Company suitably.

## 24. Other Instructions

1. The Board of Directors have appointed Mr. Deepak Kukreja (FCS No. 4140, C.P. No.: 8265), Partner or failing him Ms. Monika Kohli (FCS No. 4936, C.P. No.: 5480), Partner of M/s. DMK Associates, Company Secretaries (FRN:P2006DE003100), New Delhi, 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 2 working days from the conclusion of the AGM, a consolidated Scrutinizer's Report of the total e-votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing, who shall countersign the same and declare the result of the voting forthwith.
3. The results of voting will be declared within 2 working days from the conclusion of the AGM 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.jacpl.co.in](http://www.jacpl.co.in) 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 Tuesday, August 26, 2025.

By Order of the Board of Directors  
**Jubilant Agri and Consumer Products Limited**

Place: Gurugram  
Date: May 29, 2025

**Hariom Pandey**  
Company Secretary  
Membership No. FCS-9349

## **EXPLANATORY STATEMENT**

Explanatory statement to the Item Nos. 3 to 7 pursuant to Section 102 of the Companies Act, 2013 forming part of this notice.

### **Item No: 3**

Pursuant to the Regulation 24A & other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") read with provisions of Section 204 read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other applicable provisions of the Companies Act, 2013, if any ("the Act"), the Audit Committee and the Board of Directors at their respective meetings held on May 29, 2025 have approved subject to approval of Members, appointment of M/s. Sanjay Grover & Associates, Company Secretaries (Peer Reviewed Firm having Firm Registration Number P2001DE052900 with the Institute of Company Secretaries of India) ("SGA") as Secretarial Auditors of the Company for a period of 5 consecutive years, commencing from FY2025-26 to FY2029-30, ('the Term').

The Board has considered factors such as qualifications, industry experience, competency of the audit team, and efficiency in conduct of audit, clientele served, technical knowledge, etc., and found SGA to be best suited to handle the scale, diversity and complexity associated with the audit of the financial statements of the Company.

M/s. Sanjay Grover & Associates, Company Secretaries established in 2001. The head office of the firm is at New Delhi. The firm has offices in Mumbai, Noida, Ranchi, and Udaipur. The firm's ICSI Registration Number is P2001DE052900. The firm has been peer reviewed by ICSI and holds a valid Peer Review Certificate. For over two decades, SGA has been a cornerstone in the field of Secretarial, Regulatory and Compliance services in India. Founded in 2001 by its distinguished founder, Late Shri Sanjay Grover, whose exemplary contributions established the foundation of the firm, it has evolved into one of the leading practicing firms in India. SGA is dedicated to delivering top-tier professional services, including corporate governance, compliance management, corporate restructuring, and secretarial audits. SGA's client-centric approach, coupled with its team's extensive expertise, enables it to provide customized solutions that foster confidence and success. Renowned for excellence, reliability, and professional integrity, SGA continuously innovates to deliver the most effective and efficient services.

The Board of Directors has approved remuneration of Rs. 1,90,000/- (One Lakh Ninety Thousand Only) plus applicable taxes and out of pocket expenses for FY2025-26 and for subsequent years of their term, such fee as determined by the Board on recommendation of Audit Committee of the

Board. Besides the audit services, the Company would also obtain permitted services which are to be mandatorily received from the Secretarial Auditor under various statutory regulations from time to time, for which SGA will be remunerated separately on mutually agreed terms.

The Board of Directors, may alter and vary the terms and conditions of appointment, including remuneration, in such manner and to such extent as may be mutually agreed with the Secretarial Auditor.

SGA hereby affirms its compliance with Regulation 24A(1B) of the Listing Regulations in providing services to the Company. Further, SGA confirms that they hold a valid peer review certificate issued by ICSI and it fulfills all eligibility criteria and has not incurred any disqualifications for appointment, as outlined in the SEBI circular dated December 31, 2024.

None of the Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in the above resolution.

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

### **Item No: 4**

Pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (the 'Act'), the Companies (Appointment and Qualification of Directors), 2014 ("Rules") read with Schedule IV to the Act and applicable provisions of the Listing Regulations (including any statutory modification or re-enactment thereof for the time being in force), Mr. Ravinder Pal Sharma (DIN: 03411214), was appointed as an Independent Director of the Company by the Members of the Company, in the Annual General Meeting of the Company held on September 29, 2020, for a term of 5 years starting from September 03, 2020 to September 02, 2025. Hence, the tenure of Mr. Sharma will be completing on September 02, 2025.

Based on the reports of performance evaluation, Mr. Sharma, has effectively and efficiently discharged his duties, roles and responsibilities during his tenure as Independent Director of the Company. Accordingly, Nomination and Remuneration Committee (the 'Committee'), after taking into account his knowledge, acumen, expertise, experience and substantial contribution and time commitment, has recommended the re-appointment of Mr. Sharma, as an Independent Director of the Company for a second term of 5 (five) consecutive years starting from September 03, 2025 to September 02, 2030 to the Board of Directors. The Committee has considered his diverse skills, leadership capabilities, expertise in governance, finance, risk management, tax & regulatory, business, and vast business experience, among others, as being key requirements for this role.

After taking into account the recommendations of the Committee and on the basis of the specialization, expertise and experience of Mr. Sharma, the Board of Directors is of the opinion that his continued association as Independent Director will immensely benefit the Company and would enable the board to discharge its functions and duties effectively.

In the opinion of Board of Directors, Mr. Sharma, fulfil the conditions for re-appointment as Independent Director as specified in the Act, the rules made thereunder and the Listing Regulations and is independent of the Management.

Mr. Sharma has also confirmed that he is in compliance with Rules 6(1) and 6(2) of the Rules, with respect to the registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs.

The Company has received notice in writing pursuant to Section 160 of the Act, proposing the reappointment of Mr. Sharma for the office of independent director under the provisions of Section 149 of the Act. 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 Appointment Rules;
- (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) A declaration to the effect that he meets the criteria of independence as provided in sub-section (6) of Section 149 of the Act.
- (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 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 statutory authority.

The disclosures including brief resume and other details prescribed under Regulation 36(3) of the Listing Regulations read with the provisions of the Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India ('SS-2') are provided in Annexure to this Notice.

Copy of Appointment Letter setting out terms and conditions of his appointment is available for inspection by Members at the Registered Office as well as at Corporate Office of the Company on all working days during normal business hours upto the date of AGM. The terms and conditions of his appointment, being Independent Director are also posted on the Company's website [www.jacpl.co.in](http://www.jacpl.co.in).

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. 4 of the Notice.

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 Special Resolution set out at Item No. 4 of the Notice, for the approval of the Members.

#### **Item No: 5**

Mr. Radhey Shyam Sharma (DIN: 00013208), Non-Executive Independent Director, was re-appointed as an Independent Director on the Board of the Company by the Members at the Annual General Meeting held on September 20, 2023, for a second term of five consecutive years, commencing from October 25, 2023, and ending on October 24, 2028.

Further, pursuant to the Composite Scheme of Arrangement, the equity shares of the Company were listed and admitted to trading on BSE Limited and the National Stock Exchange of India Limited (collectively referred to as the "Stock Exchanges") with effect from February 14, 2025. Accordingly, the Company is required to comply with the applicable SEBI regulations.

Pursuant to the provisions of Regulation 17(1A) of the SEBI Listing Regulations, appointment or continuation of a non-executive director who has attained the age of 75 years shall require approval of the shareholders by way of Special Resolution and the Explanatory Statement to the AGM Notice containing such resolution shall indicate justification for such appointment or continuation.

Mr. Radhey Shyam Sharma will attain the age of 75 years on February 1, 2026. Therefore, approval of the shareholders is sought for continuation of appointment of Mr. Radhey Shyam Sharma in compliance with the provisions of Regulation 17(1A) of the SEBI Listing Regulations.

Mr. Radhey Shyam Sharma has over four decades of rich experience and expertise in Banking, Financial Appraisal, Project Appraisals, Finance & Treasury in India and abroad.

Prior to joining the Company, he had joined Union Bank of India in 1972 with experience in branch banking and specialization in Credit Appraisal. Also, he was the member of middle level finance team of another PSU engaged in construction in roads and bridges in foreign countries, including functioning as Regional Head of Finance for Iraq region for 4 years. He had joined Oil and Natural Gas Corporation Limited (ONGC) in 1988 and then appointed as Director - Finance of ONGC and also headed the additional position of Director - Finance of ONGC Videsh Limited and rose to the position of Chairman & Managing Director of ONGC in May, 2006.

Considering the rich experience and expertise of Mr. Radhey Shyam Sharma, the Nomination and Remuneration Committee ('NRC') at its meeting held on May 29, 2025

provided its recommendation to the Board and based on the recommendation of the NRC, the Board of Directors at its meeting held on May 29, 2025 also approved and recommended to the members, the continuation of Mr. Radhey Shyam Sharma as an Independent Director of the Company for the remaining period of his present tenure i.e. upto October 24, 2028 and in compliance with the aforementioned regulation, the approval of shareholders is being sought through a Special Resolution for continuation of Mr. Radhey Shyam Sharma (DIN: 00013208) as a Non-Executive Non Independent Director of the Company, who would attain the age of 75 years on February 01, 2026, till the expiry of his current term i.e. October 24, 2028.

None of the Directors, Key Managerial Personnel of the Company, or their relatives except Mr. Radhey Shyam Sharma himself is, in any way, financially or otherwise, concerned or interested in the said resolution.

The Board of Directors recommends the Resolution set out in Item No. 8 of the accompanying notice for approval of the members as an Special Resolution.

#### **Item No: 6**

As per the provisions of Section 20 of the Companies Act, 2013 a document may be served on any member by sending it to him by Post or by Registered post or by Speed post or by Courier or by delivering at his office or address or by such electronic or other mode as may be prescribed. It further provides that a member can request for delivery of any document to him through a particular mode for which he shall pay such fees as may be determined by the company in its Annual General Meeting. Therefore, to enable the members to avail this facility, it is necessary for the Company to determine the fees to be charged for delivery of a document in a particular mode, as mentioned in the resolution.

None of the Directors or Key Managerial Personnel of the Company or their relatives is /are concerned or interested, except to the extent of their shareholding, if any, in the Company, in the passing of proposed Resolution set out at

Item No. 6 of the Notice.

The Board of Directors recommends the Resolution set out in Item No. 6 of the accompanying notice for approval of the members as an Ordinary Resolution.

#### **Item No. 7**

The Board of Directors, at its meeting held on May 29, 2025, on recommendation of the Audit Committee, approved the appointment of M/s. J. K. Kabra & Co., Cost Accountants, as the Cost Auditor at a remuneration of Rs. 2,00,000/- (Rupees Two Lakh only) in addition to the reimbursement of out of pocket expenses, if any, and applicable taxes to conduct the audit of the cost records of the Company for the Financial Year 2025-26, in accordance with the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, including amendment(s) thereof.

Pursuant to the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 including amendment(s) thereof, remuneration payable to the Cost Auditor has to be ratified by the members of the Company.

None of the Directors, Key Managerial Personnel of the Company or their relatives is / are concerned or interested, financially or otherwise, in the proposed resolution(s) as set out at Item No. 7 of the Notice.

The Board of Directors recommends the resolutions for ratification of remuneration of M/s. J. K. Kabra & Co., Cost Auditor for the Financial Year 2025-26 as set out at Item No. 7 of this Notice for approval of the members by way of Ordinary Resolution.

By Order of the Board of Directors  
**Jubilant Agri and Consumer Products Limited**

**Hariom Pandey**

Company Secretary

Membership No. FCS-9349

Place: Gurugram

Date: May 29, 2025

**ADDITIONAL INFORMATION OF DIRECTORS SEEKING RE-APPOINTMENT / RETIRING BY ROTATION AT THE ANNUAL GENERAL MEETING**

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

<b>Name</b>	<b>Mr. Shamit Bhartia</b>	<b>Mr. Ravinder Pal Sharma</b>	<b>Mr. Radhey Shyam Sharma</b>
<b>DIN</b>	00020623	03411214	00013208
<b>Date of Birth</b>	April 27, 1979	April 01, 1963	February 1, 1951
<b>Age</b>	46	62	74
<b>Date of first appointment on the Board</b>	January 18, 2012	September 03, 2020	October 25, 2018
<b>Qualifications</b>	He holds Bachelors' degree in Economics from Dartmouth College (USA)	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')	He holds Bachelor's Degree in Commerce from Delhi University. He is a fellow member of the Institute of Cost Accountant of India and a member of Certified Associate of Indian Institute of Bankers (CAIIB).
<b>Brief resume including experience, expertise in specific functional areas</b>	Mr. Shamit Bhartia is a Non-executive Director. He holds a degree in Economics from Dartmouth College, USA. He has worked in the Corporate Finance and M&A Group, Lazard Frere, New York, from July 2001 till August 2002. Mr. Shamit Bhartia is Managing Director of HT Media Ventures Limited and is also on the Board of various other companies, viz. HT Media Limited, Jubilant FoodWorks Limited.	Mr. Sharma was appointed as an Independent Director w.e.f September 03, 2020. He is a Chartered Accountant in practice as the Managing Partner of M/s. P.R. Mehra & Co. (established since 1921), with over 35 years of experience in the areas of auditing, accounting, finance, corporate regulatory consultancy Expertise in Accounting & Taxation Matters, SEBI & Corporate Laws, Business Strategy, Financial acumen, HR & ESOPS, Risk Management, Focus on compliance, Corporate Governance, Shareholders Management and National & Global Business. 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.	Mr. Radhey Shyam Sharma has joined the Company as an Additional Director (Independent) w.e.f October 25, 2018 and further was reappointed as an Independent director for a period of another 5 Year. Mr. Sharma has over four decades of rich experience and expertise in Banking, Financial Appraisal, Project Appraisals, Finance & Treasury in India and abroad. Prior to joining the Company, he had joined Union Bank of India in 1972 with experience in branch banking and specialization in Credit Appraisal. Also, he was the member of middle level finance team of another PSU engaged in construction in roads and bridges in foreign countries, including functioning as Regional Head of Finance for Iraq region for 4 years. He had joined Oil and Natural Gas Corporation Limited (ONGC) in 1988 and then appointed as Director - Finance of ONGC and also headed the additional position of Director - Finance of ONGC Videsh Limited and rose to the position of Chairman & Managing Director of ONGC in May, 2006.

<b>Terms and Conditions of Re-Appointment</b>	Mr. Shamit Bhartia is a Non-executive Director of the Company and whose office is liable to retire by rotation.	As an Independent Director of the Company, he shall hold office for a second term of 5 (five) consecutive years starting from September 3, 2025 to September 2, 2030 and shall not be liable to retire by rotation.	NA
<b>Existing and Proposed Remuneration (including sitting fees, if any)</b>	Mr. Shamit Bhartia has opted not to take any remuneration.	Currently, no remuneration is being paid to him except the sitting fees for attending Meeting of Board & its Committees	Currently, no remuneration is being paid to him except the sitting fee for attending meetings of the Board & its Committees
<b>Attendance in the Board meetings during the financial year 2024-25</b>	Disclosed in the Corporate Governance Report forming part of Annual Report.	Disclosed in the Corporate Governance Report forming part of Annual Report.	Disclosed in the Corporate Governance Report forming part of Annual Report.
<b>Relationship with other Directors and KMPs</b>	Brother of Mr. Priyavrat Bhartia (Chairman & Director).	None	None
<b>Other Directorships</b>	<ul style="list-style-type: none"> <li>• Hindustan Media Ventures Limited</li> <li>• HT Media Limited</li> <li>• Jubilant FoodWorks Limited</li> <li>• Jubilant Bevco Limited</li> <li>• Jubilant Motorworks Private Limited</li> <li>• Goldmerry Investment &amp; Trading Company Limited</li> <li>• Earthstone Holding (Two) Private Limited</li> <li>• SBS Trustee Company Private Limited</li> <li>• SS Trustee Company Private Limited</li> <li>• The Hindustan Times Limited</li> <li>• Shobhana Trustee Company Private Limited</li> <li>• Indian Country Homes Private Limited</li> <li>• SSB Trustee Company Private Limited</li> <li>• Jubilant Bhartia Foundation</li> </ul>	None	<p><b>Listed Companies</b></p> <ul style="list-style-type: none"> <li>• Polycab India Limited.</li> </ul> <p><b>Unlisted Companies</b></p> <ul style="list-style-type: none"> <li>• Indian Gas Exchange Limited</li> <li>• Independent Energy Policy Institute.</li> <li>• Corevalues Consulting Private Limited.</li> <li>• SEIL Energy India Limited</li> </ul>

<b>Chairmanship/ Membership of the committee(s) of the Board of Directors of other Companies in which he/she is director</b>	<p><b>The Hindustan Times Limited</b></p> <ul style="list-style-type: none"> <li>• Nomination and Remuneration Committee-Member</li> <li>• Corporate Social Responsibility Committee - Member</li> </ul> <p><b>Hindustan Media Ventures Limited</b></p> <ul style="list-style-type: none"> <li>• Risk Management Committee - Member</li> </ul> <p><b>Earthstone Holding (Two) Private Limited</b></p> <ul style="list-style-type: none"> <li>• Audit Committee-Member</li> <li>• Nomination Committee-Member</li> <li>• Risk Management Committee-Member</li> <li>• Corporate Social Responsibility Committee Member</li> <li>• Fraud Risk Management Committee-Member</li> </ul> <p><b>Jubilant Foodworks Limited</b></p> <ul style="list-style-type: none"> <li>• Risk Management Committee-Member</li> <li>• Sustainability and Corporate Social Responsibility Committee-Member</li> <li>• Stakeholders Relationship Committee-Member</li> <li>• Digital and Technology Committee-Member</li> </ul>	None	<p><b>SEIL Energy India Limited</b></p> <ul style="list-style-type: none"> <li>• Audit Committee</li> <li>• Stakeholders' Relationship Committee</li> </ul> <p><b>Polycab India Limited</b></p> <ul style="list-style-type: none"> <li>• Audit Committee</li> </ul> <p><b>Indian Gas Exchange Limited</b></p> <ul style="list-style-type: none"> <li>• Audit Committee</li> </ul> <p><b>SEIL Energy India Ltd</b></p> <ul style="list-style-type: none"> <li>• Audit Committee</li> <li>• Stakeholders Relationship Committee</li> </ul>
<b>Shareholding in the Company</b>	6,561	Nil	Nil

*Note: Mr. Shamit Bhartia, Mr. Ravinder Pal Sharma and Mr. Radhey Shyam Sharma have not resigned from any listed entity during last 3 financial years.*