



**JUBILANT AGRI AND CONSUMER PRODUCTS LIMITED
(CIN: U52100UP2008PLC035862)**

Registered Office: Bhartiagram, Gajraula, District
Amroha - 244223, Uttar Pradesh, India

Email: investorsjil@jubl.com; Website: www.jacpl.co.in

Phone: +91-5924-267200

NOTICE

NOTICE is hereby given that the Eleventh (11th) Annual General Meeting (AGM) of the members of Jubilant Agri and Consumer Products Limited will be held as under:

DAY : WEDNESDAY
DATE : SEPTEMBER 25, 2019
TIME : 1:00 P.M.
**VENUE : REGISTERED OFFICE:
BHARTIAGRAM, GAJRAULA,
DISTRICT AMROHA – 244 223,
UTTAR PRADESH, INDIA**

to transact the following business:

ORDINARY BUSINESS:

1. To consider and adopt the Audited Financial Statement of the Company for the Financial Year ended March 31, 2019, the Reports of the Board of Directors and 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.
3. **Appointment of BGJC & Associates, LLP as Statutory Auditors to fill casual vacancy**

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

“RESOLVED THAT, pursuant to Section 139(8), 142 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), BGJC & Associates LLP (ICAI Firm Registration No. 003304N), a Firm of Chartered Accountants, be and is hereby appointed as Auditors of the Company, to hold office effective from July 26, 2019 till the conclusion of this Eleventh Annual General Meeting to fill the casual vacancy caused due to resignation of M/s. K. N. Gutgutia & Co., Chartered Accountants (ICAI Firm registration No. 304153E), on such remuneration as may be fixed by the Board of Directors in consultation with the Auditors, plus applicable taxes and reimbursement of travelling and out of pocket expenses incurred by them for the purpose of audit.”

4. Appointment of BGJC & Associates, LLP as Statutory Auditors and to fix their remuneration

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

“RESOLVED THAT pursuant to Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 (the Act) read with the Companies (Audit and Auditors) Rules, 2014, (including any statutory modification(s) or re-enactment thereof for the time being in force), BGJC & Associates LLP (ICAI Firm Registration No. 003304N), a Firm of Chartered Accountants, be and is hereby appointed as Auditors of the Company to hold office, for a term of 5 (Five) consecutive years from Financial year 2019-20 to 2023-24, from the conclusion of this Annual General Meeting (AGM) till the conclusion of Sixteenth AGM to be held in the Year 2024, to examine and conduct the audit of the accounts of the Company on such remuneration as may be fixed by the Board of Directors in consultation with the Auditors, plus applicable taxes and reimbursement of travelling and out of pocket expenses incurred by them for the purpose of audit.”

SPECIAL BUSINESS:

5. Appointment of Mr. Radhey Shyam Sharma (DIN 00013208) as an Independent Director

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 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 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the Appointment and Remuneration Policy of the Company, Mr. Radhey Shyam Sharma (DIN: 00013208), who was appointed as an Additional Director (Independent) of the Company with effect from October 25, 2018 and who holds office upto the date of this Annual General Meeting of the Company in terms of Section 161 of the Act and Articles of Association of the Company and who has submitted a declaration that he meets the criteria for independence as provided under the Act, be and is hereby appointed as an Independent Director to hold office for a term of 5 (Five) consecutive years with effect from October 25, 2018 to October 24, 2023.”

6. Re- appointment of Mr. Ramanathan Bupathy (DIN: 00022911) as an Independent Director

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 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the Appointment and Remuneration Policy of the Company, Mr. Ramanathan Bupathy (DIN: 00022911), who was appointed as an Independent Director of the Company for a term upto March 31, 2019 and who has submitted a declaration that he meets the criteria for independence as provided under the Act, be and is hereby re-appointed as an Independent Director to hold office for a second term of 5 (Five) consecutive years with effect from April 1, 2019 to March 31, 2024.”

7. Re-appointment of Mr. Sushil Kumar Roongta (DIN: 00309302) as an Independent Director

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 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the Appointment and Remuneration Policy of the Company, Mr. Sushil Kumar Roongta (DIN: 00309302), who was appointed as an Independent Director of the Company for a term upto March 31, 2019 and who has submitted a declaration that he meets the criteria for independence as provided under the Act, be and is hereby re-appointed as an Independent Director to hold office for a second term of 5 (Five) consecutive years with effect from April 1, 2019 to March 31, 2024.”

8. Re- appointment of Ms. Shivpriya Nanda (DIN: 01313356) as an Independent Director

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 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the Appointment and Remuneration Policy of the Company, Ms. Shivpriya Nanda (DIN: 01313356), who was appointed as an Independent Director of the Company for a term upto March 31, 2019 and who has submitted a declaration that she meets the criteria for independence as provided under the Act, be and is hereby re-appointed as an Independent Director to hold office for a second term of 5 (Five) consecutive years with effect from April 1, 2019 to March 31, 2024.”

9. To ratify 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 and 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), M/s J.K. Kabra & Co., Cost Accountants (Registration No: 09 with the Institute of Cost Accountants of India), appointed by the Board of Directors of the Company as the Cost Auditors, to conduct audit of the cost records of the Company for the financial year ending March 31, 2020, be paid remuneration of Rs. 1,75,000 (Rupees One Lakh Seventy Five Thousand only) in addition to applicable taxes and reimbursement of out of pocket expenses, if any.

By Order of the Board
For Jubilant Agri and Consumer Products Limited

Sd/-

Manu Ahuja

CEO & Whole-time Director

DIN: 05123127

Registered Office:

Bhartiagram, Gajraula,

District Amroha – 244 223,

Uttar Pradesh, India

Place: NOIDA

Date : July 25, 2019

Notes:

1. The Explanatory Statement, pursuant to Section 102 of the Companies Act, 2013 (the Act), with regard to the special business(s) to be transacted at this Annual General Meeting (AGM), is annexed.

Additional Information pertaining to Ordinary Business for Item No. 3 & 4 is part of this Notice and is annexed as **Annexure-A**.

Further, the information and facts as specified in Secretarial Standard - 2 (SS-2) on 'General Meetings' issued by the Institute of Company Secretaries of India for Item no. 5 to 8 have been given in the explanatory statement and in **Annexure-B**, annexed to this notice.

2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/HERSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY.**

THE INSTRUMENT APPOINTING THE PROXY, IN ORDER TO BE EFFECTIVE, MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY, DULY COMPLETED AND SIGNED, NOT LESS THAN FORTY-EIGHT (48) HOURS BEFORE THE COMMENCEMENT OF THE MEETING. MEMBERS/PROXIES SHOULD FILL THE ATTENDANCE SLIP FOR ATTENDING THE MEETING.

A person can act as proxy on behalf of members not exceeding fifty (50) and holding in aggregate not more than ten (10) percent of the total share capital of the Company carrying voting rights. However, a member holding more than ten (10) percent of the total share capital of the Company carrying voting rights, may appoint a single person as proxy and such person shall not act as proxy for any other person or member.

3. Corporate members intending to send their authorised representative(s) to attend the Meeting in terms of Section 113 of the Companies Act, 2013 are requested to send a certified copy of the Board Resolution authorizing their representative(s) to attend and vote on their behalf at the Meeting.
4. Members/Proxies/Authorised Representatives are requested to bring the attendance slip duly filled in for attending the Meeting. Members who hold shares in dematerialised form are requested to write their client ID and DP ID numbers in the attendance slip for attending the Meeting.
5. Pursuant to Section 72 of the Act, member(s) of the Company may nominate a person in whom the shares held by him/ them shall vest in the event of his/ their unfortunate death. Accordingly, the nomination form may be filed with the concerned Depository Participant in respect of dematerialised shares.

6. All the documents referred to in the Notice and accompanying explanatory statement are open for inspection at the Registered Office of the Company on all working days between 11:00 a.m. and 1:00 p.m. upto the date of the AGM and at the venue of the Meeting for the duration of the Meeting.

Further, the Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013 and the Register of Contracts or Arrangements in which Directors are interested maintained under Section 189 of the Companies Act, 2013, will be available for inspection by the members at the AGM.

7. During the period beginning twenty four (24) hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, members would be entitled to inspect the proxies lodged, at any time during the business hours of the Company, provided not less than three (3) days written notice is given to the Company.
8. The route map (at the end of Notice) to the venue of the AGM including attendance slip and proxy form are also attached with this notice.

ANNEXURE-A TO THIS NOTICE

ADDITIONAL INFORMATION FOR ITEM NO. 3 & 4

Section 139 of the Companies Act, 2013 (“the Act”) read with the Companies (Audit and Auditors) Rules, 2014, made thereunder, lays down the criteria for appointment and mandatory rotation of Statutory Auditors, therefore, tenure of M/s K.N. Gutgutia & Co. (‘KNG’) as Auditors in Jubilant Industries Limited (JIL), Holding Company will expire at conclusion of its ensuing 13th Annual General Meeting on the completion of maximum permitted tenure under section 139 of the Act.

In view of the above, KNG, Auditors of the Company expressed their desire to resign from the Company w.e.f. close of business hours of July 25, 2019 and accordingly have tendered their resignation which result into a casual vacancy in the office of Auditors of the Company as envisaged by Section 139(8) of the Companies Act, 2013. Further, casual vacancy caused by the resignation of auditors can be filled by the shareholders in General Meeting within three months from the date of recommendation of the Board of Directors of the Company and they shall hold the office till the conclusion of the next annual general meeting.

On the recommendation of Audit Committee, the Board of Directors of the Company (‘the Board’) at its meeting held on July 25, 2019, has recommended the appointment of BGJC & Associates, LLP (‘BGJC’) (ICAI Firm Registration No. 003304N), a Firm of Chartered Accountants as statutory Auditors of the Company, to fill the casual vacancy caused by the resignation of KNG, w.e.f July 26, 2019 till the conclusion of this 11th Annual General Meeting of the Company and further to hold office for a period of 5 (Five) consecutive years from the conclusion of this 11th Annual General Meeting till the conclusion of the 16th Annual General Meeting of the Company, to be held in year 2024.

BGJC has 37 years of vast experience in Audit, Taxation and other services for various listed and unlisted companies, being Statutory Auditors. The firm has 8 (eight) partners and has a valid Peer Review certificate.

The Board considered various parameters like capability to serve a diverse and complex business landscape as that of the Company, audit experience in the Company’s operating segments, market standing of the firm, clientele served, technical knowledge, relevant experience etc., and found BGJC to be best suited to handle the scale, diversity and complexity associated with the audit of the financial statements of the Company.

The proposed Auditors have consented to the aforesaid appointment and confirmed that their appointment, if made, will be within the limits specified under Section 141(3)(g) of the Companies Act, 2013. They have further confirmed that they are not disqualified to be appointed as Auditors of the Company and certified that satisfies the criteria provided under section 141 of the act and rules made thereunder.

None of the Directors or Key Managerial Personnel or their relatives, is concerned or interested, financially or otherwise, in these proposed Ordinary Resolutions.

The Board of Directors recommends the Ordinary resolutions set out at Item Nos. 3 & 4 of the Notice of AGM for approval of the members.

EXPLANATORY STATEMENT

ITEM NO. 5

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

In terms of the Appointment and Remuneration Policy of the Company and based on the recommendations of Nomination and Remuneration Committee, the Board of Directors has appointed, subject to the approval of the members at the AGM, Mr. Radhey Shyam Sharma (DIN 00013208) as Non-Executive Independent Director of the Company, with effect from October 25, 2018. Mr. Sharma has given his consent to act as Director and has given declaration to the effect that he is not disqualified from being appointed as Director in terms of Section 164 of the Act and that he meets the criteria of Independence as specified under Section 149 of the Act.

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

Copy of Appointment Letters setting out terms and conditions of his appointment is available for inspection by Members at the Registered Office of the company of the Company on all working days during normal business hours upto the date of AGM and also at the venue of the AGM. The terms and conditions of their appointment, being Independent Directors, posted on the Company's website 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 proposed Ordinary Resolution.

The Board of Directors recommends the Ordinary Resolution set out at Item No. 5 of the Notice of AGM for approval of the members.

ITEM NO. 6, 7 & 8

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

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 (including any statutory modification or re-enactment thereof for the time being in force), Mr. Ramanathan

Buptahy (DIN: 00022911), Mr. Sushil Kumar Roongta [DIN: 00309302] and Ms. Shivpriya Nanda [DIN: 01313356] were appointed as Independent Directors of the Company to hold office upto March 31, 2019.

Based on the reports of performance evaluation, Mr. Bupathy, Mr. Roongta and Ms. Nanda were effectively and efficiently discharged their duties, roles and responsibilities during their tenure as Independent Directors of the Company. Accordingly, Nomination and Remuneration Committee (the 'NRC Committee') had recommended the re-appointment of Mr. Bupathy, Mr. Roongta and Ms. Nanda as Independent Directors of the Company for a period of 5 (five) consecutive years starting from April 1, 2019 to March 31, 2024, to the Board of Directors.

In view of the reports of performance evaluation, on recommendations of the NRC Committee and on basis of the specialization, expertise and experience of Mr. Bupathy, Mr. Roongta and Ms. Nanda, the Board of Directors is of the opinion that their continued association, being Independent Directors will immensely benefit the Company and would enable the board to discharge its functions and duties effectively.

In opinion of the Board of Directors, Mr. Bupathy, Ms. Roongta and Ms. Nanda fulfil the conditions for appointment as Independent Directors as specified in the Act, the rules made thereunder and are independent of the Management.

Mr. Bupathy, Ms. Roongta and Ms. Nanda have given their consent to act as Directors. They have also given declarations to the effect that they are not disqualified from being appointed as Directors in terms of Section 164 of the Act and that they meet the criteria of Independence as specified under Section 149 of the Act.

The disclosures including brief resume and other details prescribed under the provisions of the Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India ('SS-2') are provided in **Annexure-B** of the Notice.

Copy of Appointment Letters setting out terms and conditions of their appointment is available for inspection by Members at the Registered Office of the Company on all working days during normal business hours upto the date of AGM and also at the venue of the AGM. The terms and conditions of their appointment, being Independent Directors, posted on the Company's website www.jacpl.co.in.

None of the Directors or Key Managerial Personnel or their relatives except Mr. Bupathy, Mr. Roongta and Ms. Nanda, the proposed appointees, are concerned or interested, financially or otherwise, in these Special Resolutions.

The Board of Directors recommends the Special resolutions set out at Item Nos. 6 to 8 of the Notice of AGM for approval of the members.

ITEM NO. 9

(Disclosure Pursuant to Section 102 of Act)

The Board of Directors, at its meeting held on May 16, 2019, on recommendation of the Audit Committee, approved the appointment of M/s. J. K. Kabra & Co., Cost

Accountants, as the Cost Auditors at a remuneration of Rs. 1,75,000 (Rupees One Lakh Seventy Five Thousand only) in addition to 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 ending March 31, 2020 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 Auditors has to be ratified by the members of the Company.

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

The Board of Directors recommends the Ordinary resolution for ratification of remuneration of M/s. J. K. Kabra & Co., Cost Auditors for the Financial Year ending March 31, 2020 as set out at Item No. 9 of the Notice of AGM for approval of the members.

By Order of the Board
For Jubilant Agri and Consumer Products Limited

Sd/-
Manu Ahuja
CEO & Whole-time Director
DIN: 05123127
Registered Office:
Bhartiagram, Gajraula,
District Amroha – 244 223,
Uttar Pradesh, India

Place: NOIDA
Date : July 25, 2019

ANNEXURE B TO THIS NOTICE

ADDITIONAL INFORMATION OF DIRECTORS SEEKING APPOINTMENT/ RE-APPOINTMENT AT THE ANNUAL GENERAL MEETING

(Information as per Secretarial Standard (SS–2) on “General Meetings”)

Item No. 5

Name	Mr. Radhey Shyam Sharma
Age	68
Date of first appointment on the Board	October 25, 2018
Qualifications	He holds Bachelor's Degree in Commerce from Delhi University. He is a fellow member of the Institute of Cost Accountant of India and an Associate Member of the Indian Institute of Bankers (CAIIB).
Brief resume including experience, expertise in specific functional areas	<p>Mr. Radhey Shyam Sharma has joined the Company as an Additional Director (Independent) w.e.f October 25, 2018.</p> <p>Mr. Sharma has over four decades of rich experience and expertise in Banking, Financial Appraisal, Project Appraisals, Finance & Treasury in India and abroad.</p> <p>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.</p> <p>Presently, he is associated with Mckinsey & Company Inc as Senior Advisor and mentor of Hydrocarbon Committee, FICCI.</p>
Terms and Conditions of Appointment	As an Independent Director of the Company to hold office for a term of 5 (five) consecutive years starting from October 25, 2018 to October 24, 2023 and shall not be liable to retire by rotation.
Attendance in the Board meetings during the financial year	He has attended two board meetings*.
Relationship with other Directors and KMPs	None
Other Directorships	<ul style="list-style-type: none">• Hinduja Leyland Finance Limited.• Sembcorp Energy India Limited.• Independent Energy Policy Institute.• Polycab India Limited. (Listed Entity effective from April 16, 2019)• Jubilant Agri and Consumer Products Limited.• Corevalues Consulting Private Limited.

Chairmanship/Membership of the committee(s) of the Board of Directors of other Companies in which he/she is director	Sl. No.	Name of Company	Name of Committee	Position Held (Chairperson /Member)
	1	Jubilant Industries Limited	Audit Committee	Member
	2	Sembcorp Energy India Limited	Nomination and Remuneration Committee	Member
			Corporate Social Responsibility Committee	Member
			Stakeholders Relationship Committee	Member
			Audit Committee	Chairman
	3	Hinduja Leyland Finance Limited	Audit Committee	Member
			Nomination and Remuneration Committee	Chairman
			Risk Management Committee	Member
	4	Polycab India Limited	Nomination and Remuneration Committee	Chairman
Audit Committee			Member	
Shareholding in the Company	Nil			

* Appointed as a Non- Executive Independent Director effective from October 25, 2018

Item No. 6

Name	Mr. Ramanathan Bupathy
Age	67
Date of first appointment on the Board	November 26, 2010
Qualifications	He is a Fellow member of Institute of Chartered Accountants of India ("ICAI").
Brief resume including experience, expertise in specific functional areas	<p>Mr. Ramanathan Bupathy had joined the Company in November 26, 2010 as an Independent Director.</p> <p>Mr. Bupathy has over four decades of rich experience and expertise in core accountancy.</p> <p>Prior to joining the Company, he was the past president at ICAI. He was also the Director of Accounting Research Foundation, ICAI for a period of eight years and also was Chairman of International Fiscal Association- India, Branch – Southern Region Chapter for the term 2006 - 2008. He is the founder partner, of R. Bupathy & Co, Chartered Accountants, an Indian public accounting firm, which is a member of AGN International Global Network. He is also a Member on the Advisory Board of Vel's Institute of Business Administration. Other important positions held by him include memberships of Education Committee of International Federation of Accountants, an Apex Body for Accountants worldwide for the term 2003-2006; Central Board Advisory Committee, CBDT; Board Member, Insurance Regulatory Authority of India, Study Group constituted by World Bank for the Study of Corporate Governance in India, National Accounting Standard</p>

	<p>Committee of Department of Company Affairs and Accounting Standard Board of the SEBI.</p> <p>He is a recipient of the Paramacharya Award and also Certification Award given by Confederation of Asia Pacific Accountants for his contributions to the Accounting Profession.</p>																		
Terms and Conditions of Re-appointment	As an Independent Director of the Company to hold office for a second term of 5 (five) consecutive years ending on March 31, 2024 and shall not be liable to retire by rotation																		
Attendance in the Board meetings during the financial year	He has attended four board meetings.																		
Relationship with other Directors and KMPs	None																		
Other Directorships	<ul style="list-style-type: none"> • Jubilant Agri and Consumer Products Limited. • Geojit Financial Services Limited. (Listed Entity) • Geojit Technologies Private Limited. • Geojit Credits Private Limited. • RBCO Consultancy Private Limited. 																		
Chairmanship/Membership of the committee(s) of the Board of Directors of other Companies in which he/she is director	<table border="1"> <thead> <tr> <th>Sl. No.</th> <th>Name of Company</th> <th>Name of Committee</th> <th>Position Held (Chairperson /Member)</th> </tr> </thead> <tbody> <tr> <td rowspan="3">1</td> <td rowspan="3">Jubilant Industries Limited</td> <td>Audit Committee</td> <td>Chairman</td> </tr> <tr> <td>Nomination, Remuneration and Compensation Committee</td> <td>Member</td> </tr> <tr> <td>Sustainability and Corporate Social Responsibility Committee</td> <td>Member</td> </tr> <tr> <td rowspan="2">2</td> <td rowspan="2">Geojit Financial Services Limited</td> <td>Audit Committee</td> <td>Chairman</td> </tr> <tr> <td>Stakeholders Relationship Committee</td> <td>Member</td> </tr> </tbody> </table>	Sl. No.	Name of Company	Name of Committee	Position Held (Chairperson /Member)	1	Jubilant Industries Limited	Audit Committee	Chairman	Nomination, Remuneration and Compensation Committee	Member	Sustainability and Corporate Social Responsibility Committee	Member	2	Geojit Financial Services Limited	Audit Committee	Chairman	Stakeholders Relationship Committee	Member
Sl. No.	Name of Company	Name of Committee	Position Held (Chairperson /Member)																
1	Jubilant Industries Limited	Audit Committee	Chairman																
		Nomination, Remuneration and Compensation Committee	Member																
		Sustainability and Corporate Social Responsibility Committee	Member																
2	Geojit Financial Services Limited	Audit Committee	Chairman																
		Stakeholders Relationship Committee	Member																
Shareholding in the Company	Nil																		

Item No. 7

Name	Mr. Sushil Kumar Roongta
Age	69
Date of first appointment on the Board	November 26, 2010
Qualifications	He holds a Bachelors' Degree in Electrical Engineering from Birla Institute of Technology and Science, Pilani, Post Graduate Diploma in Business Management-International Trade from Indian Institute of Foreign Trade, New Delhi and is a Fellow of All India Management Association.

Brief resume including experience, expertise in specific functional areas	<p>Mr. Sushil Kumar Roongta has joined the Company in November 26, 2010 as an Independent Director.</p> <p>Mr. Roongta was Executive Chairman of Steel Authority of India Limited (SAIL) from August 2006 to May 2010. During his tenure, ranking of SAIL among 'World Class Steel Makers' moved upto second position from the seventeenth, as per World Steel Dynamics, USA. Mr. Roongta headed a 'Panel of Experts on the Reforms in the Central PSEs' constituted by the Planning Commission. He has also been a member of the Committee formed by the Ministry of Corporate Affairs to formulate Policy Document on Corporate Governance. Mr. Roongta is associated with several academic institutions and has been Chairman, Board of Governors, IIT Bhubaneswar (2012-2015) and is a member of Board of Management, JKL University. He is also associated with Apex Chambers, being Member of Steering Committee and Chair of Metal Committee of FICCI and Chair of National Expert Committee on Minerals and Metals of the Indian Chambers of Commerce.</p>			
Terms and Conditions of Re-appointment	<p>As an Independent Director of the Company to hold office for a second term of 5 (five) consecutive years ending on March 31, 2024 and shall not be liable to retire by rotation</p>			
Attendance in the Board meetings during the financial year	<p>He has attended four board meetings.</p>			
Relationship with other Directors and KMPs	<p>None</p>			
Other Directorships	<ul style="list-style-type: none"> • Jubilant Agri and Consumer Products Limited. • ACC Limited. (Listed Entity) • Talwandi Sabo Power Limited. • Bharat Aluminium Company Limited. • Hero Steels Limited. • Great Eastern Energy Corporation Limited. • Jubilant Life Sciences Limited. (Listed Entity) • CL Educate Limited. (Listed Entity) • PHD Chamber of Commerce and Industry. • J.K. Paper Limited. (Listed Entity) 			
Chairmanship/Membership of the committee(s) of the Board of Directors of other Companies in which he/she is director	Sl. No.	Name of Company	Name of Committee	Position Held (Chairperson /Member)
	1	Jubilant Industries Limited	Audit Committee	Member
			Nomination, Remuneration and Compensation Committee	Chairman
			Stakeholders Relationship Committee	Chairman
			Business Strategy Committee	Member
	2	Jubilant Life Sciences Limited	Nomination, Remuneration and Compensation Committee	Member
	Sustainability and		Member	

		Corporate Social Responsibility Committee	
		Risk Management Committee	Chairman
3	ACC Limited	Audit Committee	Member
		Compliance Committee	Chairman
		Risk Management Committee	Member
4	Hero Steels Limited	Nomination and Remuneration Committee	Chairman
		Audit Committee	Member
5	Great Eastern Energy Corporation Limited	Nomination and Remuneration Committee	Member
		Audit Committee	Member
6	Talwandi Sabo Power Limited	Nomination and Remuneration Committee	Member
7	J.K. Paper Limited	Risk Management Committee	Member
8	Bharat Aluminium Company Limited	Nomination and Remuneration Committee	Member
		Corporate Social Responsibility Committee	Member
Shareholding in the Company	Nil		

Item No. 8

Name	Ms. Shivpriya Nanda
Age	56
Date of first appointment on the Board	February 5, 2014
Qualifications	She holds Bachelor's Degree with Honours in Arts from Lady Shri Ram College, New Delhi and Bachelor's Degree in Law from University of Delhi.
Brief resume including experience, expertise in specific functional areas	<p>Ms. Shivpriya Nanda had joined the Company in February 5, 2014 as an Independent Director.</p> <p>Ms. Nanda has over four decades of extensive experience and expertise in all aspects of Corporate Commercial practices including mergers & acquisitions, representing of multinational corporations and enterprises in large scale, cross-border transactions, advisory in setting up of new business operations, corporate structuring, joint venture agreements, divestment, litigations & arbitrations, including International Arbitration etc.</p> <p>She advises International majors on large Infrastructure projects in the Transport, Aviation and Mining sector. She has inter alia advised the airport operator in the privatisation of the Delhi airport, and has also advised one of the largest multinational cargo companies in setting up their operations in India. She has also been involved in assisting with the entry strategy structuring in the largest Foreign Direct Investment in the Mining sector.</p>

Terms and Conditions of Re-appointment	As an Independent Director of the Company to hold office for a second term of 5 (five) consecutive years ending on March 31, 2024 and shall not be liable to retire by rotation.			
Attendance in the Board meetings during the financial year	She has attended three board meetings..			
Relationship with other Directors and KMPs	None			
Other Directorships	<ul style="list-style-type: none"> • Jubilant Agri and Consumer Products Limited. • EICL Limited. 			
Chairmanship/Membership of the committee(s) of the Board of Directors of other Companies in which he/she is director	Sl. No.	Name of Company	Name of Committee	Position Held (Chairperson /Member)
	1	Jubilant Industries Limited	Audit Committee	Member
			Business Strategy Committee	Member
	2	EICL Limited	Nomination and Remuneration Committee	Member
			Audit Committee	Member
Shareholding in the Company	Nil			



JUBILANT AGRI AND CONSUMER PRODUCTS LIMITED
(CIN: U52100UP2008PLC035862)
Registered Office: Bhartiagram, Gajraula, District
Amroha - 244223, Uttar Pradesh, India
Email: investorsjil@jubl.com, Website: www.jacpl.co.in
Phone: +91-5924-267200

ATTENDANCE SLIP: AGM 2019

Please complete this Attendance Slip and hand it over at the entrance of the meeting Hall.

Joint shareholders may obtain additional slip at the venue of the meeting.

1. Name of the sole/ First named shareholder:/ Name(s) of the Joint Holder(s), if any

2. Registered Folio No./

3. Number of Shares held:

I / We hereby record my/our presence at the 11th Annual General Meeting (“**AGM**”) of the Company held on Wednesday, September 25, 2019 at 1:00 P.M. at Bhartiagram, Gajraula, District Amroha – 244223, Uttar Pradesh, India

Signature of the Shareholder or Proxy**:

**Strike out whichever is not applicable



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PROXY FORM: AGM 2019
[FORM MGT - 11]

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of member(s):

Registered Address:

E-mail ID:

Folio No.:

I / We, being the member(s) holding shares of JUBILANT AGRI AND CONSUMER PRODUCTS LIMITED, hereby appoint:

1. Name: Address:

E-mail ID: Signature:

or failing him

2. Name: Address:

E-mail ID: Signature:

or failing him

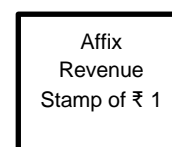
3. Name: Address:

E-mail ID: Signature:

as my / our proxy to attend and vote (on a poll) for me / us and on my / our behalf at the 11th ANNUAL GENERAL MEETING of the Company, to be held on Wednesday, September 25, 2019 at 1:00 P.M. at Bhartiagram, Gajraula, District Amroha - 244 223, Uttar Pradesh, India and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolution(s)	Vote (Optional, see Note 4) (Please mention no. of shares)		
		For	Against	Abstain
Ordinary Business				
1	Consider and adopt the Audited Financial Statement of the Company for the Financial Year ended March 31, 2019, the Reports of the Board of Directors and Auditors thereon			
2	Re-appointment of Mr. Shamit Bhartia (DIN: 00020623), who retires by rotation and being eligible offers himself for reappointment			
3	Appointment of BGJC & Associates, LLP as Statutory Auditors to fill casual vacancy			
4	Appointment of BGJC & Associates, LLP as Statutory Auditors and to fix their remuneration			
Special Business				
5	Appointment of Mr. Radhey Shyam Sharma (DIN 00013208) as an Independent Director			
6	Re-appointment of Mr. Ramanathan Bupathy (DIN: 00022911) as an Independent Director			
7	Re-appointment of Mr. Sushil Kumar Roongta (DIN: 00309302) as an Independent Director			
8	Re- appointment of Ms. Shivpriya Nanda (DIN: 01313356) as an Independent Director			
9	Ratification of the remuneration of Cost Auditor appointed by the Board of Directors			

Signed this day of 2019



.....
Signature of proxy holder(s)

.....
(Signature of Member)

Notes:

1. This form of proxy, in order to be effective, should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the meeting.
2. A member entitled to attend and vote is entitled to appoint a proxy to attend and on poll, to vote instead of himself/ herself. A proxy need not be a member.
3. Signature of member should be across a Revenue stamp of ₹ 1.
4. It is optional to indicate your preference. If you leave the 'For', 'Against' or 'Abstain' columns blank against any or all resolutions, your proxy will be entitled to vote in the manner as he / she may deem appropriate.

Route map of the venue of the Eleventh (11th) Annual General Meeting

