



**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 Twelfth (12th) Annual General Meeting (AGM) of the members of Jubilant Agri and Consumer Products Limited will be held as under:

DAY : TUESDAY
DATE : September 29, 2020
TIME : 11:00 A.M.
**VENUE : PLOT 1A, SECTOR 16A,
NOIDA - 201301
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, 2020, the Reports of the Board of Directors and Auditor thereon.
2. To appoint a Director in place of Mr. Priyavrat Bhartia (DIN: 00020603), who retires by rotation and, being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

3. **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 Auditor, to conduct audit of the cost records of the Company for the financial year ending March 31, 2021, 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.

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 are deemed necessary or desirable for the purpose of giving effect to the above resolution, to delegate all or any of the powers conferred by the aforesaid resolutions on it to any committee of directors or any director(s) or officer(s) of the Company and to revoke and substitute such delegation from time to time, as deemed fit by the Board or committee thereof, to give effect to the above resolution.”

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

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

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), the Companies (Appointment and Qualification of Directors) Rules, 2014 read with Schedule IV of the Act (including any statutory modification(s) or re-enactment thereof, for the time being in force), Articles of Association and the Appointment and Remuneration Policy of the Company, Mr. Ravinder Pal Sharma (DIN 03411214), who was appointed as an Additional Director (Independent) of the Company with effect from September 3, 2020 and who holds office upto the date of this twelfth Annual General Meeting of the Company in terms of Section 161 of the Act and who has submitted a declaration that he meets the criteria for independence as provided under the Act and in respect of whom, the Company has received a notice in writing under Section 160(1) of the Act from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for a term of 5 (Five) consecutive years with effect from September 3, 2020 to September 2, 2025.”

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 : September 3, 2020

Notes:

1. The Explanatory Statement, pursuant to Section 102 of the Companies Act, 2013, relating to the Special Business(s) to be transacted at the Annual General Meeting is annexed.

Further, the facts as specified in Secretarial Standard-2 on 'General Meetings' issued by the Institute of Company Secretaries of India for Item no. 4 have been given in the respective explanatory statement 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 are requested to send a certified copy of the Board Resolution authorising their representative(s) to attend and vote on their behalf at the Meeting.
4. Members/ Proxies/ Authorised Representatives are requested to bring the attendance slips 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, members holding shares in physical form, desirous of availing this facility may submit nomination in Form SH-13 to RTA of the Company. In respect of shares held in dematerialised form, the nomination form may be filed with the concerned Depository Participant.
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 copy(ies) of 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.

EXPLANATORY STATEMENT

(PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 AND FACTS AS REQUIRED UNDER SECRETARIAL STANDARD-2 ON GENERAL MEETINGS FORMING PART OF THIS NOTICE)

Item No. 3

The Board of Directors, at its meeting held on May 21, 2020, 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. 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, 2021 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 and their relatives is concerned or interested, financially or otherwise, in the proposed resolutions set out at Item No. 3 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 ending March 31, 2021 as set out at Item Nos. 3 of the Notice for approval of the members by way of Ordinary Resolution.

Item No. 4

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. Ravinder Pal Sharma (DIN: 03411214) as Non-Executive Independent Director of the Company, with effect from September 3, 2020. 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 an Independent Director 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-2 on General Meetings issued by the Institute of Company Secretaries of India are provided in **Annexure A** of the Notice.

Considering Mr. Sharma's vast experience of over 30 years in the areas of auditing, accounting, finance, and corporate regulatory consultancy and skills and expertise that he possess, the Board of Directors is of opinion that it would be in the interest of the Company to appoint him as an Independent Director for a period of 5 (five) consecutive years effective from September 3, 2020 to September 2, 2025.

The Company has also received notice in writing from member proposing his candidature for appointment as Director of the Company. 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.

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

The Board of Directors recommends the Ordinary Resolution set out at Item No. 4 of the Notice of AGM for approval of the members.

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

Place: NOIDA
Date : September 3, 2020

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

ANNEXURE A TO THIS NOTICE

ADDITIONAL INFORMATION OF DIRECTORS SEEKING APPOINTMENT/ RE-APPOINTMENT AT THE ANNUAL GENERAL MEETING (Information as per Secretarial Standard-2 on “General Meetings”)

Item No. 4

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



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ATTENDANCE SLIP: AGM 2020

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 12th Annual General Meeting (“**AGM**”) of the Company held on Wednesday, September 29, 2020 at 11:00 A.M. at Plot 1A, Sector 16A, Noida - 201301, Uttar Pradesh, India

Signature of the Shareholder or Proxy**:

**Strike out whichever is not applicable



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PROXY FORM: AGM 2020

[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

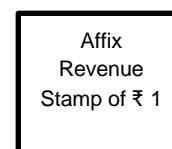
3. Name: Address:

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
12th ANNUAL GENERAL MEETING of the Company, to be held on **Wednesday,
September 29, 2020 at 11:00 A.M.** at Plot 1A, Sector 16A, Noida - 201301, 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, 2020, the Reports of the Board of Directors and Auditor thereon			
2	Re-appointment of Mr. Priyavrat Bhartia (DIN: 00020603), who retires by rotation and being eligible offers himself for reappointment			
Special Business				
3	Ratification of the remuneration of Cost Auditor appointed by the Board of Directors			
4	Appointment of Mr. Ravinder Pal Sharma (DIN: 03411214) as an Independent Director			

Signed this day of 2020



.....
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 Twelfth (12th) Annual General Meeting

