



July 8, 2022

**The BSE Ltd.,**  
1<sup>st</sup> Floor, New Trading Ring,  
Rotunda Building,  
Piroze Jeejeebhoy Towers,  
Dalal Street, Fort,  
**Mumbai - 400 001**

**National Stock Exchange of India Ltd.,**  
Exchange Plaza, 5<sup>th</sup> Floor,  
Bandra-Kurla Complex,  
Bandra (E),  
**Mumbai - 400 051**

**Sub: Submission of Notice of Postal Ballot**

Dear Sir,

We enclose soft copy of Notice of Postal Ballot dated July 6, 2022 which has been sent to the shareholders of the Company on July 8, 2022.

Thanking You,

Yours faithfully,  
For Jubilant Ingrevia Limited

Deepanjali Gulati  
Company Secretary

Encl.: a/a

**A Jubilant Bhartia Company**

OUR VALUES



**Jubilant Ingrevia Limited**

1-A, Sector 16-A,  
Noida-201 301, UP, India  
Tel: +91 120 4361000  
Fax: +91 120 4234895-96  
[www.jubilantingrevia.com](http://www.jubilantingrevia.com)

Regd Office:  
Bhartiagram, Gajraula  
Distt. Amroha - 244 223  
Uttar Pradesh, India  
CIN : L24299UP2019PLC122657



**JUBILANT INGREVIA LIMITED**  
(CIN: L24299UP2019PLC122657)  
Registered Office: Bhartiagram, Gajraula,  
District Amroha - 244 223,  
Uttar Pradesh, India  
E-mail: [investors.ingrevia@jubl.com](mailto:investors.ingrevia@jubl.com)  
Website: [www.jubilantingrevia.com](http://www.jubilantingrevia.com)  
Phone : +91-5924-267200

## POSTAL BALLOT NOTICE

[Pursuant to Section 108 and 110 of the Companies Act, 2013 read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014]

**Notice** is hereby given to the Shareholders of **JUBILANT INGREVIA LIMITED** (the '**Company**'), pursuant to the provisions of Section 108 and Section 110 of the Companies Act, 2013 (the '**Act**') read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended from time to time (the '**Rules**') read with the Circular No. 14/2020 dated April 8, 2020, Circular No. 17/2020 dated April 13, 2020, Circular No. 22/2020 dated June 15, 2020, Circular No. 33/2020 dated September 28, 2020, Circular No. 39/2020 dated December 31, 2020 and Circular No. 10/2021 dated June 23, 2021, Circular No. 20/2021 dated December 8, 2021 and Circular No. 3/2022 dated May 5, 2022 issued by the Ministry of Corporate Affairs ('**MCA**') (hereinafter collectively referred to as '**MCA Circulars**') in relation to the extension of the framework provided in the MCA Circulars up to December 31, 2022 and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time ('**SEBI Listing Regulations**') read with SEBI Circular Nos. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 and SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022, Secretarial Standards on General Meetings issued by the Institute of Company Secretaries of India and other applicable provisions of the Act, Rules, circulars and notifications issued thereunder (including any statutory modifications or re-enactment thereof for the time being in force and as amended from time to time), that the Resolution as set out in this Notice is proposed for consideration by the Shareholders of the Company for passing by means of Postal Ballot by way of voting through electronic means ('**remote e-voting**').

In compliance with the aforesaid MCA Circulars, this Postal Ballot Notice is being sent only through electronic mode to those Shareholders whose e-mail addresses are registered with the Company/Depositories/Registrar and Share Transfer Agent ('RTA') as on the cut-off date of Friday, July 1, 2022. If your e-mail address is not registered with the Company/Depositories/ RTA, please

follow the process provided in the Notes to receive this Postal Ballot Notice, login ID, and password for remote e-voting. The communication of the assent or dissent of the shareholders would only take place through remote e-voting.

The Statement pursuant to Section 102 of the Act pertaining to the Resolutions setting out the material facts and the reasons thereof is appended to this Notice. The Board of Directors of the Company has appointed Mr. Devesh Kumar Vasisht, Practicing Company Secretary (Membership No. F8488) as the Scrutinizer for conducting this Postal Ballot process through remote e-voting, in a fair and transparent manner. Further, the Company has engaged National Securities Depository Limited ('**NSDL**') to provide remote e-Voting facility to the Equity Shareholders of the Company.

In accordance with the provisions of the MCA Circulars, shareholders can vote only through the remote e-voting process. Accordingly, the Company is pleased to offer remote e-voting facility to all its shareholders to cast their votes electronically. Shareholders are requested to read the instructions in the notes under the section '**General information and instructions relating to e-voting**' in this notice ('**Postal Ballot Notice**') to cast their votes electronically from their respective locations. Shareholders are requested to cast their votes through the remote e-voting process not later than Monday, August 8, 2022 to be eligible for being considered, failing which it will be strictly considered that no vote has been cast by the concerned shareholder.

The Shareholders holding Equity Shares of the Company are requested to follow the procedure stated in the Notes for casting votes by remote e-voting. Upon completion of the votes cast through remote e-voting, the Scrutinizer shall submit his report to the Chairman/ Co-Chairman or in their absence to the Company Secretary. The results of the Postal Ballot along with the Scrutinizer's Report shall be announced by the Chairman/ Co-Chairman or in their absence by the Company Secretary, within 2 (two) working days of the conclusion of the remote

e-voting at the Corporate Office of the Company at Plot No. 1A, Sector 16A, Noida - 201 301, Uttar Pradesh and Registered Office of the Company at Bhartiagram, Gajraula, District Amroha - 244223, Uttar Pradesh. The results along with the Scrutinizer's Report shall also be intimated to the National Stock Exchange of India Limited ('NSE') and BSE Limited ('BSE') (hereinafter collectively referred to as 'Stock Exchanges') where the Equity Shares of the Company are listed and will be displayed on the Company's website at [www.jubilantingrevia.com](http://www.jubilantingrevia.com) as well as on the website of NSDL.

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

### **SPECIAL BUSINESSES:**

#### **Item No. 1**

#### **Appointment of Mr. Anil Khubchandani as 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, applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any amendment(s), statutory modification(s) or re-enactment(s) thereof for the time being in force, the Appointment and Remuneration Policy, and Articles of Association of the Company, Mr. Anil Khubchandani [DIN: 09209485], who was appointed as an Additional Director of the Company effective from May 17, 2022 in terms of Section 161 of the Act and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation."

#### **Item No. 2**

#### **Appointment of Mr. Anil Khubchandani as Co-CEO & Whole-time Director**

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

**"RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 198 and other applicable provisions, if any, of the Companies Act, 2013 (the 'Act') and Schedule V thereto and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any amendment(s), statutory modification(s) or re-enactment(s) thereof for the time being in force and the Appointment and Remuneration Policy and the Articles of Association of

the Company and subject to such approvals, consents, permissions and sanctions of the concerned authorities as may be necessary and subject to such other conditions and modifications as may be prescribed, imposed or suggested by such concerned authorities while granting such approvals, consents, permissions and sanctions and as may be agreed to by the Board of Directors of the Company (hereinafter referred to as 'the Board' which term shall be deemed to include any committee which the Board may have constituted or hereinafter constitute to exercise the powers conferred by this resolution), approval of members of the Company be and is hereby accorded to the appointment of Mr. Anil Khubchandani [DIN: 09209485] as Co-CEO & Whole-time Director ('Co-CEO & WTD') of the Company for a period of five years effective from May 17, 2022 on the following terms and conditions including remuneration:

#### **I. Salary, Allowances, Perquisites and Retiral Benefits**

<b>Sr. No.</b>	<b>Particulars</b>	<b>Amount (In ₹) Per Annum</b>
<b>A</b>	Basic Salary	7,323,240
<b>B</b>	House Rent Allowance	4,393,944
<b>C</b>	Special & Other Allowances	3,067,404

#### **D. Annual Variable Pay**

Performance linked Variable Pay of ₹ 63,91,080 shall be paid at 100% of performance achievement. Payout of the Performance Pay would be determined based on the performance parameters laid out in the Company's Variable Pay Plan.

#### **E. Long Term Incentive Plan (LTIP)**

- Performance Shares worth: ₹ 28,93,236 (Vesting after 3 years from the grant date)
- Cash award linked to Rating: ₹ 12,39,958 (Vesting after 3 years from the grant date)

#### **F. Perquisites**

The following perquisites shall be allowed in addition to salary:

##### **a) Car Expenses**

Payment of car expenses as per the details given below:

- Car allowance: ₹ 675,000 p.a.
- Car reimbursement: ₹ 300,000 p.a.

##### **b) Telephone**

Telephone at residence and mobile phone shall be provided.

## G. Retirals

Provident Fund, Gratuity, etc. as per the rules of the Company.

## H. Others benefits & amenities

- a) Leave Travel Assistance as per the rules of the Company.
- b) Other amenities and benefits like Club Membership, etc. as per the rules of the Company.
- c) Hard Furnishing, Personal Accident Insurance, Meal Card, Gift Coupons, Group Term Life Insurance and Mediclaim Insurance as per the rules of the Company.

## II. Others

The appointment may be terminated by either party by giving prior written notice of three months to the other party of such termination or by paying Basic Salary in lieu of the notice period.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to vary, alter or enhance (collectively referred to as 'Variation') the remuneration payable to Co-CEO & WTD from time to time, considering the performance of Co-CEO & WTD, profitability of the Company and other relevant factors, during the tenure of his appointment to the extent permitted under Section 197 read with Schedule V and other applicable provisions, if any, of the Act.

**RESOLVED FURTHER THAT** the Board of the Company be and is hereby authorised to do all such acts and deeds 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."

**By Order of the Board  
For Jubilant Ingrevia Limited**

**Noida  
July 6, 2022**

**Deepanjali Gulati  
Company Secretary**

### NOTES:

- 1) The Explanatory Statement pursuant to Section 102 of the Act read with Secretarial Standards on General Meetings (SS-2) for the proposed Resolutions setting out material facts in relation thereto is appended to the Notice.
- 2) In compliance with the provisions of Section 108 and 110 of the Act, read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, as amended, provisions of Regulation 44 of

the SEBI Listing Regulations, as amended, and the MCA Circulars the Shareholders are provided with the facility to cast their vote electronically through remote e-voting. The Company has engaged the services of NSDL for the purpose of providing e-voting facility to all its Shareholders.

- 3) Pursuant to the MCA Circulars, physical copies of this Postal Ballot Notice, Postal Ballot forms and pre-paid Business Reply Envelopes are not being sent to the Members for this Postal Ballot. Members are requested to provide their assent or dissent through remote e-voting only.
- 4) Members may please note that the Postal Ballot Notice will also be available on the Company's website at [www.jubilantingrevia.com](http://www.jubilantingrevia.com), websites of the Stock Exchanges i.e. BSE Limited ('BSE') and National Stock Exchange of India Limited ('NSE') at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively and on the website of NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- 5) All the documents referred to in this Notice and the Statement pursuant to Section 102 of the Act, will be available for inspection on the Company's website [www.jubilantingrevia.com](http://www.jubilantingrevia.com) under 'Investor' Section from the date of circulation of this Notice upto the date of declaration of Postal Ballot results.
- 6) In compliance with the MCA Circulars, the Notice is being sent in electronic mode to those Members whose names appear in the Register of Members / List of Beneficial Owners as received from NSDL and Central Depository Services (India) Limited ('CDSL') as on the cut-off date, i.e. Friday, July 1, 2022 and whose E-mail IDs are registered with the Company / Depositories.  
  
For Members who have not registered their E-mail IDs, please follow the instructions given below. Further, the Shareholders whose names appear in the Register of Members/ List of Beneficial Owners as on Cut-off date, i.e. Friday, July 1 2022 are entitled to vote on the Resolution set forth in this Postal Ballot Notice. Voting rights shall be reckoned on the paid up value of the equity shares registered in the name of the Shareholders of the Company as on the Cut-off date. In case of joint holders, only such joint holder who is higher in the order of names will be entitled to do e-voting on the resolutions included in the Postal Ballot Notice. A person who is not a Member as on the Cut-off date should treat this Notice of Postal Ballot for information purpose only.
- 7) The Postal Ballot Notice along with the Explanatory Statement, instructions and manner of e-voting process can be downloaded from the link <https://www.evoting.nsdl.com/>.

- 8) The e-voting period commences on Sunday, July 10, 2022 at 9.00 a.m. and ends on Monday, August 8, 2022 at 5.00 p.m. During this period, Shareholders of the Company, holding equity shares either in physical form or in dematerialized form, as on the Cut-off date i.e. July 1, 2022, may cast their vote by e-voting. The e-voting module shall be disabled by NSDL after the prescribed date and time for voting. Once the vote on a resolution is cast by the Shareholder, the Shareholder shall not be allowed to change it subsequently.
- 9) The Company has appointed Mr. Devesh Kumar Vasisht, Partner of M/s Sanjay Grover & Associates, Company Secretaries, (Membership No. F8488 and CP No: 13700) as the Scrutinizer, for conducting this Postal Ballot process through remote e-voting, in a fair and transparent manner and the required consent for such appointment has been received.
- 10) The Scrutinizer shall, after the conclusion of the e-voting on Monday, August 8, 2022 at 05:00 pm (IST), unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make Scrutinizer's report within the prescribed time. Such report shall contain details of the total votes cast in favour of or against, if any, and submit the report to the Chairman/ Co-Chairman or in their absence to the Company Secretary, who shall countersign the same and declare the result of the e-voting of the Postal Ballot forthwith. The Resolution, if passed by requisite majority, shall be deemed to have been passed on Monday, August 8, 2022 being the last day of remote e-voting.
- 11) Results of voting shall be declared within 2 working days from the time of conclusion of the remote e-voting. The results of the Postal Ballot shall be communicated to the Stock Exchanges and will be displayed on the Company's website at [www.jubilantingreva.com](http://www.jubilantingreva.com) and on the website of NSDL [www.evoting.nsdl.com](http://www.evoting.nsdl.com) and at the Corporate Office and Registered Office of the Company.
- 12) In case of any queries or grievances relating to e-Voting, you may contact Ms. Pallavi Mhatre, Senior Manager, NSDL, Trade World, 4th Floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai- 400013, India through e-mail at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or on Toll Free No.: 18001020990/ 1800224430 or Mr. J.K. Singla, Senior Manager, M/s. Alankit Assignments Limited, 205-208, Anar Kali Complex, Jhandewalan Extension, New Delhi- 110 055, India through email at [rta@alankit.com](mailto:rta@alankit.com) or on Telephone No.: 011-42541234.

## General information and instructions relating to e-voting

### How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

#### Step 1: Access to NSDL e-Voting system





##### A. Login method for e-Voting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

- 1) Login method for Individual shareholders holding securities in demat mode is given below:

<b>Type of shareholders</b>	<b>Login Method</b>
Individual Shareholders holding securities in demat mode with NSDL.	<p>1. 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.</p> <p>2. 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></p>



Type of shareholders	Login Method
	<p>3. 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.</p> <p>4. Shareholders / Members can also download NSDL Mobile App "<b>NSDL Speede</b>" facility by scanning the QR code mentioned below for seamless voting experience.</p> <p><b>NSDL Mobile App is available on</b></p> <p> App Store  Google Play</p> <p> </p>
Individual Shareholders holding securities in demat mode with CDSL	<p>1. Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi/ Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on New System Myeasi.</p>

Type of shareholders	Login Method
	<p>2. After successful login of Easi/ Easiest the user will be also able to see the EVoting Menu. The Menu will have links of <b>e-Voting service provider i.e. NSDL</b>. Click on <b>NSDL</b> to cast your vote.</p> <p>3. If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></p> <p>4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in <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 provided links for the respective ESP i.e. <b>NSDL</b> where the e-Voting is in progress.</p>
Individual Shareholders (holding securities in demat mode) login through their depository participants	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p>

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use [Forget User ID](#) and [Forget Password](#) option available at 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
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022- 23058738 or 022-23058542-43

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

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

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

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

4. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID  For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.

b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID  For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company  For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
  - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
  - c) How to retrieve your 'initial password'?
    - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8-digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
    - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
  - a) 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).

- b) **"Physical User Reset Password?"** (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
  - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
  8. Now, you will have to click on "Login" button.
  9. After you click on the "Login" button, Home page of e-Voting will open.

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

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

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

### **General Guidelines for shareholders**

1. 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 to [sanjaygrover7@gmail.com](mailto:sanjaygrover7@gmail.com) or [investors.ingrevia@jubl.com](mailto:investors.ingrevia@jubl.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).

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 e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Ms. Pallavi Mhatre, Senior Manager at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).

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

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to [investors.ingrevia@jubl.com](mailto:investors.ingrevia@jubl.com) or [rta@alankit.com](mailto:rta@alankit.com).
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to [investors.ingrevia@jubl.com](mailto:investors.ingrevia@jubl.com) or [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 for Individual shareholders holding securities in demat mode.
3. Alternatively, shareholder/members may send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.



## **EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 ('Act')**

### **ITEM NO. 1 AND 2**

In terms of the Appointment and Remuneration Policy of the Company (the 'Policy') and based on the recommendation of the Nomination, Remuneration and Compensation Committee (the 'NRC Committee'), the Board of Directors has appointed Mr. Anil Khubchandani as an Additional Director of the Company, effective from May 17, 2022 in terms of Section 161 of the Companies Act, 2013 (the 'Act').

Further, in terms of the Policy and based on the recommendation of the NRC Committee, the Board has approved the appointment of Mr. Anil Khubchandani as Co-CEO & Whole-time Director ('Co-CEO & WTD') of the Company for a period of five years effective from May 17, 2022 on the terms and conditions including remuneration as set out in the Notice, subject to the approval of shareholders.

Mr. Khubchandani, aged 51 years, is B.Tech (Chemical Engineering) from Indian Institute of Technology (IIT-BHU), Varanasi. Mr. Khubchandani has done Leadership Certified qualification by Northwestern University - Kellogg School of Management, Chicago and Senior Business Management Program from the Indian Institute of Management, Calcutta. He is a trained Six Sigma Black belt, supporting the continual improvement in various Business Excellence initiatives taken up by the Company.

Mr. Khubchandani has more than 3 decades of experience in Strategic Planning, Business Processes, Finance, Global Sales & Marketing, Manufacturing Operations, Project Management and Research & Development.

Before joining the Company, he has worked with Bindal Agrochemicals Limited and Duncans Industries in technical roles. He has worked in various cross functional roles including Projects, Design, Manufacturing, Technology Transfer, Program Management and Business Development / Sales.

Pursuant to the provisions of Section 152 (2) of the Act, every director of the Company has to be appointed in the general meeting of the Company. Further, pursuant to Regulation 17(1)(C) of the SEBI Listing Regulations, every listed entity shall ensure that approval of shareholders for appointment of Directors is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier. Accordingly, approval of the shareholders is sought for regularisation of the appointment of Mr. Khubchandani as Director, liable to retire by rotation and also as Co-CEO & WTD of the Company.

The Company has received a notice from a member in writing under Sec 160(1) of the Act proposing his candidature of the Director of the Company.

Further, Mr. Anil Khubchandani has given his consent to act as Co-CEO and Whole Time Director of the Company

along with a declaration to the effect that he is not disqualified from being appointed as a Director in terms of Section 164(2) of the Companies Act, 2013 and has not been debarred or disqualified from being appointed or continuing as Director of a company by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other Statutory Authority. Mr. Khubchandani satisfies all the conditions set out in Part-I of Schedule V to the Act as also conditions set out under subsection (3) of Section 196 of the Act for being eligible for this appointment.

Brief details of Mr. Khubchandani is given in Annexure A to the Notice.

Considering his rich experience in various fields, the appointment of Mr. Anil Khubchandani as Co-CEO & WTD of the Company on the terms and conditions mentioned in the Notice would be beneficial to the Company.

The terms and conditions of his appointment as Co-CEO & WTD including remuneration are given in this Postal Ballot Notice. He continues to draw the same remuneration post his appointment as a Co-CEO & WTD.

Mr. Khubchandani is appointed as Whole - Time Director of Jubilant Infrastructure Limited effective from May 20, 2022 without any remuneration.

Also, he is a non-executive director of Jubilant Agro Sciences Limited (formerly Jubilant Crop Protection Limited).

Both the above companies are Wholly - owned Subsidiaries of the Company.

Memorandum setting out the terms and conditions of appointment including remuneration is available for inspection electronically without any fee by the members from the date of circulation of this Notice up to the date of Closure of Postal Ballot. Members who wish to inspect memorandum can send an email at the e-mail address: [investors.ingrevia@jubl.com](mailto:investors.ingrevia@jubl.com).

The disclosures prescribed under Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 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-A of the Notice.

Except Mr. Anil Khubchandani and his relatives, none of the Directors, Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in the resolutions set out at Item Nos. 1 and 2.

He is not related to any Director or Key Managerial Personnel of the Company.

The Board considers it in the interest of the Company to appoint Mr. Anil Khubchandani as a Director and Co-CEO & Whole-time Director of the Company and accordingly, recommends the resolutions set out at Item Nos. 1 and 2 of the Notice for approval of the members by way of Ordinary Resolutions.

**ANNEXURE-A****Information pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with the provisions of the Secretarial Standards on General Meetings issued by the Institute of Company Secretaries of India regarding Mr. Anil Khubchandani**

Name of the Director	Mr. Anil Khubchandani
Date of Birth	August 29, 1970
Age	51 years
Date of first appointment	May 17, 2022
Relationships with other Directors inter-se & KMPs	None
Nature of expertise in specific functional area	Strategic Planning, Business Processes, Finance, Global Sales & Marketing, Manufacturing Operations, Project Management and Research & Development
Qualification(s)	<ul style="list-style-type: none"><li>• B.Tech (Chemical Engineering) from Indian Institute of Technology IIT-BHU, Varanasi.</li><li>• Leadership Certified Program by Northwestern University - Kellogg School of Management, Chicago</li><li>• Senior Business Management Program from the Indian Institute of Management, Calcutta.</li></ul>
Other Listed companies in which the Director is a Director as on the date of appointment	Nil
Membership of the Committees of the Board	Nil
Chairmanships/Memberships of the Committees of other public limited companies as on the date of appointment	Nil
Listed entities from which Director has resigned in the past three years	Nil
No. of meetings of the Board attended during the year (post appointment as a Director)	No Board Meeting is held post appointment of Mr. Khubchandani
Number of shares held in the Company	4,950 equity shares
Number of options under Long Term Incentive Plan	5,183 Options

By Order of the Board  
For **Jubilant Ingrevia Limited**

Noida  
July 6, 2022

**Deepanjali Gulati**  
Company Secretary