

JFL/NSE-BSE/2021-22/53

September 22, 2021

The Manager  
Department of Corporate Services  
**BSE Ltd.**  
25<sup>th</sup> Floor, P.J Towers,  
Dalal Street, Mumbai-400001

The Manager  
Listing Department  
**National Stock Exchange of India Limited**  
Exchange Plaza, Bandra Kurla Complex,  
Bandra (E), Mumbai- 400051

**Scrip Code: 533155**

**Symbol: JUBLFOOD**

**Sub:-Disclosure under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

**Re:- Acquisition of 25.02% stake in Wellversed Health Private Limited**

Dear Sir/Madam,

In terms of Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 ('**Listing Regulations**'), we wish to inform that Jubilant Foodworks Limited ("Company") has entered into Share Subscription Agreement and Shareholders' Agreement both dated September 22, 2021 to acquire 25.02% stake in Wellversed Health Private Limited.

This investment reflects the Company's intent of making strategic investments in promising start-ups and emerging businesses and is in line with the stated goal of building a multi-brand and multi-country food business powered by technology.

In this regard, pursuant to provisions of Regulation 30 read with Schedule III of the Listing Regulations, please find attached herewith details of proposed acquisition by the Company in the prescribed format.

This is for your information and records.

Thanking you,  
For **Jubilant FoodWorks Limited**

**Mona Aggarwal**  
**Company Secretary cum Compliance Officer**

Investor E-mail Id: [investor@jublfood.com](mailto:investor@jublfood.com)

Encl:A/a

**A Jubilant Bhartia Company**

**Jubilant FoodWorks Limited**

Corporate Office:  
5th Floor, Tower-D, Plot No. 5,  
Logix Techno Park, Sector-127,  
Noida - 201 304, U.P., India  
Tel : +91 120 4090500  
Fax: +91 120 4090599

Registered Office:  
Plot No. 1A, Sector 16-A,  
Noida - 201 301, U.P., India  
Tel : +91 120 4090500  
Fax: +91 120 4090599  
CIN No.: L74899UP1995PLC043677  
Email: [contact@jublfood.com](mailto:contact@jublfood.com)

**Disclosure under Regulation 30 of Listing Regulations is as under:-**

S No.	Particulars	Details
1	Name of the target entity, details in brief such as size, turnover etc.	Wellversed Health Private Limited (Wellversed) is a Gurgaon-based nutrition company offering a variety of food products tailored for specific nutrition and dietary needs including keto, gluten-free, vegan, high-protein, diabetic and immunity.  Net Revenue of Wellversed in FY 2020 - Rs 4.89 crores
2	Whether the acquisition would fall within related party transaction(s) and whether the promoter/promoter group/ group companies have any interest in the entity being acquired? If yes, nature of interest and details thereof and whether the same is done at "arms length".	Not a related party transaction. The Promoter/Promoter Group/Group Companies do not have any interest in Wellversed.
3	Industry to which the entity being acquired belongs	Healthy Foods
4	Objects and effects of acquisition (including but not limited to, disclosure of reasons for acquisition of target entity, if its business is outside the main line of business of the listed entity)	This will be an investment by the Company in Wellversed – a nutrition company offering a variety of food products tailored for specific nutrition and dietary needs including keto, gluten-free, vegan, high-protein, diabetic and immunity.
5	Brief details of any governmental or regulatory approvals required for the acquisition	N.A.
6	Indicative time period for completion of the acquisition	The proposed investment would be made in two tranches:- <ul style="list-style-type: none"> <li>• First Tranche – On Closing Date as defined in Share Subscription Agreement - INR 6.5 crores</li> <li>• Second Tranche - 9 months from disbursement of the first tranche - INR 3.5 crores</li> </ul>

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7	Nature of consideration - whether cash consideration or share swap and details of the same	All cash consideration
8	Cost of acquisition or the price at which the shares are acquired	INR 10 crores for acquiring 25.02% stake in Wellversed
9	Percentage of shareholding / control acquired and / or number of shares acquired	The Company will acquire 25.02% stake in Wellversed by subscribing in tranches:- a) 4,576 Compulsorily Convertible Preference Shares (CCPS) of face value of Rs. 10 each at a premium of Rs. 21,798.30 per CCPS; b) 10 fully paid up equity shares of face value of Rs. 10 each at a premium of Rs. 21,798.30 per share
10	Brief background about the entity acquired in terms of products/line of business acquired, date of incorporation, history of last 3 years turnover, country in which the acquired entity has presence and any other significant information (in brief)	Wellversed Health Private Limited (Wellversed) is a Gurgaon-based nutrition company offering a variety of food products tailored for specific nutrition and dietary needs including keto, gluten-free, vegan, high-protein, diabetic and immunity.  Date of Incorporation: August 10, 2017 History of last 3 years' Net Revenue:- FY 2017-18 - Rs. Nil FY 2018-19 - Rs. 0.99 crores FY 2019-20 - Rs. 4.89 crores
11	Significant terms of the Agreement (in brief) special rights like right to appoint directors, first right to share subscription in case of issuance of shares, right to restrict any change in capital structure etc.	Some of the terms of the Agreement are as follows: (a) JFL shall have the right to nominate One non-retiring Director on the Board (i.e. 1 out of 4) of Wellversed and an observer to the Board. (b) Subject to customary lock-in requirements, third-party transfers of shares by founders of Wellversed are subject to right of first refusal in favour of JFL ("ROFR"). JFL has Drag Along Rights against all other shareholders. (c) The Agreement <i>inter-alia</i> also provides for certain rights in the nature of information rights, rights in respect of reserved matters, Pre-emptive rights, and the like as customary in similar transactions.

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