



**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)  
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## POSTAL BALLOT NOTICE

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

VOTING STARTS ON	VOTING ENDS ON
Tuesday, July 11, 2023 at 9:00 a.m. (IST)	Wednesday, August 9, 2023 at 5:00 p.m. (IST)

Dear Member(s),

**NOTICE** is hereby given pursuant to Section 110 read with Section 108 and other applicable provisions, if any, of the Companies Act, 2013 (**'Act'**) (including any statutory modification or re-enactment thereof for the time being in force), read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 (**'Rules'**), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**'SEBI Listing Regulations'**), Secretarial Standard on General Meetings issued by The Institute of Company Secretaries of India (**'SS-2'**), each as amended, and in accordance with the requirements prescribed by the Ministry of Corporate Affairs (**'MCA'**) for holding general meetings/ conducting postal ballot process through e-voting vide General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021 and Circular No. 20/2021 dated December 8, 2021, 3/2022 dated May 5, 2022 and 11/2022 dated December 28, 2022 (collectively the **'MCA Circulars'**), 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 Resolutions as set out in this Postal Ballot Notice (**'Notice'**) are proposed for consideration by the members of the Company for passing by way of remote e-voting (**'e-voting'**) process.

Pursuant to Section 102 and Section 110 and other applicable provisions of the Act, the statements pertaining to the said Resolutions setting out the material facts and the reasons/ rationale thereof are annexed to this Notice for your consideration and forms part of this Notice.

The manner of voting on the proposed resolutions is restricted only to e-voting. Accordingly, the Notice and instructions for e-voting are being sent only through electronic mode to those Members whose email

address is registered with the Company/ depository participant(s). The detailed procedure with respect to e-voting is mentioned in this Notice. The Company has engaged the services of National Securities Depository Limited (**'NSDL'**) for the purpose of providing e-voting facility to its Members.

If your e-mail address is not registered with the Company/ Depositories, please follow the process provided in the Notes to receive this Notice, login ID, and password for e-voting. The communication of the assent (FOR) or dissent (AGAINST) of the members would only take place through e-voting. The details of the procedure to cast the vote forms part of the **'Notes'** to this Notice.

The Board of Directors of the Company has appointed Mr. Rupinder Singh Bhatia, Practicing Company Secretary (Membership No. FCS-2599, CP No. F2514) as the Scrutinizer for conducting the Postal Ballot process through e-voting, in a fair and transparent manner.

Members desiring to exercise their vote through the e-voting process are requested to carefully read the instructions indicated in this Notice and record their assent (FOR) or dissent (AGAINST) by following the procedure as stated in the Notes forming part of the Notice not later than 5:00 p.m. (IST) on Wednesday, August 9, 2023. The e-voting facility will be disabled by NSDL immediately thereafter and will not be allowed beyond the said date and time.

The Scrutinizer will submit his report to the Chairman of the Company or to the Company Secretary of the Company, after completion of scrutiny of the Postal Ballot. The results of the Postal Ballot will be declared on or before Friday, August 11, 2023 at the Corporate Office of the Company at Plot No. 1A, Sector 16A, Noida-201 301, Uttar Pradesh and will also be available at Registered Office of the Company at Bhartiagram, Gajraula, District Amroha - 244223, Uttar Pradesh. The results along with the Scrutinizer's Report will also be communicated 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.

The last date of e-voting i.e. Wednesday, August 9, 2023, shall be the date on which the resolution would be deemed to have been passed, if approved by the requisite majority.

#### **SPECIAL BUSINESS:**

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

#### **Appointment of Mr. Chandan Singh Sengar as Director**

To consider and to give assent or dissent to the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Section 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. Chandan Singh Sengar [DIN: 09657339], be and is hereby appointed as a Director of the Company, liable to retire by rotation."

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

#### **Appointment of Mr. Chandan Singh Sengar as Whole-time Director designated as Co-CEO & Whole - Time Director**

To consider and to give assent or dissent, to 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 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. Chandan Singh Sengar [DIN: 09657339] as Whole-time Director designated as Co-CEO & Whole-time Director (' Co-CEO & WTD') of the Company for a period of five years effective from May 16, 2023 on the following terms and conditions including remuneration:

A. Salary, perquisites, allowances and variable pay up to ₹ 3.10 crore (Rupees three crore ten lac only) per annum.

Perquisites and allowance: include car expenses, car maintenance and reimbursement, driver salary, special allowance, gift coupons, Group Term life insurance, furnished/ non-furnished accommodation or house rent allowance, leave travel allowance/ concession, meal coupons, Personal accidental insurance, Group Mediclaim, and other benefits.

B. Company's contribution to Provident Fund to the extent not taxable under the Income Tax Act, 1961, gratuity payment as per Company's rules and encashment of leave at the end of his tenure shall not be included in the computation of ceiling on remuneration.

C. Mr. Chandan Singh Sengar shall also be entitled to Retention bonus and Options as per Company's Long Term Incentive Plan.

**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."

##### **Item No. 3**

#### **Appointment of Mr. Hari S. Bhartia as Whole-Time Director designated as Co-Chairman & Whole-Time Director**

To consider and if thought fit, to pass the following resolution as **Special 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, Regulation 17(6)(e) and other 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 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. Hari S. Bhartia [DIN: 00010499] as Whole-Time Director designated as Co-Chairman & Whole-Time Director ('Co-Chairman & WTD') of the Company for a period of 5 years effective from June 1, 2023 on the following terms and conditions:

A. Salary, perquisites and allowances up to ₹ 14 Crore (Rupees fourteen crore only) per annum.

Perquisites and allowance: include special allowance, Group Term life insurance, furnished/ non-furnished accommodation or house rent allowance, Personal accidental insurance, Group Mediclaim, and other benefits.

B. Company's contribution to Provident Fund to the extent not taxable under the Income Tax Act, 1961, gratuity payment as per Company's rules and encashment of leave at the end of his tenure shall not be included in the computation of ceiling on remuneration.

C. Fringe benefits and amenities:

a. Conveyance Facilities: Suitable conveyance facilities as may be required by Co-Chairman & WTD.

b. Communication Facilities: Telephone, fax and other communication facilities at the residence of Co-Chairman & WTD.

c. Club Fees: Reimbursement of membership fees for clubs in India and/ or abroad including admission and life membership fees.

d. Miscellaneous: Reimbursement of entertainment and other expenses incurred in the course of business of the Company and other benefits and amenities as per rules of the Company.

D. Commission: in addition to above the Co-Chairman & WTD shall also be entitled to receive commission annually not exceeding 1.25% of net profits of the Company.

**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-Chairman & WTD from time to time, considering the performance of Co-Chairman & 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**

**Deepanjali Gulati  
Company Secretary  
FCS No. 5304**

**Noida  
July 8, 2023**

**NOTES:**

- 1) The Explanatory Statement pursuant to Section 102 read with Section 110 of the Act and Secretarial Standards on General Meetings (SS-2) stating all material facts and the reason/ rationale for the proposals is annexed herewith.
- 2) The Notice is being sent in electronic mode to those members whose names appear on the register of members / list of beneficial owners as received from NSDL and Central Depository Services (India) Limited ('CDSL') and whose e-mail address is registered with the Company /depository participant(s), as on Friday, July 7, 2023 ('Cut-off Date'). A person who is not a member as on the Cut-off Date should treat this Notice for information purpose only.
- 3) The e-voting period commences on Tuesday, July 11, 2023 at 9:00 a.m. (IST) and ends on Wednesday, August 9, 2023 at 5:00 p.m. (IST) at 5.00 p.m. During this period, members of the Company, holding equity shares either in physical form or in dematerialized form, as on the Cut-off Date i.e. Friday, July 7, 2023, may cast their vote by e-voting. The e-voting will not be allowed beyond the aforesaid date and time and 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 member, the member shall not be allowed to change it subsequently.
- 4) The voting rights of the members shall be in proportion of their shareholding to the total issued and paid – up equity share capital of the Company as on the Cut-off Date i.e. Friday, July 7, 2023.

- 5) In compliance with Regulation 44 of the SEBI Listing Regulations and pursuant to the provisions of Section 108 and 110 of the Act read with the rules framed thereunder and the MCA Circulars, the manner of voting on the proposed resolution is restricted only to e-voting i.e. by casting votes electronically instead of submitting Postal Ballot forms. Accordingly, physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope are not being sent to the Members for this Postal Ballot. The communication of the assent or dissent of the members would only take place through the e-voting system.
- 6) 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) from their registered e mail address mentioning their names, folio numbers, DP ID and Client ID during the voting period of Postal Ballot.
- 7) Members may please note that the 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).
- 8) The Board of Directors of the Company has appointed Mr. Rupinder Singh Bhatia, Practicing Company Secretary (Membership No. FCS- 2599, CP No. F2514) as the Scrutinizer for conducting the Postal Ballot process through e-voting, in a fair and transparent manner.
- 9) The Scrutinizer will submit his report to the Chairman of the Company or in his absence to the Company Secretary of the Company, after completion of scrutiny of the e-voting, and the result of the e-voting by Postal Ballot will be declared on or before Friday, August 11, 2023 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 will also be communicated to the 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.
- 10) The resolution, if passed by the requisite majority through Postal Ballot, will be deemed to have been passed on the last date specified for e-voting i.e. Wednesday, August 9, 2023.
- 11) In case of any queries or grievances relating to e-voting, you may contact Mr. Amit Vishal, Assistant Vice President, or Ms. Pallavi Mhatre, Senior Manager, at NSDL, Trade World, 4th Floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai- 400013, India or send a e-mail at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or call on toll free no.: 1800 1020 990 /1800224430 or contact Mr. J.K. Singla, Senior Manager, M/s. Alankit Assignments Limited, 205-208, Anar Kali Complex, Jhandewalan Extension, New Delhi-110 055, India or send email at [rta@alankit.com](mailto:rta@alankit.com) or call on telephone No.: 011- 42541234.

**Process to cast votes through e-voting:**

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

**Step 1: Access to NSDL e-voting system**

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

**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.

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<p><b>A. NSDL IDeAS facility</b></p> <p><b><u>If you are already registered, follow the below steps:</u></b></p> <ol style="list-style-type: none"> <li>1. 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.</li> <li>2. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section.</li> </ol>



	<p>3. A new screen will open. You will need to enter your existing User ID and Password. After successful authentication, you will be able to see e-voting services under Value added services section.</p> <p>4. Click on <b>“Access to e-voting”</b> under e-voting services and you will be able to see e-voting page.</p> <p>5. Click on options available against 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><b><u>If you are not registered, follow the below steps:</u></b></p> <p>1. Option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a></p> <p>2. Select <b>“Register Online for IDEAS Portal”</b> or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>3. After getting yourself registered, please follow steps given in points 1-5</p> <p><b>B. e-voting website of NSDL</b></p> <p>1. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> either on a personal computer or on a mobile.</p> <p>2. Once the home page of e-voting system is launched, click on the icon “Login” which is available under ‘Shareholder/ Member’ section.</p> <p>3. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen.</p>
	<p>4. After successful authentication, you will be redirected to NSDL website 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><b>C. NSDL Mobile App</b></p> <p>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>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<p>1. Existing users who have opted for CDSL Easi / Easiest facility, can login through their user id and password. Option will be made available to reach e-voting page without any further authentication. The users to login Easi/ Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then use your existing my easi username &amp; password.</p> <p>2. After successful login of Easi/ Easiest user will be able to see the e-voting option for eligible companies where the e-voting is in progress as per the information provided by Company. On clicking the e-voting option, the user will be able to see e-voting page of the e-voting service provider for casting your vote during the remote e-voting period. Additionally, there is also links provided to access the system of all e-voting Service Providers, so that the user can visit the e-voting service providers’ website directly.</p>

	<p>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and you may click on login icon &amp; then click New System Myeasi Tab and then click on registration option.</p> <p>4. Alternatively, the user can directly access e-voting page by providing Demat Account Number and PAN No. from an e-voting link available 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 No. &amp; e-mail address as recorded in the Demat Account. After successful authentication, user will be able to see the e-voting option where the e-voting is in progress and also able to directly access the system of all e-voting Service Providers.</p>
Individual Shareholders (holding securities in demat mode) login through their depository participants	<p>1. You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-voting facility.</p> <p>2. 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.</p> <p>3. 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.</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 022 - 4886 7000 and 022 - 2499 7000
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 toll free no. 1800 22 55 33

**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**

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) Click on **Physical User Reset Password?"** (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
    - 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 having 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 [rsbhatia@cs.com](mailto:rsbhatia@cs.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution/Power of Attorney/ Authority Letter etc. by clicking on "**Upload Board Resolution / Authority Letter**" displayed under "**e-voting**" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "[Forgot User Details/Password?](#)" or "[Physical User Reset Password?](#)" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on : 022 - 4886 7000 and 022 - 2499 7000 or send a request to Mr. Amit Vishal, Assistant Vice President, or Ms. Pallavi Mhatre, Senior Manager at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or contact at NSDL, Trade World, 4th Floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai-400013, India

#### **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**

##### **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 appointed Mr. Chandan Singh Sengar as an Additional Director of the Company, effective from May 16, 2023 in terms of Section 161 of the Act.

Further, in terms of the Policy and based on the recommendation of the NRC Committee, the Board approved the appointment of Mr. Sengar as Whole-time Director designated as Co-CEO ('Co-CEO & WTD') of the Company for a period of five years effective from May 16, 2023 on the terms and conditions including



remuneration as set out in the Notice, subject to the approval of shareholders. The Board and the NRC Committee while appointing Mr. Sengar as Co-CEO & WTD of the Company, have considered his background, experience and contributions to the Company.

Mr. Sengar, aged about 59 years, is a Graduate in Science and MBA from Dr. Harisingh Gaur University Sagar. Mr. Singh has obtained Leadership Certified qualification by Northwestern University - Kellogg School of Management, Chicago. He has also done training in leadership at IIM Bangalore and IIM Lucknow.

Mr. Sengar has rich experience of over 37 years in Strategic Planning, Business Processes, Global Sales & Marketing and Manufacturing Operations. He has spent over 35 years of his professional career with Jubilant Group.

He is leading the Acetyls business and is instrumental in making the Company globally second largest merchant seller of Acetic Anhydride. Mr. Sengar has successfully established global distribution of Acetyls products and manages the global sourcing of key raw materials.

Before joining the Company, he had worked with JK Synthetics Limited in project purchase role. He has worked in various cross functional and regional roles including Supply Chain, Manufacturing, 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(1C) 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. Sengar 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. Sengar has given his consent to act as Co-CEO and WTD 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 Act 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. Sengar 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 his appointment as Co- CEO and WTD.

Considering his rich experience in various fields and his long fruitful association with the Company, the Board is of the opinion that the appointment of Mr. Sengar as a director and Co-CEO & WTD of the Company on the terms and conditions mentioned in item no. 1 & 2 of the Notice would be beneficial to the Company.

The terms and conditions of his appointment as Co-CEO & WTD including remuneration are given in item no. 1 & 2 of the Notice.

Mr. Chandan Singh Sengar is a non-executive director of Jubilant Agro Sciences Limited (formerly Jubilant Crop Protection Limited) and is Whole - Time Director (appointed pursuant to the provisions of section 203 of the Act) of Jubilant Infrastructure Limited. Both the above companies are Wholly-owned Subsidiaries of the Company. He is not drawing any remuneration from above stated subsidiaries of the Company.

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.

The above may be treated as a written memorandum setting out the terms of appointment of Mr. Sengar under Section 190 of the Act. Except Mr. Chandan Singh Sengar himself, 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. Sengar as Co-CEO & WTD of the Company and accordingly, recommends the resolutions set out at Item No. 1 and 2 of the Notice for approval of the members by way of Ordinary Resolutions.

### **ITEM NO. 3**

Mr. Hari S. Bhartia is one of the Promoters of the Company. He joined the Board as non-executive Co-Chairman effective from February 6, 2021.

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. Hari S. Bhartia as Whole-Time Director designated as Co - Chairman & Whole-Time Director ('Co-Chairman & WTD') of the

Company for a period of five years effective from June 1, 2023 on the terms and conditions including remuneration as set out in item no 3 of the Notice, subject to the approval of the shareholders.

The Board and the NRC Committee while appointing Mr. Hari S. Bhartia as Co-Chairman & WTD of the Company, considered his background, experience and contributions to the Company as Non-Executive Chairman of the Company.

Mr. Hari S. Bhartia, together with his brother Mr. Shyam S. Bhartia, is the Founder of Jubilant Bhartia Group.

The Jubilant Bhartia Group, has a strong presence in diverse sectors like Pharmaceuticals, Contract Research and Development Services, Proprietary Novel Drugs, Life Science Ingredients, Agri Products, Performance Polymers, Food Service (QSR), Food, Auto, Consulting in Aerospace and Oilfield Services.

Mr. Hari S. Bhartia is the Co-Chairman of Jubilant Pharmova Limited and Jubilant FoodWorks Limited. He holds a Bachelors' degree in Chemical Engineering from the Indian Institute of Technology ('IIT'), Delhi. Mr. Hari S. Bhartia was conferred the Distinguished Alumni award by his alma mater in 2000. He has been associated in various capacities with the IIT system and with the Ministry of Human Resource Development, Government of India. He has rich experience in Industry and Trade of four decades in multiple sectors and has been instrumental in developing strategic alliances and affiliations with leading global companies.

Mr. Hari S. Bhartia is a former President of the Confederation of Indian Industry (CII) (2010-2011) and a member of several educational, scientific and technological programs of the Government of India. He is a former Chairman of the Board of Governors of the Indian Institute of Management (IIM), Raipur & Indian Institute of Technology (IIT), Kanpur and former Member of the International Advisory Board of McGill University, Canada. He is currently Chairman of Board of Governors, Indian Institute of Management, Visakhapatnam and Chairman of CII-Jubilant Food & Agriculture Centre of Excellence.

Mr. Hari S. Bhartia is a member of several CEO Forums & prominent being India-USA CEO Forum and India-France CEO Forum. He is a regular participant at the World Economic Forum Annual Meeting in Davos and is a member of the World Economic Forum's International Business Council; Community of Chairpersons; Global Health and Healthcare Governors Community; Family Business Community. He was the Co-Chair of the Davos Annual Meeting of the World Economic Forum in 2015. He is also a Founding Member of Centre for Social and Economic Progress (CSEP).

Mr. Hari S. Bhartia is a strong proponent of Corporate Social Responsibility. He, along with Mr. Shyam S. Bhartia, established Jubilant Bhartia Foundation, whose efforts are directed towards community development with focus on Primary Education, Basic Healthcare services and Livelihood generation programs. He is also deeply involved in 'Social Entrepreneur of the Year Award - India', a joint initiative of Jubilant Bhartia Foundation and Schwab Foundation for Social Entrepreneurship, with an objective of recognizing promising and successful social entrepreneurs in India.

His immense contributions have been recognized by various awards. He, along with his brother, was felicitated with the Entrepreneur of the Year Award at the prestigious AIMA Managing India Awards, presented by the President of India. The duo also shared the much-coveted Ernst & Young Entrepreneur of the Year Award for Life Sciences and Consumer Products category.

In compliance with the provisions of Section 196, 197 and other applicable provisions of the Act, read with Schedule V to the Act, and Regulation 17(1C) of the SEBI Listing Regulations, the approval of the members is sought for the appointment and terms of appointment of Mr. Hari S. Bhartia as Co-Chairman & WTD of the Company as set out in item no. 3 of the Notice.

Further, in compliance with the provisions of Regulation 17(6)(e) of the SEBI Listing Regulations, the approval of the members by way of Special Resolution is sought for payment of annual remuneration to Mr. Hari S. Bhartia, who is promoter of the Company, exceeding ₹ 5 Crore or 2.5% of net profits of the Company in any financial year (whichever is higher).

At present the age of Mr. Hari S. Bhartia is about 67 years. During his tenure as Co-Chairman & WTD he will cross the age of 70 years, therefore, the approval of members is also sought in terms of Section 196(3)(a) of the Act for continuation of Mr. Hari S. Bhartia as Co-Chairman & WTD even after attaining the age of seventy years during his tenure.

Mr. Hari S. Bhartia has given his consent to act as Co-Chairman & WTD of the Company. Mr. Hari S. Bhartia 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.

Considering his rich experience in various fields, the Board recommends the appointment of Mr. Hari S. Bhartia as Co-Chairman & WTD of the Company on the terms and conditions including remuneration mentioned in item no. 3 of the Notice and also recommends his continuation as Co-Chairman & WTD even after attaining the age of 70 years.

Mr. Hari S. Bhartia, Co-Chairman & WTD, is liable to retire by rotation. He is related to Mr. Shyam S. Bhartia, Chairman, being his brother. Mr. Arjun Shanker Bhartia, Director, is his son. He is not related to any other Director or Key Managerial Personnel of the Company.

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. Hari S. Bhartia, Mr. Shyam S. Bhartia, Mr. Arjun Shanker Bhartia and their relatives, none of the other

Director, Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 3.

The Board of Directors recommends the resolution for appointment of Mr. Hari S Bhartia as Co-Chairman & WTD for approval of the members of the Company by way of Special Resolution set out at Item No. 3.

The Board considers it in the interest of the Company to appoint Mr. Hari S. Bhartia as a Co-Chairman & WTD of the Company and accordingly, recommends the resolution set out at Item No. 3 of the Notice for approval of the members by way of Special Resolution.

## 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 (SS 2) issued by the Institute of Company Secretaries of India regarding Mr. Chandan Singh Sengar and Mr. Hari S. Bhartia

Name of the Director	Mr. Chandan Singh Sengar (Co-CEO and Whole-Time Director)	Mr. Hari S. Bhartia (Co-Chairman and Whole-Time Director)
Brief Profile	Refer explanatory statement	Refer explanatory statement
Date of Birth	September 04, 1964	December 12, 1956
Age	59 Years	67 Years
Date of first appointment	May 16, 2023	February 06, 2021
Relationships with other Directors inter-se & KMPs	NIL	Mr. Hari S. Bhartia is father of Mr. Arjun Shanker Bhartia and is brother of Mr. Shyam S. Bhartia
Nature of expertise in specific functional areas	Mr. Sengar's expertise is in Strategic Planning, Business Processes, Global Sales & Marketing, Manufacturing Operations in Acetyls Business. He is associated with Jubilant Group from last 35 years.	Mr. Hari S. Bhartia has rich experience in Industry and Trade of four decades in multiple sectors and has been instrumental in developing strategic alliances and affiliations with leading global companies. He has over 38 years of experience in the pharmaceuticals, life science and food service industries. He is one of the promoters of the Company and is a guiding force to the growth of the Company.
Qualification(s)	1. Graduate in Science and MBA from Dr Harisingh Gaur University Sagar 2. Leadership Certified qualification by Northwestern University - Kellogg School of Management, Chicago.	Bachelors' degree in Chemical Engineering from the Indian Institute of Technology, Delhi
Other Listed companies in which the Director is a Director as on the date of appointment	NIL	1. Jubilant Foodworks Limited 2. Jubilant Pharmova Limited 3. Shriram Pistons and Rings Limited 4. Global Health Limited
Membership of the Committees of the Board	NIL	1. Sustainability & CSR Committee 2. Finance Committee

Chairmanships/Memberships of the Committees of other public limited companies as on the date of appointment	NIL	<p><b><u>Jubilant Foodworks Limited</u></b></p> <ol style="list-style-type: none"> <li>1. Nomination, Remuneration and Compensation Committee- Member</li> <li>2. Sustainability &amp; Corporate Social Responsibility Committee- Chairperson</li> <li>3. Risk Management Committee- Chairperson</li> <li>4. Investment Committee- Member</li> <li>5. Regulatory and Finance Committee- Member</li> </ol> <p><b><u>Jubilant Pharmova Limited</u></b></p> <ol style="list-style-type: none"> <li>1. Sustainability &amp; CSR Committee- Member</li> <li>2. Reorganization Committee- Member</li> <li>3. Finance Committee- Member</li> <li>4. Capital Issue Committee- Member</li> <li>5. Fund Raising Committee- Member</li> </ol> <p><b><u>Global Health Limited</u></b></p> <ol style="list-style-type: none"> <li>1. Stakeholder Relationship Committee - Member</li> </ol>
Listed entities from which Director has resigned in the past three years	NIL	NIL
No. of meetings of the Board attended during the year (post the appointment as a Director)	No. of meeting held after his joining the Board- 1 No. of meeting attended after his joining the Board - 1	No meeting was held after his appointment as Co-Chairman & WTD. However, being as a Non-Executive Director he has attended 1 meeting held during the period.
Number of shares held in the Company	24,999 Equity shares (0.02%)	3,60,885 Equity shares (0.23%)
Remuneration sought to be paid and the remuneration last drawn	Remuneration proposed to be paid is provided in item no. 2. Remuneration last drawn - Nil as Director.	Remuneration proposed to be paid is provided in item no. 3. Remuneration last drawn - Nil
Long Term Incentive Plan ('LTIP')	The below stated benefits have been provided to Mr. Sengar prior to this appointment: <b>i. <u>Restricted Stock Units ('RSUs')</u></b> - 14,264 no. <b>ii. <u>Cash Incentive</u></b> - ₹ 32,56,209 The RSUs and the Cash Incentive that have been provided to Mr. Sengar under the LTIP prior to this appointment will be governed in accordance with LTIP of the Company.	NIL

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

**Deepanjali Gulati**  
Company Secretary  
FCS No. 5304

**Noida**  
**July 8, 2023**