JUBILANT FOODWORKS LIMITED

Regd. Office : B - 214, Phase - II, District Gautam Budh Nagar,
Noida - 201 305 (U.P.)

POSTAL BALLOT NOTICE

Dear Member(s),

Notice is hereby given pursuant to Section 192A of the Companies Act, 1956 (**"Companies Act"**) read with the Companies (Passing of the Resolution by Postal Ballot) Rules, 2011 (**"Postal Ballot Rules"**) that the Company is seeking consent of its members by way of **Special Resolution** through Postal Ballot in respect of the following:

REVISION/INCREASE IN THE REMUNERATION OF MR. AJAY KAUL, CEO CUM WHOLE TIME DIRECTOR OF THE COMPANY

To consider and if thought fit, to give assent/dissent to the following resolution as **Special Resolution**:

"RESOLVED THAT, pursuant to the provisions of Sections 198, 269, 309, 310 and 311 read with Schedule XIII and other applicable provisions, if any, of the Companies Act, 1956 (hereinafter referred to as 'the Act' including any modification(s) or re-enactment(s) thereof for the time being in force), and subject to such other approvals as may be necessary, the consent of the Company be and is hereby accorded to the revision/increase in Remuneration of Mr. Ajay Kaul, CEO cum Whole Time Director of the Company effective July 1, 2012 for the remaining tenure i.e. upto March 13, 2015 in the following manner:

a) Basic Salary : Rs. 10,456,800 per annum

b) Personal Pay, Perquisites and Allowances : Rs. 14,001,400 per annum

c) Retirement Benefits : Rs. 3,117,172 per annum

RESOLVED FURTHER THAT, in addition to above, Mr. Kaul will be paid Annual Performance Incentive ("incentive"), as per Company policy, based upon the achievement of business plans of the Company, upto a maximum amount of Rs. 13,500,000/- for the financial year 2012-2013.

RESOLVED FURTHER THAT, the Board of Directors ("Board") on the recommendation of the Remuneration Committee ("Committee") of the Company be and is hereby authorized to revise/increase the above said remuneration and incentive from time to time, provided that the annual increment shall not exceed 30% respectively.

RESOLVED FURTHER THAT, the Board be and is hereby authorized to restructure the remuneration and incentive components, within the remuneration and incentive approved by the Board from time to time.

RESOLVED FURTHER THAT, notwithstanding anything to the contrary contained herein above, where in any financial year, during the tenure of Mr. Kaul, the Company has no profits or its profits are inadequate, the Company will pay the remuneration and incentive (including annual increments) as Minimum Remuneration, subject to compliances of the provisions of the Act.

RESOLVED FURTHER THAT, the Board/ Committee be and is hereby authorised to take such steps as may be deemed necessary, to give effect to this resolution."

By Order of the Board
For **Jubilant FoodWorks Limited**
Sd/-
(Mona Aggarwal)
Company Secretary

Date : January 11, 2013
Place : Noida

Encl:

a) Postal Ballot Form ("the Form");

b) Self addressed Pre-paid Business Reply Envelope

NOTES: -

1. An Explanatory Statement pursuant to Section 173 read with Section 192A of the Companies Act, 1956 is appended hereto.
2. The Company has appointed Mr. Prashant Kumar Balodia, Practicing Company Secretary as Scrutinizer for conducting the Postal Ballot in a fair and transparent manner.
3. The notice is being sent to all members whose names appear in the Register of Members/Records of Depositories as on January 11, 2013.
4. Members are requested to carefully read the instructions printed on the backside of the Form before exercising their vote.
5. The Company is providing e-voting facility as an alternate, for its members to enable them to cast their vote electronically instead of dispatching the form. The procedure for the same is as under:
   a. Open your web browser during the voting period and log on to the e-voting website **www.evotingindia.com**.
   b. Now click on **"Share Holders"** for logging into e-voting system.
   c. Select the "Electronic Voting Sequence Number (EVSN)" which is **"130107001 – JUBILANT FOODWORKS LIMITED"** from the drop down menu and click on **"Submit"**
   d. A new window shall open. Fill up the following mandatory details in the appropriate boxes, for logging in:

	For members holding shares in Demat form	**For members holding shares in Physical form**
User-Id	For NSDL – 8 character DPID + 8 digit Client ID For CDSL – 16 digit beneficial owner ID	Registered Folio number with the Company
Password	For members logging in for the first time, their unique password shall be provided on the Form. However, members who have used this platform earlier also, are requested to use their own passwords created by them at the e-voting website previously. In case they do not remember password, they may go to the option "Forget password" and proceed.	The members are requested to send a signed request letter at the registered office of the Company informing the e-mail id to which the "Password and dummy PAN number" should be sent by the Company. Enter the password as received by you from the Company.
PAN	Enter your 10 digit Permanent Account Number (PAN number) issued by the Income Tax Department.	Enter the dummy PAN No. sent to you by the Company (alongwith the password) on your e-mail id provided by you.

e. After log-in, the members holding shares in physical form will reach directly to the voting screen.

f. Members holding shares in Demat form, who have logged in for first time on e-voting platform, will now be required to mandatorily change password in the new password field and may enter their demographic details i.e. date of birth/ date of incorporation, mobile number and e-mail id. Kindly remember the changed password as this can be used for voting on future Postal Ballot resolution(s) of any Company including Jubilant FoodWorks Limited. Members who have already used the e-voting platform for other companies, and have created their passwords earlier, will reach directly to the voting screen.

g. On the voting page, you will now see Resolution and option for voting (Yes/No) against resolution description. The option "Yes" implies that you assent for the resolution and "No" implies that you dissent for the resolution.

h. Click on the **Resolution File Link**, if you wish to view the postal ballot notice.

i. Enter the number of shares (which represents the number of votes) under the heading of the resolution, if you want to vote Yes/No, but not exceeding your total holding.

j. After selecting the appropriate option, click on **"Submit"**. A confirmation box will be displayed. If you wish to confirm your vote, click on **"OK"**, else to change your vote, click on **"Cancel"** and accordingly modify your vote.

k. Once you have confirmed your vote, you will not be allowed to modify your vote.

l. You can login any number of times till you have voted on the resolution or till the end of the voting period i.e. till last date of receipt of postal ballot forms, whichever is earlier.

m. In addition to above, Non-Individual members like Corporates/Financial Institutions/Banks/Foreign Institutional Investors/ Trusts, etc. using the e-voting platform shall be required to send a scanned copy of certified Board Resolution/Power of Attorney related to voting to helpdesk.evoting@cdslindia.com. The scanned file should be named as "Member's Name_EVSN". For example: if XYZ Ltd. is voting on the resolution, the file name should be "XYZLtd_130107001 – JUBILANT FOODWORKS LIMITED". The documents can be sent before/immediately after casting the vote but before the closure of voting period. In case the documents are not received by CDSL before the closure of voting period, the vote so exercised will be rejected in the CDSL system.

n. **Kindly note that the members can opt for any one mode of voting only. In case member(s) casts vote by sending physical form as well as votes through e-voting, then voting done through physical form shall prevail and voting done by e-voting shall be treated as invalid.**

o. In case you have any queries or issues regarding e-voting, please contact helpdesk.evoting@cdslindia.com

6. Members opting to cast vote by physical ballot, are requested to return the Form (no other Form or photocopy thereof is permitted) duly completed, along with the assent (for) or dissent (against), in the attached self addressed pre-paid business reply envelope. Postage for the same shall be borne by the Company. Further, envelopes containing the forms sent by courier / registered post at the expense of the member or deposited by hand at the address given on the self addressed pre-paid business reply envelope are also acceptable. **However, to be eligible for being considered, the form should reach the Scrutinizer on or before the close of working hours i.e. 1700 hours on February 18, 2013, failing which, it will be treated as if no reply has been received from the member.**

7. The results of the postal ballot will be announced at 16.00 hours on February 22, 2013 at the Registered Office of the Company at B-214, Phase II, District Gautam Budh Nagar, Noida 201305, U.P. by the Chairman or in his absence by any other person authorized by the Chairman and the resolution shall be taken as passed effectively on the date of the announcement of results, if the results of the Postal Ballot indicate that the requisite majority of the members have assented to the resolution. The result of the Postal Ballot will be posted on the website of the Company at www.jubilantfoodworks.com and simultaneously intimated to the Bombay Stock Exchange Ltd. and National Stock Exchange of India Ltd and shall also be published in newspapers.

EXPLANATORY STATEMENT PURSUANT TO SECTION 173 OF THE COMPANIES ACT, 1956

Mr. Ajay Kaul, CEO cum Whole Time Director of the Company, has been successfully leading the Company for more than 8 years. He has, in a career spanning over 22 years, worked across diverse industries like Banking, Airline, Express distribution and Logistics and now Food Retail.

Under his guidance, the Company's performance stood as under:

- Total income increased to Rs.10,233 million in FY 2012, yielding a growth of 50%. For the half year ended September 30, 2012, total income stood at 6,566 million.
- Net Profit after tax increased to Rs.1,056 million in FY 2012 from Rs.720 million in FY 2011, registering a growth of 47%. For the half year ended September 30, 2012, Net profit after tax stood at Rs.647 million.
- As on September 30, 2012, the Company had a network of 515 Domino's Pizza Stores in 112 cities.
- As on December 5, 2012, the Company had 7 Dunkin' Donuts Restaurants.
- During FY 2012, the Company also opened Domino's Pizza stores in Sri Lanka through its subsidiary.
- Market leader in organized pizza market with 62% market share and 70%+ share in the Pizza home delivery segment in India (as per Euro monitor Report 2011).

Mr. Ajay Kaul was re-appointed as Whole Time Director by the members of the Company for a period of five years upto March 13, 2015 in their Annual General Meeting held on August 20, 2010, which has been duly approved by the Hon'ble Ministry of Corporate Affairs.

The members through postal ballot passed on March 30, 2012 approved the remuneration and Annual Performance Incentive ("incentive") effective July 1, 2011. Now, it is proposed to revise/increase the remuneration and incentive effective July 1, 2012 in the manner as specified in the resolution.

The members may also note that Mr. Ajay Kaul is entitled to stock options under various ESOP schemes of the Company.

The proposed remuneration and incentive of Mr. Kaul, has been duly approved by the Remuneration Committee through resolution passed by circulation on January 4, 2013 and by the Board of Directors through resolution passed by circulation on January 9, 2013.

The Explanatory Statement together with the accompanying Notice is and may be treated as an "abstract of variation of terms of appointment and memorandum of interest" under Section 302 of the Companies Act, 1956.

None of the Directors, except Mr. Ajay Kaul, is interested or deemed to be interested in the above resolution.

Your Board recommends the resolution for your approval as a Special Resolution.

By Order of the Board
For Jubilant FoodWorks Limited

Sd/-
(Mona Aggarwal)
Company Secretary

Date : January 11, 2013
Place : Noida