



Notice of Annual General Meeting

Notice is hereby given that the 18th Annual General Meeting of the members of Jubilant FoodWorks Limited will be held on Thursday, August 8, 2013 at 11.00 A.M. at International Trade Expo Centre, Expo Drive, A-11, Sector – 62, Noida – 201301, U.P., to transact the following businesses:-

ORDINARY BUSINESS

1) Adoption of Financial Statements

To receive, consider and adopt the audited Balance Sheet as at March 31, 2013 and the Statement of Profit and Loss for the year ended on that date and the Reports of the Directors and the Auditors thereon.

2) Re-appointment of Mr. Shyam S. Bhartia

To appoint a Director in place of Mr. Shyam S. Bhartia, who retires by rotation and being eligible, seeks re-appointment.

3) Re-appointment of Mr. Phiroz Vandrevala

To appoint a Director in place of Mr. Phiroz Vandrevala, who retires by rotation and being eligible, seeks re-appointment.

4) To re-appoint Statutory Auditors and fix their remuneration

To re-appoint M/s S. R Batliboi & Co LLP, Chartered Accountants (ICAI Registration No. 301003E), the retiring Auditors, as auditors of the Company from the conclusion of the Annual General Meeting till the conclusion of the next Annual General Meeting on remuneration recommended by the Audit Committee and fixed by the Board.

SPECIAL BUSINESS

5) Modification of JFL Employees Stock Option Scheme 2011

To consider and, if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:

"RESOLVED THAT, pursuant to Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines 1999 ("SEBI Guidelines") and any other applicable laws for the time being in force (as amended from time to time) and subject to such other approvals as may be necessary, consent of the Company be and is hereby accorded for modification of the "JFL Employees Stock Option Scheme 2011" ("the Scheme"), in the following manner:

Clauses 3.40 and 3.41 of the Scheme be substituted with the following new Clauses:

1. Clause 3.40: **"Trust"** shall mean JFL Employees Welfare Trust or any other Trust constituted/to be constituted by the Company for the purposes of subscription of Shares

from the Company and to acquire the Shares of the Company for the purpose of Scheme as permitted under the SEBI Guidelines, for holding and transferring of Shares to Participants in the manner specified in the Trust Deed and the Scheme or for any other acts as specified in the Trust Deed.

2. Clause 3.41: **"Trust Deed"** shall mean the Deed of Private Trust between the Company and the trustee(s), as modified from time to time, for creation of JFL Employees Welfare Trust for the welfare of the Employees with the objective of subscription of Shares from the Company and to acquire the Shares of the Company for the purpose of Scheme as permitted under the SEBI Guidelines for holding and transferring of Shares to Participants in the manner specified in the Trust Deed and the Scheme or for any other purpose, as specified in the Trust Deed.

RESOLVED FURTHER THAT, the Board be and is hereby authorised to settle matters and do all such acts, deeds, matters and things including but not limited to finalising and executing agreements, contracts, deeds and other documents, as it may, in its discretion deem necessary or expedient, to give effect to the foregoing resolution without being required to seek any further consent or approval of the Members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this Resolution."

By order of the Board of Directors
for Jubilant FoodWorks Limited

Date : May 31, 2013
Place : Noida

Sd/-
(Mona Aggarwal)
Company Secretary

NOTES:

1. A member entitled to attend and vote at the Annual General Meeting (the "meeting") is entitled to appoint a proxy to attend and vote on a poll instead of himself and the proxy need not be a member of the Company. The enclosed proxy form, duly completed, should be deposited at the Registered Office of the Company not less than forty-eight hours before the commencement of the meeting.
2. Members / Proxies / Authorised Representatives are requested to bring the enclosed attendance slip duly filled in and signed for attending the meeting. Members who hold equity shares in electronic mode are requested to write the Client ID and DP ID number and those who hold equity shares in physical mode are requested to write their folio number in the attendance slip for easier identification of attendance at the meeting.
3. Corporate Members intending to send their authorised representative(s) to attend the meeting are requested to send a duly certified copy of the Board Resolution/Power of Attorney authorising their representative(s) to attend and vote on their behalf at the meeting.

4. Members holding shares in physical form are requested to kindly notify the Company of any change in their addresses so as to enable the Company to address future communication to their correct addresses. Members holding shares in dematerialised form are requested to notify their respective Depository Participant of any change in their addresses.
5. In terms of Article 110 of the Articles of Association of the Company, read with Section 256 of the Companies Act, 1956, Mr. Shyam S. Bhartia and Mr. Phiroz Vandrevala, Directors, retire by rotation at the ensuing Meeting and being eligible, offer themselves for re-appointment. The Board of Directors of the Company recommends their respective re-appointments.
6. Brief resume of Directors seeking re-appointment, nature of their expertise in specific functional areas, name of Companies in which they hold directorships, chairmanships/memberships of Board Committees, shareholding and relationship between the Directors inter-se as stipulated under the Clause 49 of the Listing Agreement, are annexed to this Notice.
7. The Register of Members and the Share Transfer Books of the Company shall remain closed from Saturday, August 3, 2013 to Thursday, August 8, 2013 (both days inclusive).
8. In case of joint holders attending the meeting, only such joint holder who is named first in the order of names will be entitled to vote.
9. Inspection of documents
The Register of Contracts maintained under Section 301 of the Companies Act, 1956 and the documents referred to in the accompanying Directors' Report and Notice, would be open for inspection at the Registered Office of the Company on all working days except Saturdays & Sundays between 10.00 AM to 5.00 PM.

Further, the Register of Directors' shareholdings maintained under Section 307 of the Companies Act, 1956 and the Certificates from the Auditors of the Company certifying that the Employees Stock Option Plan, 2007 and the JFL Employees Stock Option Scheme, 2011 are being implemented in accordance with SEBI (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999, will be available for inspection by the members at the AGM venue.
10. Ministry of Corporate Affairs (MCA) has issued a Circular No. 17/2011 dated April 21, 2011 propagating "Green Initiative", by allowing paperless compliances by Companies by serving documents to shareholders through electronic mode (e-mail). We at "Jubilant FoodWorks" appreciate the "Green Initiative" taken by the MCA and trust that the members would help implementing the e-governance initiatives of the Government.

We request you to register/update your e-mail address in the records of your Depository Participants in order to enable us to send all future shareholders' communications to you in electronic form. Members who

hold shares in physical form are requested to register their e-mail addresses with the Company or Company's Registrar & Share Transfer Agents, Link Intime India Pvt. Ltd.

EXPLANATORY STATEMENT PURSUANT TO SECTION 173(2) OF THE COMPANIES ACT, 1956

ITEM NO. 5

The Members vide special resolution passed at the Annual General Meeting of the Company held on August 20, 2011, approved the JFL Employees Stock Option Scheme, 2011 ("the Scheme") of the Company.

The Scheme provides that on exercise of options, a participant can be given shares by any of the following means:

- Transfer by the Trust constituted for the purpose.
- Allotment by the Company

SEBI, vide its circular no. CIR/CFD/DIL/3/2013 dated January 17, 2013 and circular no. CIR/CFD/DIL/7/2013 dated May 13, 2013, amended Listing Agreements and SEBI (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 ("SEBI Guidelines") by inserting following new clauses:

1) Clause 35C (New Clause in Listing Agreements):

- (i) The issuer agrees that all the employee benefit schemes involving the securities of the Company shall be in compliance with SEBI (Employee Stock Option Schemes and Employee Stock Purchase Schemes) Guidelines, 1999 and any other guidelines, regulations etc. framed by SEBI in this regard.
- (ii) The issuer further agrees that all the employee benefit schemes already framed and implemented by the Company involving dealing in the securities of the Company, before the insertion of this clause shall be aligned with and made to conform to SEBI (Employee Stock Option Schemes and Employee Stock Purchase Schemes) Guidelines, 1999 by December 31, 2013.

2) Clause 22B (New Clause in SEBI Guidelines):

No ESOS/ESPS shall involve acquisition of securities from the secondary market.

In view of the above changes in the Listing Agreements and SEBI Guidelines, the Scheme is required to be suitably modified to incorporate the above changes therein and make the Scheme compliant with the SEBI Guidelines.

The aforesaid modifications have been approved by the members of the Compensation Committee and the Board through resolution passed by circulation on May 13, 2013 and May 22, 2013, respectively.

None of the Directors is interested or deemed to be interested in the resolution.

The Board recommends the resolution mentioned at Item No. 5 for the approval of the members.

**Details of Directors seeking re-appointment at the forthcoming Annual General Meeting of the Company
(Pursuant to Clause 49 of the Listing Agreement with the Stock Exchanges)**

Name of the Director	Mr. Shyam S. Bhartia	Mr. Phiroz Vandrevalla
Date of Birth	09-11-1952	08-12-1953
Date of Appointment	16-03-1995	10-05-2010
Expertise in Specific functional areas	Pharmaceuticals and specialty chemicals, food, oil and gas, aerospace and IT sector.	Finance, Marketing and general management.
Qualification	Fellow member of ICAI	Chartered Accountant
No. of Equity Shares held in the Company	1	Nil
List of other Companies in which Directorships are held as on March 31, 2013 (excluding private, Section 25, foreign companies and limited liability partnerships)	Jubilant Life Sciences Ltd. Vam Holdings Ltd. Geoenpro Petroleum Ltd. Zuari Global Ltd. Chambal Fertilisers & Chemicals Ltd.	Tata Consultancy Services Ltd. Punj Lloyd Ltd.
List of Committees* of the Board of Directors (across all companies) in which Chairmanship/Membership is held as on March 31, 2013	None	Audit Committee Member Punj Lloyd Ltd.
Relationship with any other Director inter-se	Brother of Mr. Hari S. Bhartia	None

*Only two committees viz. Audit Committee and Shareholders' Grievance Committee of Indian public companies have been considered.