



JFL/NSE-BSE/2013-14/388

February 19, 2014

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

The Manager
Listing Department
Bombay Stock Exchange Ltd.
25th Floor, P.J. Towers,
Dalal Street, Mumbai – 400001

CM Quote: JUBLFOOD

Scrip Code: 533155

Sub: Postal Ballot Notice

Dear Sir/Madam,

In compliance with clause 31 of the Listing Agreement, we enclose herewith three copies of Postal Ballot Notice issued pursuant to Section 192A of the Companies Act, 1956 read with the Companies (Passing of the Resolution by Postal Ballot) Rules, 2011 to seek the consent of members by way of Postal Ballot in respect of **Increase in Investors Investment Limits**.

Further, please also find enclose herewith Calendar of Events for Postal Ballot process for your reference and records.

This is for your kind information and records.

Thanking you,
For **Jubilant FoodWorks Limited**



Encl : a/a

Corporate Identification Number: L74899UP1995PLC043677
Investor E-mail Id: investor@jublfood.com

A Jubilant Bhartia Company

Jubilant FoodWorks Limited

Corporate & Regd. Office:
B-214, Phase-II, Dist. Gautam Budh Nagar
Noida - 201 305, UP, India
Tel : +91 120 40 90500, Fax: +91 120 4090599
PAN No. - AABCD1821C



Domino's Pizza





JUBILANT FOODWORKS LIMITED

CIN No. : L74899UP1995PLC043677

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**") (including any statutory modification or re-enactment thereof for the time being in force) for seeking consent of the members of the Company by way of **Special Resolution** through Postal Ballot in respect of the following:

INCREASE IN INVESTORS INVESTMENT LIMITS

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

"RESOLVED THAT pursuant to the applicable provisions of Foreign Exchange Management Act, 1999, as amended ("**FEMA**"), Foreign Exchange Management (Transfer or Issue of Security by a person Resident outside India) Regulations, 2000 ("**Transfer Regulations**"), as amended, and all other applicable acts, rules, regulations, circulars, directions, notifications, press notes and guidelines (including any statutory modifications or re-enactments thereof for the time being in force) and subject to all applicable approvals, permissions and sanctions of the Government of India, the Reserve Bank of India and any other regulatory authority, if required, and subject to such conditions as may be prescribed / imposed by any of the said authorities while granting such approvals, permissions or sanctions which may be agreed to by the board of directors of the Company (hereinafter referred to as "**the Board**", which term shall include a duly authorized committee of directors for the time being exercising the powers conferred by the Board), if required, the consent of the members be and is hereby accorded to the foreign institutional investors registered with the Securities and Exchange Board of India ("**SEBI**"), including their sub accounts registered with the SEBI and / or foreign portfolio investors, by whatever name called registered with SEBI (collectively "**Investors**"), to make investments in the equity shares of the Company upto an aggregate limit of 55 per cent. (fifty five per cent.) of the total issued and paid-up equity share capital of the Company at the time of making such investments, either by subscription, including, without limitation, subscription in a public offer by the Company in accordance with the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 as amended, and other applicable laws, or by direct purchase or acquisition from the open market under the Portfolio Investment Scheme under the Transfer Regulations, or by any other permissible mode under FEMA and the rules and regulations made thereunder, provided, however, that the shareholding of each Investor in its own account and on behalf of each of their SEBI registered sub-accounts (as applicable) shall not exceed such limits as may be prescribed, from time to time, under applicable laws, rules and regulations.

RESOLVED FURTHER THAT, the Board be and is hereby authorized to file the requisite forms, application(s), intimation(s) and other documents with the office of the Registrar of Companies, the Reserve Bank of India and other regulatory authorities, take all necessary steps and actions and to do all such acts, deeds, matters and things and execute all documents or writings as may be necessary, proper or expedient for the purpose of giving effect to this resolution and for matters connected therewith or incidental thereto including delegation of all or any of the powers conferred herein to any committee of directors or any director or officer of the Company."

By Order of the Board
For Jubilant FoodWorks Limited

Sd/-

(Mona Aggarwal)
Company Secretary

Date : February 7, 2014
Place : Noida

STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 READ WITH SECTION 192A OF THE COMPANIES ACT, 1956

The members of the Company, had previously passed a special resolution in their Annual General Meeting held on September 12, 2009, increasing the aggregate limit on the shareholding of foreign institutional investors and the sub-accounts of foreign institutional investors in the Company from 24 per cent. to 49 per cent. of the issued and paid-up equity share capital of the Company.

As on December 31, 2013, the aggregate equity shareholding of foreign institutional investors, registered with the Securities and Exchange Board of India ("**SEBI**") and sub-accounts of foreign institutional investors registered with the SEBI, in the Company consisted of 3,10,00,689 (Three Crore Ten Lakhs Six Hundred and Eighty Nine Only) equity shares constituting 47.38 per cent. of the issued and paid-up equity share capital of the Company.

Under Regulation 5(2) of the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000 (as amended, the "Transfer Regulations") read with Paragraph 1(4) of Schedule 2 of the Transfer Regulations, the total holdings of all foreign institutional investors registered with SEBI and sub-accounts of foreign institutional investors registered with SEBI, put together, is not permitted to exceed 24 per cent. of the paid-up equity share capital of an Indian company, provided however that, the limit of 24 per cent. is permitted to be increased up to the sectoral cap or statutory ceiling, as applicable, by the Company by passing a resolution by its board of directors followed by passing a special resolution to that effect by its members.

With increased participation by Foreign Institutional Investors in capital markets in India and to permit foreign institutional investors registered with SEBI, including their sub accounts registered with the SEBI and / or foreign portfolio investors, by whatever name called registered with SEBI (collectively "**Investors**"), to increase their aggregate investment in the Company, the Board of Directors of the Company, in their meeting held on February 4, 2014, has approved and recommended the increase in the investment limit for Investors from 49 per cent. to 55 per cent. of the total issued and paid up equity share capital of the Company, subject to the approval of the members and other statutory approvals, if required.

After passing of this Special Resolution, the Company shall be able to make an investment upto an aggregate limit of 55 per cent. of the paid up equity capital of the Company.

All the documents referred to in the notice and this statement are 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 upto March 24, 2014.

None of the Directors, Key Managerial Personnel of the Company and/or their respective relatives are concerned or interested, either financially or otherwise, in passing of the above resolution, except to the extent of their shareholding, if any, in the Company.

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

Encl:

- Postal Ballot Form ("the Form");
- Self-addressed Pre-paid Business Reply Envelope.



NOTES: -

1. Pursuant to the provisions of Section 192A and all other applicable provisions, if any, of the Companies Act, 1956 read with Postal Ballot Rules and Clause 35B of the Listing Agreement assent/dissent of the members in respect of the Resolution contained in the Notice dated February 7, 2014 is being taken through Postal ballot (physical ballot/e-voting).
2. The Board of Directors have appointed Dr. S. Chandrasekaran, Practicing Company Secretary, as Scrutinizer for conducting the Postal Ballot in a fair and transparent manner.
3. The Postal Ballot Notice is being sent to the members / beneficiaries, whose names appear in the register of members as on February 7, 2014 and voting rights shall be reckoned on the paid up value of shares registered in the name of the member as on the same date.
4. Members are requested to carefully read the notes printed herein and instructions printed on the backside of the Form, before exercising their vote.
5. The Company is providing e-voting facility 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 "**Shareholders**" for logging into e-voting system.
 - c. Select the "**Electronic Voting Sequence Number (EVSN)**" which is "**140208001--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 has been printed 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.
 - e. After log-in, the individual 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_140208001--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. The e-voting facility shall be available before the close of working hours i.e. 1700 hours on March 24, 2014.
 - p. 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 Form, are requested to ensure that the form reaches the Scrutinizer on or before the close of working hours i.e. 1700 hours on March 24, 2014, 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 1600 hours on March 28, 2014 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 Ms. Mona Aggarwal, Company Secretary of the Company 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 results of the Postal Ballot will be intimated to the Bombay Stock Exchange Ltd. and National Stock Exchange of India Ltd. and simultaneously posted on the website of the Company at www.jubilantfoodworks.com and shall also be published in newspapers.



By Order of the Board
For Jubilant FoodWorks Limited

Sd/-
(Mona Aggarwal)
Company Secretary

Date : February 7, 2014
Place : Noida



JUBILANT FOODWORKS LIMITED

CIN No. : L74899UP1995PLC043677

JUBILANT
FoodWorks

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

Sr. No.

POSTAL BALLOT FORM

(PLEASE CAREFULLY READ THE INSTRUCTIONS PRINTED OVERLEAF BEFORE EXERCISING THE VOTE)

1. Name and address of the Sole/
First named Member :
2. Name(s) of the Joint Holder(s), if any :
3. Registered Folio No. / *DP ID No. &
Client ID No. (* Applicable to members
holding shares in dematerialised form) :
4. Number of shares held :
5. Electronic Voting Sequence Number (EVSN): 140208001--JUBILANT FOODWORKS LIMITED
6. Your e-voting password :

I / We hereby exercise my/our vote in respect of the Special Resolution to be passed through postal ballot as stated in the Notice dated February 7, 2014, of the Company by sending my/our assent / dissent to the said Resolution by placing a tick (✓) mark in the appropriate box below:

Description	No. of Shares for which votes cast	I/We assent to the Resolution (For)	I/ We dissent to the Resolution (Against)
Increase in Investors Investment Limits			

Place :

Date :

(Signature of the Member)

Last Date of receiving Postal Ballot Forms by the Scrutinizer: March 24, 2014



INSTRUCTIONS

I. For members opting for e-voting

1. The Company is providing e-voting facility for its members to enable them to cast their votes electronically instead of dispatching Postal Ballot Form ("Form"). For the procedure to be followed for e-voting, kindly refer to Note 5 of the Notice dated February 7, 2014.
2. **The e-voting facility shall be available before the close of working hours i.e. 1700 hours on March 24, 2014.**

II. For members opting for Physical Ballot

1. The Form should be duly completed and signed by the member (as per specimen signature registered with the Company in case of shares held in physical form, or furnished by National Securities Depository Limited / Central Depository Services (India) Limited, in case of shares held in dematerialised form). In case, shares are jointly held, the Form should be completed and signed by the first named member and in his/her absence, by the next named member.
2. The votes should be casted either in favour or against the resolution by putting the tick (✓) mark in the column provided for assent or dissent. Form bearing tick (✓) mark in both the columns will render the form invalid.
3. Form signed in the representative capacity should be accompanied by a certified copy of the Board Resolution/Power of Attorney. Members are requested not to send any other paper.
4. Members opting to cast vote by physical ballot, are requested to return the original 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 March 24, 2014, failing which, it will be treated as if no reply has been received from the member.**
5. The vote in this Postal Ballot cannot be exercised by a proxy.
6. There will be only one Form for every folio/ Client ID irrespective of the number of joint holder(s).
7. Incomplete, unsigned, improperly or incorrectly tick marked form shall render the form invalid.
8. A member may request for duplicate form, if so required, by writing to Link Intime India Pvt. Ltd., Registrar and Share Transfer Agent, 44, Community Centre, 2nd Floor, Naraina Industrial Area Phase- I, Near PVR Naraina, New Delhi 110028. However the duly filled in and signed duplicate form should reach the Scrutinizer not later than the date mentioned in Instruction No. 4. In case the Company receives both Original as well as Duplicate Form, then the Duplicate Form shall be considered for the purpose of voting.
9. The Scrutinizer's decision on the validity or otherwise of the Form shall be final.

III. 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.



CALENDAR OF EVENTS

FOR PASSING OF SPECIAL RESOLUTION BY POSTAL BALLOT

INCREASE IN INVESTORS INVESTMENT LIMITS

S. NO.	SERIES OF EVENTS	DATE
1.	Consent of Dr. S. Chandrasekaran, Practicing Company Secretary to act as Scrutinizer	04.02.2014
2.	Board meeting for approval of postal ballot, including appointment of the Scrutinizer	04.02.2014
3.	Filing of Calendar of Events with the Registrar of Companies, Ministry of Corporate Affairs (within one week of the Board Meeting)	11.02.2014
4.	Completion of dispatch of Postal Ballot Notice along with Postal Ballot Forms	19.02.2014
5.	Last date of casting vote by shareholders through e-voting /receipt of postal ballot forms by Scrutinizer	24.03.2014
6.	Preparation and submission of scrutinizer's report to the Chairman / Company Secretary of the Company	27.03.2014
7.	Declaration of Results, intimation of results to Stock Exchanges and display on company website	28.03.2014
8.	Publication of results in newspaper	29.03.2014
9.	Signing of the minutes book by the Chairman in which the results of postal ballot is recorded	27.04.2014
10.	Returning the Postal Ballot Forms, register maintained by the Scrutinizer as per the Companies (Passing of the Resolutions by Postal Ballot) Rules, 2011 and other related papers to the Company by the Scrutinizer	After signing of minutes by the Chairman

For Jubilant FoodWorks Limited



(Munir Aggarwal)
Company Secretary

Corporate Identification Number: L74899UP1995PLC043677

Investor E-mail Id: investor@jublfood.com

A Jubilant Bhartia Company

Jubilant FoodWorks Limited

Corporate & Regd. Office:
B-214, Phase-II, Dist. Gautam Budh Nagar
Noida - 201 305, UP, India
Tel : +91 120 40 90500, Fax: +91 120 4090599
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Domino's Pizza

