JUBILANT FOODWORKS
A Jubilant Bhartia Company

JFL/NSE-BSE/2011/....68.....

March 17, 2011

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

CM Quote: JUBLFOOD

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

Scrip Code: 533155

Sub: Postal Ballot Notice

Dear Sir/Madam,

In compliance with the Listing Agreement, we enclose herewith three copies of Notice given pursuant to Section 192A of the Companies Act, 1956 read with the Companies (Passing of the Resolution by Postal Ballot) Rules, 2001to seek the consent of members by way of Postal Ballot in respect of alteration of Clause III of Memorandum of Association of the Company.

This is for your kind information and records.

Thanking you,
For **Jubilant FoodWorks Limited**

(Mona Aggarwal)
Company Secretary

Encl : a/a

Jubilant FoodWorks Ltd.
Master Franchisee of Domino's Pizza Overseas Franchising B.V., Netherlands
Corporate & Regd. Office:
B-214, Phase-II, Dist. Gautam Budh Nagar,
Noida - 201 305, (U.P.)
Phone : +91-120-4090500, Fax : +91-120-4090599
Visit us at www.dominos.co.in
Feedback - customercare@dominosin.com
PAN No.: AABCD1821C

JUBILANT FOODWORKS LIMITED

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

POSTAL BALLOT NOTICE

NOTICE PURSUANT TO SECTION 192A OF THE COMPANIES ACT, 1956

Dear Shareholders,

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, 2001 (**"Postal Ballot Rules"**) that the Company is seeking the consent of its members by way of Postal Ballot in respect of alteration of Clause III of the Memorandum of Association of the Company.

The Company has, in compliance with Rule 5(b) of the Postal Ballot Rules, appointed Mr. Jatin Gupta, FCS, Practising Company Secretary as scrutinizer (**"Scrutinizer"**) for conducting the Postal Ballot process in a fair and transparent manner.

You are requested to read the instructions carefully printed on the Postal Ballot Form sent herewith and return the form duly completed in the attached self-addressed postage prepaid envelope so as to reach the Scrutinizer on or before the close of working hours i.e. 1700 hours on April 16, 2011. Please note that any Postal Ballot Form received after the said date will be treated as not having been received.

The Scrutinizer will submit his report addressed to the Chairman of the Company, after completion of the scrutiny of the Postal Ballot Forms and the result of the Postal Ballot shall be announced at 1600 hours at Registered Office of the Company on April 21, 2011 by the Chairman or in his absence by any other person authorized by the Chairman. The result of the Postal Ballot will be posted on the website of the Company at www.dominos.co.in and simultaneously intimated to the Bombay Stock Exchange Ltd. and National Stock Exchange of India Ltd.

The Resolution along with the Explanatory Statement setting out material facts is as follows:

ALTERATION OF OBJECTS CLAUSE OF MEMORANDUM OF ASSOCIATION OF THE COMPANY

To consider and if thought fit, to pass with or without modification(s), following resolution as special resolution:

"RESOLVED THAT pursuant to the provisions of Section 17 and other applicable provisions, if any, of the Companies Act, 1956 and subject to the confirmation by the Registrar of Companies and such other necessary consent/ approvals from the other authorities, as may be required, Clause III of the Memorandum of Association of the Company containing the "Main, Ancillary and Other Objects" be and is hereby altered as follows:

A. THE MAIN OBJECTS TO BE PURSUED BY THE COMPANY ARE:

The existing Sub-clauses 2 to 6 be and are hereby substituted by the following new Sub-clauses 2 to 6 under Clause III(A) of the Memorandum of Association of the Company:

2. To carry on business of manufacturing, buying, selling, importing, exporting, distributing, trading, supplying, running, managing and dealing in all kinds of food products, dairy products, bakery & confectionery products, salads, malted food products, garden products, whether vegetarian or non-vegetarian, as well as desserts, pickles, spices, protein, health & instant foods, baby & dietetic products, ice-creams and other dairy products, in India or elsewhere, whether as owners, co-owners, joint ventures, franchisee, franchisor or through sub-franchise and/or any other business model.

3. To carry on the business of manufacturing, buying, selling, importing, exporting, distributing, trading, supplying, treating, aerating, mineralizing, bottling and otherwise dealing in mineral, flavoured and aerated waters and other liquids of every description including soft drinks, coffee and coffee products, tea and tea products, fruit juices, wines, liquors and other alcoholic and non-alcoholic beverages, in India or elsewhere, whether as owners, co-owners, joint ventures, franchisee, franchisor or through sub-franchise and/or any other business model.

4. To carry on the business of and to act as traders, suppliers, importers, exporters, dealers, agents, distributors, manufactures of corrugated boxes & other packing material, all types of cheese, meat & chicken products, sausages, all kinds of Pizza ingredients, seasonings & flavours, spices, flour, gluten, processed or semi processed vegetable, olives, pepperoni and uniform, in India or elsewhere, whether as owners, co-owners, joint ventures, franchisee, franchisor or through sub-franchise and/or any other business model.

5. To manufacture, produce, process, prepare, improve, create, buy, sell, distribute, import, export merchandise or articles of any nature and otherwise deal in, either independently or in combination with any of the abovementioned objects, including but not limited to all kinds of stationery items, fashion accessories, party goods, arts and crafts, softlines, toys, gift items, novelty goods, hand/carry bags, toys of all kinds, DVDs, VCDs, home decor items and garments, uniforms, in India or elsewhere, whether as owners, co-owners, joint ventures, franchisee, franchisor or through sub-franchise and/or any other business model.

6. To carry on the businesses of operating hotels, restaurants, beach resorts, health resorts, cafés, taverns, motels, canteen shops, food courts, stores, mobile food counters, eating houses, kiosks, outlets, cafeterias, caterers, dine in facility, take away or home delivery based service in India or elsewhere, whether as owners, co-owners, joint ventures, franchisee, franchisor or through sub-franchise and/or any other business model.

B. THE OBJECTS INCIDENTAL OR ANCILLARY TO THE ATTAINMENT OF THE MAIN OBJECTS OF THE COMPANY:

The following new Sub-clauses 22 & 23 be inserted after the existing Sub-clause 21 under Clause III (B) of the Memorandum of Association of the Company:

22. To cultivate, prepare, assemble, manufacture or render marketable any organic, agricultural, plantation produce and to sell/dispose or supply or deal in any such produce either in its raw, semi-finished, ready-to-eat, finished or other state, in India or elsewhere.

Certified True Copy
For Jubilant FoodWorks Limited
Company Secretary/Authorised Signatory

23. To construct, equip, own, hire and maintain cold storage, storage chambers, ice-plants, godowns, warehouses, refrigerators, freezing houses and room coolers, whether stationary or in the form of movable vehicles, for storing all kinds of food products, liquids and other products of every description being dealt by the Company as part of its business, in India or elsewhere.

C. THE OTHER OBJECTS:

The existing Sub-clause 7 be and is hereby deleted and the existing Sub-Clause 8 shall be renumbered as Sub-Clause 7 under Clause III(C) of the Memorandum of Association of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorised to take such steps as may be necessary, to give effect to this resolution including to agree to such amendments and modifications in the aforesaid clauses as may be required by any authority or as may otherwise be deemed fit by the Board."

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

sd/-
(Mona Aggarwal)
Company Secretary

Date : March 7, 2011
Regd. Office : B - 214, Phase - II, District Gautam Budh Nagar
Noida, Uttar Pradesh - 201 305

Encl:

a) Postal Ballot Form;
b) Self addressed postage pre-paid envelope

NOTES: -

1. This resolution is required to be passed in accordance with the provisions of Section 192A of the Companies Act, 1956 read with the Companies (Passing of Resolution by Postal Ballot) Rules, 2001. Accordingly the Postal Ballot Form is enclosed.
2. An Explanatory Statement pursuant to Section 173 read with Section 192A of the Companies Act, 1956 is appended thereto.
3. Postal Ballot shall not be exercised by a Proxy.
4. Pursuant to the Board Resolution passed on February 23, 2011, Mr. Jatin Gupta, FCS, Practicing Company Secretary has been appointed as Scrutinizer to receive and scrutinize the completed ballot papers received from the Members and for conducting the Postal Ballot in a fair and transparent manner.
5. You are requested to carefully read the instructions printed in the Postal Ballot Form and 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 postage pre paid envelope, so as to reach the Scrutinizer on or before the close of working hours i.e. 1700 hours on April 16, 2011 to be eligible for being considered, failing which, it will be treated as if no reply has been received from the member.
6. The Scrutinizer will be in position to complete the compilation by April 20, 2011 and will submit his report addressed to the Chairman of the Company on or before the said date. The results of the postal ballot will be announced at 1600 hours on April 21, 2011 at the Registered Office of the Company at B-214, Phase II, District Gautam Budh Nagar, Noida 201305, U.P. The date of declaration of postal ballot result will be taken to be the date of passing of the Special Resolution.
7. Only a shareholder entitled to vote is entitled to exercise his/her vote through Postal Ballot and a Shareholder having no voting rights should treat this notice as intimation only.

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

Your Company is engaged in fast food business which is growing at a rapid pace in India and elsewhere in the world where economy is booming. Accordingly, your Company has also drawn up plans to tap the huge market available by venturing into new business initiatives in the food business.

The existing Objects of the Company are specific and restrict the Company to undertake limited activities in the food business. The proposed alteration to sub-clauses of the Main, Incidental or Ancillary Objects of the Memorandum of Association shall enable the Company to expand its activities in the food and other related businesses. The deletion of sub-clause 7 of the Other Objects clause is consequent to the addition of a new sub-clause 5 to the Main Objects. The Board of Directors, in their meeting held on February 23, 2011, have approved the alteration of Objects clause of the Memorandum of Association subject to the final approval of the members.

Accordingly, in terms of Section 17 of the Companies Act, it is proposed to alter the Objects Clause of the Company as contained in Clause III of the Memorandum of Association by way of a Special Resolution. A copy each of the existing Memorandum of Association and a new set of the Memorandum of Association after incorporating the proposed alterations will be available for inspection of the members at the Registered office of the Company on all days except Saturdays, Sundays and Public Holidays, between 11.00A.M. and 1.00 P.M. till April 21, 2011.

Your Board recommends the Special Resolution for your approval through Postal Ballot in terms of the provision of Section 192A of the Companies Act read with Postal Ballot Rules.

None of the Directors are interested or deemed to be interested in the above resolution except to the extent of shares held by them in the Company.

Certified True Copy
For Jubilant FoodWorks Limited
Company Secretary/Authorised Signatory

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

sd/-
(Mona Aggarwal)
Company Secretary

Date : March 7, 2011
Regd. Office : B - 214, Phase - II, District Gautam Budh Nagar
Noida, Uttar Pradesh - 201 305

JUBILANT FOODWORKS LIMITED

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 registered address of the Sole/First named Member **(IN BLOCK LETTERS)** :

(2) Name(s) of the Joint Member(s), if any :

(3) Registered Folio No. / DP ID No. & Client ID No.* (*Applicable to Members holding shares in dematerialized form.) :

(4) Number of shares held :

I / We hereby exercise my/our vote in respect of the Special Resolution to be passed through postal ballot for the business stated in the Notice dated March 7, 2011 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 held	I/We assent to the Resolution (For)	I/We dissent to the Resolution (Against)
Special Resolution u/s 17 of the Companies Act, 1956 for Alteration in Clause III of Memorandum of Association of the Company containing the Main, Ancillary & Other Objects of the Company.			

Certified True Copy
For Jubilant FoodWorks Limited
Company Secretary/Authorised Signatory

Place :

Date :

(Signature of the Member)

Last Date of receiving Postal Ballot Forms by the scrutinizer: April 16, 2011

Printed By : Print Media, 9873000211, 9311130211

INSTRUCTIONS

1. A member desiring to exercise his/her vote by Postal Ballot should complete the Postal Ballot Form in all respects and send it to the Scrutinizer in the attached self-addressed postage pre-paid envelope which shall be properly sealed with adhesive or adhesive tape. The Members residing outside India should stamp the envelope appropriately. The envelope containing Postal Ballot Form, if deposited in person or sent by courier at the expense of the member will also be accepted. The Company shall not be responsible for the loss or delay attributable to the Postal Department or for reasons beyond the control of the Company or the Postal Department.

2. The self-addressed envelope bears the name and postal address of the Scrutinizer appointed by the Board of Directors of the Company.

3. The Postal Ballot Form duly completed and signed (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) should be sent to the Scrutinizer appointed by the Company at the address mentioned on the business reply envelope of the Company on or before the close of the working hours i.e 1700 hours on April 16, 2011. Postal Ballot(s) received after this date will be treated as if the reply from the member has not been received and the same will not be considered.

4. In case, shares are jointly held, this form should be completed and signed by the first named member and in his/her absence, by the next named member.

5. In case of shares held by companies, trusts, societies, etc., the duly completed Postal Ballot Form should be accompanied by a certified copy of the Board Resolution/Authority Letter/Power of Attorney/Nomination letter together with attested specimen signature(s) of the duly authorized signatory/ies, giving requisite authority to the person voting on the Postal Ballot Form.

6. Members holding shares in dematerialized form are advised, in their own interest, to get their signatures verified by their Banker/Depository Participant (DP). Signatures should be verified by the manager of the concerned Banker/DP by affixing a rubber stamp/seal mentioning name and address of the banker / DP and name stamp and signature of the manager.

7. The voting rights shall be reckoned on the paid-up value of Equity Shares registered in the name of Members as on March 11, 2011.

8. Members are requested not to send any paper (other than the resolution/authority letter/ copy of nomination/power of attorney as mentioned in item 5 above) along with the Postal Ballot Form in the enclosed self-addressed postage pre-paid envelop, as all such envelops will be sent to the Scrutinizer and if any extraneous paper found in such envelope, the same would be destroyed by the Scrutinizer.

9. A tick (✓) mark should be placed in the relevant box signifying assent / dissent for the resolution, as the case may be, before mailing the Postal Ballot Form.

10. A member may request for duplicate postal ballot form, if so required. However the duly filled in and signed duplicate postal ballot form should reach the Scrutinizer not later than the date specified at instruction No. 3.

11. The vote in this Postal Ballot cannot be exercised through proxy.

12. There will be only one Postal Ballot Form for every folio/ Client ID irrespective of the number of joint holder(s).

13. Incomplete, unsigned, improperly or incorrectly tick marked Postal Ballot Form will be rejected.

14. The Scrutinizer's decision on the validity or otherwise of the Postal Ballot will be final.

15. The result of the Postal Ballot will be published in one English and one Hindi newspaper circulating in the State of Uttar Pradesh and shall also be posted on the website of the Company at www.dominos.co.in for the information of the members. The date of declaration of results shall be deemed to be the date of passing of the resolution.

Certified True Copy
For Jubilant Foodworks Limited
Company Secretary/Authorised Signatory