JUBILANT FOODWORKS

JFL/NSE-BSE/2013-14/314

August 8, 2013

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: Proceedings of the 18th Annual General Meeting of the Company and the Details of voting under Clause 35A

Dear Sir/Madam,

In compliance with Clause 31 (d) of the Listing Agreement, please find enclosed herewith the proceedings of 18th Annual General Meeting of the Company held on August 8, 2013.

Further, please find below the details of voting at the aforesaid AGM, in compliance with Clause 35A of the Listing Agreement:

A) Date of the AGM/EGM : **August 8, 2013**

B) Book Closure Date : **Saturday, August 3, 2013 to Thursday, August 8, 2013 (both days inclusive)**

C) Total number of shareholders on record date : **15,605**

D) No. of shareholders present in the meeting either in person or through proxy:

Category	Present in person	Present through Proxy	Total
Promoters and Promoter Group	2	4	6
Public	235	106	341
		GRAND TOTAL	347

E) No. of Shareholders attended the meeting through Video Conferencing : **No Video Conferencing Facility was established**

Jubilant FoodWorks Limited

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 DUNKIN' DONUTS

JUBILANT FOODWORKS

F) Agenda-wise details :

S. No.	Details of the Agenda	Resolution required	Mode of voting
1	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	Ordinary	Passed by Show of hands
2	To appoint a Director in place of Mr. Shyam S. Bhartia who retires by rotation and being eligible, seeks re-appointment	Ordinary	Passed by Show of hands
3	To appoint a Director in place of Mr. Phiroz Vandrevala who retires by rotation and being eligible, seeks re-appointment	Ordinary	Passed by Show of hands
4	To re-appoint Statutory Auditors and fix their remuneration	Ordinary	Passed by Show of hands
5	Modification of JFL Employees Stock Option Scheme, 2011	Special	Passed by Show of hands

This is for your reference and records.

Thanking you,
For **Jubilant FoodWorks Limited**

Jubilant FoodWorks Limited

(Mona Aggarwal)
Company Secretary cum
Compliance Officer

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PROCEEDINGS OF THE 18TH ANNUAL GENERAL MEETING OF JUBILANT FOODWORKS LIMITED HELD ON AUGUST 8, 2013 AT 11:00 A.M. AT INTERNATIONAL TRADE EXPO CENTRE, EXPO DRIVE, A - 11, SECTOR - 62, NOIDA - 201 301, U.P.

The Chairman welcomed the members to the Annual General Meeting. As the quorum for the meeting was present, the meeting was called to order.

It was informed to the members that the following documents have been kept open for inspection of members:

- Register of Directors' Shareholding under Section 307 of the Companies Act, 1956
- Register of Proxies under Section 176 of the Companies Act, 1956
- Certificate of Auditors on the Employees Stock Option Plan 2007 and JFL Employees Stock Option Scheme 2011 obtained under Clause 14.1 of the SEBI (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999

The Auditor's Report of the Company for the year ended March 31, 2013 was read by the Company Secretary.

The items of business contained in the Notice, were taken up for consideration as follows:

ITEM NO. 1

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.

The following resolution was passed as an Ordinary Resolution by show of hands:

"**RESOLVED THAT** 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 be and are hereby approved and adopted."

ITEM NO. 2

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

The following resolution was passed as an Ordinary Resolution by show of hands:

Jubilant FoodWorks Limited

"**RESOLVED THAT** Mr. Shyam S. Bhartia, Director of the Company, who retires by rotation at this Annual General Meeting and being eligible for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation."

ITEM NO. 3

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

The following resolution was passed as an Ordinary Resolution by show of hands:

"**RESOLVED THAT** Mr. Phiroz Vandrevala, Director of the Company, who retires by rotation at this Annual General Meeting and being eligible for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation."

ITEM NO. 4

To re-appoint Statutory Auditors and fix their remuneration.

The following resolution was passed as an Ordinary Resolution by show of hands:

"**RESOLVED THAT** retiring Auditors, M/s. S. R. Batliboi & Co. LLP, Chartered Accountants (bearing ICAI Regn. No. 301003E), be and are hereby re-appointed, 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."

ITEM NO. 5

Modification of JFL Employees Stock Option Scheme, 2011

The following resolution was passed as a Special Resolution by show of hands:

"**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 authorized to settle matters and do all such acts, deeds, matters and things including but not limited to finalizing 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."

After conducting the agenda of the Meeting, members' queries were replied. Thereafter, the meeting ended with the vote of thanks to the Chair.

For **Jubilant FoodWorks Limited**



Mona Aggarwal
Company Secretary cum
Compliance Officer