



JFL/NSE-BSE/2012-13/262

February 22, 2013

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

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

CM Quote: JUBLFOOD

Scrip Code: 533155

Sub: - Intimation of Postal Ballot Result declared on February 22, 2013

Re.: Revision/Increase in the remuneration of Mr. Ajay Kaul, CEO cum Whole Time Director of the Company

Dear Sir/Madam,

This is with reference to the Postal Ballot Notice dated January 11, 2013, issued to members seeking their approval by way of Postal Ballot in respect of the Special Resolution for **Revision/Increase in the remuneration of Mr. Ajay Kaul, CEO cum Whole Time Director of the Company.**

1. Outcome of Postal Ballot

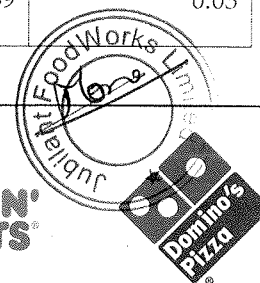
The last date for casting vote through E-voting & receipt of duly completed postal ballot forms was February 18, 2013. Mr. Prashant Kumar Balodia, Practicing Company Secretary, who was appointed as scrutinizer, has submitted his report on Postal Ballot and the result of the Postal Ballot is as follows:

Particulars	No. of shares (Through Postal Ballot Forms)	No. of Shares (Through e- voting)	Total No. of Shares	% of Total Net Valid Votes (in percentage)
Total number of votes received	4,94,03,651	6,879	4,94,10,530	Not Applicable
Less: No. of Invalid Votes	2,591	0	2,591	Not Applicable
Less: No. of Votes not Polled	295	3	298	Not Applicable
Net valid number of votes cast	4,94,00,765	6,876	4,94,07,641	100.00
Total number of votes cast in favour of the Resolution	4,93,87,918	5,064	4,93,92,982	99.97
Total number of votes cast against the Resolution	12,847	1,812	14,659	0.03

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





Accordingly, the above mentioned proposed resolution is carried with requisite majority and passed as a Special Resolution.

2. Pursuant to Clause 35A of the Listing Agreement, please find below details regarding the Postal Ballot result declared today i.e. February 22, 2013:

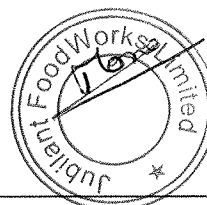
Date of the AGM/EGM	N.A. However, Postal Ballot result declared on February 22, 2013
Total number of shareholders on record date	19,233
No. of Shareholders present in the meeting either in person or through proxy	N.A.
No. of Shareholders attended the meeting through Video Conferencing	N.A.
Details of Agenda	
Resolution required	Special Resolution
Mode of voting	Postal Ballot including E - voting

Details of Postal Ballot (including E-Voting):

Promoter / Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	3,56,49,130	3,20,22,952	89.83	3,20,22,952	-	100.00	-
Public - Institutional holders	2,66,25,820	1,71,43,656	64.39	1,71,33,473	10,183	99.94	0.06
Public-Others	29,54,780	2,43,922 [^]	8.26	2,36,557	4,476	96.98	1.84
Total	6,52,29,730	4,94,10,530	75.75	4,93,92,982	14,659	99.97	0.03

[^]Votes casted for 2,889 shares were invalid / voted neither in favour nor against the resolution.

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3. The proceedings of the Postal Ballot Results announcement is annexed herewith as Annexure - 1.

This is for your information and record.

Thanking you
For **Jubilant FoodWorks Limited**


(Mona Aggarwal)
Company Secretary

Encl : A/a

A Jubilant Bhartia Company

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PROCEEDINGS OF THE POSTAL BALLOT RESULTS ANNOUNCED ON FRIDAY, 22ND DAY OF FEBRUARY, 2013 AT 4.00 P.M. AT THE REGISTERED OFFICE OF THE COMPANY AT B - 214, PHASE II, DISTRICT GAUTAM BUDH NAGAR, NOIDA - 201 305, UTTAR PRADESH

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

Ms. Mona Aggarwal, Company Secretary welcomed the members and invitees at the Registered Office of the Company for announcement of Postal Ballot results.

It was informed to the members that since Mr. Shyam S Bhartia is not present in town, he has authorized Ms. Mona Aggarwal, Company Secretary to announce the Postal Ballot Results.

It was informed that the Postal Ballot Notice dated January 11, 2013 issued pursuant to Section 192A of the Companies Act, 1956 read with the Companies (Passing of the Resolution by Postal Ballot) Rules, 2011, was dispatched to the members of the Company on January 18, 2013 along with Postal Ballot Form ("Form") and self-addressed postage pre-paid envelope. The members were requested to return the duly completed forms indicating assent (for) or dissent (against), so as to reach the Scrutinizer on or before February 18, 2013. Further, the Company had also given option to the members to cast their vote electronically instead of dispatching the form on or before February 18, 2013 as mandated in the Listing Agreement.

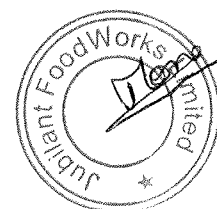
It was also stated that the Board of Directors had appointed Mr. Prashant Kumar Balodia, Practicing Company Secretary, as Scrutinizer to conduct the Postal Ballot voting process in a fair and transparent manner and in accordance with the requirements of law.

After due scrutiny of all the Postal Ballot forms received and votes cast through e-voting upto the close of working hours i.e. 1700 hours on February 18, 2013, the Scrutinizer submitted his report.

The following results of the Postal Ballot were announced as per the Scrutinizer's Report:

Particulars	No. of shares (Through Postal Ballot Forms)	No. of Shares (Through e- voting)	Total No. of Shares	% of Total Net Valid Votes (in percentage)
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Less: No. of Votes not Polled	295	3	298	Not Applicable
Net valid number of votes cast	4,94,00,765	6,876	4,94,07,641	100.00
Total number of votes which have been cast in favour of the Resolution	4,93,87,918	5,064	4,93,92,982	99.97
Total number of votes which have been cast against the Resolution	12,847	1,812	14,659	0.03

The Company Secretary announced that the Special Resolution in respect of revision/increase in the remuneration of Mr. Ajay Kaul, CEO cum Whole time Director of the Company as set out in Notice dated January 11, 2013 and as reproduced below, was carried with requisite majority and passed as a Special Resolution through the Postal Ballot process.



"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."

For **Jubilant FoodWorks Limited**



Mona Aggarwal
Company Secretary cum Compliance Officer