**Jubilant FoodWorks Limited**
Regd. Office: B – 214, Phase – II, District Gautam Budh Nagar,
Noida – 201 305, U.P., CIN No. : L74899UP1995PLC043677
Phone: +91-120-4090500, Fax: +91-120-4090599
Website: www.jubilantfoodworks.com E-mail: investor@jublfood.com

# NOTICE OF ANNUAL GENERAL MEETING

**NOTICE** is hereby given that the Twentieth **(20th)** Annual General Meeting **("Meeting")** of the member(s) of **JUBILANT FOODWORKS LIMITED ("Company")** will be held on Thursday, September 03, 2015 at 11.00 a.m. at the International Trade Expo Centre, Expo Drive, A-11, Sector – 62, Noida – 201301, U.P., to transact the following business:

## ORDINARY BUSINESS

1. To receive, consider and adopt:
   a) Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2015 and the Reports of the Board of Directors and Auditors thereon; and
   b) Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2015 and the Report of the Auditors thereon
2. To declare dividend on Equity Shares
3. To appoint a Director in place of Mr. Shyam S. Bhartia (DIN 00010484), who retires by rotation and, being eligible, offers himself for re-appointment.
4. To 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 this Annual General Meeting till the conclusion of the next Annual General Meeting at such remuneration as may be fixed by the Board.

## SPECIAL BUSINESS

5. **Re-appointment of Mr. Ajay Kaul as Whole time Director**

   To consider and if thought fit, to pass the following resolution as a **Special Resolution:**

   **"RESOLVED THAT**, pursuant to the provisions of Sections 196, 197, 203, Schedule V and any other applicable provisions of the Companies Act, 2013 ("Act"), and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other rules made there under, as may be applicable, subject to such other approvals as may be necessary, the consent of the member(s) of the Company be and is hereby accorded to re-appoint Mr. Ajay Kaul as a Whole time Director ("WTD") of the Company w.e.f. March 14, 2015 for a period of 5 (five) years on such terms and conditions, including remuneration, as set out in the explanatory statement annexed hereto.

   **RESOLVED FURTHER THAT**, the Board of Directors be and is hereby authorized to vary, alter, enhance, or widen the scope of remuneration (including Fixed Salary, Incentives & Increments thereto) payable to Mr. Ajay Kaul during his tenure to the extent permitted under Section 197 read with Schedule V of the Act and other applicable provisions, if any, of the Act, without being required to seek any further consent or approval of the member(s) of the Company 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, provided, however, that any such increase shall not exceed any amount permitted to be paid to Mr. Ajay Kaul under applicable law without obtaining requisite approvals.

   **RESOLVED FURTHER THAT**, notwithstanding anything to the contrary contained herein above or in the terms and conditions of his appointment, where in any financial year, during the tenure of Mr. Ajay Kaul as a WTD of the Company, the Company has no profits or its profits are inadequate, Mr. Kaul will be paid, then current remuneration (including Fixed Salary, Incentives & Increments thereto) as minimum remuneration subject to necessary approvals and compliances as per the applicable provisions of the Act.

   **RESOLVED FURTHER THAT**, the Board of Directors be and is hereby authorized to take such steps as may be necessary, to give effect to the above resolution including agreeing to such amendments/modifications in the aforesaid clauses as may be required by any authority or as may be deemed fit by the Board of Directors."

6. **Modification of the JFL Employees Stock Option Scheme 2011**

   To consider and if thought fit, to pass the following resolution as a **Special Resolution:**

   **"RESOLVED THAT**, subject to Applicable Laws, consent of the member(s) be and is hereby accorded to modify the JFL Employee Stock Option Scheme 2011 **("ESOP Scheme 2011")** so as to align the provisions of the scheme with the provisions of the ESOP Regulations as detailed in the explanatory statement annexed hereto.

   **RESOLVED FURTHER THAT**, the other terms and conditions of the ESOP Scheme 2011, except as set out in the explanatory statement, shall remain unchanged.

   **RESOLVED FURTHER THAT**, for the purpose of giving effect to this resolution, the Board of Directors including

the Compensation Committee be and is hereby authorized on behalf of the Company to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary or desirable for such purpose, on behalf of the Company to settle all questions, difficulties or doubts that may arise in this regard, as it may, in its absolute discretion deem fit, without being required to seek any further consent or approval of the member(s)."

**7. Implementation of the ESOP Scheme 2011 through JFL Employees Welfare Trust**

To consider and if thought fit, to pass the following resolution as a **Special Resolution:**

**"RESOLVED THAT**, subject to the Applicable Laws, consent of the member(s) of the Company be and is hereby accorded to the Board of Directors including the Compensation Committee to implement the ESOP Scheme 2011 through the JFL Employees Welfare Trust **("ESOP Trust")**.

**RESOLVED FURTHER THAT**, for the purpose of giving effect to the above resolution, the Board of Directors including the Compensation Committee or the officers authorised by the Board of Directors in this regard be and are hereby authorised to do all such acts, deeds, matters and things as may be necessary or expedient and to settle any questions, difficulty or doubts that may arise in this regard without requiring the Board of Directors to secure any further consent or approval of the member(s) of the Company."

**8. Authorization to the ESOP Trust for Secondary Acquisition**

To consider and if thought fit, to pass the following resolution as a **Special Resolution:**

**"RESOLVED THAT,** subject to the Applicable Laws, consent of the member(s) of the Company be and is hereby accorded for acquisition of equity shares of the Company representing up to two percent (2%) of the paid up equity capital in every financial year, in one or more tranches, from the secondary market subject to the overall limits specified under the applicable laws, by the ESOP Trust for the purpose of implementation of the ESOP Scheme 2011 from time to time.

**RESOLVED FURTHER THAT,** in case of any corporate action(s) such as rights issue, bonus issue, buy-back of shares, split or consolidation of shares, etc. of the Company, the number of shares of the Company to be acquired from the secondary market by the ESOP Trust shall be appropriately adjusted in accordance with the ESOP Regulations.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the above resolution, the Board of Directors including the Compensation Committee or the officers authorised by the Board of Directors in this regard be and are hereby authorised to do all such acts, deeds, matters and things as may be necessary or expedient and to settle any questions, difficulty or doubts that may arise in this regard without requiring the Board of Directors to secure any further consent or approval of the member(s) of the Company."

**9. Grant of stock options to the employees of holding, subsidiary and/or associate company(ies) under the ESOP Scheme 2011**

To consider and if thought fit, to pass the following resolution as a **Special Resolution:**

**"RESOLVED THAT,** subject to the Applicable Laws, consent of the member(s) of the Company be and is hereby accorded to grant the stock options under the ESOP Scheme 2011 to the present and future, permanent employees of the holding, subsidiary and associate company(ies) and their director(s), whether whole time director or not, but excluding independent directors, if any, from time to time, on such terms and conditions as may be decided by the Compensation Committee.

**RESOLVED FURTHER THAT,** for the purpose of giving effect to the above resolution, the Board of Directors including the Compensation Committee or the officers authorised by the Board of Directors in this regard be and are hereby authorised to do all such acts, deeds, matters and things as may be necessary or expedient and to settle any questions, difficulty or doubts that may arise in this regard without requiring the Board of Directors to secure any further consent or approval of the member(s) of the Company."

**Definitions for Item No. 6 to 9 :-**

Unless the context otherwise requires, the following words, expressions and derivations therefrom shall have the meanings assigned to them as under:-

1. **"Applicable Laws"** means the Companies Act, ESOP Regulations, Securities and Exchange Board of India Act, 1992, Memorandum and Articles of Association of the Company and all other relevant laws, rules, regulations, circulars, notifications and guidelines (including any statutory modifications or re-enactment thereof) as may be applicable, from time to time.
2. **"Companies Act"** means Companies Act, 2013 as amended, for the time being in force and includes all rules, circulars, notifications and clarifications issued thereunder.
3. **"Compensation Committee"** shall mean the Nomination, Remuneration and Compensation Committee of the Board constituted in accordance with the applicable laws that has been constituted by the Board for administration and/or superintendence of ESOP Schemes of the Company.
4. **"ESOP Regulations"** means the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014, as amended, for the time being in force and includes all regulations, notifications and clarifications issued thereunder.
5. **"ESOP Scheme 2011"** shall mean the JFL Employees Stock Option Scheme 2011 and shall include any alterations,

amendments, additions, deletions, modifications or variations thereof from time to time.

6. **"ESOP Trust"** shall mean JFL Employees Welfare Trust or any other Trust constituted/to be constituted by the Company for the purpose of subscription of shares from the Company and to acquire the shares of the Company for the purpose of Scheme as permitted under ESOP Regulations, for holding and transferring of shares to participants in the manner specified in the Trust deed and the ESOP Scheme 2011 or for any other acts as specified in the trust deed.

7. **"SEBI"** means the Securities and Exchange Board of India constituted under the Securities and Exchange Board of India Act, 1992.

8. **"Secondary Acquisition"** has been defined under the ESOP Regulations to mean acquisition of existing shares of a Company by the trust on the platform of a recognized stock exchange for cash consideration.

By order of the Board of Directors
for **Jubilant FoodWorks Limited**

Sd/-
**(Mona Aggarwal)**
**Company Secretary**
(Membership No. 15374)

**Date:** July 01, 2015
**Place:** Noida

**NOTES:**

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING ("MEETING") IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON POLL INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.** A person can act as proxy on behalf of member(s) not exceeding fifty (50) and holding in the aggregate not more than ten percent (10%) of the total share capital of the Company carrying voting rights. A member holding more than ten percent (10%) of the total share capital of the Company may appoint a single person as proxy and such person shall not act as proxy for any other person or member.

2. The instrument appointing the proxy (enclosed hereto) in order to be effective must be deposited (duly completed, stamped and signed) at the registered office of the Company not less than forty-eight (48) hours before the commencement of the meeting.

3. Member(s)/Proxies/Authorized Representatives are requested to bring the enclosed attendance slip duly filled in and signed for attending the meeting. Member(s) 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.

4. Corporate Member(s) intending to send their authorized representative(s) to attend the meeting are requested to send a duly certified copy of the Board Resolution/Power of Attorney authorizing their representative(s) to attend and vote on their behalf at the meeting.

5. Pursuant to Section 72 of the Companies Act, 2013, member(s) of the Company may nominate a person in whom the shares held by him/them shall vest in the event of his/ their unfortunate death. Member(s) holding shares in physical form may file nomination in the prescribed Form SH-13 with the Company's RTA. In respect of shares held in dematerialized form, the nomination form may be filed with the respective Depository Participant.

6. In case of joint holders, only such joint holder who is named first in the order of names will be entitled to vote.

7. Explanatory Statement as required under Section 102 of the Companies Act, 2013, in respect of special business is annexed hereto. The relevant details of Directors proposed to be appointed/reappointed, as required under Clause 49 of the Listing Agreement entered into with the Stock Exchanges are also annexed as **Annexure-A**.

8. The Register of Members and Share Transfer Books of the Company shall remain closed from Friday, August 28, 2015 to Thursday, September 03, 2015 (both days inclusive).

9. The dividend, as recommended by the Board of Directors of the Company (₹ 2.50/- per equity share of ₹ 10/- each for the Financial Year 2015), if declared at the meeting, will be paid on or before Friday, October 2, 2015 to those member(s) or their mandates:
   a) whose names appear as Beneficial Owners at the end of business hours on Thursday, August 27, 2015 in the lists of Beneficial Owners furnished by National Securities Depository Limited and Central Depository Services (India) Limited in respect of the shares held in electronic form;
   b) whose names appear as member(s) in the Register of Members of the Company after giving effect to valid share transfers in physical form lodged with the Company on or before Thursday, August 27, 2015.

10. Member(s) holding shares in electronic form may note that bank particulars registered against their respective depository accounts will be used by the Company for payment of dividend. The Company or its RTA cannot act on any request received directly from the member(s) holding shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised only to the Depository Participant by the members.

11. Member(s) holding shares in physical form are requested to notify the Company or Company's Registrar and Transfer Agent (RTA), Link Intime India Pvt. Ltd. of any change in their addresses/Bank Mandates. Member(s) holding shares in dematerialized form are requested to notify their respective Depository Participant of any change in their addresses/Bank Mandates.

12. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number

(PAN) by every participant in securities market. Member(s) holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company/RTA.

13. Certificates from Auditors of the Company certifying that the Dominos Employees Stock Option Plan, 2007 and JFL Employees Stock Option Scheme, 2011 are being implemented in accordance with the SEBI (Employee Stock Option Scheme & Employee Stock Purchase Scheme) Guidelines, 1999, will be placed at the meeting.

14. All relevant documents referred to in the Notice of the Meeting shall be open for inspection at the Registered Office of the Company during normal business hours (9.00 am to 5.00 pm) on all working days, upto the date of the meeting.

15. The voting rights of member(s) shall be in proportion to their shares in the paid up equity share capital of the Company as on the cut-off date i.e. Thursday, August 27, 2015. A person whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date, i.e. Thursday, August 27, 2015 only shall be entitled to avail the facility of remote e-voting / Poll.

**16. Member(s) who have not registered their e-mail addresses so far, are requested to register their e-mail address for receiving all communication including Annual Report, Notices etc. from the Company electronically.**

17. Notice of the Meeting and the Annual Report for FY 2014-15 of the Company is being sent by electronic mode to those member(s) whose e-mail IDs are registered with the Company/Depository Participant(s) unless any member has requested for physical copy of the same. For member(s) who have not registered their e-mail IDs, physical copy of the Notice of the Meeting and the Annual Report for FY 2014-15 are being sent in the permitted mode.

18. Member(s) may also note that the Notice of the Meeting and the Annual Report for FY 2014-15 will also be available on the Company's website www.jubilantfoodworks.com for their download.

**19. Voting through electronic means**

i. In compliance with the provisions of Section 108 of the Companies Act, 2013 and other applicable provisions, if any, read with rules made thereunder, as amended and Clause 35B of Listing Agreement with the Stock Exchanges, the Company is pleased to provide member(s) facility to exercise their right to vote using an electronic voting system from a place other than the venue of the meeting ("remote e-voting") and the business may be transacted through e-Voting Services provided by Central Depository Service Limited (CDSL).

ii. The facility for voting through poll shall be made available at the meeting and the member(s) attending the meeting who have not cast their vote by remote e-voting shall be entitled to cast their vote at the meeting through poll. No voting by show of hands will be allowed at the Meeting. Please note that the member(s) who have exercised their right to vote through remote e-voting prior to the meeting may also attend the meeting but shall not be eligible to vote by way of poll at the meeting.

**iii. The instructions for members for voting electronically are as under:-**

(i) Log on to the e-voting website www.evotingindia.com during the voting period

(ii) Click on "Shareholders" tab

(iii) Now Enter your User ID

a. For CDSL: 16 digits beneficiary ID

b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID

c. Members holding shares in Physical Form: Enter Folio Number registered with the Company

d. Next enter the Image Verification Code / Captcha Code as displayed and Click on "Login"

e. If you are holding shares in Demat form and had logged on to www.evotingindia.com and casted your vote earlier for any Company/entity, then your existing password is to be used. If you are a first time user follow the steps given below.

(iv) Fill up the following details in the appropriate boxes:

| | |
|---|---|
| PAN | Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)<br>• Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.<br>• In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field. |
| DOB | Enter the Date of Birth as recorded in your demat account or in the Company records for the said demat account or folio in dd/mm/yyyy format. |

| | |
|---|---|
| Dividend Bank Details | Enter the Dividend Bank Details as recorded in your demat account or in the Company records for the said demat account or folio.<br>• Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or Company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iii). |

(v) After entering these details appropriately, click on "SUBMIT" tab.

(vi) Members holding shares in physical form will then reach directly the EVSN selection screen. However, member(s) holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is also to be used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(vii) For Member(s) holding shares in physical form, the details can be used only for e-voting on the resolution contained in this Notice.

(viii) Click on the relevant EVSN of Jubilant FoodWorks Limited on which you choose to vote.

(ix) On the voting page, you will see Resolution Description and against the same option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

(x) Click on the "Resolutions File Link" if you wish to view the entire Resolution details.

(xi) After selecting the resolution you have decided to vote on, 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.

(xii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(xiii) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.

(xiv) If Demat account holder has forgotten the changed password then enter the User ID and image verification code / Captcha Code and click on "Forgot Password" & enter the details as prompted by the system.

(xv) A. Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to www.evotingindia.com and register themselves as Corporates.

B. They should e-mail a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com

C. After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.

D. The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.

E. They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

(xvi) In case you have any queries or issues regarding remote e-voting, you may refer Frequently Asked Questions (FAQs) and e-voting manual available at www.evotingindia.com under help section or write e-mail to helpdesk.evoting@cdslindia.com.

(xvii) The remote e-voting period commences on Monday, August 31, 2015 (9.00 am IST) and ends on Wednesday, September 02, 2015 (5:00 pm IST). During this period, member(s) of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. Thursday, August 27, 2015 may cast their vote by remote e-voting. The remote e-voting will not be allowed beyond the aforesaid date and time and the remote e-voting module shall be disabled by CDSL upon expiry of aforesaid period.

(xviii) Once the vote is casted by the member by remote e-voting, he/she shall not be allowed to change it subsequently or cast the vote again.

(xix) Any person, who acquires shares of the Company and becomes the member of the Company after dispatch of the Notice of the meeting and holding shares as of the cut-off date i.e. Thursday, August 27, 2015, may follow the same procedure as mentioned above for remote e-voting.

(xx) Mr. Rupesh Agarwal, Chandrasekaran Associates, Company Secretaries, (Membership No. ACS 16302) has been appointed as the Scrutinizer to scrutinize the remote e-voting/poll process in a fair and transparent manner.

(xxi) The poll process shall be conducted and a report thereon shall be prepared in accordance with Section 109 of the Companies Act, 2013 read with the relevant rules made there under. In such an event, votes cast under Poll taken together with the votes cast through remote e-voting shall be counted for the purpose of passing of resolution(s).

(xxii) The Scrutinizer, after scrutinizing the votes cast at the meeting (Poll) and through remote e-voting, will, not later than forty eight (48) hours of conclusion of

the Meeting, make a consolidated scrutinizer's report and submit the same to the Chairman. The results declared along with the consolidated scrutinizer's report shall be placed on the website of the Company www.jubilantfoodworks.com and on the website of CDSL. The results shall simultaneously be communicated to the Stock Exchanges.

(xxiii) Subject to receipt of sufficient votes, the resolution(s) shall be deemed to be passed at the 20th Meeting of the Company scheduled to be held on September 03, 2015.

By order of the Board of Directors
for **Jubilant FoodWorks Limited**

Sd/-
**(Mona Aggarwal)**
**Company Secretary**
(Membership No. 15374)

**Date:** July 01, 2015
**Place:** Noida

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 ('ACT')**

**ITEM NO. 5**

Mr. Ajay Kaul, Chief Executive Officer **("CEO")** cum Whole time Director **("WTD")** of the Company has been successfully leading the Company for more than nine (9) years and has made major contribution in making the Company a market leader through constant efforts in the area of Strategic Planning. Under the leadership and guidance of Mr. Kaul, the Company achieved newer milestones with focus on deeper penetration into the existing markets and diversification into newer markets.

Mr. Kaul was initially appointed as CEO and WTD of the Company w.e.f March 14, 2005 and thereafter re-appointed from time to time in terms of the provisions of the Companies Act, 1956.

Further, in terms of Companies Act, 2013 **("Act")** and keeping in view his vast experience, knowledge, managerial skills and in recognition of his contribution in a challenging business environment, the Board of Directors of the Company **("Board")** at its meeting held on February 5, 2015 has, subject to the approval of member(s), re- appointed Mr. Ajay Kaul as WTD of the Company for a term of five (5) years w.e.f. March 14, 2015 and approved the remuneration payable to him earlier recommended by the Nomination, Remuneration and Compensation Committee of the Company. The key terms and conditions of his re-appointment as set out in letter dated February 05, 2015 executed between the Company and Mr. Kaul read with the appointment Letter dated January 5, 2005 **("CEO Appointment Letter")** are set out below:

**I. Remuneration**

| S. No. | Particulars | Amount per annum (In ₹) |
|---|---|---|
| a) | Basic Salary | 1,08,83,000 |
| b) | Personal Pay, Perquisites and Allowances | 1,56,54,500 |
| c) | Retirement Benefits | 32,44,222 |
| | **Total Fixed Salary** | **2,97,81,722** |

In addition, Mr. Kaul shall also be entitled to Annual Performance Incentive, as per the Company's policy and ESOPs under ESOP scheme(s) of the Company. The remuneration payable to Mr. Kaul during his tenure will be subject to the overall limits as specified under Section 197 read with Schedule V and other applicable provisions, as may be applicable, of the Act. All other terms and conditions of the re-appointment will remain unchanged.

**II. Other key terms and conditions:**

i) Mr. Ajay Kaul's re-appointment as the WTD is without prejudice to his continuing employment as the CEO of the Company.

ii) Mr. Kaul has the overall responsibility for achieving the objectives and targets agreed upon with the Board.

iii) Mr. Kaul shall do and perform all other acts and things in the ordinary course of Company's business as will be considered necessary in the interest of the Company.

In view of the provisions of Sections 196, 197, 203 and any other applicable provisions of the Act, the Board of Directors recommends the Special Resolution set out at item no. 5 of the accompanying Notice for the approval of the Member(s).

Copies of the following documents are available for inspection during normal business hours (9:00 am to 5:00 pm) on all working days at the registered office of the Company.

(i) Terms and conditions as set out in letter dated February 5, 2015 re-appointing Mr. Ajay Kaul as WTD of the Company;

(ii) The CEO appointment letter dated January 5, 2005 appointing Mr. Ajay Kaul as the CEO of the Company.

A brief resume of Mr. Ajay Kaul, nature of his expertise in specific functional areas, names of companies in which he holds directorships, his shareholding in the Company and relationships amongst directors inter-se, as stipulated under Clause 49 of Listing Agreement with the Stock Exchanges, is attached as **Annexure "A"** of the notice.

None of the Directors or Key Managerial Personnel of the Company including their relatives are, in any way, concerned or interested, financially or otherwise, in the proposed resolution mentioned at Item No.5, except Mr. Ajay Kaul, CEO cum WTD of the Company.

This Explanatory Statement may also be considered as a disclosure under Clause 49 of the Equity Listing agreement between the Company and the Stock Exchanges.

Your Directors, therefore, recommend the passing of the resolution mentioned at Item No. 5 as Special Resolution.

**ITEM NO. 6 to 9**

The JFL Employees Stock Option Scheme 2011 ("ESOP Scheme 2011") was adopted and approved by the member(s) of the Company pursuant to a special resolution passed

by the member(s) at their meeting held on August 20, 2011. Subsequently, the ESOP Scheme 2011 was amended by the member(s) of the Company pursuant to a special resolution passed by the member(s) at the meeting held on August 8, 2013. The modified ESOP Scheme 2011 was effective from August 8, 2013.

SEBI notified the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014, as amended from time to time repealing the erstwhile Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 ("Guidelines") prescribing that all listed companies having existing schemes to which the Regulations apply are required to comply with the Regulations in their entirety within one year of the coming into effect of the Regulations.

In order to align the ESOP Scheme 2011 with the above, the Compensation Committee and the Board of Directors approved and recommended modification of the ESOP Scheme 2011 through resolution by circulation on June 6, 2015 and June 30, 2015 respectively, subject to the approval of the member(s) of the Company. Hence, the approval of member(s) is hereby sought to modify the provisions of the ESOP Scheme 2011.

The salient features of the proposed modifications in the Scheme as under:

| Clause No. | Existing Provision | Proposed Provision |
|---|---|---|
| | **Definitions** | |
| **Clause 3** | **Not provided** | "Associate Company" shall have the meaning ascribed to it under Section 2(6) of the Companies Act, 2013. |
| | "Committee" shall mean the Compensation Committee of the Board constituted in accordance with SEBI Guidelines and/or Applicable Laws that has been constituted by the Board for administration and superintendence of this Scheme pursuant to Clause 5 of the Scheme. | "Committee" shall mean the **Nomination, Remuneration and** Compensation Committee of the Board constituted in accordance with **the Companies Act**, SEBI Guidelines and/ or Applicable Laws that has been constituted by the Board for administration and/or superintendence of this Scheme pursuant to Clause 5 of the Scheme. |
| | "Corporate Action" shall have meaning as understood under the SEBI Guidelines. | **Deleted** |
| | "Employee" shall mean:<br>a) A permanent employee of the Company who is on the payroll of the Company, working in India or out of India; or<br>b) A Director of the Company including Whole-time Director(s)/ Managing Director(s) of the Company.<br>c) An employee/person as defined in sub-clause (a) or (b) above, of a Subsidiary Company or a Holding Company, in India or out of India. | "Employee" shall mean:<br>a) A permanent employee of the Company who is on the payroll of the Company, working in India or out of India; or<br>b) A Director of the Company including Whole-time Director(s)/ Managing Director(s) of the Company **but does not include independent directors.**<br>c) An employee/person as defined in sub-clause (a) or (b) above, of a Subsidiary Company or a Holding Company, **or an Associate Company** in India or out of India **but does not include a person who is a promoter or belonging to the promoter group; or a director who either by himself or through his relative or any body corporate, directly or indirectly, holds more than 10 per cent of the outstanding equity shares of the Company.** |
| | "Employee Compensation" shall have the same meaning as ascribed to it under the SEBI Guidelines. | **Deleted** |
| | "Fair Value" shall have the same meaning as ascribed to it under the SEBI Guidelines. | **Deleted** |
| | "Grant Date" shall mean the date on which the Options are granted to a Grantee by the Company under the Scheme. | "Grant Date" shall mean the date on which **the Committee approves the Grant of** Options **and the Options** are granted to a Grantee by the Company under the Scheme.. |
| | "Intrinsic Value" shall have the same meaning as ascribed to it under the SEBI Guidelines. | **Deleted** |
| | **Not provided** | "Secondary acquisition" has been defined under the SEBI Guidelines to mean acquisition of existing shares of a company by the trust on the platform of a recognized stock exchange for cash consideration. |
| | "Vesting" shall mean the process by which the Participant is given the right to apply for Shares against the Option granted to him in pursuance of the Scheme. | "Vesting" shall mean the process by which the Participant **becomes entitled to receive the benefit of a grant made to him under** the Scheme. |

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| | **Eligibility** | |
| **Clause 4.1 (b) & (c)** | Director of the Company, whether a whole-time director or not, including the Nominee Director<br><br>Employees/persons as enumerated in sub clauses (a) and (b) above, of a Holding and/or Subsidiary of the Company, in India or outside India | Director of the Company, whether a whole-time director or not, including the Nominee Director **but not an independent director;**<br><br>Employees/persons as enumerated in sub clauses (a) and (b) above, of a Holding and/or Subsidiary**/Associate** of the Company, in India or outside India |
| | **Administration** | |
| **Clause 5.1** | Subject to Applicable Laws, the Scheme shall be administered by the Committee, which may delegate its duties and powers in whole or in part as it determines. The Committee is authorised to interpret the Scheme, to establish, amend and rescind any rules and regulations relating to the Scheme and to make any other determinations that it deems necessary or desirable for the administration and implementation of the Scheme. The Committee may correct any defect, omission or reconcile any inconsistency in the Scheme in the manner and to the extent the Committee deems necessary or desirable. Any decision of the Committee in the interpretation and administration of the Scheme, as described herein, shall lie within its sole and absolute discretion and shall be final, conclusive and binding on all parties concerned (including, but not limited to, Grantee and/ or Participants and their Beneficiaries or successors). The Committee shall in accordance with this Scheme and Applicable Laws, determine the detailed terms and conditions of the Scheme and shall interalia, in its absolute discretion, do the following:<br><br>a) Adopt rules, regulations and policies for implementing the Scheme and amending, altering, modifying or rescinding the same from time to time. All Employees participating in the Scheme shall automatically be bound by such rules, regulations and policies adopted and/or amended by the Committee;<br><br>b) Identify the Employees eligible to participate under the Scheme;<br><br>c) Determine the criteria to Grant Options to the identified Eligible Employees and determine the Grant Date;<br><br>d) Determine the number and timing of Options to be granted to each Grantee and in aggregate, subject to the ceiling specified in Clause 6;<br><br>e) Determine the terms and conditions including price for exercising the Vested Options and lock-in period, if any;<br><br>f) Determine the terms and conditions, not inconsistent with the terms of the Scheme, of any Option granted hereunder;<br><br>g) Approve forms or agreements for use under the Scheme;<br><br>h) Determine the vesting criteria and the vesting schedule with respect to Options granted to the identified Eligible Employees;<br><br>i) Determine whether or not an Option Vested in a Participant should lapse in the event of any Cause in relation to that Participant, as determined by the Committee in its absolute discretion; | Subject to Applicable Laws, the Scheme shall be administered by the Committee, which may delegate its duties and powers in whole or in part as it determines. **In case of Secondary Acquisition of shares or acquisition by way of gift in accordance with applicable laws, the Committee shall delegate the administration of the Scheme to the Trust**. The Committee is authorised to interpret the Scheme, to establish, amend and rescind any rules and regulations relating to the Scheme and to make any other determinations that it deems necessary or desirable for the administration and implementation of the Scheme. The Committee may correct any defect, omission or reconcile any inconsistency in the Scheme in the manner and to the extent the Committee deems necessary or desirable. Any decision of the Committee in the interpretation and administration of the Scheme, as described herein, shall lie within its sole and absolute discretion and shall be final, conclusive and binding on all parties concerned (including, but not limited to, Grantee and/ or Participants and their Beneficiaries or successors). The Committee shall in accordance with this Scheme and Applicable Laws, determine the detailed terms and conditions of the Scheme and shall interalia, in its absolute discretion, do the following:<br><br>a) **Formulate detailed terms and conditions which shall include provisions specified by SEBI in this regard**. Adopt rules, regulations and policies for implementing the Scheme and amending, altering, modifying or rescinding the same from time to time. All Employees participating in the Scheme shall automatically be bound by such rules, regulations and policies adopted and/or amended by the Committee;<br><br>b) Frame suitable policies, procedures and systems to comply with the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and Securities and Exchange Board of India (Prohibition of Fraudulent and Unfair Trade Practices relating to the Securities market) Regulations, 2003 to be followed by the Participants;<br><br>c) Supervise the Trust(s), if any, and resolve any issue that arises in the administration of the Scheme through the Trust(s), if any, and to direct the trustee(s) as and when required for smooth and proper administration of the Scheme, as per the Applicable Laws; and<br><br>d) Perform such other functions and duties as shall be required under the Applicable Laws. |

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| | j) | Determine the procedure for making a fair and reasonable adjustment to the number of Options and to the Exercise Price in case of a corporate action such as rights issues, bonus issues, merger, stock split/consolidation, sale of division, etc, in accordance with the SEBI Guidelines; | |
| | k) | Determine the terms and conditions for the grant, vesting and exercise of Options in case of Employees who are on long leave; | |
| | l) | Determine the procedure for cashless exercise of Options, if required; | |
| | m) | Determine the right of a participant to exercise all the options vested in him at one time or various points in time within the Exercise Period; | |
| | n) | Determine the conditions in which Vested Options or Unvested Options or Options exercised may be withdrawn or reduced; | |
| | o) | Determine the Exercise Period within which the Participant should exercise the Option and that the Option would lapse on the failure to exercise the Option within the Exercise Period; | |
| | p) | Determine the time period within which the Participant shall exercise the vested Options in the event of termination or resignation of the Participant; | |
| | q) | Determine the number of Shares of the Company to be covered by each Option granted under the Scheme; | |
| | r) | Determine the treatment of the Options held by a Participant in case of suspension of services or in case of any inquiry for a Cause in relation to that Participant; | |
| | s) | Arrange to get the Shares issued/transferred under the Scheme, listed on the stock exchanges on which the equity shares of the Company are listed; | |
| | t) | Construe and interpret the terms of the Scheme and the Options granted pursuant to the Scheme; | |
| | u) | Frame suitable policies, procedures and systems to comply with the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992 and Securities and Exchange Board of India (Prohibition of Fraudulent and Unfair Trade Practices relating to the Securities market) Regulations, 2003 to be followed by the Participants; | |
| | v) | Supervise the Trust(s), if any, and resolve any issue that arises in the administration of the Scheme through the Trust(s), if any, and to direct the trustee(s) as and when required for smooth and proper administration of the Scheme, as per the Applicable Laws; and | |
| | w) | Determine the method which the Company shall use to value the Options. | |
| | x) | Formulate various/separate sets of special terms and conditions to apply to specific class or category of Participants separately to the exclusion of others; | |
| | y) | Perform such other functions and duties as shall be required under the Applicable Laws. | |

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| **Allotment/Transfer of Shares** | | |
| **Clause 12.2** | For purpose of allotment/transfer of Shares to Participant, the Trust shall acquire purchase or subscribe to the Shares and thereby, inter-alia, utilize such Shares for the purpose of providing them to the Participants upon Exercise of the Options under the Scheme. For the purpose of acquisition of Shares by the said Trust, the Trust shall be funded by the Company, as the case may be, either through a loan or any other form of financial assistance permissible under Applicable Laws. Further, the Trust may take loan from banks or any other source under Applicable Laws. | For purpose of allotment/transfer of Shares to Participant, the Trust shall acquire **including by way of gift as permitted under Applicable Laws,** purchase or subscribe to the Shares and thereby, inter-alia, utilize such Shares for the purpose of providing them to the Participants upon Exercise of the Options under the Scheme. For the purpose of acquisition of Shares by the said Trust, the Trust shall be funded by the Company, as the case may be, either through a loan or any other form of financial assistance permissible under Applicable Laws. Further, the Trust may take loan from banks or any other source under Applicable Laws. |
| **Deputation/Transfer to a Holding/Subsidiary or Associate Company** | | |
| **Clause 13.7** | **Not provided** | Where a Participant is deputed or transferred to a Holding/ Subsidiary/ Associate Company following the Grant of Options but prior to vesting or exercise, the vesting or exercise shall continue even after such deputation or transfer in accordance with this Scheme. |
| **Method of Option valuation** | | |
| **Clause 19** | To calculate the Employee Compensation cost, the Company shall use the Intrinsic Value method for valuation of the options granted.<br><br>The difference between the Employee Compensation cost computed using the Intrinsic Value of the Options and the Employee Compensation cost that shall have been recognized if it had used the Fair Value of the Options, shall be disclosed in the Directors' Report and also the impact of this difference on profits and on EPS of the Company shall be disclosed in the Directors' Report.<br><br>In case of any modifications in SEBI Guidelines and / other applicable laws, the Company will follow such method as may be applicable from time to time. | **Deleted** |

Except the above, the other key terms and conditions of the Scheme remain unchanged.

The aforesaid modifications in the ESOP Scheme 2011 are not prejudicial to the interest of the eligible employees and option holders covered under the ESOP Scheme 2011. Options granted to the employees of the holding, subsidiaries or associate companies, if any, and to those employees of the holding, subsidiaries or associate companies, if any, who have been transferred/ deputed from the Company shall also be within the overall limit of 25 lacs options. In any financial year the grant of options to such employees shall be less than 1% of the issued capital (excluding outstanding warrants and conversions) of the Company at the time of grant of the options. Further, the beneficiaries of the modification in relation to associate companies are not ascertainable at this stage and shall be decided/ approved by the Compensation Committee, from time to time, in accordance with the terms of the ESOP Scheme 2011 and applicable laws.

The information prescribed by SEBI in its recent circular dated June 16, 2015 to be inserted in the explanatory statement to the notice and resolution proposed to be passed for ESOP scheme(s) in a general meeting was provided in the explanatory statement to the Notice of the 16th Annual General Meeting of the Company dated July 15, 2011 and hence has not been repeated here given that the present resolution is only in relation to modification of the ESOP Scheme 2011 to align it with the ESOP Regulations. The web link to such Notice is **[http://www.jubilantfoodworks.com/wp-content/uploads/2015/07/Notice-2011.pdf.**

The Company shall comply with the disclosures, the accounting policies and other requirements as may be prescribed under the ESOP Regulations and other applicable laws from time to time. The Board of Directors including the Compensation Committee shall have all the powers to take necessary decisions for effective implementation of the ESOP Scheme 2011.

As per the ESOP Regulations, any modification in the employees stock option schemes by the Company requires approval of the members by way of special resolution. Accordingly, approval of the members through special resolution is sought to modify the ESOP Scheme 2011 as set out under Item No. 6

The ESOP Regulations provide that if the scheme involves secondary acquisition or gift or both, then it is mandatory for the Company to implement such scheme through a trust, subject to compliance of conditions stated in the ESOP Regulations. It is intended that the ESOP Trust acquires equity shares of the Company from the secondary market and/or by way of a gift and utilize the same upon exercise of stock options by option holders.

In terms of the ESOP Regulations, employees' welfare schemes can be implemented by way of secondary acquisition. It is proposed that the ESOP Scheme 2011 be implemented by way of secondary acquisition through ESOP Trust.

Therefore, the Board of Directors proposes to acquire equity shares of the Company representing up to two percent (2%) of the paid up equity capital as at the end of previous financial year from the secondary market in every financial year, for the purpose of implementation of the ESOP Scheme 2011 subject to the overall limits of five percent (5%) of the paid-up equity capital of the Company as specified in the ESOP Regulations. As on March 31, 2015, 5% of the paid up equity capital of the Company was 32, 78,490 equity shares of ₹ 10/- each. The above limit shall include within its ambit the expanded capital of the Company where such expansion has taken place on account of corporate action including issue of bonus shares, splits or rights issue. The ESOP Regulations provide that the above limit will not be applicable where shares are allotted to the Trust by way of new issue of shares or gift from the promoters or promoter group or other shareholders

The special resolutions set out at Item Nos. 7& 8 propose to authorize the Board of Directors and Committee to implement the ESOP Scheme 2011 through the Trust and to authorize the Trust to acquire equity shares of the Company from the secondary market in future, if required.

The employees of the holding/subsidiary (ies) of the Company are also covered under the ESOP Scheme 2011. However, the benefits and coverage under the ESOP Scheme 2011 will also be extended to the employees of the associate company (ies) of the Company, as may be decided by the Compensation Committee in future.

As per ESOP Regulations, approval of member(s) by way of a separate Special Resolution is required to be obtained by the Company, if the benefits of the ESOP Scheme 2011 are to be extended to the employees of the subsidiary or holding or associate company.

Accordingly, special resolution at Item No. 9 is proposed to enable the Company to extend the benefits of ESOP Scheme 2011 to employees of the associates company (ies), if desired at a future date.

**General Information**

A copy of the draft amended ESOP Scheme 2011 and Notice of the 16th Annual General Meeting, along with explanatory statement, dated July 15, 2011 would be available for inspection (without any fee by the Member(s)) during business hours (9:00 am to 5:00 pm) on all working days up to September 2, 2015 at the registered office of the Company.

None of the Directors or Key Managerial Personnel of the Company including their relatives are, in any way, concerned or interested, financially or otherwise, in the proposed resolution(s) mentioned at Item No. 6 to Item No. 9, except to the extent of the stock options that have been or may be granted to them under ESOP Scheme 2011.

Your Directors, therefore, recommend the passing of the resolution(s) mentioned at Item No. 6 to Item No. 9 as Special Resolution(s).

By order of the Board of Directors
for **Jubilant FoodWorks Limited**

Sd/-
**(Mona Aggarwal)**
**Company Secretary**
(Membership No. 15374)

**Date:** July 01, 2015
**Place:** Noida

**ANNEXURE "A"**

Details of Directors seeking appointment/re-appointment at the Annual General Meeting of the Company (Pursuant to Cl. 49 of the Listing Agreement with the Stock Exchanges)

| 1) | **Name of the Director** | **Mr. Shyam S. Bhartia** |
|---|---|---|
| | **Date of Birth** | November 9, 1952 |
| | **Date of Appointment** | March 16, 1995 |
| | **Qualification** | Bachelor's degree in commerce from Calcutta University and fellow member of The Institute of Cost and Works Accountants of India (ICWAI). |
| | **Expertise in Specific functional areas** | Pharmaceuticals and specialty Chemicals, Food, Oil and Gas, Aerospace and IT sectors. |
| | **No. of Equity Shares held in the Company as on March 31, 2015** | 1 |
| | **Directorships held in Indian Companies as on March 31, 2015** | Jubilant Life Sciences Limited, Jubilant FoodWorks Limited, Jubilant Generics Limited, Chambal Fertilizers and Chemicals Limited, GeoEnpro Petroleum Limited, Vam Holdings Limited, Jubilant Enpro Pvt. Ltd., Jubilant Capital Pvt. Ltd., B T Telecom (India) Pvt. Ltd., SSP Trustee Company Pvt. Ltd., SPB Trustee Company Pvt. Ltd., SSB Consultants & Management Services Pvt. Ltd., JCPL Consultants & Management Services Pvt. Ltd., SS Trustee Company Pvt. Ltd., SBS Trustee Company Pvt. Ltd., SSBSB Realty Trustee Co Pvt. Ltd., SHS Realty Trustee Co Pvt. Ltd., SBSSB Realty Trustee Co Pvt. Ltd., SBSB Realty Trustee Co. Pvt. Ltd. |

| | | |
|---|---|---|
| | **Chairmanship/Membership of Board Committees* as on March 31, 2015** | Stakeholders Relationship Committee (Member) - Jubilant Life Sciences Limited, Vam Holdings Limited |
| | **Relationship with any other Director inter-se** | Brother of Mr. Hari S. Bhartia |
| **2)** | **Name of the Director** | **Mr. Ajay Kaul** |
| | **Date of Birth** | December 11, 1963 |
| | **Date of Appointment** | March 14, 2005 |
| | **Qualification** | Bachelor's degree in Technology from Indian Institute of Technology, Delhi and a Masters' Degree in Business Administration from XLRI, Jamshedpur. |
| | **Expertise in Specific functional areas** | Financial services, Airlines, Express Distribution and Logistics and Food Retail |
| | **No. of Equity Shares held in the Company as on March 31, 2015** | 1,00,000 |
| | **Directorships held in Indian Companies as on March 31, 2015** | Jubilant FoodWorks Limited, Ashree Infracap Pvt. Ltd. |
| | **Chairmanship/Membership of Board Committees* as on March 31, 2015** | Audit Committee (Member) - Jubilant FoodWorks Limited<br>Stakeholders Relationship Committee (Member) - Jubilant FoodWorks Limited |
| | **Relationship with any other Director inter-se** | None |

*Only two committee's viz. Audit Committee and Stakeholders Relationship Committee of Indian public companies have been considered.

By order of the Board of Directors
for **Jubilant FoodWorks Limited**

Sd/-
**(Mona Aggarwal)**
**Company Secretary**
(Membership No. 15374)

**Date:** July 01, 2015
**Place:** Noida

**Jubilant FoodWorks Limited**

Regd. Office: B – 214, Phase – II, District Gautam Budh Nagar,
Noida – 201 305, U.P., CIN No. : L74899UP1995PLC043677
Phone: +91-120-4090500, Fax: +91-120-4090599
Website: www.jubilantfoodworks.com E-mail: investor@jublfood.com

# Proxy Form MGT-11

**Pursuant to Section 105 (6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014**

**CIN** : L74899UP1995PLC043677

**Name of the Company** : Jubilant FoodWorks Limited

**Registered Office** : B-214, Distt. Gautam Budh Nagar, Phase-II Noida 201 305, U.P. India

Email id : Investor@jublfood.com, Contact@jublfood.com

Webiste : www. jubilantfoodworks.com

Name of member(s) : _____

Registered Address : _____

E-mail ID : _____

Master Folio No. : _____

DP ID* : _____

CLIENT ID* : _____

I/We being the member (s) of _____ shares of the above named Company, hereby appoint:

| S. No. | Name | Address | E-mail ID | Signature | |
|---|---|---|---|---|---|
| 1. | | | | | or failing him |
| 2. | | | | | or failing him |
| 3. | | | | | |

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 20th ANNUAL GENERAL MEETING of the Company, to be held on Thursday, September 3, 2015 at 11:00 a.m. at International Trade Expo Centre, Expo Drive, A-11, Sector – 62, Noida – 201301, U.P. and at any adjournment thereof in respect of such resolutions as are indicated below:

| Resolution No. | Description | Assent | Dissent |
|---|---|---|---|
| **Ordinary Business** | | | |
| 1 | To receive, consider and adopt:<br>a) Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2015 and the Reports of the Board of Directors and Auditors thereon; and<br>b) Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2015 and the Report of the Auditors thereon. | | |
| 2 | To declare dividend on Equity Shares | | |
| 3 | To appoint a Director in place of Mr. Shyam S. Bhartia (DIN 00010484), who retires by rotation and, being eligible, offers himself for re-appointment. | | |
| 4 | To 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 this Annual General Meeting till the conclusion of the next Annual General Meeting at such remuneration as may be fixed by the Board. | | |

| Special Business | | | |
|---|---|---|---|
| 5 | Re-appointment of Mr. Ajay Kaul as Whole time Director | | |
| 6 | Modification of the JFL Employees Stock Option Scheme 2011 | | |
| 7 | Implementation of the ESOP Scheme 2011 through JFL Employees Welfare Trust | | |
| 8 | Authorization to the ESOP Trust for Secondary Acquisition | | |
| 9 | Grant of stock options to the employees of holding, subsidiary and/or associate company(ies) under the ESOP Scheme 2011 | | |

Signed this _____ day of _____2015

Affix
15 Paisa
Revenue
Stamp

Signature of Shareholder _____ Signature of Proxy _____

**Note:** This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

*Applicable for members holding shares in electronic form.

**Jubilant FoodWorks Limited**

Regd. Office: B – 214, Phase – II, District Gautam Budh Nagar,
Noida – 201 305, U.P., CIN No. : L74899UP1995PLC043677
Phone: +91-120-4090500, Fax: +91-120-4090599
Website: www.jubilantfoodworks.com E-mail: investor@jublfood.com

# ATTENDANCE SLIP

**Member(s) or his/ her/ their proxy(ies) are requested to present this form for admission, duly signed in accordance with his/her/their specimen signature(s) registered with the Company**

| DP ID* | | | | | | | | | |
|---|---|---|---|---|---|---|---|---|---|
| Client ID* | | | | | | | | | |

| Master Folio No. | |
|---|---|
| No. of Shares | |

NAME AND ADDRESS OF THE MEMBER _____

_____

_____

I hereby record my presence at the 20th ANNUAL GENERAL MEETING of Jubilant FoodWorks Limited held on Thursday, September 3, 2015 at 11.00 AM at International Trade Expo Centre, Expo Drive, A-11, Sector – 62, Noida 201301 (Uttar Pradesh), or any adjournment thereof.

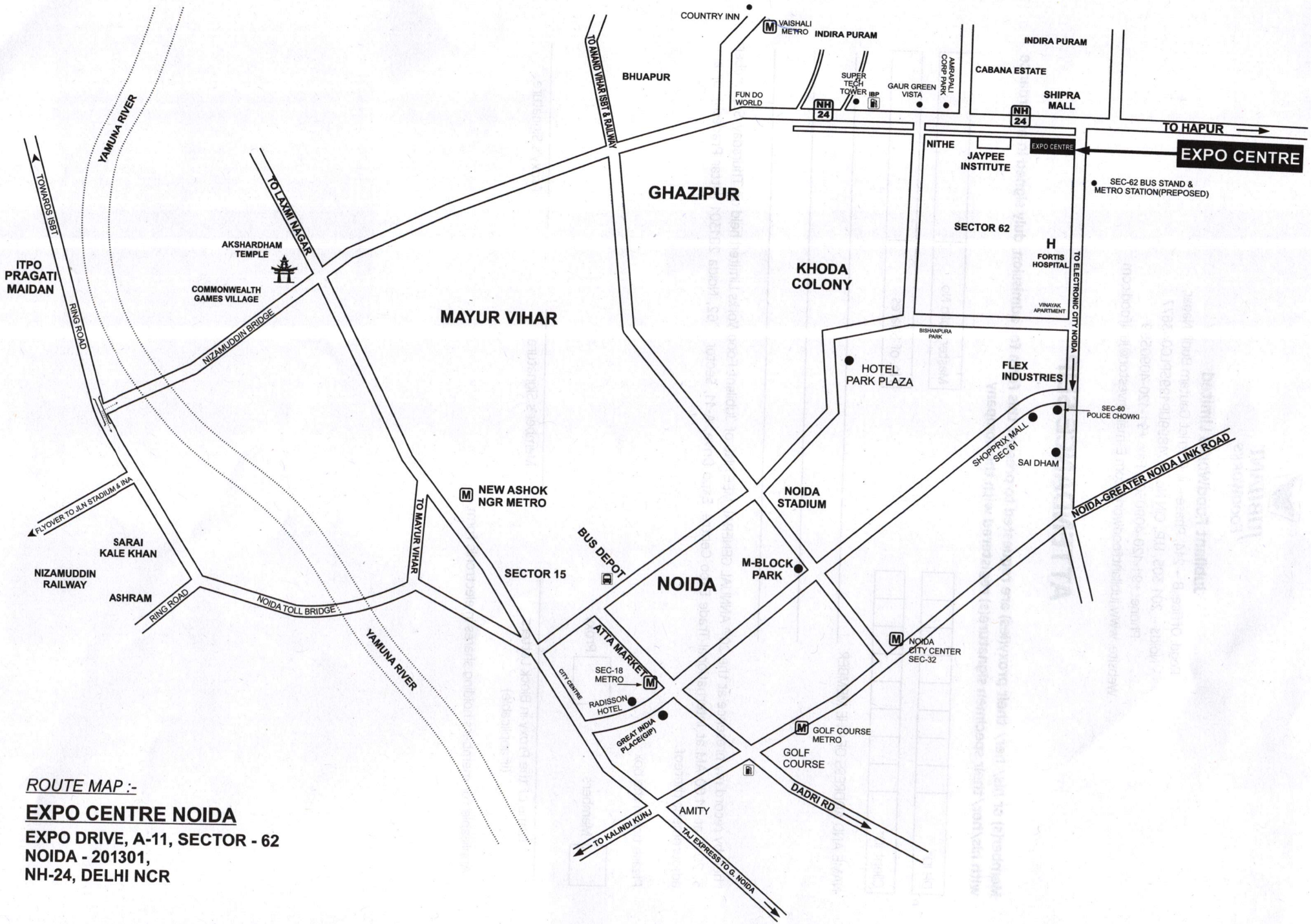
Please tick in the box

☐ Members ☐ Proxy

_____ _____ _____

Name of the Proxy in Block Letters (if applicable) | Member's Signature | Proxy's Signature

* Applicable for members holding shares in electronic form.




*ROUTE MAP :-*

## EXPO CENTRE NOIDA

**EXPO DRIVE, A-11, SECTOR - 62**
**NOIDA - 201301,**
**NH-24, DELHI NCR**