



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 Nineteenth (19th) Annual General Meeting ('meeting') of the members of JUBILANT FOODWORKS LIMITED ('Company') will be held on Wednesday, September 3, 2014 at 11.00 a.m. at 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 the Audited Financial Statements of the Company for the year ended March 31, 2014 including Balance Sheet as at March 31, 2014 and Statement of Profit and Loss for the year ended on that date and the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Hari S. Bhartia (DIN 00010499), who retires by rotation and, being eligible, offers himself for re-appointment.
3. 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

4 Appointment of Ms. Ramni Nirula as an Independent Director of the Company

To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 (Act) and the Rules framed thereunder read with Schedule IV of the Act, (including any statutory modification(s) or re-enactment thereof) and other applicable law, if any, Ms. Ramni Nirula (DIN 00015330), who was appointed as a Director liable to retire by rotation, pursuant to the provisions of the Companies Act, 1956, be and is hereby appointed as an Independent Director of the Company with effect from September 3, 2014 upto March 31, 2019 and shall not be liable to retire by rotation."

5 Appointment of Mr. Arun Seth as an Independent Director of the Company

To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 (Act) and the Rules framed thereunder read with Schedule IV of the Act, (including any statutory modification(s) or re-enactment thereof) and other applicable law, if any, Mr. Arun Seth (DIN 00204434), who was appointed as a Director liable to retire by rotation, pursuant to the provisions of the Companies Act, 1956, be and is hereby appointed as an Independent Director of the Company with effect from September 3, 2014 upto March 31, 2019 and shall not be liable to retire by rotation."

6 Appointment of Mr. Vishal Kirti Keshav Marwaha as an Independent Director of the Company

To consider and, if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 (Act) and the Rules framed thereunder read with Schedule IV of the Act, (including any statutory modification(s) or re-enactment thereof) and other applicable law, if any, Mr. Vishal Kirti Keshav Marwaha (DIN 00164204), who was appointed as a Director liable to retire by rotation, pursuant to the provisions of the Companies Act, 1956, be and is hereby appointed as an Independent Director of the Company with effect from September 3, 2014 upto March 31, 2019 and shall not be liable to retire by rotation."

7 Appointment of Mr. Phiroz Adi Vandrevale as an Independent Director of the Company

To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 (Act) and the Rules framed thereunder read with Schedule IV of the Act, (including any statutory modification(s) or re-enactment thereof) and other applicable law, if any, Mr. Phiroz Adi Vandrevale (DIN 01778976), who was appointed as a Director liable

to retire by rotation, pursuant to the provisions of the Companies Act, 1956, be and is hereby appointed as an Independent Director of the Company with effect from September 3, 2014 upto March 31, 2019 and shall not be liable to retire by rotation."

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

Sd/-

Date: June 2, 2014

(Mona Aggarwal)

Place: Noida

Company Secretary

NOTES:

- 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 members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent 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 shareholder.
- 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.
- Members/Proxies/Authorized Representatives are requested to bring the enclosed attendance slip duly filled in and signed for attending the meeting. Members 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.
- Corporate Members 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.
- Members 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. Members holding shares in dematerialized form are requested to notify their respective Depository Participant of any change in their addresses.
- Pursuant to Section 72 of the Act, 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. Shareholders 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.

- 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 Agreements entered into with the Stock Exchanges are also annexed.
- The Register of Members and Share Transfer Books of the Company shall remain closed from Saturday, August 23, 2014 to Wednesday, September 3, 2014 (both days inclusive).
- In case of joint holders, only such joint holder who is named first in the order of names will be entitled to vote.
- Certificates from Auditors of the Company certifying that the 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.
- All documents referred to in the Notice 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.
- To support the 'Green Initiative', the Members are requested to register/update their e-mail addresses with the Company or Company's RTA or depository participant.
- The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members 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.
- Notice is being sent to all the members of the Company whose names appear in the Register of Members / Record of Depositories as on Friday, August 1, 2014 ("Cut-off date" or "Record date"). Voting rights shall be reckoned on the paid up value of the shares registered in the name of the members of the Company as on Cut-off date / Record date i.e. August 1, 2014.
- Notice of the Meeting and the Annual Report for FY 2013-14 of the Company is being sent by electronic mode to those members whose e-mail IDs are registered with the Company/Depository Participant(s) unless any member has requested for physical copy of the same. For members who have not registered their e-mail IDs, physical copy of the Notice of the Meeting and the Annual Report for FY 2013-14 is being sent in the permitted mode.
- Members may also note that the Notice of the Meeting and the Annual Report for FY 2013-14 will also be available on the Company's website www.jubilantfoodworks.com for their download.

17. Voting through electronic means

In compliance with provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and clause 35B of Listing Agreement with Stock Exchanges, the Company is pleased to provide members facility to exercise their right to vote at the meeting by electronic means and the business may be transacted through e-Voting Services provided by Central Depository Service Limited (CDSL):

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 EVSN of 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 (in Capital) (Applicable for both demat shareholders as well as physical shareholders) - 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 last 8 digits of the demat account/folio number in the PAN field. - In case the folio 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 folio number 100 then enter RA00000100 in the PAN field.
DOB#	Enter the Date of Birth (DOB) as recorded in your demat account or in the Bank 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 Bank records for the said demat account or folio. # Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository participant or company, please enter the number of shares held by you as on the cut off date i.e. August 1, 2014 in the Dividend Bank details field .
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- (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, members 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 to be also 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 Members 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 Resolutions.
- (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 submit 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) The e-voting period commences on Thursday, August 28, 2014 (12.00 am IST) and ends on Saturday, August 30, 2014 (11.59 pm IST). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date/record date i.e. August 1, 2014 may cast their vote electronically. The voting rights of shareholders shall be in proportion to their shares in the paid up equity share capital of the Company as on the cut-off date/record date.

(xvii) In case you have any queries or issues regarding e-voting, please contact helpdesk.evoting@cdslindia.com.

(xviii) Dr. S. Chandrasekaran, Practicing Company Secretary, (Membership No. FCS 1644) has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

(xix) The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the e-voting period unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, and forthwith to the Chairman of the Company.

(xx) In the event of poll, please note that the members who have exercised their right to vote through electronic means as above shall not be eligible to vote by way of poll at the meeting. The poll process shall be conducted and report thereon shall be prepared in accordance with Section 109 of the Act read with relevant rules. In such an event, votes cast under Poll taken together with the votes cast through e-Voting shall be counted for the purpose of passing of resolution(s). No voting by show of hands will be allowed at the Meeting.

(xxi) Subject to receipt of sufficient votes, the resolution(s) shall be deemed to be passed at the 19th Meeting of the company scheduled to be held on Wednesday, September 3, 2014. The Results shall be declared on or after the meeting. The Results declared alongwith the Scrutinizer's Report shall be placed on the Company's website www.jubilantfoodworks.com and on the website

of CDSL within two (2) days of passing of the resolutions at the meeting and communicated to Stock Exchanges.

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

ITEM NO. 4, 5, 6 & 7

In compliance of the provisions of Clause 49 of the Listing Agreement entered into with the Stock Exchanges, the Company had appointed Ms. Ramni Nirula, Mr. Arun Seth, Mr. Vishal Kirti Keshav Marwaha and Mr. Phiroz Adi Vandrevale as Independent Directors at various times, liable to retire by rotation.

Now, pursuant to Section 149 and any other applicable provisions, if any, of the Act and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof), read with Schedule IV of the Act, the Company is required to have atleast one third of the total number of Directors as Independent Directors, not liable to retire by rotation.

The company has received written notice from a member alongwith the deposit of requisite amount under Section 160 of the Act proposing candidatures of each of Ms. Ramni Nirula, Mr. Arun Seth, Mr. Vishal Kirti Keshav Marwaha and Mr. Phiroz Adi Vandrevale for the office of Directors of the company. The Company has also received declaration under Section 149 read with Schedule IV of the Act from these Directors that they meet the criteria of independence.

The Board considers that continued association of these Directors would be of immense benefit to the Company and it is desirable to continue to avail their services. In the opinion of the Board, Ms. Ramni Nirula, Mr. Arun Seth, Mr. Vishal Kirti Keshav Marwaha and Mr. Phiroz Adi Vandrevale, fulfills the conditions specified in the Act and rules made thereunder to act as Independent Directors of the Company.

Further, the terms and conditions of appointment of the above Directors shall be open for inspection by the members at the Registered Office of the Company during business hours (9.00 am to 5.00 pm) on all working days, and also available on the website of the Company www.jubilantfoodworks.com.

In compliance with the provisions of Section 149 and Schedule IV of the Act read with the Rules made thereunder, the Board recommends the resolutions in relation to the appointments of Ms. Ramni Nirula, Mr. Arun Seth, Mr. Vishal Kirti Keshav Marwaha and Mr. Phiroz Adi Vandrevale as Independent Directors effective from September 3, 2014 upto March 31, 2019, not liable to retire by rotation, for approval of members of the Company by way of Ordinary Resolutions.

Ms. Ramni Nirula, Mr. Arun Seth, Mr. Vishal Kirti Keshav Marwaha and Mr. Phiroz Adi Vandrevale may be deemed to be concerned or interested in the resolutions relating to their own appointments. None of the other Directors, Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in these resolutions.



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

Particulars	Hari S. Bhartia	Ramni Nirula	Arun Seth	Vishal Kirti Keshav Marwaha	Phiroz Adi Vandrevalla
Date of Birth	12-12-1956	27-05-1952	19-11-1951	26-11-1963	08-12-1953
Date of Appointment	16-03-1995	05-10-2009	05-10-2009	05-10-2009	10-05-2010
Qualification	Bachelor's degree in chemical engineering, IIT Delhi	- Bachelor's degree in Economics, University of Delhi - MBA, University of Delhi	B. Tech, IIT, Kanpur - MBA, IIM, Kolkata	- Chartered Accountant - B.Com(H), University of Delhi	Chartered Accountant
Expertise in Specific functional areas	Pharmaceuticals, Life Sciences & Healthcare, Oil & Gas (Exploration & Production), Agri& Performance Polymers, Food & Retail and Consulting Services in Aerospace and Oilfield Services	Banking and Finance industry	IT and telecommunications industry	Private equity and investment banking	Wide experience in the software industry
No. of Equity Shares held in the Company as on March 31, 2014	1	3,000	Nil	Nil	Nil
Directorships held in Indian Public Companies as on March 31, 2014	- Jubilant Life Sciences Ltd. - Jubilant FoodWorks Ltd. - Jubilant Industries Ltd. - TV18 Broadcast Ltd. - Shriram Pistons & Rings Ltd. - Network 18 Media & Investments Ltd. - Export Credit Guarantee Corporation of India Ltd. - Jubilant Generics Ltd - Geoenpro Petroleum Ltd.	- Jubilant FoodWorks Ltd. - Usha Martin Ltd. - P.I. Industries Ltd. - McLeod Russel India Ltd. - Avantha Power & Infrastructure Ltd. - Sona Koyo Steering System Ltd. - Avantha Ergo Insurance Company Ltd. - Eveready Industries India Ltd.	- Alcatel - Lucent India Ltd. - Centum Learning Ltd. - Centum Workskills India Ltd. - Jubilant FoodWorks Ltd. - Samtel Avionics Ltd. - Usha Breco Ltd.	- Jubilant FoodWorks Ltd. - Tata Consultancy Services Ltd. - Punj Lloyd Ltd.	
Chairmanship/ Membership of Committees as on March 31, 2014	Audit Committee (Member) - TV 18 Broadcast Ltd. - Network 18 Media & Investments Ltd.	Audit Committee (Member) - Jubilant FoodWorks Ltd. - Usha Martin Ltd. - Avantha Power & Infrastructure Ltd. - Sona Koyo Steering System Ltd. - Eveready Industries India Ltd. Audit Committee (Chairperson) - Avantha Ergo Insurance Company Ltd. Stakeholders Relationship Committee (Chairperson) - Jubilant FoodWorks Ltd. - P.I Industries Ltd.	Audit Committee (Member) - Jubilant FoodWorks Ltd. Stakeholders Relationship Committee (Member) - Jubilant FoodWorks Ltd.	Audit Committee (Member) Punj Lloyd Ltd.	
Relationship with any other Director inter-se	Brother of Mr. Shyam S. Bhartia	None	None	None	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

Date: June 2, 2014
Place: Noida