



JUBILANT FOODWORKS LIMITED

CIN: L74899UP1995PLC043677

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

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RESULT OF THE POSTAL BALLOT

Pursuant to Section 110 and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 22 of Companies (Management and Administration) Rules, 2014 made thereunder (including any statutory modification or re-enactment thereof for the time being in force), the approval of the shareholders by way of Special Resolution was sought by Postal Ballot including electronic means ("E-Voting") on the following Special Resolution as set out in the Postal Ballot Notice (" the Notice"):

Resolution 1: Authorization for creating security on Company's Assets/Undertakings

The last date for casting vote through E-voting & receipt of duly completed postal ballot forms from shareholders was December 14, 2014.

After due scrutiny of all the Postal Ballot forms received and votes cast through E-voting, Dr. S. Chandrasekaran, Practicing Company Secretary, the Scrutinizer submitted his report dated December 17, 2014. The Postal Ballot Result was announced by Ms. Mona Aggarwal, Company Secretary, as per the Scrutinizer's Report at the Registered Office of the Company.

The summary of result is as follows:

Resolution 1: Authorisation for creating security on Company's Assets/Undertakings		
Particulars	No. of Votes (No. of Shares)	% of the votes cast
Total Postal Ballot Forms received/E-votes cast	48,638,961	100
Less: No. of Invalid Postal Ballot Forms/ E-votes	16,839	0.03
Less: No. of Votes not Polled	270,811	0.56
Net valid no. of votes cast through postal ballot forms/E-votes	48,351,311	99.41
Total no. of votes cast in favour of Special Resolution	48,351,215	99.41
Total no. of votes cast against the Special Resolution	96	0.00



The Special Resolution as reproduced below, has been declared passed with requisite majority through the Postal Ballot process:

“RESOLVED THAT, in supersession of the ordinary resolution passed at the Extraordinary General Meeting held on June 12, 2009, pursuant to Section 293(1)(a) of the Companies Act, 1956, and pursuant to the provision of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 and Rules made thereunder (including any statutory modification(s) or re-enactment thereof), and subject to such approvals, consents, sanctions and permissions, as may be necessary, consent of the Company be and is hereby accorded, to the Board of Directors, (hereinafter referred to as “the Board” which term shall be deemed to include Committee thereof) for creation of mortgages, charges, hypothecations or other encumbrances, if any, in addition to the existing mortgages, charges and hypothecations created by the Company, on movable and immovable assets of the Company, both present and future, in such manner as the Board may deem fit, in favour of any Financial Institutions, Investment Institutions, Banks, Non - Banking Financial Companies, Trusts and other Bodies Corporate including any individual(s) or person(s) and/or any other category of lender (hereinafter referred to as the “lending agents”) for securing the borrowings or fund/ non-fund based facilities including rupee/foreign currency loan(s), bond(s), debenture(s), advance(s) or other Financial assistance(s) availed by the Company including all other monies payable in relation thereto, in any currency, in one or more tranches, provided that the total amount secured by the Company, shall not exceed an amount of Rs. 500,00,00,000/- (Rupees Five Hundred Crores Only), outstanding at any one point of time.

RESOLVED FURTHER THAT, the Board be and is hereby authorized to negotiate, finalise and settle with the lending agents the terms and condition of such security including ranking thereof and to do all such acts, deeds, matters and things, to execute all such documents, letters, papers, undertakings and such other agreements including amendments thereto, from time to time, as may be deemed necessary or incidental to give effect to above resolution.”

For Jubilant FoodWorks Limited

Sd/-

(Mona Aggarwal)
Company Secretary cum Compliance Officer

SCRUTINIZER'S REPORT

**The Chairman
Jubilant FoodWorks Limited
B - 214, Phase - II
Noida, Uttar Pradesh
India 201305**

Dear Sir,

1. The Board of Directors of the Company at its meeting held on 30th October 2014 appointed me as a Scrutinizer for conducting the postal ballot voting process in a fair & transparent manner.
2. The Company completed the dispatch of Postal Ballot Notice to its Members on 14th November 2014 through registered Post and e-mail of the respective shareholders registered with the Company.
3. The Company published an advertisement regarding completion of dispatch of Postal Ballot Notice in Mint (English) and Rashtriya Sahara (Hindi) on 15th November 2014.
4. Particulars of all the Postal Ballot forms and e-voting received from the shareholders have been entered in the Register maintained separately for the purpose. The Register is annexed.
5. The Postal Ballot forms were kept under my safe custody.
6. The Postal Ballot forms were duly opened in the presence of Mr. Rupesh Agarwal.
7. All Postal Ballot forms and e-voting received up to the close of working hours on 14th December 2014, (6:00 P.M.) the last date and time fixed by the company for receipt of the forms and e voting were considered for my scrutiny.
8. The shareholders exercised their voting either by electronic or physical mode. Shareholders opting for e-voting facility, casted their votes, via CDSL on the designated web site www.evotingindia.com. There was no shareholder who opted for both the facilities.
9. Envelopes containing postal ballot forms received after the close of working hours on 14th day of December 2014, if any, were not considered for my scrutiny.
10. I did not find any defaced or mutilated ballot paper.



11. The following resolution was recommended as a Special Resolution and marked as Agenda Item No. 1 as per the Postal Ballot Notice dated 31st October 2014.

AUTHORISATION FOR CREATING SECURITY ON COMPANY'S ASSETS/ UNDERTAKING.

"RESOLVED THAT, in supersession of the ordinary resolution passed at the Extraordinary General Meeting held on June 12, 2009, pursuant to Section 293(1)(a) of the Companies Act, 1956, and pursuant to the provision of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 and Rules made thereunder (including any statutory modification(s) or re-enactment thereof), and subject to such approvals, consents, sanctions and permissions, as may be necessary, consent of the Company be and is hereby accorded, to the Board of Directors, (hereinafter referred to as "the Board" which term shall be deemed to include Committee thereof) for creation of mortgages, charges, hypothecations or other encumbrances, if any, in addition to the existing mortgages, charges and hypothecations created by the Company, on movable and immovable assets of the Company, both present and future, in such manner as the Board may deem fit, in favour of any Financial Institutions, Investment Institutions, Banks, Non- Banking Financial Companies, Trusts and other Bodies Corporate including any individual(s) or person(s) and/or any other category of lender (hereinafter referred to as the "lending agents") for securing the borrowings or fund/ non-fund based facilities including rupee/foreign currency loan(s), bond(s), debenture(s), advance(s) or other Financial assistance(s) availed by the Company including all other monies payable in relation thereto, in any currency, in one or more tranches, provided that the total amount secured by the Company, shall not exceed an amount of Rs. 500,00,00,000/- (Rupees Five Hundred Crores Only), outstanding at any one point of time.

RESOLVED FURTHER THAT, the Board be and is hereby authorized to negotiate, finalise and settle with the lending agents the terms and condition of such security including ranking thereof and to do all such acts, deeds, matters and things, to execute all such documents, letters, papers, undertakings and such other agreements including amendments thereto, from time to time, as may be deemed necessary or incidental to give effect to above resolution."




A summary of postal ballot forms received is given below:

Particulars	No. of Shares (Through Postal Ballot Forms)	Percent age %	No. of Shares (Through E- Voting)	Percenta ge %	Total No. of shares	Percent age %
Total number of votes received	32,039,789	65.87	16,599,172	34.13	48,638,961	100.00
Less: No. of Invalid Votes Cast	16,839	0.03	0.00	0.00	16,839	0.03
Less: No. of Votes not Polled	0.00	0.00	270,811	0.56	270,811	0.56
Net valid number of votes cast	32,022,950	65.84	16,328,361	33.57	48,351,311	99.41
Total number of votes which have been cast in favour of the Resolution	32,022,950	65.84	16,328,265	33.57	48,351,215	99.41
Total number of votes which have been cast against the Resolution	0.00	0.00	96	0.00	96	0.00

Date:17th December 2014

Dr. S. Chandrasekaran



Handwritten signature