



Jubilant FoodWorks Limited

Regd. Office: Plot 1A, Sector 16A, Noida – 201 301, U.P.

CIN No. : L74899UP1995PLC043677

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NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the Twenty-first (**21st**) Annual General Meeting ("**Meeting**") of the member(s) of **JUBILANT FOODWORKS LIMITED ("Company")** will be held on Thursday, September 01, 2016 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

- To receive, consider and adopt:
 - Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2016 and the Reports of the Board of Directors and Auditors thereon; and
 - Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2016 and the Report of the Auditors thereon
- To declare dividend on Equity Shares
- 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.
- To appoint M/s S.R. Batliboi & Co. LLP, Chartered Accountants (ICAI Registration No. 301003E/E300005), 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 & fix their remuneration.

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

Sd/-

Date: May 28, 2016

Place: Noida

Mona Aggarwal
Company Secretary

NOTES:

- A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL 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.
- 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.
- 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.
- 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.
- 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.
- In case of joint holders, only such joint holder who is named first in the order of names will be entitled to vote.
- The route map showing directions to reach the venue of the twenty-first Meeting is enclosed.
- The relevant details of Directors proposed to be appointed/reappointed, as required under Reg. 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and Secretarial Standards-2 on General Meetings are also annexed as **Annexure-A**.
- The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, will be available for inspection by the members at the Meeting. The Register of Contracts or Agreements in which the directors are interested, maintained under Section 189 of the Companies Act, 2013, will be available for inspection by the members at the Meeting.
- Members desirous of seeking any information relating to the Accounts of the Company may write to the Company at 5th Floor, Tower D, Logix Techno Park, Plot No. 5, Sector 127, Noida - 201304 for the attention of Company Secretary, at least seven days in advance of the Meeting so that requisite information can be made available at the Meeting.
- The Register of Members and Share Transfer Books of the Company shall remain closed from Friday, August 26, 2016 to Thursday, September 01, 2016 (both days inclusive).
- The dividend, as recommended by the Board of Directors of the Company (₹ 2.50/- per equity share of ₹ 10/- each for FY 2016), if declared at the meeting, will be paid on or before Friday, September 30, 2016 to those member(s) or their mandates:-

- a. whose names appear as Beneficial Owners at the end of business hours on Thursday, August 25, 2016 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 25, 2016.
13. 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.
 14. 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.
 15. 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.
 16. 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 (Share Based Employee Benefits) Regulations, 2014, will be placed at the meeting.
 17. 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 (11.00 am to 1.00 pm) on all working days, upto the date of the meeting.
 18. 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 25, 2016. 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 25, 2016 only shall be entitled to avail the facility of remote e-voting / Poll.
 19. **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.**
 20. Notice of the Meeting and the Annual Report for FY 2015-16 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 2015-16 are being sent in the permitted mode.
 21. Member(s) may also note that the Notice of the Meeting and the Annual Report for FY 2015-16 will also be available on the Company's website www.jubilantfoodworks.com for download.
 22. **Voting through electronic means**
 - i. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Reg. 44 of the Listing Regulations, the Company is pleased to provide facility to the members to exercise their right to vote on resolutions proposed to be considered at the Meeting by electronic means and the items of business given in the Notice of Meeting may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the Meeting ("remote e-voting") will be provided by Central Depository Services 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 may participate in the meeting even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the meeting.
 - iii. The members who have cast their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.
 - iv. The remote e-voting period commences at 09.00 a.m. on Monday, 29th August, 2016 and ends at 5:00 p.m. on Wednesday, 31st August, 2016. During this period, member(s) of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of Thursday, 25th August, 2016, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
 - v. **The process and manner for remote e-voting 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, 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	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent separately to you in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> • If both 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) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Please follow the instructions as prompted by the mobile app while voting through your mobile phone.
- (xvi) 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.
- (xvii) 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.
- (xviii) 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 25, 2016, may follow the same procedure as mentioned above for remote e-voting.
- (xix) The Company has appointed Mr. Rupesh Agarwal, Partner, M/s. Chandrasekaran Associates, Practicing

Company Secretaries (Membership No. ACS 16302) failing him Mr. Shashikant Tiwari, Partner, M/s. Chandrasekaran Associates, Practicing Company Secretaries (Membership No. ACS 28994) as the Scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner.

- (xx) The Chairman shall, at the meeting, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of Polling Paper for all those members who are present at the meeting but have not cast their votes by availing the remote-voting facility.
- (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 alongwith the consolidated scrutinizer's report shall be placed on the website of the Company www.jubilantfoodworks.com and on the website of CDSL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the Stock Exchanges.

- (xxiii) Subject to receipt of sufficient votes, the resolution(s) shall be deemed to be passed at the 21st Meeting of the Company scheduled to be held on September 01, 2016.

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

Sd/-

Mona Aggarwal
Company Secretary

Date: May 28, 2016
Place: Noida

Annexure "A"

Details of Directors seeking appointment/re-appointment at the Annual General Meeting of the Company (Pursuant to Reg. 36 of the Listing Regulations and Secretarial Standards-2 on General Meetings)

Name of the Director	Mr. Hari S. Bhartia
Date of Birth	December 12, 1956 (59 years)
Date of Appointment	March 16, 1995
Qualification	Bachelor's degree in Chemical Engineering, IIT Delhi.
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
No. of Equity Shares held in the Company as on March 31, 2016	1
Terms & conditions of reappointment	As per Company's Appointment and Remuneration Policy
Remuneration last drawn during FY 2015-16	₹ 345,000/- (being sitting fee paid for attending Board/Committee meetings)
No. of meetings of Board attended during the year	4 Board meetings attended during the year held on May 14, 2015, August 13, 2015, November 5, 2015 and February 11, 2016
Directorships held in other Companies as on March 31, 2016	Jubilant Life Sciences Ltd., Jubilant Industries Ltd., Shriram Piston & Rings Ltd., Jubilant Generics Ltd., GeoEnpro Petroleum Ltd., Jubilant Bhartia Foundation, Jubilant Pharma Ltd. Singapore, Jaytee Pvt. Ltd., Jubilant Securities Pvt. Ltd., BT Telecom India Pvt. Ltd., HSB Trustee Company Pvt. Ltd., HKB Trustee Company Pvt. Ltd., HS Trustee Company Pvt. Ltd., KHB Trustee Company Pvt. Ltd., Jubilant Enpro Pvt. Ltd., HSB Corporate Consultants Pvt. Ltd., KB Trustee Company Pvt. Ltd. and Jubilant Offshore Pvt. Ltd.
Relationship with any other Director inter-se and KMPs of the Company	Brother of Mr. Shyam S. Bhartia (Chairman & Director)

Details of his Chairmanship/Membership of Committees of Indian Public Companies as on March 31, 2016 is as under:-

Sr. No.	Name of Company	Name of Committee	Chairman/Member
1	Jubilant Life Sciences Ltd.	Sustainability & CSR Committee	Member
		Finance Committee	Member
		Capital Issue Committee	Member
		Fund Raising Committee	Member
2	Jubilant Industries Ltd.	Finance Committee	Chairman
		Sustainability & CSR Committee	Chairman
		Restructuring Committee	Chairman

Sr. No.	Name of Company	Name of Committee	Chairman/Member
3	Jubilant Generics Ltd.	Allotment Committee	Chairman
		Finance Committee	Chairman
		Nomination & Remuneration Committee	Member

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

Sd/-

Mona Aggarwal
Company Secretary

Date: May 28, 2016
Place: Noida