

JFL/NSE-BSE/2017-18/157

March 6, 2018

The Manager  
Department of Corporate Services  
**BSE Ltd.**  
25<sup>th</sup> Floor, P.J Towers,  
Dalal Street, Mumbai-400001

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

**Scrip Code: 533155**

**Symbol: JUBLFOOD**

**Sub: Joint Venture Agreement**

Dear Sir/Madam,

In terms of Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 ("**Listing Regulations**"), we wish to inform that Jubilant FoodWorks Ltd. ("**JFL**") has entered into a share subscription and shareholders' agreement ("**Agreement**") for a joint venture with Golden Harvest QSR Limited ("**Golden Harvest**"), which is a part of Golden Harvest Group of Bangladesh, for operating Domino's Pizza restaurants in Bangladesh. The Agreement was signed between the parties on March 6, 2018. For the purpose of this joint venture, the joint venture entity has been identified as Jubilant Golden Harvest Ltd. which is a recently incorporated private limited company in Bangladesh ("**JV Company**"). Post investment, JFL and Golden Harvest shall own 51% (fifty one per cent) and 49% (forty nine per cent) respectively of the total shareholding of the JV Company.

**Disclosure under Regulation 30 of Listing Regulation is as under:**

Name(s) of parties with whom the Agreement is entered	Jubilant FoodWorks Limited; Golden Harvest QSR Limited and Jubilant Golden Harvest Limited (i.e. the JV Company).
Purpose of entering into the Agreement	<p>The Parties have entered into the Agreement to <i>inter-alia</i>:</p> <p>(a) prescribe the terms for investment in the JV Company; and</p> <p>(b) provide for the terms of the <i>inter-se</i> shareholder arrangements relating to governance, operational matters etc. with respect to the JV Company.</p>

**A Jubilant Bhartia Company**

**Jubilant FoodWorks Limited**

Corporate Office:  
5th Floor, Tower-D, Plot No. 5,  
Logix Techno Park, Sector-127,  
Noida - 201 304, U.P., India  
Tel : +91 120 4090500  
Fax: +91 120 4090599

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Registered Office:  
Plot No. 1A, Sector 16-A,  
Noida - 201 301, U.P., India  
Tel : +91 120 4090500  
Fax: +91 120 4090599  
CIN No.: L74899UP1995PLC043677  
Email: contact@jublfood.com

Shareholding, if any, in the entity with whom the Agreement is executed	As on the date of execution of the Agreement, JFL does not own any shares in either the JV Company or Golden Harvest. Subsequent to investment in the JV Company, JFL will own 51% (fifty one per cent) of the total share capital of the JV Company.
Significant terms of the Agreement (in brief) special rights like right to appoint directors, first right to share subscription in case of issuance of shares, right to restrict any change in capital structure etc.	<p>Some of the terms of the Agreement are as follows:</p> <p>(a) JFL shall have the right to nominate majority directors on the Board (i.e. 3 out of 5).</p> <p>(b) Subject to customary lock-in requirements, third-party transfers of shares by either Shareholder are subject to right of first refusal in favour of the non-transferring shareholder ("ROFR"). Third party transfers are further subject to Drag Rights in favour of JFL.</p> <p>(c) The Agreement <i>inter-alia</i> also provides for certain rights in the nature of information rights and the like as customary in similar transactions.</p> <p>(d) Either party has the right to assign its rights, including the right to invest to its subsidiary/ affiliate.</p>
Whether, the said parties are related to promoter/promoter group/ group Companies in any manner. If yes, nature of relationship	No.
Whether the transaction would fall within related party transactions? If yes, whether the same is done at "arm's length"	No.
In case of issuance of shares to the parties, details of issue price, class of shares issued	JFL will subscribe to 51,00,000 (fifty one lakh) ordinary equity shares at a par value of BDT 10 (Bangladesh Taka ten) each.

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	Similarly, Golden Harvest will subscribe to 48,50,000 (forty eight lakh fifty thousand) ordinary equity shares at a par value of BDT 10 (Bangladesh Taka ten) each which will be in addition to the 50,000 (fifty thousand) ordinary equity shares already held by the Golden Harvest group prior to the subscription date.
Any other disclosures related to such agreements, viz., details of nominee on the board of directors of the listed entity, potential conflict of interest arising out of such agreements, etc.	None.
In case of termination or amendment of agreement, listed entity shall disclose additional details to the stock exchange(s): a) name of parties to the agreement; b) nature of the agreement; c) date of execution of the agreement; d) details of amendment and impact thereof or reasons of termination and impact thereof.	Not Applicable.

This is for your information and records.

Thanking you,  
For **Jubilant FoodWorks Limited**

**Mona Aggarwal**  
**Company Secretary cum Compliance Officer**  
Investor E-mail Id: [investor@jublfood.com](mailto:investor@jublfood.com)

