



Jubilant FoodWorks Limited

CIN No. : L74899UP1995PLC043677

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

Phone: +91-120-4090500, Fax: +91-120-4090599

E-mail: investor@jublfood.com; Website: www.jubilantfoodworks.com

POSTAL BALLOT NOTICE

Dear Member(s),

Notice is hereby given pursuant to Section 110 and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder ("Act") (including any statutory modification or re-enactment thereof for the time being in force) for seeking consent of the members of the Company by way of **Special Resolution** through Postal Ballot (physical ballot/e-voting) in respect of the following matter:

AUTHORISATION FOR CREATING SECURITY ON COMPANY'S ASSETS/ UNDERTAKINGS

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

"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.”

**By Order of the Board
For Jubilant FoodWorks Limited**

Date : October 31, 2014
Place : Noida

Sd/-
(Mona Aggarwal)
Company Secretary

STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

The shareholders of the Company, in their Extra-Ordinary General Meeting held on June 12, 2009, approved creation of security on the assets of the Company upto Rs.140 Crores by way of passing an ordinary resolution under Section 293(1)(a) of the erstwhile Companies Act, 1956. However, Section 180 of the Companies Act, 2013, requires passing of a special resolution for creating security on the Company's assets/undertaking. Further, in terms of Rule 22 of Companies (Management and Administration) Rules, 2014, shareholder approval shall be sought only by means of postal ballot.

In view of the expansion plans, operations and other financial requirements, the Company may be required to raise funds from time to time through various sources. Further, banks and financial institutions generally insist on seeking shareholder's approval for creation of security on the Company's assets/ undertaking. Accordingly, approval of members is sought for authorizing the Board for creation of security on the assets of the company upto an amount of Rs. 500,00,00,000/- (Rupees Five Hundred Crores Only), outstanding at any one point of time.

The Board, in its meeting held on October 30, 2014, approved the matter as above, subject to approval of the members.

All the documents referred to in the notice and this statement are open for inspection at the registered office of the Company on all working days except Saturdays & Sundays between 9.00 AM to 6.00 PM upto December 14, 2014.

None of the Directors, Key Managerial Personnel of the Company and/or their respective relatives are concerned or interested, either financially or otherwise, in the Resolution except to the extent of their shareholding, if any, in the Company.

Your Board recommends the resolution for your approval as a Special Resolution.

Encl:

- a) Postal Ballot Form (“the Form”);
- b) Self-addressed Pre-paid Business Reply Envelope.

NOTES :-

1. Pursuant to the provisions of Section 110 and all other applicable provisions, if any, of the Act and Clause 35B of the Listing Agreement, assent/dissent of the members in respect of the Resolution contained in the Notice dated October 31, 2014 is being taken through Postal ballot.
2. The Board of Directors have appointed Dr. S. Chandrasekaran, Practicing Company Secretary (Membership No. FCS 1644), of Chandrasekaran Associates, as Scrutinizer for conducting the Postal Ballot in a fair and transparent manner.
3. The Postal Ballot Notice is being sent to the members / beneficiaries, whose names appear in the Register of Members/Record of Depositories as on October 31, 2014 and voting rights shall be reckoned on the paid up value of shares registered in the name of the member as on the same date. Postal Ballot Notice and Forms are being sent electronically to all the members whose e-mail IDs are registered with the Company/Depository Participant(s). In respect of others, these documents are being sent by permitted mode.
4. The Explanatory Statement pursuant to Section 102 of the Act for the proposed Special Resolution setting out material facts is appended to the Notice.
5. Members are requested to carefully read the notes printed herein and instructions printed on the backside of the Form, before exercising their vote.
6. **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 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) The e-voting period commences on Saturday, November 15, 2014 (9.00 am IST) and ends on Sunday, December 14, 2014 (6.00 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. October 31, 2014 may cast their vote electronically. The e-Voting module shall be disabled by CDSL for voting thereafter. 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.
- (ii) Log on to the e-voting website www.evotingindia.com during the voting period
- (iii) Click on "Shareholders" tab
- (iv) 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;
- (v) Next enter the Image Verification Code as displayed and Click on “Login”
- (vi) If you are holding shares in Demat form and had logged on to www.evotingindia.com and Voted on an earlier voting of any company, then your existing password is to be used
- (vii) If you are a first time user follow the steps given below:

PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (in Capital) (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 first two letters of their name and the last 8 digits of the sequence number in PAN field. • 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 100 then enter RA00000100 in the PAN field.
DOB#	<p>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.</p>
Dividend Bank Details#	<p>Enter the Dividend Bank Details as recorded in your demat account or in the Bank records for the said demat account or folio.</p> <p># Please enter either 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 (iv).</p>

- (viii) After entering these details appropriately, click on “SUBMIT” tab.
- (ix) Members holding shares in physical form will then reach directly the Company 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 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.

- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolution contained in this Notice.
- (xi) Click on the relevant EVSN of Jubilant FoodWorks Limited on which you choose to vote.
- (xii) 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.
- (xiii) Click on the "Resolutions File Link" if you wish to view the entire Resolution.
- (xiv) 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.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvii) 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.
- (xviii) Note for Non- Individual shareholders and custodians.
 - A. Non Individual shareholder (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 a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for 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, uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xix) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at

www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

7. Members opting to cast vote by physical ballot Form, are requested to ensure that the form reaches the Scrutinizer on or before 6.00 pm IST on Sunday, December 14, 2014, failing which, it will be treated as if no reply has been received from the member.
8. The results of the postal ballot will be announced at 5.00 pm IST on Thursday, December 18, 2014 at the Registered Office of the Company at B-214, Phase II, District Gautam Budh Nagar, Noida 201305, U.P. by the Chairman or his authorized representative and the resolution shall be taken as passed effectively on the date of the announcement of results, if the results of the Postal Ballot indicate that the requisite majority of the members have assented to the resolution. The results of the Postal Ballot will be intimated to the BSE Ltd. and National Stock Exchange of India Ltd. and shall also be published in newspapers. The Postal Ballot Results alongwith Scrutinizers Report shall also be posted on the website of the Company at www.jubilantfoodworks.com and CDSL at www.cdslindia.com.

By Order of the Board
For Jubilant FoodWorks Limited
Sd/-

Date : October 31, 2014
Place : Noida

(Mona Aggarwal)
Company Secretary



Jubilant FoodWorks Limited

CIN No. : L74899UP1995PLC043677

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

Phone: +91-120-4090500, Fax: +91-120-4090599

E-mail: investor@jublfood.com; Website: www.jubilantfoodworks.com

Sr. No.

Sequence Number	
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POSTAL BALLOT FORM

(Please carefully read the instructions printed overleaf before exercising the vote)

- 1 Name and address of the Sole/First named Member :

- 2 Name(s) of the Joint Holder(s), if any :

- 3 Registered Folio No. / *DP ID No. & Client ID No.
(* Applicable to members holding shares in dematerialised form) :

- 4 Number of equity shares held :

- 5 Electronic Voting Sequence Number (EVSN) : 141106002 - JUBILANT FOODWORKS LIMITED

I / We hereby exercise my/our vote in respect of the **Special Resolution** to be passed through postal ballot enumerated below and as stated in the Notice dated October 31, 2014, of the Company by sending my/our assent / dissent to the said Resolution by placing a tick (√) mark in the appropriate box below:

Description	No. of Votes exercised corresponding to No. of Shares held	I/We assent to the Resolution (For)	I/ We dissent to the Resolution (Against)
Authorisation for creating security on Company's Assets / Undertakings			

Place:

Date:

(Signature of the Member)

Last Date of receiving Postal Ballot Forms by the Scrutinizer: December 14, 2014

INSTRUCTIONS

I. For members opting for e-voting

The Company is providing e-voting facility for its members to enable them to cast their votes electronically instead of dispatching Postal Ballot Form ("Form"). For the procedure to be followed for e-voting, kindly refer to Note 6 of the Notice dated October 31, 2014.

II. For members opting for Physical Ballot

1. The Form should be duly completed and signed by the member (as per specimen signature registered with the Company/Registrar and Share Transfer Agent in case of shares held in physical form, or furnished by National Securities Depository Limited / Central Depository Services (India) Limited, in case of shares held in dematerialised form). In case, shares are jointly held, the Form should be completed and signed by the first named member and in his/her absence, by the next named member.
2. The votes should be casted either in favour or against the resolution by putting the tick (√) mark in the column provided for assent or dissent. Form bearing tick (√) mark in both the columns will render the form invalid.
3. Form signed in the representative capacity should be accompanied by a certified copy of the Board Resolution/Power of Attorney. Members are requested not to send any other paper.
4. Members opting to cast vote by physical ballot, are requested to return the original Form (no other Form or photocopy thereof is permitted) duly completed, along with the assent (for) or dissent (against), in the attached self-addressed pre-paid business reply envelope. Postage for the same shall be borne by the Company. Further, envelopes containing the forms sent by courier / registered post at the expense of the member or deposited by hand at the address given on the self-addressed pre-paid business reply envelopes are also acceptable. **The form should reach the Scrutinizer on or before 6.00 pm IST on Sunday, December 14, 2014, failing which, it will be treated as if no reply has been received from the member.**
5. The vote in this Postal Ballot cannot be exercised by a proxy.
6. There will be only one Form for every folio/ Client ID irrespective of the number of joint holder(s).
7. Incomplete, unsigned, improperly or incorrectly tick marked form shall render the form invalid.
8. A member may request for duplicate form, if so required, by writing to Link Intime India Pvt. Ltd., Registrar and Share Transfer Agent, 44, Community Centre, 2nd Floor, Naraina Industrial Area Phase- I, Near PVR Naraina, New Delhi 110028. However, the duly filled in and signed duplicate form should reach the Scrutinizer not later than the date mentioned in Instruction No. 4. In case the Company receives both Original as well as Duplicate Form, then the Duplicate Form shall be considered for the purpose of voting.
9. The Scrutinizer's decision on the validity or otherwise of the Form shall be final.

III. Kindly note that the members can opt for any one mode of voting only. In case member(s) casts their vote by sending physical form as well as votes through e-voting, then voting done by e-voting shall prevail and voting done through physical form shall be treated as invalid.