



POWERED BY  
**CULTURE**  
DRIVEN BY  
**PASSION**

ANNUAL REPORT 2014-15

# CORPORATE INFORMATION

## Board of Directors

**Mr. Shyam S. Bhartia**  
Chairman & Director

**Mr. Hari S. Bhartia**  
Co-Chairman & Director

**Mr. Ajay Kaul**  
CEO-cum-Whole Time Director

## Independent Directors

**Mr. Arun Seth**

**Mr. Phiroz Vandrevala**

**Ms. Ramni Nirula**

**Mr. Vishal Marwaha**

## Key Managerial Personnel

**Mr. Ravi Shanker Gupta**  
President & Chief Financial Officer

**Ms. Mona Aggarwal**  
Company Secretary-cum-  
Compliance Officer

## Registrar & Share Transfer Agent

Link Intime India Pvt. Ltd.,  
44, Community Centre, 2nd Floor, Naraina Industrial Area,  
Phase – I, Near PVR Naraina, New Delhi – 110 028  
Phone: +91-11-4141 0592, 93, 94 Fax: +91-11-4141 0591

## Statutory Auditors

S. R. Batliboi & Co. LLP  
Golf View Corporate Tower B, Sector 42, Sector Road  
Gurgaon – 122 002 (Haryana)  
Phone : +91-124-464 4000 Fax : +91-124-464 4050

## Bankers

Axis Bank Limited  
HDFC Bank Limited  
ICICI Bank Limited  
Yes Bank Limited  
IDBI Bank Limited

## Stock Code

National Stock Exchange : JUBLFOOD  
Bombay Stock Exchange : 533155

## E-mail ID for Investor Correspondence

investor@jublfood.com

## Websites

www.jubilantfoodworks.com  
www.dominos.co.in  
www.dunkinindia.com

## Registered Office

B – 214, Phase – II, District Gautam Budh Nagar,  
Noida – 201 305, (Uttar Pradesh)  
Phone: +91-120-4090 500 Fax: +91-120-4090 599

## Corporate Identification Number

L74899UP1995PLC043677

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### Going the e way

This year, a huge number of our shareholders will be logging on to [www.jubilantfoodworks.com/investors/financial-information](http://www.jubilantfoodworks.com/investors/financial-information) to read our Annual Report online. The experience will not only be a more engaging and enriching one, but also a greener & environment friendly, helping us contribute towards significant paper saving.

Scan the bar code to view  
our Annual Report online:



# POWERED BY **CULTURE.** DRIVEN BY **PASSION.**



Our cultural traits  
are the internal  
force binding our  
external strengths.

Our cultural attributes  
characterise and  
differentiate us as an  
organisation.

There comes a time in an organisation's odyssey when it becomes important to introspect and explore. To discover the characteristics that define its persona. To look within and outside, and, if necessary, to relook and realign itself with the dynamic realities of the external world.

It becomes imperative for an organisation to identify and measure those intrinsic strengths that are driving its success. As also to acknowledge the importance of these strengths in its evolution and progress.



**It's time now to ascertain what binds us into a powerful cohesive force and enables us to scale one echelon of success after another.**

Nearly 20 years in the business, we felt we had reached the moment to look inward, to go beneath and beyond. It was time now to ascertain what binds us into a powerful cohesive force and enables us to scale one echelon of success after another.

At this juncture of our progression, we felt it was time to assess ourselves on the yardstick not just of the tangible strengths on which we have developed our growth story, but those intangible characteristics that constitute our organisational fabric.

While continuing to build on our infrastructural, technological and people strengths, we wanted to dig deeper into our psyche to identify those cultural traits that are, in fact, the internal force binding our external strengths.

As we reflected on the JFL journey, we found that our stakeholders – our own people as well as our business partners, guests and other stakeholders – had a lot to say on what they felt were the cultural attributes that characterise and differentiate us as an organisation. Their opinions have given us valuable insights into those myriad shared values, beliefs and behaviours that contribute to JFL's unique social and cultural environment.

So join us in this voyage of discovery – a voyage powered by culture, driven by passion, and endorsed by our various stakeholders and our numerous awards and recognitions!

# PASSION DEFINED BY INNOVATION



**Innovation, for us, is not merely about thinking new; it's actually about thinking ahead and continuously recasting our strategic focus to align our offerings and services to the evolving needs of our guests. As an organisation that is agile in thinking, proactive in approach and responsive to ideas, we are continuously innovating to deliver new products, developing exciting marketing strategies and bringing greater cost efficiencies.**



Our innovative initiatives across our product portfolio led to the launch of several new offerings during the year with more exciting flavours, which were customised to local tastes while retaining the international look and feel of the brands. While Domino's Pizza engaged with guests through the exciting Cheesy Wonder Pizza with layers of creamy chilli & liquid cheese and the Taco Mexicana wrap, the Dunkin' Donuts range of Tough Guy Brute Burger, Wicked Wraps and Not So Wicked Wraps also raised the bar in innovation. With a variety designed to reach out across the complete range of target segments, both the brands continued to offer value for money to our guests.

Our innovative marketing campaigns resonated not just with the brand positioning of Domino's Pizza and Dunkin' Donuts, but also the hearts and minds of the guests. The Cheesy Happy Feeling winter campaign for Domino's Pizza continues to evoke a feeling of happiness even months after its launch.

Our new Restaurant designs (called Pizza Theatre) continue to excite and engage with our guests. These vibrant new designs are constantly adding new occasions for guests to enjoy their JFL experience by inciting them to dine out more often. With their attractive colour layouts, showcasing great heritage that inculcates a sense of pride, these restaurant designs are instrumental in building a strong guest connect. Increased focus on hygiene and sanitation, as well as new and more comfortable seats to delight the guests, are some of the other areas of innovative focus at JFL.

Our innovation thrust is also manifested across our digital ordering and people training platforms. We were the first Food Service Company to launch online and mobile ordering in India and the Food Service Company only one in the country that has a dedicated e-learning set-up at most of its Restaurants. This e-learning set-up provides end-to-end training to employees, covering both process and skill development.

JFL's innovative focus is endorsed by its ranking amongst the World's top 10 most innovative companies in India (Source: Fast Company Magazine, US). BNP Paribas Asian Consumer Team identified JFL as one of the 7 companies leading the innovation agenda in Asia.

**Innovation, thus, powers our growth strategy and has emerged as a strong driver of our leadership position in the industry.**



**CORPORATE OVERVIEW**

STRATEGIC REVIEW  
STATUTORY REPORTS  
FINANCIAL STATEMENTS



"JFL, armed with their deep insights into consumer needs, has partnered our efforts in creating new and better products leading to better outcomes for consumers. We are confident of many years of this fruitful partnership."

- Mr. Dev Lall –MD, Baker Circle India Pvt. Ltd.

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"They were industry pioneers when it came to adapting and using social media for business; their advertisement campaigns have an inventive streak which leaves a long-lasting impact."

- Mr. Ajay Mariwala, MD, VKL Seasoning Pvt. Ltd.

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"JFL is powered by a strong passion for innovative excellence, driven by the constant and collective endeavour of the team members to pioneer new ways of deepening guest engagement. From products to Restaurant formats to marketing initiatives, JFL's value proposition in terms of innovation is unique."

- Mr. Dev Amritesh, President & COO, Dunkin' Donuts

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# PASSIONATE ABOUT TRANSPARENCY



**Openness. Communication. Accountability. Approachability. With our steadfast focus on transparency, we have achieved all this, and more.**



Transparency, for us, is that overriding cultural trait that engenders trust, which in turn nurtures relationships. Our open kitchens allow our guests to experience and enjoy every step of the process of making a pizza. Guest feedback is a key collateral of this transparent approach, ensuring that guests have an important say when it comes to quality, taste and other features of the Company's products.

We have also brought our business partners into the ambit of our transparency culture. Our passion for enforcing transparency across all operations has reinforced our relationships with our business partners. Our unwavering commitment towards being fair in our dealings with our business partners has generated respect for us as a credible institution. It has ensured that the majority of our associations have remained steadfast with us in our progressive journey, maturing into long-term mutually beneficial relationships.

Regular interactions between the top management and our partners further strengthen the transparency emphasis at JFL. This transparent approach continues to steer our strong quality focus and enables a win-win situation for the Company and our vendors-partners, as well as the guests.

We have also steadfastly worked towards creating a culture of transparency and openness within the organisation. Our efforts are aimed at creating multiple platforms for strengthening communication and engagement with employees, such as the quarterly internal newsletter and CEO Open House. The employee opinion and feedback surveys, regular updates on the Intranet and other media, annual letter from the CEO and senior management to every restaurant/office, open house with the management, town halls etc, are some of the other initiatives that validate the deep-rooted culture of transparency in the organisation.

With high levels of accountability in-built in our systems, we are continuously engaging with our guests and other stakeholders through transparent processes for providing feedback. An interactive Facebook page allows feedback to be directly posted online and communicated to the Company, while a national helpline number ensures all issues and concerns are addressed promptly.

**"Always approachable, regularly organising supplier meets, discussing problems, and even enabling vendor partners to grow capacities, JFL ensures that there exists a great synergy in its associations with suppliers. This pillar of transparency on which their business model rests lays the foundation of their sustained success."**

– Mr. Ravi Chandran, Manager, G.K. Interior, having over 7 years experience with JFL.

**"Fewer layers, better and swift services have made the JFL business model a very effective one, leading to faster decision-making, benefitting both the organisations."**

– Mr. Yogesh Sood, Area Manager of Blue Star Ltd. , a company associated with JFL for more than 10 years.

**"From stringent audit processes to in-built systems that ensure fair dealing, transparency is manifest in every business facet of JFL, with clearly defined norms for disclosure, oversight and honesty in all transactions."**

– Mr. Ravi Shanker Gupta, President & CFO, JFL





# PASSION FOR ETHICAL BEHAVIOUR



Ethical behaviour, underlined by honesty and fair trade, is a singular and unique trait that is imbibed across the JFL cultural fabric. It is an attribute that each of us at JFL is proud to own and live up to. Across the organisation hierarchy, from the top management to the delivery boy, there exists a universal passion for ethical behaviour, of doing what is fair and honest, under all circumstances.



Our 'No Gift Policy', applicable to all our employees, is one example of our strong commitment to ethical behaviour. The Whistle Blower Policy, which also extends to our business partners, is another vital facet of our focus on ethics. We take pride in being ethical in all our dealings with our business partners.

With the senior management approachable and accessible to team members, not just in corporate and branch offices but across the Restaurants, our Whistle Blower mechanism has an inherent robustness that makes it an infallible tool to ensure high levels of ethics in all functional and operational aspects of the business.

We have in place a detailed Code of Conduct, Prevention of Sexual Harassment Policy and e-mail helpline, as well as an internal complaints committee for redressal of grievances relating to violation of ethics. Sensitisation workshops on respectful workplaces, well established SOPs and e-Learning modules on major policies related to ethical behavior ensure stringent adherence to established standards of conduct.

Our uncompromising commitment to ethical behaviour manifests itself in many small and big ways in our transactions and actions. At times, it even entails tough measures ensuring zero compromise on our ethical practices

Efforts are continuously made to ensure stringent adherence to the '30 minutes or free' offer and we do not penalise the delivery boy for late delivery. Our fair trade policies, ensuring that all our business partners get timely payments, are another example of our ethical approach.

Going beyond profits, this important characteristic is consistently helping us deliver more impactful and long-term advantages to our stakeholders.

**"The Company's associates see this fairness and honesty across every function and I have always found ethical conduct strictly adhered to in all my dealings with the Company since 1998."**

– Mr. A.K. Aggarwal, MD, Modern Dairies Ltd.

**"JFL always lives up to its promises, whether it's pizza delivery in 30 minutes or being fair and honest with its business partners. Being ethical at all times runs across the entire organisation, making it indeed a great Company."**

– Mr. Ashok Goyal, Director – Rite Value

**"Our policies and guidelines mandate strong barriers for ethics violation, not only for our employees but also our vendors and partners. Violation of ethical norms can be reported without fear, thereby ensuring the highest level of ethical adherence across our operational systems."**

– Mr. Harneet Singh Rajpal,  
Sr. VP – Marketing & New  
Product Development, JFL



# PASSIONATELY COLLABORATIVE

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**Organisational goals can only be realised through shared work. Collaboration, or working with others to achieve shared goals, is thus an important goalpost at JFL in its journey to the highest levels of success.**

”

Our collaborative culture ensures that people working at JFL are imbued with a sense of belonging and ownership, of working together with shared values towards common goals. Every new JFL Restaurant has become operational through the collective efforts of multiple departments – from Business Development to Legal, Finance, Operations, Human Resource, Projects and Supply Chain Management.

So integral is this culture to our business ethos that even our back-end support functions are constantly collaborating with

the front-end to ensure the happiness of every one of our guests, as underlined by our philosophy -

*‘If you can’t make it, bake it or take it, help those who do so.’*

Further, to reinforce the importance of collaboration, collaboration workshops for all the mid-level and senior management employees were conducted and thereafter, a collaboration index was arrived at. Each team/department in the Company was rated by others on the collaboration for cross-functional projects such as new product launches. Collaboration champs (individuals) during the process were also identified.

Our Six Sigma initiatives, aimed at improving processes and building cost & operational efficiencies, are also aligned with our collaborative approach. During FY 2015, for instance, in one such project we formed a cross-functional team, including members from various departments such as maintenance, finance, six sigma and regional representations, to optimise LPG consumption in the Company.

This passion for collaboration extends beyond the realms of the organisation’s internal systems and processes to encompass our business partners, and we are continuously augmenting the touch points of our channels of communication at all levels. We are thus consistently working closely and collaboratively with our vendors to help them build greater operational and cost efficiencies into their systems.

Our Support Department Rating system is a unique feature which allows our core business teams to rate back-end functions on the support extended by them, which is one of the matrices to evaluate performance of leadership team/function. Our Esprit De Corps Award for the Best Project Undertaken with collaboration of all departments stands testimony to our collaborative approach.





**"In a dynamic industry, every resource, every rupee needs a careful re-think. Through their Six Sigma team, JFL has not only identified and improved their own cost efficiencies but has also enabled vendor partners to benefit through sharing of expertise at vendor facilities."**

- Mr. Sunil Gupta, Owner, Shourya Infratech



**"JFL has always understood the challenges we have faced at times and extended their co-operation and support. It's not their aim to make only guests happy; they want their vendors to be happy too."**

- Mr. Mathew Stainley, GM-Hitachi Home & Life Solution

At JFL, we believe in being the 'Good Neighbour' within every community – a cultural ethos that manifests itself in a strongly and passionately collaborative approach to all we do – from business operations to CSR initiatives.



**"We are cognizant of the importance of working together and synergistically with our people and our business partners to deliver greater value to all our stakeholders."**

-Mr. Tarun Bhasin, President & COO, JFL



# PASSIONATE FOR ENTREPRENEURIALISM



As one of the most innovative companies in India, we have taken entrepreneurialism to new heights with our empowering policies and processes. This is a key factor that continues to steer our innovation thrust and has emerged as our success mantra.



Imbibing in employees a deep sense of accountability and ownership, we have created an entrepreneurial eco-system that is nurtured by empowerment at every level of the JFL hierarchy. Higher levels of sales and profits are rewarded to promote business growth for the Company.

Our Guest Delight Manager(GDM) culture ensures empowerment wherein these managers are the Mini CEOs of their restaurants, which they virtually 'own' to drive growth by creating a transparent and friendly environment. Innovative initiatives like '30 minutes or free' find support in this empowerment culture. The scheme empowers even the delivery boy to independently take a decision to give away a free pizza without fear of being held liable for any loss to the Company. Our Supply Chain manages self-operated commissaries, which are led by managers who are actually business heads, with each commissary working as a profit centre.

Freedom to give new ideas (through the Sankalp programme), and to implement the same within structured organisational parameters, makes entrepreneurialism a strong driver of the Company's growth. Incentive/Rewards & Recognition schemes are designed to bring out entrepreneurialism, inspiring employees to go beyond the call of duty to perform with excellence. Under the employee education policy, JFL partners with universities to enable higher degree of advancement that leads to empowerment for team members by nurturing their intellectual growth and upgrading their qualification levels.

Risk-taking is encouraged as a vital initiative towards creating a culture of empowerment, with no penalisation for first time mistakes. Leadership at JFL is defined not by a straight-jacketed and dogmatic hierarchical interpretation but by the level of enterprise shown. From challenging status quo to questioning policies and methodologies, a culture of empowered freedom prevails, which allows employees to think and act beyond the professional limitations of their role.

So widespread is this entrepreneurial culture that even our business partners experience the fruits of it at every level of their engagement with JFL. They see in the Company a strong hands-on approach percolating down to every team member, a universally prevalent power of individual decision-making, and a strong sense of ownership.

It is this intrinsic cultural trait that has powered our ability to grow in even the most challenging of circumstances.

.....  
**"The entrepreneurial culture at JFL is deep-rooted and intrinsically woven into its systems and processes, enabling us, as business partners, to have a smooth engagement at every level."**

- Mr. Yogesh Bellani, CEO, FieldFresh Foods Pvt. Ltd.

.....  
**"Our eco-system is designed to encourage risk-taking, with no penalisation for failure. We take pride in empowering our people to think beyond the realms of their defined roles to take on bigger responsibilities for collective growth."**

- Mr. Ajay Kaul, CEO-cum-Whole Time Director, JFL





# PASSIONATE ABOUT OUR GUESTS



The guest is at the centre of all our actions. Our business philosophy is completely oriented towards fulfilment of their preferences and aspirations, and their total satisfaction at all times.



As our policy framework at Domino's Pizza says - '99.99% satisfaction is not good enough. If you are not fully satisfied with your Domino's Pizza experience, we will either make it right or refund your money!' Though not articulated in the same words, this belief extends also to Dunkin' Donuts, with guest delight a key ambition of our growth charter for the future across every facet of our business.

With guest-centricity at the heart of our operations, we are continuously listening to them and gaining insights into their needs and desires. Pursuant to this guiding philosophy, all strategies, efforts, initiatives and activities at JFL are aimed at ensuring guest happiness. Social media, including Facebook and Twitter, are used extensively to connect with the guests, while Online Ordering (OLO) and mobile ordering ensure that the guests are able to reach out to us at a click.

From customised and innovative menus to exciting restaurant designs and formats; from extraordinary reach and scale to continuously deepening penetration in Tier I, II, III, IV, V towns and cities, the focus is on guest-centricity. Wall Street Journal's mention of Domino's Pizza India (DPI) for its customisation efforts reflects the strong guest-focused approach that prevails in JFL. To deepen our guest connect, we are also creating more incremental touch points for them, apart from the conventional modes. The railways and metros are a case in instance for such new-age touch points.

Every JFL team member, therefore, is driven by an overpowering sense of passion and commitment when it comes to guest service. The guest is always treated with utmost consideration

and deep-rooted care that goes beyond the mere call of duty. For instance an employee from the East Region, delivered an order to a guest in a moving train and asked the guest not to worry about the payment when the latter could not hand over the cash. In another instance an employee from East region won the gratitude of a guest by helping him to find his expensive engagement ring from the garbage bins of the food court. As part of our Service Guru Programme, we award our employees for exceptional service, going beyond the call of duty.

Our strategic focus, therefore, is completely aligned to finding new ways to connect with the guests and making every experience with the organisation an occasion to cherish and remember.

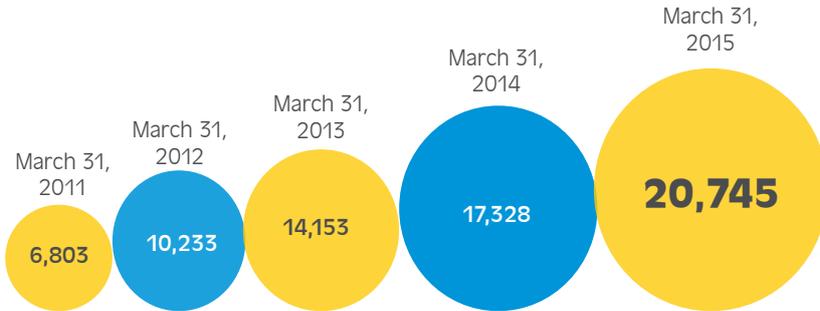
**"An amazing experience at Dunkin' Donuts! It has always been my favourite QSR chain in India and I am a regular visitor at their restaurants and the award I got for this loyalty was breathtaking indeed! Their Personal Customer Connect Programme made me feel like a Queen. I got a complimentary meal and was invited to the kitchen for a first-hand experience. It was royal treatment that simply made my day and gave me all the more reasons to keep coming back."**

- Ms. Chaitali Aggarwal, a guest.

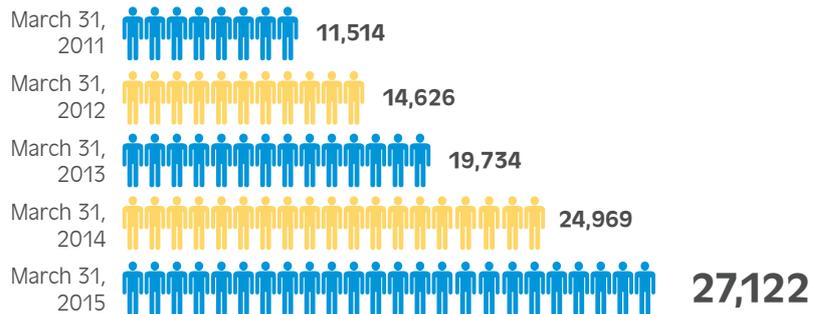
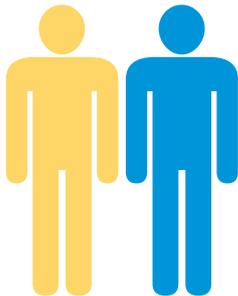


# FINANCIAL PERFORMANCE

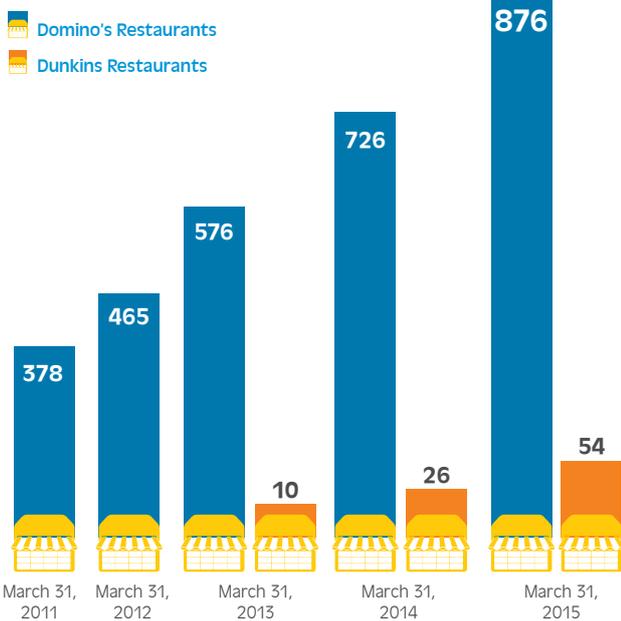
## TOTAL INCOME (₹ in Million)



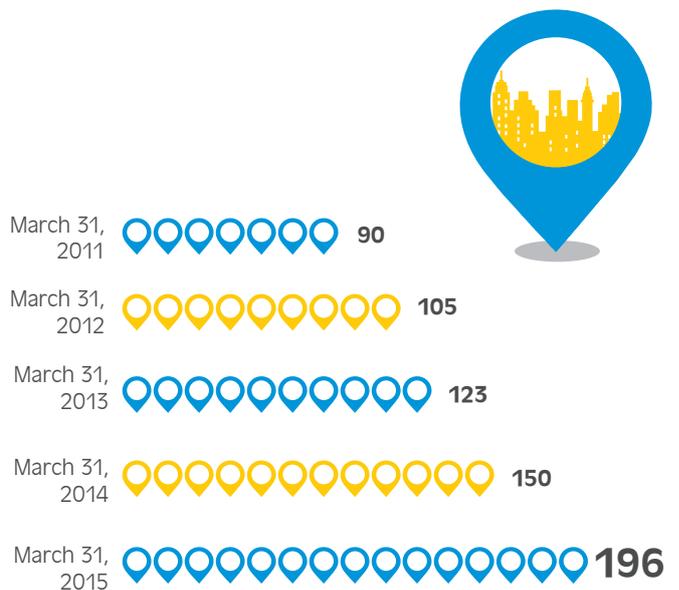
## TOTAL EMPLOYEES



## NO. OF DOMINO'S PIZZA & DUNKIN' DONUTS RESTAURANTS



## NO. OF CITIES COVERED - DOMINO'S PIZZA



# BOARD OF DIRECTORS

**Standing from left to right :**

Mr. Ajay Kaul (CEO-cum-Whole Time Director), Mr. Phiroz Vandrevala (Independent Director),  
Mr. Vishal Marwaha (Independent Director), Mr. Arun Seth (Independent Director)

**Sitting from left to right :**

Mr. Hari S. Bhartia (Co-Chairman & Director), Mr. Shyam S. Bhartia (Chairman & Director),  
Ms. Ramni Nirula (Independent Director)



# CHAIRMEN'S MESSAGE

Dear Shareholders,

We are pleased to report yet another year of healthy performance for Jubilant FoodWorks Limited in FY 2015. Our strategy of expansion for our iconic brands and innovation enabled us to out perform the prevailing industry growth averages. More importantly, the confidence we have in the strength of our brands and in our business over the long-term led us to an important step in our commitment to enhance shareholder value. We are delighted to announce that the Board has recommended a maiden dividend of ₹ 2.50/- per equity share for FY 2015. We are optimistic of delivering sustained value, driven by our inherent work culture and passion for what we do.

## Passion to Succeed

We ended FY 2015 on an overall positive note. After a sluggish first two quarters, we were back on track with a positive sales momentum more typical of our high performance standards. We delivered commendable third and fourth quarter results, with Same Restaurant Sales Growth for our Domino's Pizza business being restored to positive figure even as the rest of the industry was still reporting negative or stagnant growth. For our younger brand Dunkin' Donuts, we continued to make solid progress in deepening our relationship with the urban youth consumer.

During the year, our total income increased to ₹ 20,745 million from ₹ 17,235 million in FY 2014. Our EBITDA increased to ₹ 2,628 million from ₹ 2,551 million, while our PAT was ₹ 1,233 million for FY 2015. Our Same Restaurant Sales Growth for Domino's Pizza, though flat at 0.05% for the year, is now on an uptick, basis the encouraging recovery we have clocked in the last two quarters of FY 2015.

.....  
**We are delighted to share that we have been able to achieve the target of opening 150 new Restaurants for Domino's Pizza that we had set at the start of the year. Dunkin' Donuts is also taking steady strides of expansion, adding 28 new restaurants to its network.**  
.....

This is a clear testament to the persistence and passion we have demonstrated in making the most of a tough business environment which, though did not seem too challenging at the onset, failed to live up to the expectations of both the



industry and the consumer segment. Our consistent strategy of redefining and deepening our commitment to our guests and markets, extending our network into new geographies and reinforcing our focus on margin management initiatives helped us overcome the external negatives, underlining our resilient character. Going forward into FY 2016, we are confident that this passion to succeed, with a little bit of tailwind from macro indicators, will take us on a higher growth trajectory.

## Passion for Guest Satisfaction

Guest satisfaction is our passion. Leveraging the strengths of our iconic brands, innovating across every aspect of our business and extending our guest appeal through network expansion, we have continuously striven to exceed the expectations of our guests. This year was no different. Reinvigoration of product menu, keeping things fresh and relevant through incisive marketing and decor, and creating more touch points of engagement through the social media, we remained committed to serving our guests better. Comprehensive focus on developing restaurant formats in line with global trends is another way through which we are persistently enriching guest experience.

A key differential in our approach towards maximising guest satisfaction is our incisive focus on gaining guest insights. Providing better understanding of guest aspirations, these exhaustive researches have enabled us to consistently delight our guests, which in turn help to drive higher growth vis-à-vis industry performance.

In response to our guests' preference for varied options to suit different meal times, innovative additions were made to our offerings across both our brands during the year. Domino's Pizza launched several new pizzas, aligned to meeting regional and evolving tastes of our guests, and side products for a better culinary experience. Dunkin' Donuts launched exciting, fresh menu items to complement its strategy of focussing on the discerning urban youth.

Adopting an aggressive Restaurant expansion plan for both our brands, we entered several new markets. Brand Domino's Pizza forayed into Tier II, III, IV and V towns and cities with great success, apart from strengthening its stronghold in big cities. The year marked the foray of Dunkin' Donuts into the West and South India, which was received with great enthusiasm, along with a deepening brand penetration in the existing markets of North India. Our passion for guest satisfaction is also inspiring our expansion into non-traditional locations and formats, such as railways, airports, metro stations, etc.

### Driving Growth through Investment

Investment to drive growth and to reinforce our asset base is an ongoing process. On the commissary front, our new facilities at Nagpur, Guwahati and Hyderabad are now operational. We also plan to relocate the existing commissary at Noida to expand its size. Land for this has already been purchased during the year at Greater Noida and construction is expected to commence soon.

Capitalising on our infrastructure investments, we are strongly placed to expand our Restaurant base and drive higher growth.

### Culture of Collaboration

During the challenging times last year, we are pleased to report that resource and idea sharing was raised to a whole new level across the organisation. The team spirit demonstrated by our people enabled us to manage costs effectively, create a leaner business enterprise and increase profitability.

Moving ahead, operational discipline, through well defined internal programmes and initiatives, remains a key focus area, enabling us to strengthen our competitive position in the industry.

As we look across our business, we recognise the important role that our business partners play in driving our evolution. By sharing best practices, conducting comprehensive assessments and enforcing accountability across our supply chain, we continued to strengthen our collaborative and transparent work culture with our business partners.

During FY 2015, we further fine-tuned our social media and digital marketing platforms, underlining our passionate commitment towards engaging continuously with guests and enriching their experience with JFL. Our efforts are paying off in measurable ways with an increasing percentage of our orders coming from internet and mobile ordering.

### Powered by Empowerment

A key proposition of JFL is our highly engaged and enthused people force. Our organisational set-up allows our people to better assimilate their responsibilities and gives them the space to operate efficiently and effectively. We very much appreciate their consistent high levels of service, performance and hard work.

To drive human resource excellence, we are not only focussed on recruiting talented personnel but also on providing them with comprehensive and ongoing training and development.

Needless to say, we could not be industry leaders without our people and the common culture that binds us together. As JFL moves to the next phase of growth, we must uphold this culture and sustain our unrelenting focus on achieving better performance.

### Passion to Achieve More

The evidence of the improved Same Restaurant Sales Growth in the last two quarters of FY 2015 shows we are heading in the right direction. But there is a lot more to do. If there is one message that we want you to take from this report, it is that we are a Company focussed on growth and to achieve this goal, we will continue to aggressively expand our presence. We will continue to strengthen our brands and maintain our focus on extraordinary guest services. We have the right infrastructure, excellent digital capabilities, an empowered and passionate team and a well-established supply chain and will continue to fortify them. And most importantly, we remain committed to our culture which has brought us success in the past and will continue to script our growth, going ahead. We are a high performance Company and want to achieve more for each of our valued stakeholders.

### Acknowledgements

In conclusion, we would like to take this opportunity to thank all our shareholders and stakeholders for the trust they have reposed in us. We are grateful to our Board Members for their guidance and support. With your firm belief in us, we will continue to pursue our goals with determination and scale growth.

With warm regards,

*Shyam S. Bhartia*

**Shyam S. Bhartia**  
Chairman & Director

*Hari S. Bhartia*

**Hari S. Bhartia**  
Co-Chairman & Director

# Management Discussion & Analysis

## Economic Overview

While economic growth picked-up in Financial Year (FY) 2015, it still fell short of expectations. Despite a stable government at the Centre, companies and consumers preferred to adopt the wait-and-watch approach. Investments failed to pick up significantly and consumer demand showed only a gradual recovery rather than a sharp upturn. As per the Central Statistical Office (CSO), based on the new series, real GDP growth rate for FY 2015 is 7.4% as against the revised FY 2014 GDP growth of 6.9% (from 4.7% as per the old series).

However, there were plenty of bright spots during the year, auguring well for the future. Current account deficit and elevated inflation, both impediments to higher growth, have declined considerably. Falling oil prices, coupled with implementation of deregulations and reforms to boost investor confidence are welcome changes and are expected to provide a further impetus to growth. Increasing monetary easing, facilitated by ongoing moderation in inflation, is also likely to improve market sentiments.

Based on the new methodology, as per the CSO estimates, real GDP growth rate is expected to be in the region of 8-8.5% in FY 2016. The International Monetary Fund (IMF) predicts that India will emerge as the fastest growing major economy in the world, with growth expected to rise to 7.5% in FY 2016.

This boost in economic growth is expected to usher a new wave of consumers with considerable spending power, reviving demand. JFL, a consumer-driven Company with a strong focus on innovation and a pan India presence, is optimistic of tapping this increase in consumerism across the country.

## Industry Structure & Overview

### Food Services Industry

The Indian Food Services Industry (FSI) is worth ₹ 6,27,245 Crore. It offers promising opportunities for both the chained and independent sectors, with the market projected to grow to ₹ 10,10,416 Crore by Calendar Year (CY) 2019.

Challenging economic environment and tepid consumer sentiment impacted the propensity to spend, thereby limiting the growth of the Indian FSI during the year under review. Same Store Sales Growth (SSG) remained subdued across the industry, a reflection of the demand slowdown in the market.

Driven by an improving economy, and with inflation being under control, the FSI is expected to return to a reasonable growth momentum in the near term. The total outlets in the Consumer Food Industry increased to 2,149,206 in CY 2014 from 2,073,212 in CY 2013, resulting in an increase of 3.7%. Further, in CY 2014, chained outlets increased to 11,829 from 10,845 in CY 2013, resulting in an increase of 9.1%.

In CY 2014, total revenue generated by Consumer Food Industry increased to ₹ 6,27,245 Crore from ₹ 5,61,520 Crore in CY 2013, resulting in an increase of 12%. Further, in CY 2014, revenue generated by chained outlets increased to ₹ 14,916 Crore from ₹ 13,095 Crore in CY 2013, resulting in an increase of 14%.

*(Source of Statistics: Euromonitor Consumer Food Services Report 2015)*

### Quick Service Restaurant (QSR) market

Affordable and competitive pricing, innovative food products with strong focus on quality and hygiene, and providing a higher level of consumer convenience has led to the rapid rise of the QSR segment in India. In fact, QSRs have become the fastest growing segment in the eating out market, along with the casual dining segment.

The QSR growth is further fuelled by customisation efforts, with most QSRs tailoring their offerings in terms of flavours, pricing, services, etc. to meet Indian consumers' evolving preferences. By tapping the digital medium, the QSRs are continuously expanding their consumer base. QSRs are also investing significantly in strengthening their back-end, which facilitates expansion.

Domino's Pizza was the largest QSR brand by revenue figures and also as per market share in CY 2014.

### Growth Drivers of the organised FSI

The Indian consumer is driven by special occasions to indulge in dining out or ordering in. Further "Eating Out" has become an occasion /behaviour driver in itself. Multiple factors spur the "Eating Out" culture and correspondingly, the growth of the organised FSI in India. These include:

# Growth Drivers

## CHANGING INDIAN DEMOGRAPHICS



• **Younger India** - empowered by jobs, socially active and well-informed

• **India's working-age population** to rise to 64% by 2021



**64%**

**29 years** • **Average age in 2020** - 29 years, even younger than China and the USA

**Expected Outcome**  
 Rapid growth in the **eating out** segment

India among the **world's largest urban growth** countries

Small towns becoming small cities with **high aspirations**



## GROWING URBANISATION

Emergence of **new cities**

**Expected Outcome**  
 Growth of every industry in India, **food services** included

By 2050, India projected to add **404 Million** urban dwellers

## CHANGING LIFESTYLE



• Rise in double-income households



• Shift towards nuclear families



• Hectic work schedules



• Influence of the Western culture

### Expected Outcome

Ordering in and dining out becoming a frequent activity



## EXPANDING CONSUMER BASE

**583**

Million India's middle class will be 583 Million strong by 2025

**5<sup>th</sup>**

Will emerge as the world's fifth-largest consumer market by 2025

**Expected Outcome**



**Higher propensity to spend**

## Growing E-commerce



**173**  
Million

Mobile internet users in India in December, 2014

**4G**

Advent of 4G in India

**2<sup>nd</sup>**

World's second largest smart phone market by 2016

**200**  
Million

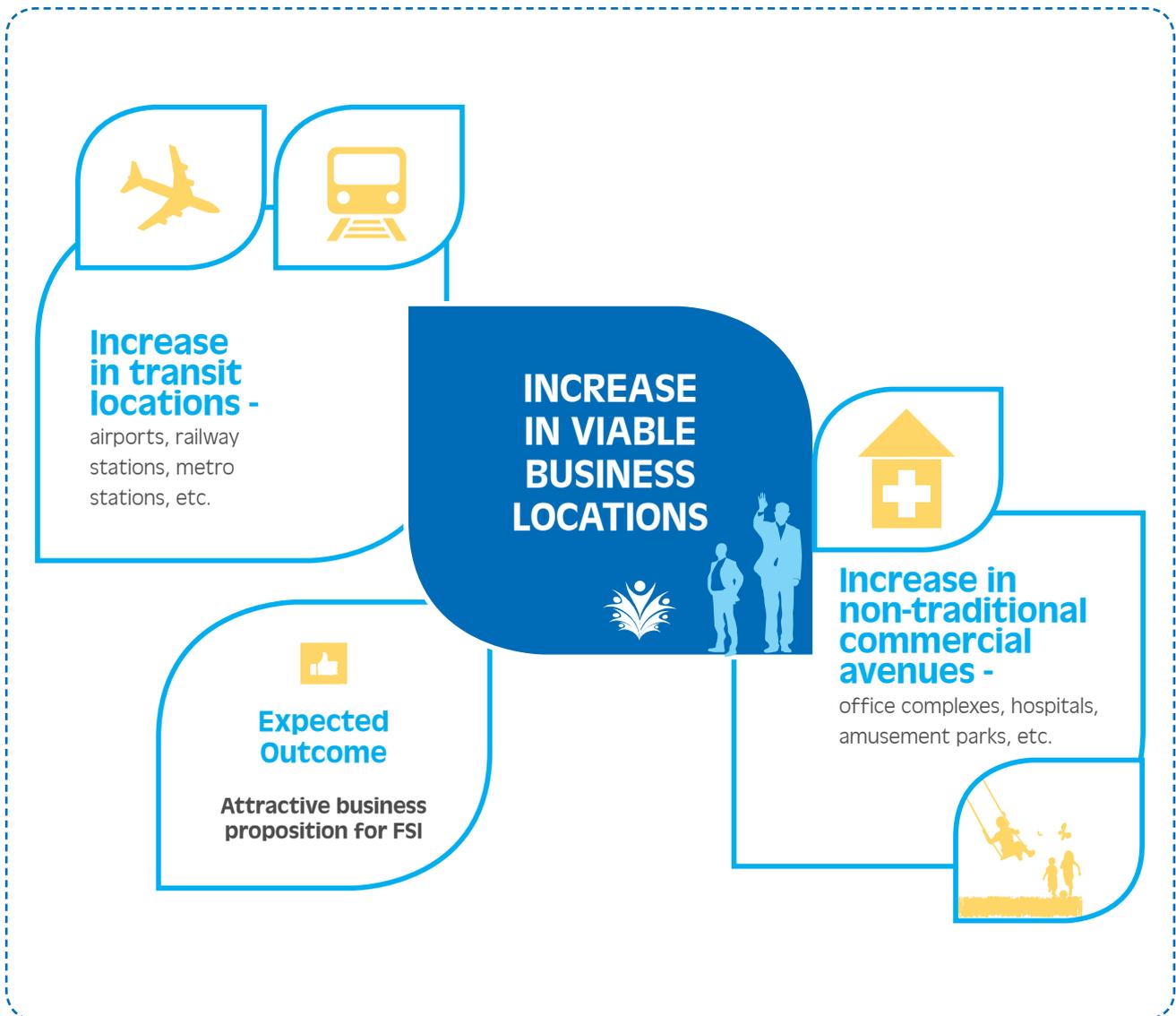
Over 200 Million smart phone users by 2016

**500**  
Million

Over 500 Million internet users in India by 2020

**Expected Outcome** | Online ordering to drive growth of FSI





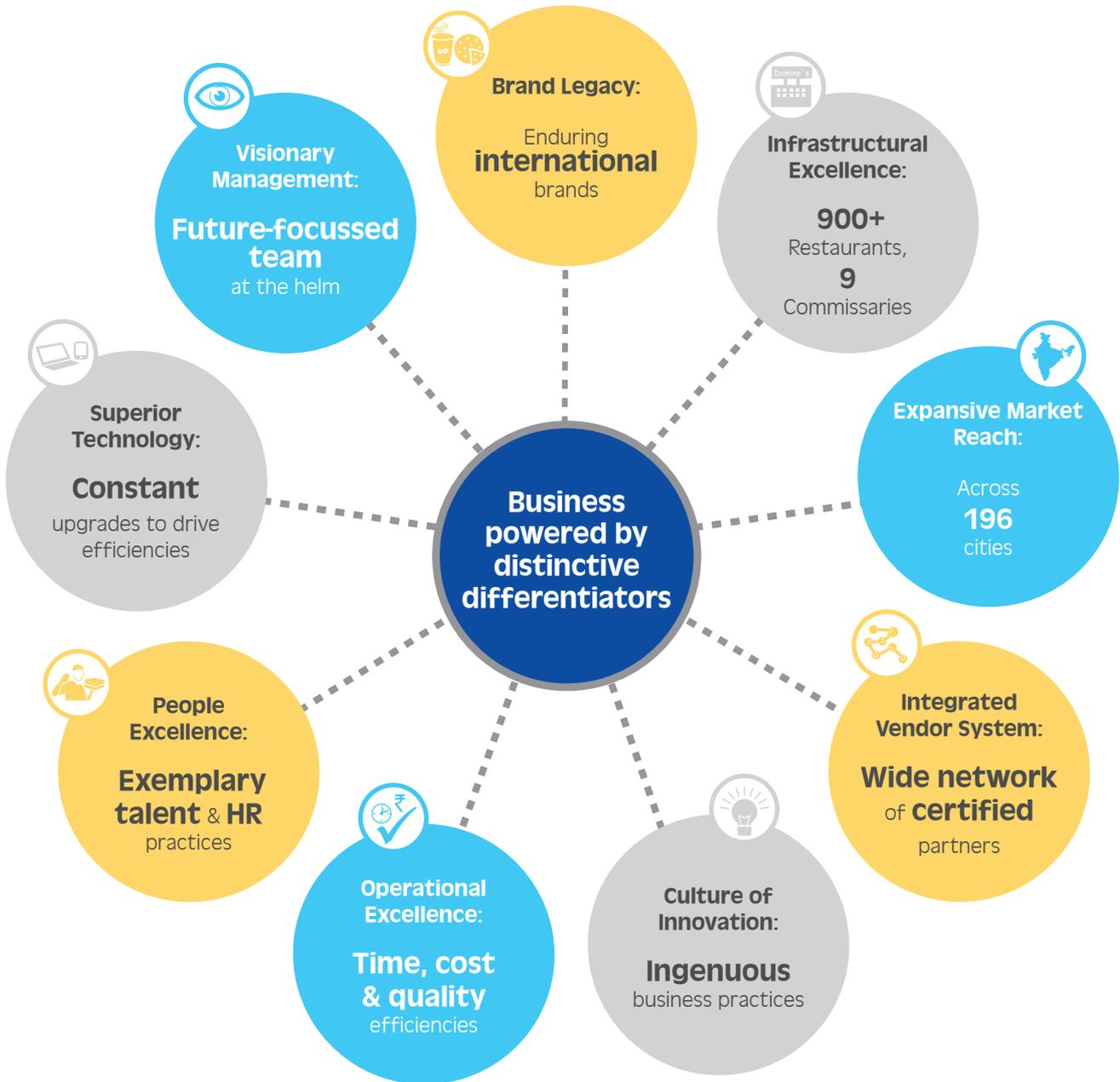
## JFL Business Overview

Jubilant FoodWorks Limited (JFL/Company) is part of the Jubilant Bhartia Group and the largest Food Service Company in India. The Company has a master franchise agreement with Domino's Pizza USA, the recognised world leader in pizza delivery, for exclusive rights to develop and operate Domino's Pizza Restaurants in India, Sri Lanka, Bangladesh and Nepal. The Company currently operates in India and, through its subsidiary in Sri Lanka. Having surpassed the UK restaurant count in the Domino's Pizza network during FY 2015, Domino's Pizza India has now become the brand's largest market outside USA. The Company also has exclusive rights from Dunkin' Donuts USA,

the world's leading baked foods and coffee chain, for operating Dunkin' Donuts Restaurants in India.

Powered by the passion of its people and its intrinsic cultural strengths, JFL continued to leverage the unfolding opportunities in the Indian FSI during the year. This helped the Company to drive expansion of its Restaurant network, strengthen its infrastructure facilities and deepen consumer engagement.

With its passionate focus on sustained investments, the Company dynamically navigated the challenging scenario that prevailed during the year, and delivered better performance in comparison to its peers in the industry.



## Domino's Pizza India

Domino's Pizza India (DPI), since its inception, has completely revolutionised the organised pizza market in India. With its overwhelming focus on consumer centricity, the brand has successfully resonated with people across all age segments and regions - be it metros or smaller cities. Its deep engagement with Indian consumers can be gauged from the fact that around 58 million orders were placed during the last year.

**In the chained pizza market, moving from strength to strength, the Company has increased its market share from ~70% in CY 2013 to ~72% in CY 2014 for its Domino's brand. (As per Euromonitor Consumer Food Services Report 2015)**

The strategic practices which collectively help DPI to deliver better value proposition for its consumers and redefine its consumer-centric culture are discussed below:

### Powering the way to greater accessibility

DPI is consistently enhancing accessibility across consumer segments pan India, as evident by its Restaurant network, which is more than double than any of its peers in the industry. With a new India emerging in small towns and cities, the intrinsic passion driving the Company's growth has received a new direction and a strong regional impetus. In recent years, efforts have been concentrated on aggressive expansion into these new geographies, while strengthening DPI's position in existing markets.

During FY 2015, the Company broadened accessibility by launching 150 Restaurants. The Company has pursued steady expansion in 46 new cities during the year in a focused move aimed at countering the high level of cannibalisation in the major cities. As per its strategic approach, the Company continued to invest in expansion even in big cities and metros, considering it prudent to set up new Restaurants to fortify the area against future competition. The Company's focus on penetrating into untapped markets is another success story. Its foray into smaller cities has received an overwhelming response from local consumers. For instance, in the year under review, DPI's entry into Gorakhpur (UP), Bhagalpur (Bihar) & Udaipur (Rajasthan) created a major buzz, with record sales in the opening month.

This far-sighted strategic thinking is also manifest in the Company's decision to leverage the macro-environment sentiment to its advantage by entering favourable rental deals across the country.

### Major operational highlights

The DPI Pizza network in the country comprised 876 Restaurants as on March 31, 2015 (726 restaurants as on March 31, 2014).

- The Company achieved its target of opening 150 new restaurants in the year.
- The DPI restaurant presence spanned 196 cities as on March 31, 2015.
- The number of new cities where DPI extended its footprint during the year stood at 46.
- This translates into presence across 25 States and 4 Union Territories as on March 31, 2015.

### Driving innovation in products

Broadening the product portfolio through innovation remains central to the Company's efforts towards providing consumer-centric propositions and enhancing brand loyalty. During FY 2015, the Company launched the highest number of products in its history, creating more occasions for ordering from Domino's Pizza.

Every DPI product is developed based on rigorous research into consumer insights. While developing new products all efforts are made to ensure diverse choice of offerings across different price points. The result is happy, satisfied consumers and profitable operations despite external challenges.

### Major initiatives:

- After launching new crusts, side products and desserts over the past several years, this year DPI introduced 10 new varieties of pizzas through innovation of new toppings and combinations. This resulted in a refreshing change in the product menu.
- South India being an important market for DPI, the Company launched two super-spicy and cheesy pizzas - South Zesty Veggie and Southern Chilli Chicken, keeping in mind the taste preferences of the consumers in South India.
- The Cheesy Wonder Pizza Crust captured consumers' interest and market through a combination of creamy chilli cheese spread and liquid cheese filled inside a buttery crust.
- The hugely popular Cheese Burst Pizza Crust and Fresh Pan Pizza, based on feedback from consumers, were launched in regular size too, in addition to the existing medium size offering.
- Oven-baked Subwich was another interesting offering launched during the year, specifically aimed at providing a refreshing option suitable for lunch time.
- Based on insights that consumers are eager to experience new tastes, DPI launched Taco Mexicana, a spicy and exotic Mexican Wrap. Through its unique stuffing and Mexican flavour, the innovative side product offers a completely new experience for food lovers.
- Crispy Chicken Strips with Oriental flavour was another creative addition to DPI's basket of side products.
- Zingy Parcel - an anytime, anywhere snack with delicious paneer/BBQ chicken topping rolled over a layer of exotic harissa sauce inside a yummy buttery crust topped with basil and parsley seasoning - was launched at a very attractive price point of ₹ 29 (For Veg).

### Powering deeper consumer connect

At JFL, marketing strategies are driven by the sole objective of reaching out to more consumers and creating an unassailable mindshare through powerful brand recall initiatives. The Company has been successful in achieving its goal by focussing on innovative marketing, as well as impactful advertising and promotional campaigns.

The various campaigns launched during the year to strengthen consumer connect resonated with the brand positioning of 'Yeh hai rishton ka time' - every Domino's Pizza experience is an experience in building relationships. Notable among them were the media promotions for Taco Mexicana, Oven Baked Subwich and the much acclaimed Domino's Pizza winter campaign "Cheesy Happy Feeling". A sales promotion campaign revolving around the Cricket World Cup was launched to coincide with this sports extravaganza.

With regional focus high on the Company's strategic agenda, targeted marketing was aggressively pursued during the year.

DPI's regional marketing strategy helped enhance performance in the South Indian market, while its customised marketing collaterals designed to local requirements helped boost consumer engagement in smaller and emerging cities.

**The E-connect power** - With aspirations of consumers constantly evolving, DPI is continually relooking its marketing strategy to ensure that it remains ahead of the curve. During the year, the Company augmented its digital engagement capabilities by launching a new mobile ordering application which eases the process of ordering and also enhances consumer experience through a user friendly interface. Also, the availability of mobile applications on multiple platforms enables easy access to consumers for ordering online. The Online Ordering (OLO) system proved to be a success as inferred from the following notable achievements:

- Mobile ordering apps have seen over 2.6 Million downloads since inception.
- Online Ordering platforms contributed around 28% to the overall delivery sales (Q4).
- Mobile ordering sales contribution to overall OLO of was around 24% (Q4).
- Additionally, DPI provides online consumers the option of saving their favourite order and, through social media, keeps them informed and updated on new products and promotions, thus paving the way for greater brand affinity.

The ingenuity in marketing, as in other operations, is based on a scientific approach, which helps the Company reap the maximum returns and sustain its leadership position in the QSR segment. Its extensive market surveys are second to none in the industry. And its store catchment analysis remains an important scientific tool to not only identify the feasibility of a new Restaurant but also to identify the potential consumer base. Better understanding of consumer aspirations is of particular significance in the prevailing scenario as the Company is now reaching out to Tier III and Tier IV cities, where consumer sentiments and expectations differ from those in the larger cities.

### **Powering better consumer experience**

The Company is continuously striving to maximise consumer experience through diversified initiatives – from serving innovative, high quality products, to embracing advanced processes, and translating consumer feedback into changes in the organisation for bridging the gap between consumers and the Company.

The Pizza Theatre restaurant format, which embraces the open kitchen concept and was adopted in FY 2014, is another important initiative by DPI to bring modern international practices closer home. Building on this evolved business format, all DPI restaurants opened during the year were in the Pizza Theatre format except those opened at food courts.

While pizzas are the hot favourite item on the DPI menu, the various side products are also becoming increasingly popular

among the consumers. Seeing their huge acceptance and demand, the Company changed its home delivery policy during the year to allow home delivery of only side products too. This innovative rethink now enables consumers to experience any of the food products from the DPI menu, irrespective of whether they are dining in or ordering for the food.

The Company recognises that in FSI, quality of services rendered will be a key differentiator between the leader and average performers. While the front-end team members have built a remarkable reputation of going beyond the call of duty to serve consumers, the back-end support works closely in sync with the needs of the front-end team to ensure the highest level of consumer satisfaction.

## **Domino's Pizza – Sri Lanka**

JFL continued with its steady efforts to strengthen the Domino's Pizza brand in Sri Lanka. The number of Restaurants opened during the year stood at 4, thereby taking the total Restaurant count to 15. As a result of the ongoing, aggressive marketing communication and promotion strategy, brand awareness has improved. The Pizza Theatre design concept was launched with all the 4 new restaurants carrying the new design. Pizza Mania was launched in the market and the first TV commercial for Domino's Pizza was aired promoting Pizza Mania in Sri Lanka. The winter promotion campaign of Cheese Burst Pizza and Choco Lava cake is a great success. After the awe-inspiring success of the OLO in India, the Company is in the process of launching OLO in Sri Lanka.

## **Dunkin' Donuts**

Dunkin' Donuts, branded in India as Dunkin' Donuts & More, provides an all-day part food and beverage option. Occupying a sweet spot between QSR and Cafe markets, Dunkin' Donuts is targeted at the discerning urban youth, who find the QSRs infantile while the coffee shops somewhat formal and not an ideal option for food occasions. Through its unique brand positioning of 'Get Your Mojo Back', which reflects the desire to reactivate the lives of the urban youth through innovative products and exciting Restaurant designs to bring alive this campaign - Dunkin' Donuts is gaining positive traction in the market as a differentiated, adult QSR brand.

The focussed initiatives which enabled Dunkin' Donuts to help delight its target consumer group and facilitate growth are discussed below:

### **Powering expansion with vigour**

Expanding presence provides Dunkin' Donuts with more opportunities to connect with consumers and build on the attractiveness of the brand.

The year under review saw Dunkin' Donuts embark on steady expansion across the geographical expanse of the country. After foraying into Mumbai, where two restaurants were launched on the same day, Dunkin' Donuts expanded its presence into

Bengaluru, Ghaziabad, Kanpur, Jaipur, Ahmedabad, Pune, Panaji and Faridabad. With this strategic foray, Dunkin' Donuts is now present in South, West and North India across 19 cities.

Concurrently, the Company also broadened the accessibility of the brand through the addition of new restaurants in existing markets. With this network expansion, the total number of restaurants stands at 54 as on March 31, 2015, as against 26 on the same date in the previous fiscal. The response to new restaurant launches has been extremely encouraging and reflects the precision in the strategy of reaching out aggressively to consumers.

With the existing commissaries catering to the raw material and supply chain needs of Domino's Pizza and Dunkin' Donuts, both brands are committed to continue their expansion strategy across new and existing cities in the coming quarters.

### **Driving delight through distinctive offerings**

Resonating with the brand positioning of 'Get Your Mojo Back', Dunkin' Donuts launched several innovative products that can best - fulfil the evolving and emerging needs of the urban youth. The Crunchy Joe Burger, Tough Guy Brute Burger, Wicked Wraps and Not So Wicked Wraps, Naughty Lucy Burger and a new range of Donuts are among the new products launched during the year to bring alive the distinct brand positioning.

Dunkin' Donuts also extended the range of Dunkaccino Coffee with new flavours such as Mocha Chip, Jamaican Rum and Almonds Dunkaccino. The beverage menu also saw the addition of two new - Green Iced Teas - Spiked Iced Tea and Green Iced Tea to beat the summer heat.

To tap into India's rising demand for sugary sweets during Diwali, donuts with traditional Indian flavours were specially prepared for the occasion. Unique gifting packs consisting of Diwali Donuts in Motichoor, Kaju Katli and four other festive avatars were also launched to add to the traditional spirit.

The refurbished menu not only expanded base sales but also increased the frequency of consumer visits. Going ahead, Dunkin' Donuts will continue to innovate and develop products that meet the needs of the new-age urban youth and thus increase brand connect and appeal among the target group.

### **Powering best-in-class consumer experience**

Dunkin' Donuts is not simply about offering better diverse product; rather it is about creating a unique experience for the discerning adult consumers. The focus is therefore on ensuring that the products, restaurant design and ambience are in complete sync with each other, as also with consumer aspirations and taste.

Contemporary seating arrangement, trendy decor and wall design, signature products and indulgent backdrop collectively create a mature atmosphere enjoyed by young adults. During the year, Restaurant image and functionality were further improved upon to deliver a more relevant experience to the new age consumers.

## **JFL-Driven by Infrastructure Excellence**

JFL is one of the most integrated food service companies and has consciously focussed on building scale and efficiency across its infrastructure. The solid, quality driven nationwide manufacturing capabilities, known as commissaries/centralised food production facilities, are among the best-in-class in the industry. Adopting six sigma and lean manufacturing across these facilities, the Company is able to leverage better value for its operations.

Apart from ramping up existing facilities, the Company had also commissioned the setting up of new manufacturing facilities to meet expected growth prospects. The new facilities at Nagpur, Guwahati and Hyderabad have become operational in FY 2015.

Apart from these new facilities, the Company has commissaries in Mumbai, Noida, Mohali, Kolkata and Bengaluru, with Noida having two (2) commissaries. This takes the total number of commissaries to nine (9). Driven by adequate infrastructure facilities, the Company is well-positioned to expand the restaurant network of Domino's Pizza and Dunkin' Donuts with optimal investments, making growth opportunities value-accretive.

By aligning the infrastructural strengths of the business to meet future demand, the Company has commenced the groundwork for relocation of the existing Noida commissary to a larger area in Greater Noida.

## **Powered by Technological Prowess**

In today's fast-paced world, technology absorption and its effective utilisation is a critical growth driver. JFL leverages advanced technology across its processes to improve time and cost efficiencies internally, and ensure better experience and convenience for consumers externally.

IT tools and solutions are being used across the Company to enhance productivity and drive greater efficiencies. JFL is among a select few companies in India to invest in Learning Management System (LMS). This technology helps in delivery of the training programme over web-based interfaces, thus enabling the Company to get more value from human resources while empowering individuals with additional tools for self-improvement.

Investments in IT infrastructure have also been institutionalised to collaborate better with suppliers, increase automation and support rapid business growth. This year, to drive greater operational excellence across its supply chain, the Company introduced 'Oracle Transport Management' for its transportation system across the country. This initiative will lead to automation and standardisation of the transportation process, greater visibility in operations and optimisation of costs. Further, to reinforce data security, JFL Corporate and Regional offices were upgraded and recertified on ISO 27001:2013, the latest version of the internationally acclaimed Information Security Standard.

The Company continues to invest in capabilities that will help it reach out better to consumers. JFL is among the first in the industry to foray into digital marketing. Impactful digital marketing strategies have enabled the Company to widen its audience base and make its products easily accessible to e-commerce savvy consumers. Partnering with big aggregators like Zomato, Foodpanda, etc. and introducing a pizza tracker in mobile ordering are among the new initiatives launched in this area.

## Empowering People

To maintain its competitive edge in a highly dynamic industry, the Company recognises the importance of having a work force which is highly consumer-focussed, performance-driven and future-capable. The Human Resource (HR) function seeks to achieve this objective through strong focus on attracting, nurturing and retaining talent.

The following major developmental initiatives were launched during the year:

- Strategy Leaders Programme
- Operations Leadership Development Programme for employees in retail operations
- Executive Certification Business Management Programme
- Shift Manager Development Programme
- Executive Coaching for the Next Level managers
- Gender Sensitisation Programmes
- 200+ Workshops and Seminars
- E-learning module on 'No Gifts Policy' and 'Prevention of Sexual Harassment' (POSH) touching 20000+ employees and covering 15000+ Man hours through Learning Management System

Aligned to its vision of creating an organisation anchored in the culture of excellence, the Company gives due recognition to good performance through its Reward & Recognition Programme. This year, 'Spot Awards' and 'Esprit De Corps' were introduced for the support functions. Besides recognising role models, a more progressive work environment is also built by offering employees the choice of professional advancement courses in IMT Ghaziabad, a premier management institute. Training programmes were also conducted online to reach out to more employees during the year.

Employee engagement was kept high by inculcating a culture of fun through 400+ Fun@Work activities across the country. Popular among them was the national level dance competition (Dance Domino's 'Dunkin' Dance), running successfully for the third year. The "Mera Domino's" campaign continued to strengthen employee bonding. Also, a new and vibrant intranet portal with many more user-friendly features was launched during the year for enhancing networking experience.

By embracing well thought out HR development practices, JFL has been able to build a productive, innovative and engaging workplace. Significantly, the Company has been consistently rated as one of the "best employers" in the country, validating the success of its HR function.

## Driving Quality Assurance

Quality consciousness is a value ingrained within the culture of the organisation, making each and every team member a custodian of quality assurance.



To create and maintain the highest quality and safety standards, the Company stays upto date with new regulations and industry best practices by participating in various seminars and forums on Food Safety and Quality. Having global brands in its portfolio, the Company also follows the strict guidelines determined by the respective international franchisors. All food business partners are Food Safety Management System certified.

## Awards

### Passionate Performance Recognised

JFL's exemplary performance is a tribute to the committed and passionate efforts of its employees and its vision to be among the most admired and respected Companies in India. The company's pursuit of excellence has won it several awards during the year.

### Jubilant FoodWorks Limited

- Winner of the prestigious 'Images Most Admired Food Service Group of the Year' at the Coca Cola Golden Spoon Awards 2015 for the second consecutive year.
- Three finalists at Effie's 2014, India's most Prestigious Marketing Effectiveness Award, amongst 467 contenders, placing JFL in the list of top 30 Marketers in India.
- Awarded the 'Genius HR Excellence Awards 2014' for Best HR Practices hosted in collaboration with The Times of India.
- Awarded in 4 prestigious categories at World HRD Congress 2015:
  - "Dream Companies to Work for" in Retail Category
  - Organisation with Innovative HR Practices
  - Diversity Impact Award
  - Fun at Work Award
- Ranked 7<sup>th</sup> in the "Great Place to Work" India survey in retail sector

- Winner of 5 CII National Awards for Food Safety, 2014.
- Gold winner at the Public Relations Society of India (PRSI) National Awards 2014 in the Annual Report category.
- Awarded the CSR Initiative of the year award at the Annual Indian Retail Awards organised by Franchisee India.
- Awarded with the "Exceptional Position" in the Supply Chain & Logistics Excellence (SCALE) Awards 2013, instituted by CII.

### Domino's Pizza India

- In the Asia Pacific Region, Domino's Pizza Inc. recognised DPI with the following awards:
  - ✓ Trainer of the year
  - ✓ Rookie Manager of the year
- Domino's Pizza Winter campaign 'Cheesy Happy Feeling' was declared as one of the best campaigns for the month of December 2014 by Brand Equity (Economic Times).
- Awarded as one among the Top 4 winners of coveted BML Munjal Awards (2015) for Business Excellence through Learning & Development, under Private-Service Category.
- Won the 'Golden Peacock National Training Award' by the Institute of Directors (IOD) - India at the 25th World Congress on Leadership for Business Excellence & Innovation.
- Awarded the 'Customer Service Excellence' Award at the Annual Indian Retail Awards organised by Franchisee India.
- Adjudged winner in 2 categories at the prestigious Indian Retail and e-Retail awards;
  - ✓ Best advertisement/Marketing campaign of the year- Pizza Mania "Pehli Kamai"
  - ✓ Best Home Delivery



- Recognised as the "Most Admired Retailer of the Year: Food Services - Domino's Pizza by Images Retail
- Best Digital Integrated campaign 2014 in India at Digital Awards presented by IAMA (Internet and Mobile Association of India)
- Conferred the title 'Images Most Admired Food Service Chain' at Coca Cola Golden Spoon Awards 2015

#### Dunkin' Donuts

- Conferred with Coca Cola Golden Spoon Awards 2015 in two categories:
  - ✓ Most Admired Food Service Chain of The Year - Café & Juice Bars
  - ✓ Most Admired Food Service Retail Innovation of The Year
- Recognized as the "Most Admired Retailer of the Year" Marketing & Promotions - Dunkin Donuts by Images Retail.

#### Employee Awards

- Mr. Ravi Shanker Gupta (President & CFO) has been recognised amongst the 'CFO100 League of Excellence 2015' for his excellence in the field of Corporate Finance. He has also been awarded "The Best performing CFO in the FMCG Sector" at the 8th edition of the CNBC-TV18 CFO Awards 2013.
- Mr. Arvind Vats (Senior Vice President – MACP, Admin & Corp Affairs) has been recognised and awarded as "the top 100 upcoming finance leaders of India Inc." at the Third Annual CFONEXT100 awards and also won the "CFO100 Roll of HONOR 2015" award under the category Strategy and Growth.
- Mr. Harneet Singh Rajpal (Senior Vice President – Marketing) has been recognised and awarded as one of India's Top 20 Marketing Master Minds which, is presented by WCRC (World Consulting and Research Corporation) and Brands illustrated magazine.
- Mr. Rahul Puri (Vice President – Information Technology) has been recognised as the Top 100 Information Security Professionals in the county by CISO 100 Platform and as one of the most promising CISO by Infosec Maestro.

## Financial Review

### Total Income

The Company's sustained performance during a challenging year underlines the resilience of its business model and strategy. Across both brands, expansion of Restaurant network and innovation in menu continued, which enabled the Company to increase revenue from operations. Consumer focussed marketing and a thrust on enhancing digital capabilities also drove higher sales for the Company. The total income for the 12-month period ending March 31, 2015 stood at ₹ 20,745 Million as against ₹ 17,235 Million for the same period in FY 2014, which represents a growth of 20.4%, though marginally lower than the growth of 22.4% registered in FY 2014.

The restrained external environment dampened Domino's Pizza Same Store Sales Growth (SSG), which remained flat at 0.05% in FY 2015 as against 1.6% in FY 2014. The SSG moved into positive territory from Q3 FY 2015, after being in the negative space for the previous four (4) quarters. The Company's differentiating efforts of expansion and innovation are important growth drivers, making it upbeat about achieving higher sales growth.

### Total Expenditure

Operational expenses mainly include raw material costs, rentals, personnel cost, advertising and promotion costs, administrative expenses, power and fuel costs and other costs. Total Expenditure for FY 2015 stood at ₹ 18,117 Million as against ₹ 14,685 Million in the previous year. The increase in expenditure is reflective of the expenses incurred for business growth and the general price escalation due to overall inflation.

Expansion of the scale of operations for both Domino's Pizza and Dunkin' Donuts resulted in higher raw material costs in first half of the year. However, the low inflationary trend in the economy, especially in the last few months of FY 2015, helped to keep these costs under control. The total raw material and provisions consumed, which includes basic ingredients such as cheese, chicken and other raw material used in product preparation, was 25.12% of net sales in FY 2015 as against 26.04% in FY 2014. The decline in raw material cost was primarily due to comparatively lower discounts in FY 2015.

Expenditure on rentals increased with addition of new restaurants and higher rentals for existing restaurants. Cost incurred on rentals increased to ₹ 2,050 Million in FY 2015, up from ₹ 1,549 Million in FY 2014.

The Personnel expenses stood at ₹ 4,388 Million for the year ended FY 2015 as against ₹ 3,369 Million in FY 2014. Employee costs were higher due to an increase in wages and performance-linked incentives over an augmented employee base. Recruitment of new employees was necessary to meet the higher resource requirement due to expansion of business. The Company's total employee strength, working in restaurants, manufacturing locations/commissaries and offices, stood at 27,122 as on March 31, 2015, up from 24,969 as on March 31, 2014.

The Company pursued its policy of aggressive marketing and advertising to strengthen consumer connect, sustain brand positioning and create awareness for its new launches of products, offers and restaurants, thus resulting in a higher expenditure on this account.

### EBITDA

EBITDA for FY 2015 moderated to ₹ 2,628 Million as against ₹ 2,551 Million in the corresponding period last year. EBITDA margin was recorded at 12.7% as against 14.8% in FY 2014. Decline in SSG coupled with inflation in costs impacted the margins. Also, new Restaurants are margin dilutive as newer restaurants generally operate with sales levels lower than the system average. With restaurants being added to the network for both Domino's Pizza and Dunkin' Donuts brands, this was reflected in the overall EBITDA margin.

### Profitability

Owing to the continued stress in the external economic environment and consumer sentiment, discretionary spending slowed down, impacting SSG and profitability of restaurants. Profit before Tax (PBT) for FY 2015 was ₹ 1,721 Million as compared to ₹ 1,877 Million in FY 2014, representing a decline of 8.3% over the previous fiscal. Profit after Tax (PAT) for FY 2015 was ₹ 1,233 Million as against ₹ 1,258 Million for the same period in FY 2014, reflecting a de-growth of 2.0%.

The Company continues to maintain a sharp focus on operational discipline for managing costs better and enhancing profitability. By extending Six Sigma to both internal functions and business partners, the Company has achieved better cost control. Also, the Company's business model is well positioned to enjoy the advantages of scale and capability.

### Returns to Shareholders

The Board has recommended a maiden dividend of ₹ 2.50 (i.e. 25%) per equity share for the year ended March 31, 2015. The proposal reflects the Board's confidence in the Company's future and its commitment to manage business in the best interests of its shareholders.

### Risk Review

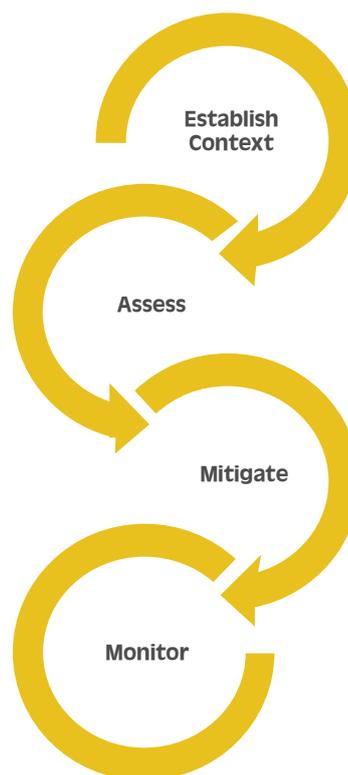
The Company recognises the importance of identifying and actively managing the full range of financial and non-financial risks faced by the business. The Company follows a well-established risk assessment process wherein risk identification, designing mitigation plans, regular review mechanism and reporting to top management and Board is performed.

The aim of the Company's risk management is to create awareness of potential risks and consequently limit and

manage them, while safeguarding business opportunities and strengthening profitability. The Company believes that risks that are well managed can create opportunities, whereas risks that are not managed or incorrectly managed could lead to financial and reputational loss.

### Risk Management Policy Framework

The following are some of the key risks and related mitigation plans as perceived by the Company:



Risk	Risk Review	Risk Mitigation
<b>Economic Uncertainty</b>	External environment and uncertainty in the socio-economic climate impacts consumer discretionary spending and therefore can impact business	<ul style="list-style-type: none"> <li>✓ Strong business model</li> <li>✓ Pan India reach</li> <li>✓ Product innovation</li> <li>✓ Entering into new markets and tie-ups with developers</li> <li>✓ Powerful branding and marketing strategy</li> <li>✓ Targeting potential consumers</li> <li>✓ Powerful e-commerce and m-commerce model</li> </ul>
<b>Inflation</b>	Food inflation is a concern for the economy and especially for the Food Services Industry. Consumer inflation also percolates through all other costs apart from increase in employee cost	<ul style="list-style-type: none"> <li>✓ Strong tie-ups with business partners</li> <li>✓ Cost optimisation through in-built efficiencies and hands-on management</li> <li>✓ Sales price revision at appropriate time</li> </ul>
<b>Competition</b>	Expanding presence of renowned brands in the organised sector	<ul style="list-style-type: none"> <li>✓ Insight on developing products that appeal to the Indian palette</li> <li>✓ Innovative product offerings</li> <li>✓ Diverse product range across different price points</li> <li>✓ Strong consumer connect</li> <li>✓ Rapid pan India expansion</li> </ul>

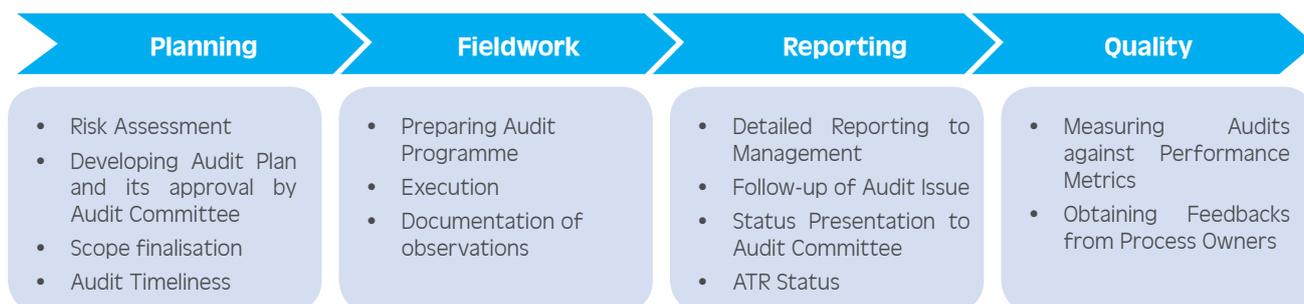
Risk	Risk Review	Risk Mitigation
<b>Manpower Retention &amp; Skill Enrichment</b>	To compete, grow and scale up, the Company needs a healthy mix of people who are quick to adapt and implement new ways of doing business while willing to be part of the organisational philosophy	<ul style="list-style-type: none"> <li>✓ Well established and technology-driven training infrastructure and programmes</li> <li>✓ Great working place for employees</li> <li>✓ Various initiatives on skill enrichment, engagement and retention</li> </ul>
<b>Supply Chain</b>	A strong and efficient supply chain is a critical factor in ensuring smooth functioning of any food services business. Any disruptions in the supply chain could have an impact on the cost and service quality	<ul style="list-style-type: none"> <li>✓ Strong supply chain management practices</li> <li>✓ Robust vendor base</li> <li>✓ Stringent quality checks and cost optimisation initiatives</li> </ul>

## Internal Control Systems and their Adequacy

The Company continuously invests in strengthening its internal control processes. These systems provide a reasonable assurance of accuracy of financial and operational information, complying with applicable statutes and safeguarding of assets and ensuring compliance.

Financial policies, processes, standards and delegation of authority have been cascaded and periodically reinforced within various departments. Procedures to ensure conformance with the policies, standards and delegations of authority have been put in place through control self-assessment and internal audit procedures.

### Internal Audit Approach & Methodology



### Outlook

To drive greater momentum in growth, the Company will strengthen focus on the following parameters of performance:

- Streamlining processes and systems for building cost efficiencies
- Expanding market presence
- Imbibing advanced digital and online technology to connect better with consumers
- Further strengthening the supply chain to meet business expansion
- Leveraging marketing and innovation to build strong brands
- Augmenting infrastructure to meet future requirements
- Developing professional and skilled Human Resource

In conclusion, as economic indicators turn positive and consumer sentiments revive, the Company is powered for greater traction, going forward.

### Domino's Pizza India

With India poised to attain high economic growth, there is considerable scope for geographic expansion and market penetration in existing cities for Domino's Pizza. In FY 2016,

the Company plans to open 150 Restaurants, providing robust revenue growth visibility. The thrust will also be on enhancing the Company's Online Ordering systems to drive higher sales.

### Dunkin' Donuts

With infrastructure capabilities in place to expand the Restaurant base, a steady network rollout plan will form a key business strategy for taking Dunkin' Donuts to the next level in its growth trajectory. After the successful foray in West and South India, the thrust will be on expanding brand presence in these regions as well as in the Northern markets. Going ahead, the plan is to launch 30 restaurants for broader consumer reach. Expanding the food and beverage menu based on consumer insights will be another core focus area to drive footfall and enhance profitability.

For and on behalf of the Board of Directors

Sd/-  
**Shyam S. Bhartia**  
**Chairman & Director**  
 DIN No. 00010484

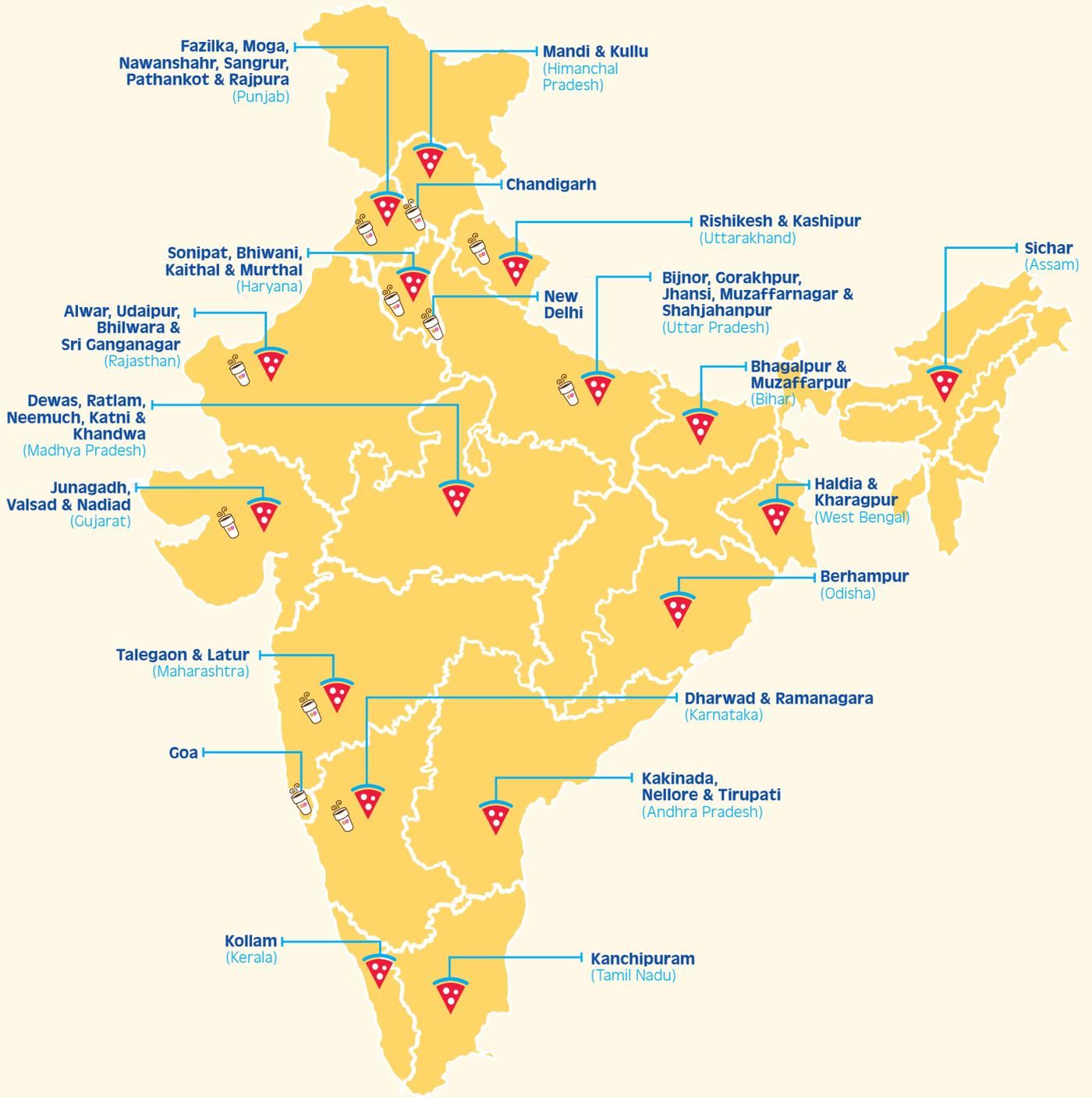
Sd/-  
**Hari S. Bhartia**  
**Co-Chairman & Director**  
 DIN No. 00010499

**Date:** May 14, 2015

**Place:** Noida

(Figures have been rounded off for the purpose of reporting)

## EXPANDING FOOTPRINTS



 New Cities entered into by Domino's Pizza during FY 2015

 Dunkin' Donut's presence in Indian States and UT's till FY 2015

# Board Report

Dear Members,

Your Directors have pleasure in presenting the Twentieth (20th) Annual Report, together with the Audited Financials of the Company for the Financial Year ended March 31, 2015 ("FY 2015").

## FINANCIAL PERFORMANCE

### Standalone Financial Summary

Particulars	₹ in Million	
	FY 2015	FY 2014
Sales & Other Income	20,819	17,328
Profit before Interest, Depreciation & Tax	2,702	2,644
Less: Interest	-	-
Less: Depreciation	982	767
Profit / (Loss) before Tax	1,721	1,877
Less: Provision for Taxation	488	619
Profit / (Loss) after Tax	1,233	1,258

### Consolidated Financial Summary

Particulars	₹ in Million	
	FY 2015	FY 2014
Sales & Other Income	21,003	17,457
Profit before Interest, Depreciation & Tax	2,626	2,590
Less: Interest	-	-
Less: Depreciation	1,011	787
Profit / (Loss) before Tax	1,615	1,803
Less: Provision for Taxation	504	620
Profit / (Loss) after Tax	1,111	1,182

## RESULTS OF OPERATIONS AND THE STATE OF COMPANY'S AFFAIRS

The highlights of the Company's performance are as under:

1. Revenue from operations increased by 20.36% to ₹ 20,745 million
2. EBITDA increased by 3.00% to ₹ 2,628 million
3. Profit before Tax decreased by 8.00% to ₹ 1,721 million
4. Net Profit decreased by 2.00% to ₹ 1,233 million

There are no transfer to the General Reserves.

No material changes and commitments have occurred after the close of the year till the date of this Report, which affect the financial position of the Company.

As the fiscal ended, the Company remained on track to deliver its goal of driving profitable growth while investing in initiative that can fuel Company's momentum over the long term. In FY 2015, the Company took successful strides to make its brands Domino's Pizza and Dunkin' Donuts more capable, efficient and highly relevant for its consumers. The Company focused on enhancing operations, tightening efficiencies and on creating more synergies for cementing the path for sustainable & profitable growth. During the year the Company not only stood tall through a moderating consumption environment but also successfully implemented strategic initiatives which included restaurant rollouts, exciting menu additions, novel offers and thrust on Online Ordering ("OLO"). The Company's sustained expansion on all these fronts and infrastructure in a tough market, was driven by its faith in the potential of the Food Service Industry.

During the year Domino's India crossed the UK restaurant count and became the largest market for Domino's Pizza worldwide, outside USA. During the year the Company achieved its target of

opening 150 new Domino's Pizza restaurants set at the start of the year. The Company has taken its total tally to 876 Domino's Pizza restaurants across 196 cities as on March 31, 2015.

During the year Dunkin Donuts expansion remained well on track. Enthused by the consumer's response, the Company set up 28 new restaurants in FY 2015, taking Dunkin Donuts tally to 54 restaurants in 19 cities as on March 31, 2015.

During the year, there was no change in the nature of the business of the Company.

### DIVIDEND

Your Directors have recommended maiden dividend of ₹ 2.50 (i.e. 25%) per equity share amounting to ₹ 163.93 million (inclusive of taxes) for FY 2015. The dividend payout is subject to approval of members at the ensuing Annual General Meeting.

The dividend will be paid to members whose names appear in the Register of Members as on August 27, 2015 and in respect of shares held in dematerialized form, it will be paid to members whose names are furnished by National Securities Depository Limited and Central Depository Services (India) Limited, as beneficial owners as on that date.

### OPERATIONS OF SUBSIDIARY

#### Jubilant FoodWorks Lanka (Pvt.) Ltd. ("JFLPL")

The Company's wholly owned subsidiary, JFLPL continued with its steady efforts to strengthen Domino's Pizza brand in Sri Lanka. During the year, JFLPL launched 4 new Domino's Pizza Restaurants, taking its total restaurant count to 15 as on March 31, 2015.

A report on the performance and the financial position of JFLPL, as per Companies Act, 2013 is provided in Form-AOC 1 attached

to the consolidated financial statements forming part of this Annual Report.

During FY 2015, there were no companies which ceased to exist as subsidiaries, joint venture or associate of the Company.

### SHARE CAPITAL

During the year, the Company issued 1,14,580 Equity Shares of ₹ 10/- each on the exercise of stock options under Dominos Employees Stock Option Plan, 2007 and 16,180 Equity Shares of ₹ 10/- each on the exercise of stock options under JFL Employees Stock Option Scheme, 2011. As a result, the issued, subscribed and paid-up equity share capital increased from 65,439,030 Equity Shares as on March 31, 2014 to 65,569,790 Equity Shares as at March 31, 2015.

### EXTRACT OF ANNUAL RETURN

The extract of Annual Return as required under the Companies Act, 2013 in Form MGT-9 is annexed herewith as **Annexure 'A'** forming integral part of this Report.

### AUDITORS AND AUDITORS REPORT

#### Statutory Auditors

S. R. Batliboi & Co. LLP (ICAI Regn. No. 301003E), Chartered Accountants, Statutory Auditors of the Company retire at the conclusion of the ensuing Annual General Meeting of the Company and being eligible, have offered themselves for re-appointment as Statutory Auditors. Further, the Company has received the consent & eligibility certificate from S. R. Batliboi & Co. LLP under Section 139(1) and Section 141 of the Companies Act, 2013 & rules made thereunder. The Board of Directors recommend their re-appointment for further period of one year from the conclusion of the ensuing Annual General Meeting till the conclusion of the next Annual General Meeting.

Auditors' Report read together with Annexure referred to in the Auditors' Report does not contain any qualification, reservation, adverse remark or disclaimers. Members' attention is drawn towards Clause (xii) of the Annexure referred to in the Auditors' Report and the Directors wish to clarify that the Company has taken all the necessary steps, including taking legal action against the employees involved and has fully provided for the same in the financial statements. Further, effective steps have been taken to reduce/eliminate such cases.

#### Secretarial Auditors

The Board appointed Chandrasekaran Associates, Company Secretaries to conduct Secretarial Audit for FY 2015. The Secretarial Audit Report for the financial year ended March 31, 2015 is annexed herewith as **Annexure 'B'** forming integral part of this report. The said report is self explanatory and does not call for any comments.

### LOANS, GUARANTEES OR INVESTMENTS

The particulars of investments made under Section 186 of the Companies Act, 2013 are as follows:

S. No.	Name of the Body Corporate	Transaction Type	Amount (₹ in Million) As on March 31, 2015	Purpose of Investment
1.	Jubilant FoodWorks Lanka (Pvt.) Ltd. (Wholly Owned Subsidiary)	Subscription to Equity Shares	557.14	Business Purposes

Note 12 of Standalone Financial Statement sets out details of investment.

### RELATED PARTY TRANSACTIONS

All contracts, arrangements and transactions entered by the Company during FY 2015 were in the ordinary course of business

and on an arm's length basis. During the year, the Company had not entered into any contract, arrangement and transaction with related parties which could be considered material in accordance with the policy of the Company on materiality of related party transactions. The policy on materiality of related party transactions and dealing with related party transactions as approved by the Board is disclosed on the website of the Company [www.jubilantfoodworks.com](http://www.jubilantfoodworks.com)

Note 29 to the Standalone Financial Statements sets out related party disclosures.

### RISK MANAGEMENT

The Company has a Risk Management Policy which has been approved by the Board. The aim of the Company's risk management policy is to create awareness of applicable risks and consequently limit, control and manage them, while safeguarding business opportunities and strengthening profitability. Through its well formulated strategy, the Company ensures that the risk exposure remains at the defined appropriate levels, while the overall management of the risks is integrated and embedded in the everyday business operations and activities. There are no risks identified by the Board which may threaten the existence of the Company.

The detailed Risk Review is provided in the Management Discussion & Analysis section forming part of the Annual Report.

### INTERNAL FINANCIAL CONTROL

The Company has in place adequate internal financial controls with reference to financial statements. During the year, such controls were tested and no reportable material weakness in the design or operations were observed.

### CORPORATE SOCIAL RESPONSIBILITY

The Sustainability and Corporate Social Responsibility Committee ("SCSR Committee") has formulated and recommended to the Board, a Corporate Social Responsibility Policy (CSR Policy), which has been approved by the Board. The CSR Policy laid down by the Company ensures that the:

- CSR agenda is integrated with the business
- Focused efforts are made in the identified community development areas to achieve the expected outcomes
- Support in nation-building through CSR activities

In terms of CSR Policy the Company shall endeavor to focus in the areas of:

1. Skill Development
2. Nutrition
3. Education
4. Swachh Bharat Abhiyan
5. Road Safety

The Annual Report on CSR is annexed as **Annexure 'C'** forming integral part of this Report.

### DIRECTORS & KEY MANAGERIAL PERSONNEL

In terms of Articles of Association of the Company and provisions of Companies Act, 2013, Mr. Shyam S. Bhartia, Director of the Company, is liable to retire by rotation at the ensuing Annual General Meeting and being eligible, offer himself for re-appointment. The Board of Directors recommend his re-appointment.

Mr. Ajay Kaul, CEO cum Whole time Director of the Company was re-appointed as the Whole time Director w.e.f. March 14, 2015 by the Board of Directors, subject to the approval of the shareholders in the forthcoming Annual General Meeting.

The Company has received necessary declaration from each Independent Director under Section 149 (7) of Companies Act,

2013 that he/she meets the criteria of independence laid down in Section 149 (6) of Companies Act, 2013 and Clause 49 of Listing Agreement.

During the year there was no change in the constitution of the Board and in the position of Key Managerial Personnel of the Company.

#### **PARTICULARS OF EMPLOYEES, DIRECTORS & KEY MANAGERIAL PERSONNEL**

The details of Employees, Directors and Key Managerial Personnel as required under Section 197 of the Companies Act, 2013 read with Companies (Appointment and Remuneration) Rules, 2014 is annexed herewith as **Annexure 'D'** forming integral part of this Report.

#### **EMPLOYEES STOCK OPTION SCHEMES**

The Company has two (2) Employees Stock Option Schemes in operation at present:

- Dominos Employees Stock Option Plan, 2007
- JFL Employees Stock Option Scheme, 2011

During the year, the employees were allotted equity shares upon exercise of stock options under both the schemes. The applicable disclosures under the Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999, as at March 31, 2015 is annexed as **Annexure 'E'** forming integral part of this Report.

Certificate from S. R. Batliboi & Co. LLP, Chartered Accountants, Statutory Auditors, with respect to the implementation of the JFL Employees Stock Option Scheme, 2011 and Domino's Employees Stock Option Plan, 2007 would be placed before the members at the ensuing Annual General Meeting and a copy of the same shall be available for inspection at the Registered Office of the Company.

#### **SEXUAL HARRASMENT**

Employees at all levels are assured of a work place free of harassment irrespective of their gender, race, social class, caste, creed, religion, place of origin, sexual orientation, disability or economic status. The employees have the right to work in an environment free from any form of discrimination and conduct which can be considered harassing, coercive, or disruptive particularly behaviors that tantamount to sexual harassment.

In view of above, the Company has adopted a policy on the prevention of sexual harassment at workplace. The Company received two (2) complaints during the calendar year 2014 under this policy which were suitably addressed.

#### **CORPORATE GOVERNANCE**

The corporate governance philosophy of the Company is driven by the interest of stakeholders and business needs of the organization. Aligning itself to this philosophy, and in order to sustain the stakeholder's trust, the Company has placed corporate governance on a high priority. In terms of clause 49 of the Listing Agreement with the Stock Exchanges, the Corporate Governance Report along with certificate from M/s Chandrasekaran Associates, Company Secretaries certifying the compliance with the conditions of Corporate Governance is annexed as **Annexure 'F'** forming an integral part of this Report. The Corporate Governance Report, inter-alia, contains the following disclosures:

- Number of Board Meetings
- Composition of Audit Committee
- Composition of Sustainability & Corporate Social Responsibility Committee
- Whistle Blower Policy (vigil mechanism)

e) Appointment & Remuneration Policy (for Directors, Key Managerial Personnel, Senior Management and other Employees of the Company)

f) Performance Evaluation criteria of the Board, its Committees & individual Directors

#### **CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO**

##### **A) Conservation of energy**

The Company values the significance of conservation of energy and therefore endeavors to operate in an eco-friendly manner so as to protect and improve the environment. The Company is making continuous efforts for judicious use of energy at all levels of operations by utilizing energy efficient system and processes.

##### **i) The steps taken or impact on conservation of energy**

Installation of energy efficient LED Lights in certain restaurants and Commissaries

Installation of Energy Management System in certain restaurants.

Due to Company's innovative approach in Oven Technology, LPG Consumption in certain restaurants reduced.

Installation of Energy Saving Sensors in the AC System of certain restaurants.

Procurement of E-bikes for some restaurants on trial basis.

##### **ii) The steps taken by the Company for utilizing alternate sources of energy**

The Company has installed 200 KW Solar Power plant at Mumbai Commissary and is in the process of installing 120KW Solar Power Plant at Nagpur Commissary. Efforts are on to install plants at other locations also.

##### **iii) The capital investment on energy conservation equipment**

<b>Particulars of Investments</b>	<b>Amount (₹ In Million)</b>
Energy Management System in certain Restaurants	28
AC Energy Saver System in certain Restaurants	7
Procurement of E-bikes	2
Investment in power efficient LED Lights in certain restaurants & Commissaries.	19

##### **(B) Technology Absorption**

All steps taken towards Energy Conservation are the result of technology absorption, however, there is no specific information to be furnished in this regard.

##### **(C) Foreign Exchange Earnings & Outgo**

Information pertaining to Foreign Exchange Earnings & Outgo is given in Note No. 32 of the Notes forming part of the Standalone Financial Statements.

#### **DIRECTORS RESPONSIBILITY STATEMENT**

Your Directors state that:

- in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- The directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company

- at the end of the financial year and of the profit and loss of the Company for that period;
- (c) The directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 ("Act") for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- (d) The directors had prepared the annual accounts on a going concern basis;
- (e) The directors had laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively; Based on the framework of internal financial controls including the financial reporting and compliance systems established and maintained by the Company, work performed by the internal, statutory and secretarial auditors and the reviews performed by the management, the Board is of the opinion that the Company's internal financial controls are adequate and effective during the Financial Year 2014-15.
- (f) The directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

#### GENERAL

Your Directors state that no disclosure or reporting is required in respect of the following items as there were no transactions related to these items during the year under review:

- Details relating to deposits covered under Chapter V of the Act.
- Issue of equity shares with differential rights as to dividend, voting or otherwise.

- Issue of shares (including sweat equity shares) to employees of the Company under any scheme save and except the ESOP Schemes referred to in this Report.
- Neither the Managing Director nor the Whole time Directors of the Company receive any remuneration or commission from any of Company's subsidiaries.
- No significant or material orders were passed by the Regulators or Courts or Tribunals which impact the going concern status and Company's operations in future.

#### ACKNOWLEDGEMENTS

Your Directors wish to extend their deep sense of appreciation to employees at all levels for their continuing support and unstinting efforts. Your Directors also acknowledge the continued support from Domino's International, Dunkin Donuts' International, government and regulatory authorities, business partners, bankers, members and other stakeholders.

Your Directors would also like to appreciate the confidence and loyalty displayed by the guests, whom the Company always strive to serve better.

For and on behalf of the Board of Directors

Sd/-  
**(Shyam S. Bhartia)**  
**Chairman & Director**  
DIN No. 00010484

Sd/-  
**(Hari S. Bhartia)**  
**Co-Chairman & Director**  
DIN No. 00010499

**Date:** May 14, 2015

**Place:** Noida

(Figures have been rounded off for the purpose of reporting)

#### ANNEXURE-A

#### Form No. MGT-9 EXTRACT OF ANNUAL RETURN

As on the financial year ended on March 31, 2015

[Pursuant to Section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014]

#### I. REGISTRATION AND OTHER DETAILS:

1) Corporate Identification Number	L74899UP1995PLC043677
2) Registration Date	March 16, 1995
3) Name of the Company	Jubilant FoodWorks Limited
4) Category/ Sub-Category of the Company	Food & Beverages
5) Address of Registered Office and Contact Details	B-214, Distt Gautam Budh Nagar, Phase II, Noida – 201305 Tel: +91 120 4090500 Email: contact@jublfood.com
6) Whether Listed or Unlisted	Listed
7) Name, address and Contact details of Registrar and Transfer Agent, if any	Link Intime India Private Limited. 44 Community Center, 2 <sup>nd</sup> Floor, Naraina Industrial Area, Phase 1, near PVR, Naraina, New Delhi- 110028 Tel: +91 011 41410592 E-mail: delhi@linkintime.co.in

#### II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10 % or more of the total turnover of the Company shall be stated:-

SL. NO.	NAME AND DESCRIPTION OF MAIN PRODUCTS / SERVICES	NIC CODE OF THE PRODUCT/ SERVICE	% TO TOTAL TURNOVER OF THE COMPANY
1.	Food & Beverage Industry	56	100%

### III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

S. NO	NAME AND ADDRESS OF THE COMPANY	CIN/GLN	HOLDING/SUBSIDIARY/ ASSOCIATE	% OF SHARES HELD	APPLICABLE SECTION
1.	Jubilant FoodWorks Lanka (Private) Limited	PV-74295	Subsidiary	100	2 (87)

### IV. SHAREHOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

#### i) Category-wise Share Holding

Category code	Category of Shareholder	No. of shares held at the beginning of the year (As on 01-Apr-14)				No. of shares held at the end of the year (As on 31-Mar-15)				% of Change during the year
		Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>(A)</b>	<b>Shareholding of Promoter and Promoter Group</b>									
<b>1</b>	<b>Indian</b>									
(a)	Individuals/ HUF	4	0	4	0	3	0	3	0.00	0.00
(b)	Central/State Govts.	0	0	0	0	0	0	0	0.00	0.00
(c)	Bodies Corp.	32,022,950	0	32,022,950	48.94	32,022,950	0	32,022,950	48.84	(0.10)*
(d)	Bank/FI	0	0	0	0	0	0	0	0.00	0.00
(e)	Any Others(Specify)	0	0	0	0	0	0	0	0.00	0.00
	<b>Sub Total(A)(1)</b>	<b>32,022,954</b>	<b>0</b>	<b>32,022,954</b>	<b>48.94</b>	<b>32,022,953</b>	<b>0</b>	<b>32,022,953</b>	<b>48.84</b>	<b>(0.10)*</b>
<b>2</b>	<b>Foreign</b>									
(a)	NRIs- Individual	0	0	0	0	1	0	1	0.00	0.00
(b)	Other-Individuals	0	0	0	0	0	0	0	0.00	0.00
(c)	Bodies Corp.	424,520	0	424,520	0.65	0	0	0	0.00	(0.65)
(d)	Bank/FI	0	0	0	0	0	0	0	0.00	0.00
(e)	Any Others(Specify)	0	0	0	0	0	0	0	0.00	0.00
	<b>Sub Total(A)(2)</b>	<b>424,520</b>	<b>0</b>	<b>424,520</b>	<b>0.65</b>	<b>1</b>	<b>0</b>	<b>1</b>	<b>0.00</b>	<b>(0.65)</b>
	<b>Total Shareholding of Promoter and Promoter Group (A)= (A)(1)+(A)(2)</b>	<b>32,447,474</b>	<b>0</b>	<b>32,447,474</b>	<b>49.58</b>	<b>32,022,954</b>	<b>0</b>	<b>32,022,954</b>	<b>48.84</b>	<b>(0.75)</b>
<b>(B)</b>	<b>Public shareholding</b>									
<b>1</b>	<b>Institutions</b>									
(a)	Mutual Funds	37,149	0	37,149	0.06	3,044,909	0	3,044,909	4.64	4.59
(b)	Bank/FI	7,637	0	7,637	0.01	7,363	0	7,363	0.01	0.00
(c)	Central / State Govts.	0	0	0	0	0	0	0	0.00	0.00
(d)	Venture Capital Funds	0	0	0	0	0	0	0	0.00	0.00
(e)	Insurance Co.	0	0	0	0	0	0	0	0.00	0.00
(f)	FII	30,506,516	0	30,506,516	46.62	27,134,990	0	27,134,990	41.38	(5.23)
(g)	Foreign Venture Capital Funds	0	0	0	0	0	0	0	0.00	0.00
(i)	Any Other (specify)	0	0	0	0	0	0	0	0.00	0.00
	<b>Sub-Total (B)(1)</b>	<b>30,551,302</b>	<b>0</b>	<b>30,551,302</b>	<b>46.69</b>	<b>30,187,262</b>	<b>0</b>	<b>30,187,262</b>	<b>46.04</b>	<b>(0.65)</b>
<b>2</b>	<b>Non-institutions</b>									
(a)	Bodies Corp. i) Indian	973,318	0	973,318	1	2,266,828	0	2,266,828	3.46	1.97
	ii) Overseas	0	0	0	0	0	0	0	0.00	0.00
(b)	Individuals									
I	Resident Individuals holding nominal share capital up to Rs 1 lakh	808,448	81	808,529	1	773,316	71	773,387	1.18	(0.06)
II	Resident Individuals holding nominal share capital in excess of ₹ 1 lakh.	173,000	0	173,000	0	120,900	0	120,900	0.18	(0.08)

Category code	Category of Shareholder	No. of shares held at the beginning of the year (As on 01-Apr-14)				No. of shares held at the end of the year (As on 31-Mar-15)				% of Change during the year
		Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
(c)	Others (Specify)									
(c-i)	Trust	0	0	0	0	4,050	0	4,050	0.01	0.01
(c-ii)	Non-Resident Indians	43,572	0	43,572	0	46,056	0	46,056	0.07	0.00
(c-iii)	Clearing Members	415,017	0	415,017	1	123,773	0	123,773	0.19	(0.45)
(c-iv)	HUF	26,818	0	26,818	0	24,580	0	24,580	0.04	(0.00)
	<b>Sub-Total (B)(2)</b>	<b>2,440,173</b>	<b>81</b>	<b>2,440,173</b>	<b>3.73</b>	<b>3,359,503</b>	<b>71</b>	<b>3,359,574</b>	<b>5.12</b>	<b>1.39</b>
<b>(B)</b>	<b>Total Public Shareholding (B)= (B)(1)+(B)(2)</b>	<b>32,991,475</b>	<b>0</b>	<b>32,991,475</b>	<b>50.42</b>	<b>33,546,765</b>	<b>71</b>	<b>33,546,836</b>	<b>51.16</b>	<b>0.75</b>
<b>(C)</b>	<b>Shares held by Custodian for GDR's &amp; ADR's</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>
	<b>GRAND TOTAL (A)+(B)+(C)</b>	<b>65,438,949</b>	<b>81</b>	<b>65,439,030</b>	<b>100</b>	<b>65,569,719</b>	<b>71</b>	<b>65,569,790</b>	<b>100.00</b>	

\* Change in Shareholding % is due to allotment of 130,760 equity shares during the year under ESOP Schemes of the Company

#### (ii) Shareholding of Promoters

S. No.	Shareholders Name	Shareholding at the beginning of the year (As on 01-Apr-14)			Shareholding at the end of the year (As on 31-Mar-15)			% change in shareholding during the year
		No. of Shares	% of total Shares of the Company	% of Shares Pledged/encumbered to total shares	No. of Shares	% of total Shares of the Company	% of Shares Pledged/encumbered to total shares	
1	Hari S Bhartia	1	0	0	1	0	0	0.00
2	Shyam S Bhartia	1	0	0	1	0	0	0.00
3	Jubilant Enpro Pvt Ltd	32,022,947	48.94	6.11	32,022,947	48.84	9.97	0.10*
4	Love Life Vinimay Pvt Ltd	1	0	0	1	0	0	0.00
5	Jubilant Capital Pvt Ltd	1	0	0	1	0	0	0.00
6	Jubilant Securities Pvt Ltd	1	0	0	1	0	0	0.00
7	Shobhana Bhartia	1	0	0	1	0	0	0.00
8	Kavita Bhartia	1	0	0	1	0	0	0.00
9	Weston Investments Limited	424,520	0.65	0	0	0	0	- 0.65
<b>TOTAL</b>		<b>32,447,474</b>	<b>49.58</b>	<b>6.11</b>	<b>32,022,954</b>	<b>48.84</b>	<b>9.97</b>	<b>- 0.75</b>

\* Change in Shareholding % is due to allotment of 130,760 equity shares during the year under ESOP Schemes of the Company

#### (iii) Change in Promoter's Shareholding

S. No.	Name	Shareholding		Date	Increase/Decrease in Shareholding	Reason	Cumulative Shareholding during the year (01-Apr-14 to 31-Mar-15)	
		No. of Shares at the beginning (01-Apr-14)/ end of the year (31-Mar-15)	% of total shares of the Company				No. of Shares	% of total shares of the Company **
	At the beginning of the year	32,447,474	49.58	1-Apr-14				
				3-Dec-14	210,000	Transfer	32,237,474	49.26
				3-Dec-14	105,520	Transfer	32,131,954	49.10
				4-Dec-14	70,000	Transfer	32,061,954	49.00
				4-Dec-14	39,000	Transfer	32,022,954	48.94
	At the end of the year	32,022,954	48.84*	31-Mar-15			32,022,954	48.84*

\* Change in Shareholding % is due to allotment of 130,760 equity shares during the year under ESOP Schemes of the Company.

\*\* All cumulative holdings after transfer, except cumulative holding at the end of the year, are being calculated on the basis of Paid-up Share Capital as on March 31, 2014.

**(iv) Shareholding Pattern of Top 10 Shareholders (Other Than Directors, Promoters and Holders of GDRs and ADRs)**

S. No.	Name	Shareholding		Date	Increase/ (Decrease) in Shareholding	Reason	Cumulative Shareholding during the year (01-Apr-14 to 31-Mar-15)	
		No. of Shares at the beginning(1-Apr-14)/ end of the year (31-Mar-15)	% of Total Share of the Company				No. of Shares	% of Total Share of the Company**
1	Copthall Mauritius Investment Limited	4,131,833	6.31	1-Apr-14				
				11-Apr-14	21000	Transfer	4,152,833	6.35
				18-Apr-14	225	Transfer	4,153,058	6.35
				25-Apr-14	(242,090)	Transfer	3,910,968	5.98
				2-May-14	(472,477)	Transfer	3,438,491	5.25
				9-May-14	(490,178)	Transfer	2,948,313	4.51
				16-May-14	(399,589)	Transfer	2,548,724	3.89
				23-May-14	(49,675)	Transfer	2,499,049	3.82
				30-May-14	738	Transfer	2,499,787	3.82
				6-Jun-14	(5,750)	Transfer	2,494,037	3.81
				20-Jun-14	93,965	Transfer	2,588,002	3.95
				30-Jun-14	3,300	Transfer	2,591,302	3.96
				4-Jul-14	33,500	Transfer	2,624,802	4.01
				11-Jul-14	(15,000)	Transfer	2,609,802	3.99
				18-Jul-14	6,950	Transfer	2,616,752	4.00
				25-Jul-14	(13,540)	Transfer	2,603,212	3.98
				1-Aug-14	3,100	Transfer	2,606,312	3.98
				8-Aug-14	2,500	Transfer	2,608,812	3.99
				15-Aug-14	2,756	Transfer	2,611,568	3.99
				22-Aug-14	3,400	Transfer	2,614,968	4.00
				29-Aug-14	9,000	Transfer	2,623,968	4.01
				5-Sep-14	(17,018)	Transfer	2,606,950	3.98
				12-Sep-14	165,150	Transfer	2,772,100	4.24
				19-Sep-14	2,650	Transfer	2,774,750	4.24
				30-Sep-14	6,200	Transfer	2,780,950	4.25
				3-Oct-14	1,700	Transfer	2,776,450	4.24
				10-Oct-14	42,200	Transfer	2,818,650	4.31
				17-Oct-14	39,750	Transfer	2,858,400	4.37
				24-Oct-14	2,950	Transfer	2,861,350	4.37
				31-Oct-14	(7,900)	Transfer	2,853,450	4.36
				7-Nov-14	550	Transfer	2,854,000	4.36
				14-Nov-14	(172,160)	Transfer	2,681,840	4.10
				21-Nov-14	181,200	Transfer	2,863,040	4.38
				28-Nov-14	(8,200)	Transfer	2,854,840	4.36
				5-Dec-14	185,900	Transfer	3,040,740	4.65
				12-Dec-14	32,050	Transfer	3,072,790	4.70
				19-Dec-14	(128,550)	Transfer	2,944,240	4.50
				31-Dec-14	(15,500)	Transfer	2,928,740	4.48
				9-Jan-15	(46,650)	Transfer	2,882,090	4.40
				16-Jan-15	(77,410)	Transfer	2,804,680	4.29
				23-Jan-15	(54,258)	Transfer	2,750,422	4.20
				30-Jan-15	(42,742)	Transfer	2,707,680	4.14
				6-Feb-15	(113,621)	Transfer	2,594,059	3.96
				13-Feb-15	(145,323)	Transfer	2,448,736	3.74
				20-Feb-15	(20,000)	Transfer	2,428,736	3.71
				27-Feb-15	800	Transfer	2,429,536	3.71
				6-Mar-15	1,500	Transfer	2,431,036	3.71
				13-Mar-15	32,050	Transfer	2,463,086	3.76
				20-Mar-15	1,000	Transfer	2,464,086	3.77
				27-Mar-15	21,000	Transfer	2,485,086	3.80
		<b>2,693,586</b>	<b>4.11</b>	<b>31-Mar-15</b>	208,500	Transfer	<b>2,693,586</b>	<b>4.11</b>

S. No.	Name	Shareholding		Date	Increase/ (Decrease) in Shareholding	Reason	Cumulative Shareholding during the year (01-Apr-14 to 31-Mar-15)	
		No. of Shares at the beginning(1-Apr-14)/ end of the year (31-Mar-15)	% of Total Share of the Company				No. of Shares	% of Total Share of the Company**
2	Morgan Stanley Asia (Singapore) PTE.	2,675,973	4.09	1-Apr-14				
				11-Apr-14	1519	Transfer	2,677,492	4.09
				18-Apr-14	3,925	Transfer	2,681,417	4.10
				25-Apr-14	(6,577)	Transfer	2,674,840	4.09
				2-May-14	1,430	Transfer	2,676,270	4.09
				9-May-14	(11,000)	Transfer	2,665,270	4.07
				16-May-14	(9,598)	Transfer	2,655,672	4.06
				23-May-14	(60,931)	Transfer	2,594,741	3.97
				6-Jun-14	24,825	Transfer	2,619,566	4.00
				20-Jun-14	(6,765)	Transfer	2,612,801	3.99
				30-Jun-14	(11,500)	Transfer	2,601,301	3.98
				4-Jul-14	(61,607)	Transfer	2,539,694	3.88
				11-Jul-14	201,177	Transfer	2,740,871	4.19
				18-Jul-14	79,043	Transfer	2,819,914	4.31
				1-Aug-14	750	Transfer	2,820,664	4.31
				8-Aug-14	17,746	Transfer	2,838,410	4.34
				15-Aug-14	(104,721)	Transfer	2,733,689	4.18
				22-Aug-14	(38,370)	Transfer	2,695,319	4.12
				29-Aug-14	(178,227)	Transfer	2,517,092	3.85
				5-Sep-14	(25,143)	Transfer	2,491,949	3.81
				12-Sep-14	(18,234)	Transfer	2,473,715	3.78
				19-Sep-14	47,009	Transfer	2,520,724	3.85
				30-Sep-14	349,271	Transfer	2,869,995	4.39
				3-Oct-14	346,904	Transfer	2,867,628	4.38
				10-Oct-14	7,860	Transfer	2,875,488	4.39
				17-Oct-14	(9,560)	Transfer	2,865,928	4.38
				24-Oct-14	(7,253)	Transfer	2,858,675	4.37
				31-Oct-14	(148,536)	Transfer	2,710,139	4.14
				7-Nov-14	(118,556)	Transfer	2,591,583	3.96
				14-Nov-14	(3,986)	Transfer	2,587,597	3.95
				21-Nov-14	38,107	Transfer	2,625,704	4.01
				28-Nov-14	(64,915)	Transfer	2,560,789	3.91
				5-Dec-14	86,529	Transfer	2,647,318	4.05
				19-Dec-14	17,989	Transfer	2,665,307	4.07
				31-Dec-14	(77,195)	Transfer	2,588,112	3.95
				9-Jan-15	(41,318)	Transfer	2,546,794	3.89
				16-Jan-15	(49,500)	Transfer	2,497,294	3.82
				23-Jan-15	44,601	Transfer	2,541,895	3.88
				30-Jan-15	121,561	Transfer	2,663,456	4.07
				6-Feb-15	196,562	Transfer	2,860,018	4.37
				13-Feb-15	156,383	Transfer	3,016,401	4.61
				20-Feb-15	(38,358)	Transfer	2,978,043	4.55
				27-Feb-15	70,284	Transfer	3,048,327	4.66
				6-Mar-15	37,184	Transfer	3,085,511	4.72
				13-Mar-15	(61,825)	Transfer	3,023,686	4.62
				20-Mar-15	(12,467)	Transfer	3,011,219	4.60
				27-Mar-15	71,179	Transfer	3,082,398	4.71
		<b>3,177,279</b>	<b>4.85</b>	<b>31-Mar-15</b>	<b>94,881</b>	<b>Transfer</b>	<b>3,177,279</b>	<b>4.85</b>

S. No.	Name	Shareholding		Date	Increase/ (Decrease) in Shareholding	Reason	Cumulative Shareholding during the year (01-Apr-14 to 31-Mar-15)	
		No. of Shares at the beginning(1-Apr-14)/ end of the year (31-Mar-15)	% of Total Share of the Company				No. of Shares	% of Total Share of the Company**
3	Arisaig Partners (Asia) PTE LTD. A/C ARISAIG INDIA FUND LIMITED#	2,665,787	4.07	1-Apr-14				
				4-Apr-14	(376,778)	Transfer	2,289,009	3.50
				11-Apr-14	(259,646)	Transfer	2,029,363	3.10
				18-Apr-14	(266,985)	Transfer	1,762,378	2.69
				25-Apr-14	(437,676)	Transfer	1,324,702	2.02
				2-May-14	(158,411)	Transfer	1,166,291	1.78
				9-May-14	(299,573)	Transfer	866,718	1.32
				16-May-14	(866,718)	Transfer	0	0
				<b>0</b>	<b>0.00</b>	<b>31-Mar-15</b>		<b>0</b>
4	Small Cap World Fund, INC	2,220,098	3.39	1-Apr-14				
				6-Jun-14	60,206	Transfer	2,280,304	3.48
				20-Jun-14	214,794	Transfer	2,495,098	3.81
				10-Oct-14	(140,850)	Transfer	2,354,248	3.60
				17-Oct-14	(134,150)	Transfer	2,220,098	3.39
		<b>2,220,098</b>	<b>3.39</b>	<b>31-Mar-15</b>		<b>2,220,098</b>	<b>3.39</b>	
5	Merill Lynch Capital Markets Espana S.A.S.V	1,796,784	2.75	1-Apr-14				
				23-May-14	30,624	Transfer	1,827,408	2.79
				30-May-14	30,250	Transfer	1,857,658	2.84
				20-Jun-14	(1,438)	Transfer	1,856,220	2.84
				18-Jul-14	(2,750)	Transfer	1,853,470	2.83
				25-Jul-14	(91,000)	Transfer	1,762,470	2.69
				1-Aug-14	(20,000)	Transfer	1,742,470	2.66
				8-Aug-14	(17,500)	Transfer	1,724,970	2.64
				15-Aug-14	(22,500)	Transfer	1,702,470	2.60
				29-Aug-14	(115,000)	Transfer	1,587,470	2.43
				5-Sep-14	(26,486)	Transfer	1,560,984	2.39
				30-Sep-14	(6,250)	Transfer	1,554,734	2.38
				10-Oct-14	(62,250)	Transfer	1,492,484	2.28
				17-Oct-14	(5,250)	Transfer	1,487,234	2.27
				31-Oct-14	(1,000)	Transfer	1,486,234	2.27
				14-Nov-14	353	Transfer	1,486,587	2.27
				21-Nov-14	(354,187)	Transfer	1,132,400	1.73
				28-Nov-14	(53,670)	Transfer	1,078,730	1.65
				5-Dec-14	(229,782)	Transfer	848,948	1.30
				12-Dec-14	(27,500)	Transfer	821,448	1.26
		19-Dec-14	(41,750)	Transfer	779,698	1.19		
		31-Dec-14	(14,953)	Transfer	764,745	1.17		
		9-Jan-15	(5,750)	Transfer	758,995	1.16		
		23-Jan-15	(5,452)	Transfer	753,543	1.15		
		13-Feb-15	(58,320)	Transfer	695,223	1.06		
		20-Feb-15	(37,750)	Transfer	657,473	1.00		
		13-Mar-15	(22,797)	Transfer	634,676	0.97		
		20-Mar-15	5,000	Transfer	639,676	0.98		
		<b>639,676</b>	<b>0.98</b>	<b>31-Mar-15</b>		<b>639,676</b>	<b>0.98</b>	
6	Wasatch Small Cap Growth Fund	1,491,986	2.28	1-Apr-14		Nil movement during the Year		
		<b>1,491,986</b>	<b>2.28</b>	<b>31-Mar-15</b>			<b>1,491,986</b>	<b>2.28</b>

S. No.	Name	Shareholding		Date	Increase/ (Decrease) in Shareholding	Reason	Cumulative Shareholding during the year (01-Apr-14 to 31-Mar-15)	
		No. of Shares at the beginning(1-Apr-14)/ end of the year (31-Mar-15)	% of Total Share of the Company				No. of Shares	% of Total Share of the Company**
7	Fidelity Commonwealth Trust Fidelity Mid Cap Stock Fund#	1,278,413	1.95	1-Apr-14				
				19-Sep-14	(364,212)	Transfer	914,201	1.40
				30-Sep-14	(550,326)	Transfer	363,875	0.56
				14-Nov-14	(363,875)	Transfer	0	0
		<b>0</b>	<b>0.00</b>	<b>31-Mar-15</b>			<b>0</b>	<b>0.00</b>
8	Steadview Capital Mauritius Limited#	867,602	1.33	1-Apr-14				
				25-Apr-14	15,000	Transfer	882,602	1.35
				2-May-14	25,000	Transfer	907,602	1.39
				9-May-14	20,000	Transfer	927,602	1.42
				5-Sep-14	(104,250)	Transfer	823,352	1.26
				14-Nov-14	(46,423)	Transfer	776,929	1.19
				28-Nov-14	(75,402)	Transfer	701,527	1.07
				5-Dec-14	(223,227)	Transfer	478,300	0.73
				12-Dec-14	(21,651)	Transfer	456,649	0.70
				19-Dec-14	(39,561)	Transfer	417,088	0.64
				31-Dec-14	(15,907)	Transfer	401,181	0.61
				13-Feb-15	(60,000)	Transfer	341,181	0.52
				27-Mar-15	(114,379)	Transfer	226,802	0.35
		<b>226,802</b>	<b>0.35</b>	<b>31-Mar-15</b>			<b>226,802</b>	<b>0.35</b>
9	Thornburg Investment Trust A/C Thornburg Developing World Fund#	866,080	1.32	1-Apr-14				
				30-Jun-14	92,656	Transfer	958,736	1.47
				15-Aug-14	104,100	Transfer	1,062,836	1.62
				30-Sep-14	12,500	Transfer	1,075,336	1.64
				14-Nov-14	46,400	Transfer	1,121,736	1.71
				20-Feb-15	(277,300)	Transfer	844,436	1.29
				27-Feb-15	(92,611)	Transfer	751,825	1.15
				6-Mar-15	(98,718)	Transfer	653,107	1.00
				20-Mar-15	(96,100)	Transfer	557,007	0.85
		<b>557,007</b>	<b>0.85</b>	<b>31-Mar-15</b>	-		<b>557,007</b>	<b>0.85</b>
10	Credit Suisse Singapore Limited#	826,669	1.26	1-Apr-14				
				8-Aug-14	30,379	Transfer	857,048	1.31
				15-Aug-14	66,000	Transfer	923,048	1.41
				5-Sep-14	(8,136)	Transfer	914,912	1.40
				12-Sep-14	(701,212)	Transfer	213,700	0.33
				19-Sep-14	(67,911)	Transfer	145,789	0.22
				3-Oct-14	8,569	Transfer	154,358	0.24
				10-Oct-14	(16,702)	Transfer	137,656	0.21
				17-Oct-14	(137,656)	Transfer	0.00	0.00
				21-Nov-14	50,000	Transfer	50,000	0.08
				19-Dec-14	(1,500)	Transfer	48,500	0.07
				31-Dec-14	(14,610)	Transfer	33,890	0.05
				9-Jan-15	(3,750)	Transfer	30,140	0.05
				30-Jan-15	(140)	Transfer	30,000	0.05
				20-Mar-15	169	Transfer	30,169	0.05
				27-Mar-15	(12,297)	Transfer	17,872	0.03
<b>0</b>	<b>0.00</b>	<b>31-Mar-15</b>			<b>0</b>	<b>0.00</b>		

S. No.	Name	Shareholding		Date	Increase/ (Decrease) in Shareholding	Reason	Cumulative Shareholding during the year (01-Apr-14 to 31-Mar-15)	
		No. of Shares at the beginning(1-Apr-14)/ end of the year (31-Mar-15)	% of Total Share of the Company				No. of Shares	% of Total Share of the Company**
11	Goldman Sachs ( Singapore) PTE*	373,453	0.57	1-Apr-14				
				4-Apr-14	21,500	Transfer	394,953	0.60
				11-Apr-14	13,500	Transfer	408,453	0.62
				25-Apr-14	8,396	Transfer	416,849	0.64
				2-May-14	41,945	Transfer	458,794	0.70
				23-May-14	(852)	Transfer	457,942	0.70
				30-May-14	5,655	Transfer	463,597	0.71
				6-Jun-14	17,054	Transfer	480,651	0.73
				20-Jun-14	(4,940)	Transfer	475,711	0.73
				4-Jul-14	17,679	Transfer	493,390	0.75
				11-Jul-14	216,624	Transfer	710,014	1.09
				18-Jul-14	(466)	Transfer	709,548	1.08
				25-Jul-14	1,867	Transfer	711,415	1.09
				29-Aug-14	(46,949)	Transfer	664,466	1.02
				5-Sep-14	(9,403)	Transfer	655,063	1.00
				12-Sep-14	25,336	Transfer	680,399	1.04
				17-Oct-14	1,179	Transfer	681,578	1.04
				24-Oct-14	17,032	Transfer	698,610	1.07
				31-Oct-14	(1,451)	Transfer	697,159	1.07
				7-Nov-14	33,737	Transfer	730,896	1.12
				14-Nov-14	15,229	Transfer	746,125	1.14
				21-Nov-14	4,190	Transfer	750,315	1.15
				28-Nov-14	(6,334)	Transfer	743,981	1.14
				19-Dec-14	(22,949)	Transfer	721,032	1.10
				31-Dec-14	18,826	Transfer	739,858	1.13
				9-Jan-15	1,207	Transfer	741,065	1.13
				23-Jan-15	1,365	Transfer	742,430	1.13
				6-Feb-15	2,097	Transfer	744,527	1.14
				13-Feb-15	(989)	Transfer	743,538	1.14
				27-Feb-15	(942)	Transfer	742,596	1.13
				13-Mar-15	982	Transfer	743,578	1.14
		20-Mar-15	1,068	Transfer	744,646	1.14		
		27-Mar-15	18,539	Transfer	763,185	1.17		
		<b>763,924</b>	<b>1.17</b>	<b>31-Mar-15</b>	739	Transfer	<b>763,924</b>	<b>1.17</b>
12	Parvest Equity India*	0	0.00	1-Apr-14				
				4-Apr-14	100,000	Transfer	100,000	0.15
				25-Apr-14	100,000	Transfer	200,000	0.31
				9-May-14	100,000	Transfer	300,000	0.46
				23-May-14	100,000	Transfer	400,000	0.61
				20-Jun-14	50,000	Transfer	450,000	0.69
				25-Jul-14	(6,935)	Transfer	443,065	0.68
				1-Aug-14	(43,065)	Transfer	400,000	0.61
				8-Aug-14	(63,065)	Transfer	336,935	0.51
				5-Sep-14	(23,435)	Transfer	313,500	0.48
				14-Nov-14	80,000	Transfer	393,500	0.60
				21-Nov-14	50,000	Transfer	443,500	0.68
				13-Feb-15	50,000	Transfer	493,500	0.75
				20-Feb-15	20,000	Transfer	513,500	0.78
				27-Feb-15	65,000	Transfer	578,500	0.88
				13-Mar-15	19,466	Transfer	597,966	0.91
				20-Mar-15	125,034	Transfer	723,000	1.10
		27-Mar-15	55,000	Transfer	778,000	1.19		
		<b>823,000</b>	<b>1.26</b>	<b>31-Mar-15</b>	45,000	Transfer	<b>823,000</b>	<b>1.26</b>

S. No.	Name	Shareholding		Date	Increase/ (Decrease) in Shareholding	Reason	Cumulative Shareholding during the year (01-Apr-14 to 31-Mar-15)	
		No. of Shares at the beginning(1-Apr-14)/ end of the year (31-Mar-15)	% of Total Share of the Company				No. of Shares	% of Total Share of the Company**
13	Reliance Capital Trustee Co. Ltd A/C Reliance Equity Opportunities Fund*	0	0.00	1-Apr-14				
				30-Sep-14	300,000	Transfer	300,000	0.46
				10-Oct-14	7,047	Transfer	307,047	0.47
				17-Oct-14	178,791	Transfer	485,838	0.74
				7-Nov-14	111,163	Transfer	597,001	0.91
				5-Dec-14	203,000	Transfer	800,001	1.22
				19-Dec-14	50,000	Transfer	850,001	1.30
				31-Dec-14	100,000	Transfer	900,001	1.38
				9-Jan-15	125,000	Transfer	1,025,001	1.57
				16-Jan-15	73,500	Transfer	1,098,501	1.68
				23-Jan-15	104,781	Transfer	1,203,282	1.84
				30-Jan-15	47,219	Transfer	1,250,501	1.91
				6-Feb-15	240,500	Transfer	1,491,001	2.28
				27-Feb-15	(91,000)	Transfer	1,400,001	2.14
		<b>1,400,001</b>	<b>2.14</b>	<b>31-Mar-15</b>		<b>1,400,001</b>	<b>2.14</b>	
14	Jp Morgan Sicav Investment Company (Mauritius) Limited*	0	0.00	1-Apr-14				
				5-Sep-14	170,000	Transfer	170,000	0.26
				19-Sep-14	160,000	Transfer	330,000	0.50
				14-Nov-14	131,311	Transfer	461,311	0.70
				21-Nov-14	16,110	Transfer	477,421	0.73
				28-Nov-14	62,579	Transfer	540,000	0.83
				5-Dec-14	75,000	Transfer	615,000	0.94
				13-Feb-15	64,322	Transfer	679,322	1.04
				20-Feb-15	56,596	Transfer	735,918	1.12
				27-Feb-15	92,425	Transfer	828,343	1.27
		<b>828,343</b>	<b>1.26</b>	<b>31-Mar-15</b>		<b>828,343</b>	<b>1.26</b>	
15	JP Morgan India Fund*	0	0.00	1-Apr-14				
				19-Sep-14	245,000	Transfer	245,000	0.37
				14-Nov-14	81,289	Transfer	326,289	0.50
				21-Nov-14	9,972	Transfer	336,261	0.51
				28-Nov-14	38,739	Transfer	375,000	0.57
				5-Dec-14	60,000	Transfer	435,000	0.66
				13-Feb-15	53,601	Transfer	488,601	0.75
				20-Feb-15	47,163	Transfer	535,764	0.82
				27-Feb-15	49,236	Transfer	585,000	0.89
		27-Mar-15	23,209	Transfer	608,209	0.93		
		<b>608,209</b>	<b>0.93</b>	<b>31-Mar-15</b>		<b>608,209</b>	<b>0.93</b>	

\* Not in the list of Top 10 (Ten) Shareholders as on April 01, 2014. However, the same has been reflected above since the Shareholder was in the Top 10 (Ten) Shareholders as on March 31, 2015.

# Ceased to be in the list of Top 10 (Ten) Shareholders as on March 31, 2015. The same has been reflected above since the Shareholder was in the Top 10 (Ten) Shareholders as on April 01, 2014.

\*\* All cumulative holdings after transfer, except cumulative holding at the end of the year, are being calculated on the basis of Paid up Share Capital as on March 31, 2014.

**(v) Shareholding of Directors and Key Managerial Personnel**

S. No.	Name	Shareholding		Date	Increase/ (Decrease) in Shareholding	Reason	Cumulative Shareholding during the year (01-Apr-14 to 31-Mar-15)		
		No. of Shares at the beginning (01-Apr-14)/ end of the year (31-Mar-15)	% of total shares of the Company				No. of Shares	% of total Shares of the Company*	
<b>A. Directors</b>									
1	Shyam S Bhartia	1	0.00	1-Apr-14	0	Nil Movement during the year			
		<b>1</b>	<b>0.00</b>	<b>31-Mar-15</b>				<b>1</b>	<b>0.00</b>
2	Hari S Bhartia	1	0.00	1-Apr-14	0	Nil Movement during the year			
		<b>1</b>	<b>0.00</b>	<b>31-Mar-15</b>				<b>1</b>	<b>0.00</b>
3	Ajay Kaul	150,000	0.23	1-Apr-14		Transfer			
				25-Jun-14	(20,000)			130,000	0.20
				26-Jun-14	(5,000)			125,000	0.19
				13-Feb-15	(10,000)			115,000	0.18
				16-Feb-15	(10,000)			105,000	0.16
				18-Feb-15	(5,000)			100,000	0.15
		<b>100,000</b>	<b>0.15</b>	<b>31-Mar-15</b>			<b>100,000</b>	<b>0.15</b>	
4	Vishal Marwaha	0	0	1-Apr-14		ESOP Allotment			
				24-Dec-14	4500			4,500	0.01
		<b>4,500</b>	<b>0.01</b>	<b>31-Mar-15</b>			<b>4,500</b>	<b>0.01</b>	
5	Ramni Nirula	3,000	0.00	1-Apr-14		Transfer			
				19-Nov-14	(399)			2,601	0.00
				21-Nov-14	(1,601)			1,000	0.00
		<b>1,000</b>	<b>0.00</b>	<b>31-Mar-15</b>			<b>1,000</b>	<b>0.00</b>	
6	Phiroz Vandrevala	0	0.00	1-Apr-14	0	Nil Movement during the year			
		<b>0</b>	<b>0.00</b>	<b>31-Mar-15</b>				<b>0</b>	<b>0.00</b>
7	Arun Seth	0	0.00	1-Apr-14	0	Nil Movement during the year			
		<b>0</b>	<b>0.00</b>	<b>31-Mar-15</b>				<b>0</b>	<b>0.00</b>
<b>B. Key Managerial Personnel</b>									
1	Ravi Shanker Gupta (CFO & President)	474	0.00	1-Apr-14	0	Nil Movement during the year			
		<b>474</b>	<b>0.00</b>	<b>31-Mar-15</b>				<b>0</b>	<b>0.00</b>
2	Mona Aggarwal (Company Secretary)	1,520	0.00	1-Apr-14		Transfer			
				12-Feb-15	(200)			1,320	0.00
		<b>1,320</b>	<b>0.00</b>	<b>31-Mar-15</b>			<b>1,320</b>	<b>0.00</b>	

\* All cumulative holdings after transfer, except cumulative holding at the end of the year, are being calculated on the basis of Paid-up Share Capital as on March 31, 2014.

## V. INDEBTEDNESS

### Indebtedness of the Company including interest outstanding/ accrued but not due for payment

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total indebtedness
<b>Indebtedness at the beginning of the Financial Year</b>				
i) Principal Amount				
ii) Interest due but not paid				
iii) Interest accrued but due				
<b>Total (i+ii+iii)</b>				
<b>Change in the indebtedness during the Financial Year</b>				
Addition			N.A.	
Reduction				
<b>Net Change</b>				
<b>Indebtedness at the end of the Financial Year</b>				
i) Principal Amount				
ii) Interest due but not paid				
iii) Interest accrued but due				
<b>Total (i+ii+iii)</b>				

## VI. REMUNERATION TO DIRECTORS AND KEY MANAGERIAL PERSONNEL

### A. REMUNERATION TO MANAGING DIRECTORS, WHOLE TIME DIRECTORS AND / OR MANAGERS

(₹ in Million)

S. No.	Particulars of Remuneration	Whole time Director	Total
		(Ajay Kaul)	
1	Gross Salary		
	(a) Salary as per provisions contained u/s 17(1) of the Income-tax Act, 1961	27.44	27.44
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	0.04	0.04
	(c) Profits in lieu of salary u/s 17(3) Income-tax Act, 1961	0	0
2	Stock Options	0	0
3	Sweat Equity	0	0
4	Commission		
	- as % of Profit		
	- Others	0	0
5	Others	0	0
	<b>TOTAL (A)</b>	27.48	27.48
	Ceiling as per the Act	87.71 (being 5% of the net profits of the Company calculated as per Section 197 & 198 of the Companies Act, 2013)	

### B. REMUNERATION TO OTHER DIRECTORS

(₹ in Million)

S. No.	Particulars of Remuneration	Name of Directors						Total
		(Phiroz Vandrewala)	(Vishal Marwaha)	(Ramni Nirula)	(Arun Seth)	(Shyam S Bhartia)	(Hari S Bhartia)	
1	<b>Independent Directors</b>							
	Fees For Attending Board/ Committee Meetings	0.17	0.38	0.51	0.33	0.00	0.00	1.38
	Commission	0.00	0.00	0.00	0.00	0.00	0.00	0.00
	Others (Please Specify)	0.00	0.00	0.00	0.00	0.00	0.00	0.00
	<b>Total (1)</b>	0.17	0.38	0.51	0.33	0.00	0.00	1.38
2	<b>Other Non-Executive Directors</b>							
	Fees For Attending Board/ Committee Meetings	0.00	0.00	0.00	0.00	0.28	0.30	0.58
	Commission	0.00	0.00	0.00	0.00	0.00	0.00	0.00
	Others (Please Specify)	0.00	0.00	0.00	0.00	0.00	0.00	0.00
	<b>Total (2)</b>	0.00	0.00	0.00	0.00	0.28	0.30	0.58
	Total B = (1+2)	0.17	0.38	0.51	0.33	0.28	0.30	1.96
	<b>Total Managerial Remuneration**</b>							29.44
	Overall ceiling as per the Act	17.54 (being 1% of the net profits of the Company calculated as per Section 197 & 198 of the Companies Act, 2013)						

\* Does not Include Perquisite Value of Shares allotted during the year under the ESOP Scheme of Company

\*\* Total remuneration to Whole time Director & other Directors (being the total of A and B)

**C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD**

(₹ in Million)

S. No.	Particulars of Remuneration	Key Managerial Personnel			Total
		CEO (Ajay Kaul)*	CFO (Ravi Shanker Gupta)	Company Secretary (Mona Aggarwal)	
1	Gross Salary				
	(a) Salary as per provisions contained u/s 17(1) of the Income-tax Act, 1961		12.49	2.38	14.87
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961		0.05	0.00	0.05
	(c) Profits in lieu of salary u/s 17(3) Income-tax Act, 1961		0.00	0.00	0.00
2	Stock Options		0.00	0.00	0.00
3	Sweat Equity		0.00	0.00	0.00
4	Commission		0.00	0.00	0.00
	- as % of Profit		0.00	0.00	0.00
	- Others		0.00	0.00	0.00
5	Others		12.54	2.38	14.92
	Medical Reimbursement, LTA		0.00	0.00	0.00
	TOTAL		12.54	2.38	14.92

\* Remuneration of Mr. Ajay Kaul, CEO cum WTD is disclosed in Clause VI A

**VII. PENALTIES / PUNISHMENT / COMPOUNDING OF OFFENCES:**

Type	Section of the Co. Act	Brief Description	Details of Penalty/ Punishment/ Compounding fees imposed	Authority [RD/NCLT/COURT]	Appeal made, if any (give Details)
Penalty					
Punishment			N.A.		
Compounding					

**C. OTHER OFFICERS IN DEFAULT**

Type	Section of the Co. Act	Brief Description	Details of Penalty/ Punishment/ Compounding fees imposed	Authority [RD/NCLT/COURT]	Appeal made, if any (give Details)
Penalty					
Punishment			N.A.		
Compounding					

**ANNEXURE-B**

The Members

**Jubilant FoodWorks Limited**

B-214, Phase-II, Noida-201305

- Maintenance of secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
- We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on the random test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
- We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
- Wherever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
- The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on the random test basis.
- The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

For Chandrasekaran Associates  
Company Secretaries

Sd/-

**Rupesh Agarwal**  
Partner

Membership No. A16302  
Certificate of Practice No. 5673

**Date:** May 14, 2015  
**Place:** New Delhi

**Secretarial Audit Report  
FOR THE FINANCIAL YEAR ENDED MARCH 31, 2015**

The Members,  
**Jubilant FoodWorks Limited**

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Jubilant FoodWorks Limited (hereinafter called the company). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on March 31, 2015 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by Jubilant FoodWorks Limited ("the Company") for the financial year ended on March 31, 2015 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder to the extent of Regulation 55A;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
  - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
  - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
  - (d) The Securities and Exchange Board of India (Share Based employee Benefits) Regulations, 2014;
  - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; Not Applicable
  - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client to the extent of securities issued;
  - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and Not Applicable
  - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; Not Applicable
  - (vi) The other laws, as informed and certified by the management of the Company which are specifically applicable to the Company based on their sector/ industry are:
    1. Food Safety & Standards Act, 2006
    2. The Food Safety & Standard Rules, 2011

We have also examined compliance with the applicable clauses of the following:

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India. Not applicable for financial year 2014-15
- (ii) The Listing Agreements entered into by the Company with National Stock Exchange of India Limited and BSE Limited.

During the period under review the Company has generally complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

We further report that

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

All decisions at Board Meetings and Committee Meetings are carried out unanimously as recorded in the minutes of the meetings of the Board of Directors or Committee of the Board, as the case may be.

We further report that there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that during the audit period the company has no specific events /actions that having a major bearing on the company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc.

For Chandrasekaran Associates  
Company Secretaries

Sd/-  
**Rupesh Agarwal**  
Partner

Membership No. A16302  
Certificate of Practice No. 5673

**Date:** May 14, 2015  
**Place:** New Delhi

ANNEXURE-C

**Corporate Social Responsibility (CSR)**

[Pursuant to clause (o) of sub-section (3) of Section 134 of the Act and Rule 9 of the Companies (Corporate Social Responsibility Policy) Rules, 2014]

**1. A brief outline of the Company's CSR policy, including overview of projects or programs proposed to be undertaken and a reference to the web-link to the CSR policy and projects or programs.**

Corporate Social Responsibility is an integral part of our business. JFL has embedded CSR in the organizational culture and the same is reflected from the Company's ambition statement "To be the most loved Company in the community."

The CSR Policy laid down by the Company ensures that the:

- CSR agenda is integrated with the business
- Focussed efforts are made in the identified community development areas to achieve the expected outcomes
- Support in nation-building through CSR activities

JFL shall endeavor to focus in the areas of:

1. Skill Development
2. Nutrition
3. Education
4. Swachh Bharat Abhiyan
5. Road Safety

The CSR Committee has recommended the CSR Policy to the Board and the approved policy is uploaded on the Company's website. The same can be seen at [www.iubilantfoodworks.com](http://www.iubilantfoodworks.com)

**2. The Composition of the CSR Committee.**

Mr. Hari S. Bhartia	Chairperson
Mr. Arun Seth	Member
Mr. Phiroz Vandrevala	Member

**3. Average net profit of the Company for last three financial years: ₹ 17993.74 lakh**

**4. Prescribed CSR Expenditure (two per cent of the amount as in item 3 above): ₹ 359.87 lakh**

**5. Details of CSR spent during FY 2015:**

- Total amount to be spent for the financial year: ₹ 207.87 lakh (as approved by the Board in the CSR Policy)
- Amount unspent, if any: ₹ 138.82 lakh
- Manner in which the amount spent during the financial year is detailed below.

(1) S. No	(2) CSR project or activity identified	(3) Sector in which the Project is covered	(4) Projects or programs (1) Local area or other (2) Specify the State and district where projects or programs was undertaken	(5) Amount outlay (budget) project or programs wise for FY 2015 (₹ In lakh)	(6) Amount spent on the projects or programs for FY 2015 Sub – heads: (1) Direct expenditure on projects or programs (2) Overheads (₹ in lakh)	(7) Cumulative expenditure upto 31 <sup>st</sup> march 2015 (₹ in lakh)	(8) Amount spent : Direct or through implementing agency * (IA) (₹ in lakh)
1	Samarth – Skill Development Program	Pt. (ii) of Schedule VII-Vocational Skill Development	Delhi; Mumbai (Maharashtra); Nagpur (Maharashtra); Indore (Madhya Pradesh); Kolkata (West Bengal); Jaipur (Rajasthan); Pune (Maharashtra); Goa , Bhubaneswar (Orissa); Surat (Gujrat); Chennai (Tamil Nadu)	128	Direct Expenditure: 37.22 Overheads: 2.24	39.46	Amount spent through IA: 1. Youthreach: 19.56 2. Centum Foundation: 17.66 Overheads (Consultancy for program implementation): 2.24

(1) S. No	(2) CSR project or activity identified	(3) Sector in which the Project is covered	(4) Projects or programs (1) Local area or other (2) Specify the State and district where projects or programs was undertaken	(5) Amount outlay (budget) project or programs wise for FY 2015 (₹ In lakh)	(6) Amount spent on the projects or programs for FY 2015 Sub – heads: (1) Direct expenditure on projects or programs (2) Overheads (₹ in lakh)	(7) Cumulative expenditure upto 31 <sup>st</sup> march 2015 (₹ in lakh)	(8) Amount spent : Direct or through implementing agency* (IA) (₹ in lakh)
2	Shiksha – Education Program	Pt. (ii) of Schedule VII- Education	Delhi	0.88	Direct Expenditure: 0.88	0.88	Amount spent through IA: Ashadeep Foundation: 0.88
3	Aahar – Nutrition Program	Pt. (i) of Schedule VII- Eradicating hunger & malnutrition	Mathura (Uttar Pradesh)	17	Direct Expenditure: 16.22	16.22	Amount spent through IA: Ashadeep Foundation: 16.22
4	Road Safety	Amendment in Pt. (ii) of Schedule VII- Promotion of Education on Road Safety	Delhi; Ahmedabad (Gujrat); Indore (Madhya Pradesh); Thane (Maharashtra)	10	Direct Expenditure: 1.99	1.99	Amount spent directly by the Company 1.99
5	Sahyog	Pt. (viii) of Schedule VII-Prime Minister National Relief Fund	Flood Victims of Kashmir	1.99	1.99	1.99	Amount contributed to Prime Minister National Relief Fund for Kashmir Flood Victims 1.99
6	Swachh Bharat Abhiyan	Pt. (i) of Schedule VII-Health & Sanitation	Across India in 21 states and 2 union territories	50	8.48	8.48	Amount spent directly by the Company 8.48
	TOTAL			207.87	69.05	69.05	69.05

\*Give details of implementing agency.

**6. In case the Company has failed to spend the two per cent of the average net profit of the last three financial years or any part thereof, the Company shall provide the reasons for not spending the amount in its Board report.**

As advised by the CSR Committee, the Company wanted to have sustainable CSR programs with greater impact on the community. Therefore, pilot programs were undertaken in certain areas. Basis the outcomes of the pilot projects, the Company identified the CSR programs and spent ₹ 69.05 lakh in FY 2015 as per the CSR Policy approved by the Board.

**7. A responsibility statement of the CSR Committee that the implementation and monitoring of CSR Policy, is in compliance with CSR objectives and Policy of the Company.**

The CSR Committee is overseeing the implementation and monitoring of the CSR programs and budget.

Sd/-  
**Ajay Kaul**  
CEO cum WTD  
Jubilant FoodWorks Ltd.

Sd/-  
**Hari S. Bhartia**  
Chairperson, SCSR Committee  
Jubilant FoodWorks Ltd.

ANNEXURE-D

The information required under Section 197 of the Companies Act, 2013 and Rules made thereunder

A. Name	Title	Remuneration#/ Sitting Fees in FY 2015 (in Million ₹)	% Increase in Remuneration in 2015 as compared to FY 2014	Ratio of Remuneration to Median Remuneration		
Shyam S. Bhartia	Non-Executive Director	0.28	244	2:1		
Hari S. Bhartia	Non-Executive Director	0.30	216	3:1		
Arun Seth	Independent Director	0.33	106	3:1		
Vishal Marwaha	Independent Director	0.38	142	3:1		
Ramni Nirula	Independent Director	0.51	316	5:1		
Phiroz Vandrevala	Independent Director	0.17	106	1:1		
Ajay Kaul	Whole time Director & CEO	27.48	Nil	244:1		
Ravi Shanker Gupta	Chief Financial Officer	12.54	12	0.00		
Mona Aggarwal	Company Secretary	2.38	15	0.00		
# Remuneration as per Income Tax Act, 1961						
B.	% Increase in the median remuneration of the employees during the financial Year (excluding Remuneration of WTD)			17		
C.	No of Permanent Employees on the rolls of the Company (as on March 31, 2015)			27,122		
D.	Relationship between average increase in remuneration & Company Performance	Average increment in fixed salary has been granted after considering general industry trends, Company's performance with regard to economic scenario				
E.	Comparison of the remuneration of the Key Managerial Personnel against the performance of the Company	For FY 2015 KMPs were paid approx 0.2% of the total revenue & 2.46% of Profit before Tax for the year				
F.	Market Capitalization, PE Ratio & Variation in Market Quotation of Shares					
i	Particulars	As on March 31, 2014	As on March 31, 2015	Variation *		
		NSE/BSE	NSE/BSE	NSE/BSE		
	Market Capitalization (Figures in Millions ₹)	69631.40/69801.60	96935.40/96961.60	27304.00/27160.00		
PE Ratio (Times)	55.30/55.40	78.60/78.60	23.30/23.19			
*Increase of ₹ 193 Millions in Market Capitalization is due to allotment of 1,30,760 fresh equity shares under ESOP Schemes of the Company.						
ii	Share Price	Issue Price at IPO (In ₹)	As on March 31, 2014 (In ₹)	Increase/ (Decrease) in % from the issue price at IPO	As on March 31, 2015 (In ₹)	Increase/ (Decrease) in % from the issue price at IPO
			NSE/BSE	NSE/BSE	NSE/BSE	NSE/BSE
		145	1064.05/1066.65	634/636	1478.35/1478.75	920/920
G	Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration			11.98% in the overall fixed salary of employees. There was no increase in the managerial remuneration		
H	Key parameters for any variable component of remuneration availed by the directors			EBITDA Achievements, Sales & New restaurant opening		
I	Ratio of the remuneration of the highest paid director to that of the employees who are not directors but receive remuneration in excess of the highest paid director during the year			No such employee		
J	Affirmation that the remuneration is as per the remuneration policy of the Company			The Company affirms remuneration is as per the remuneration policy of the Company		

**K** Particulars of Employees, employed throughout FY 2015 and drawing Annual Remuneration of ₹ 60,00,000/- or more

S. No.	Name	Designation & Nature of Duties	Qualification	Age (Yrs.)	Exp. (Yrs.)	Date of Joining	Remuneration (₹ in Million)	Last Employment
1	Ajay Kaul	CEO cum WTD	B.Tech-IIT, PGDBM-XLRI	52	26	07-Feb-05	30.20	TNT Express, Indonesia
2	Ravi Shanker Gupta	President & CFO	FCA, ACS, ACMA	47	23	15-Apr-02	13.00	Cedar Enterprise Solutions Pvt. Ltd.
3	Dev Amrithesh	President & COO – Dunkin' Donuts	B. E. & PG.D.B.M.	39	17	21-Nov-05	11.60	Cadbury India Ltd.
4	Tarun Bhasin	President & COO– Domino's Pizza	Diploma in Public Relations and Hotel Mgmt.	44	21	19-Jul-96	10.49	Wimpy's DAL Foods
5	Arvind Kumar Vats	Senior Vice President, MACP	CA, ICWA, MBA (FIN) & Certificate on Executive Business Management from IMT	44	20.8	1-Jul-05	6.73	Radico Khaitan Ltd.
6	Harneet Singh Rajpal	Senior Vice President, Marketing	BE (Mech.), Master in Mgt. Studies	37	13.9	16-Oct-06	7.63	Kohler India corp Pvt. Ltd.
7	Harsharan Marwah	Senior Vice President, Supply Chain	Hotel Mgt., PGDPR	42	21.5	16-Feb-97	7.41	First Company
8	Alok Kumar Pandey	Vice President, Operations- Domino's	Diploma in HM, PGDBA	39	18	25-Mar-00	6.84	Wimpy International Ltd.

**L** Particulars of Employees, employed for part of FY 2015 and drawing monthly remuneration in the aggregate of ₹ 5,00,000/- or more

S. No.	Name	Designation & Nature of Duties	Qualification	Age (Yrs.)	Exp. (Yrs.)	Date of Joining	Remuneration (₹ in Million)	Last Employment
1	Avinash Kant Kumar	Ex. Vice President, Supply Chain	B. Tech, PGDIE from NITIE,	45	22	9-Feb-15	1.18	McCain Foods
2	Venkatraman Girish	Sr. Vice President, Human Resource & CSR	MBA, XLRI Jamshedpur	42	20	1-Feb-12	7.18	IBM India

**M** Any employee if employed throughout the financial year or part thereof, was in receipt of remuneration in that year which, in the aggregate, or as the case may be, at a rate which, in the aggregate, is in excess of that drawn by the Managing Director or Whole time Director or Manager and holds by himself or along with his spouse and dependent children, not less than two percent of the equity shares of the Company

**N.A.**

**NOTES:**

- Remuneration comprises basic salary, allowances, taxable value of perquisites (excluding ESOPs), Company's contribution to provident and superannuation fund and gratuity paid but excluding gratuity provision.
- None of the above employee is related to any of the Directors of the Company.
- All the above employees are/were in full time employment of the Company.

ANNEXURE-E

**PARTICULARS UNDER ESOP SCHEMES AS ON MARCH 31, 2015**

S. No.	Particulars	Dominos Employees Stock Option Plan, 2007	JFL Employees Stock Option Scheme, 2011
(a)	Options granted during FY 2015	Nil	167,300
(b)	Options granted up to March 31, 2015	2,631,100 (Includes re-issue of lapsed options as per (g) below)	8,80,350
(c)	Pricing formula	The price of options granted before the listing of shares, was determined by Compensation Committee.	Latest available closing price prior to the date of meeting of the Committee. Closing price of Stock Exchange having highest volume shall be considered.
(d)	Options vested upto March 31, 2015	24,60,920	3,12,742
(e)	Options exercised upto March 31, 2015	21,98,953	32,045 (Includes 1435 options exercised pending allotment)
(f)	Total number of shares arising as a result of exercise of options, upto March 31, 2015	21,98,953	30,610
(g)	Options lapsed upto March 31, 2015	170,180 (Out of these, 131,100 options have been re-issued)	101,703
(h)	Variation of terms of options during FY 2015	-	-
(i)	Money realized by exercise of options upto March 31, 2015 including share premium	₹ 9,50,57,083	₹ 2,27,20,830
(j)	Total number of options in force as on March 31, 2015	2,61,967	7,46,602
(k)	Employee wise details of Options granted during FY 2015 to -		
	a) Senior Management Personnel	-	-
	b) An employee receiving a grant in FY 2015 amounting to 5% or more of options granted during that year	-	List available at the request of the member
	c) Employees who were granted option, during FY 2015, equal to or exceeding 1% of the issued capital (excluding outstanding warrants and conversions) of the Company at the time of grant	-	-
(l)	Diluted Earnings per share (EPS) pursuant to issue of shares on exercise of options calculated in accordance with Accounting Standard (AS) 20	₹ 18.72	₹ 18.72
(m)	The difference between the employee compensation cost under the intrinsic value method and the employee compensation cost that shall have been recognized if it had used the fair value of the options. Impact on the profits and on the EPS of the Company if the Company had followed the accounting policies specified in Clause 13 of the SEBI (ESOP) Guidelines in respect of such options.	Refer Note 28 of the Notes forming part of the Standalone Financial Statements	
(n)	Weighted-average exercise prices and weighted-average fair values of options for options where exercise price either equals or exceeds or is less than the market price of the stock.	Refer Note 28 of the Notes forming part of the Standalone Financial Statements	
(o)	A description of the method and significant assumptions used during the year to estimate the fair values of options, including the following weighted-average information: risk-free return expected life expected volatility expected dividends, and the price of the underlying share in market at the time of option grant.	Refer Note 28 of the Notes forming part of the Standalone Financial Statements	

# Corporate Governance Report

ANNEXURE-F

## COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE

The Corporate Governance philosophy of the Company is driven by the interest of stakeholders and business needs of the organization. Aligning itself to this philosophy, and in order to sustain the stakeholders' trust, the Company has placed Corporate Governance on a high priority.

### The highlights of the Company's Corporate Governance regime are:

- At the core of the Company's Corporate Governance practice is Board of Directors, which oversees how the management serves and protects the long-term interests of all the stakeholders. The Company believes that an active, well-informed and independent Board is necessary to ensure high standards of Corporate Governance. To ensure the independency of the Board, the majority of the Board members, four out of seven, are Independent Directors.
- Constitution of several Committees, such as Audit Committee, Nomination, Remuneration and Compensation Committee, Stakeholders Relationship Committee, Sustainability and Corporate Social Responsibility Committee etc. for focused attention, enables the Company to ensure expedient resolution of diversified matters.
- The Code of Conduct for Directors and Senior Management, along with the Code of Conduct for Prevention of Insider Trading formulated in terms of the SEBI Guidelines, constitute strong parameters of the Company's Corporate Governance philosophy.
- Establishment of the Whistle Blower Policy to ensure utmost transparency in business. This policy act as a neutral and unbiased forum for the Directors, Employees and Business Partners of the Company and its subsidiaries (both Indian and foreign) to voice concerns in a responsible and effective manner without fear of reprisal.
- Strong focus on hiring, retaining and nurturing the best talent and on promoting a culture of excellence across

the organization. Exhaustive HRD Policies cover succession planning, training and development, employee grievance handling, Employee Stock Option Plans – to attract, reward and retain key senior executives.

- Regular communication with shareholders, including e-mailing of financial performance, to enhance the trust and confidence of the shareholders.
- Endeavor to continuously contribute to social and environmental spheres through various CSR programs creating shared values.

## BOARD OF DIRECTORS

The Board of Directors, along with the Committees, provides leadership and guidance to the Company's Management, directs, supervises as well as reviews the performance of the Company.

The Company has a non-executive Chairman who is also a Promoter Director. The total Board strength is seven (7), of which four (4) are Independent Directors, two (2) are non-executive Directors and one (1) is CEO cum Whole time Director. As required pursuant to Section 149 of the Companies Act, 2013 & rules made thereunder, Clause 49 of the Listing Agreement, Independent Directors constitute the majority of the Board strength.

The Board also has a Women Director as required under Section 149 of the Companies Act, 2013 & rules made thereunder, Clause 49 of the Listing Agreement.

During the Financial Year ended March 31, 2015 ("FY 2015"), four (4) Board meetings were held on May 19, 2014, August 7, 2014, October 30, 2014 and February 5, 2015. Further, circular resolutions were also passed on December 30, 2014 and March 12, 2015.

Composition of the Board and category of Directors alongwith number of Directorships / Memberships (including Chairmanship) of Committees as on March 31, 2015 and also the attendance of each Director at the Board Meetings of the Company, held during FY 2015 and the last Annual General Meeting is as below:

Name, Designation and Category of the Director	Directorships*	Committee Memberships (including Chairmanship) ^		No. of Board Meetings		Presence at Last AGM
		Memberships	Chairmanships	Held during FY 15	Attended during FY15	
<b>PROMOTER DIRECTORS</b>						
Mr. Shyam S. Bhartia @ Chairman	6	2	-	4	4	No
Mr. Hari S. Bhartia @ Co-Chairman	7	1	-	4	4	Yes
<b>EXECUTIVE DIRECTOR</b>						
Mr. Ajay Kaul CEO cum Whole time Director	1	2	-	4	4	Yes
<b>INDEPENDENT DIRECTORS</b>						
Mr. Vishal Marwaha	1	2	1	4	3	Yes
Ms. Ramni Nirula	10	6	4	4	4	Yes
Mr. Arun Seth	6	2	-	4	2	No
Mr. Phiroz Vandrevala	3	-	1	4	3	No

\* Excluding Private Companies, Section 8 Companies and Foreign Companies of the Companies Act, 2013 but including Directorship in Jubilant FoodWorks Limited.

^ Committees for this purpose mean Audit Committee and Stakeholders Relationship Committee of Indian public companies, including Committees of Jubilant FoodWorks Limited.

@ Mr. Shyam S. Bhartia and Mr. Hari S. Bhartia are related to each other, being brothers.

### Letter of Appointment for Independent Directors

The Company has issued letter of appointment to all the Independent Directors and the terms and conditions of their appointment have been disclosed on the website of the Company at <http://www.jubilantfoodworks.com/investors/corporate-governance/>.

### Familiarization Programs for Independent Directors

The Company has Familiarization Program for Independent Directors to familiarize them with regard to their roles, rights, responsibilities in the Company, alongwith industry, business operations, business model, code of conduct and policies of the Company etc. and the same has been disclosed on the website of the Company at <http://www.jubilantfoodworks.com/investors/policies/>.

### COMMITTEES OF THE BOARD

The Board has constituted Committees of Directors, with adequate delegation of powers. Each Committee has its own charter setting forth the purpose, goals and responsibilities of the Committee. Further, the Company Secretary of the Company acts as the Secretary to the Committees. Committees of the Board are:

- Audit Committee
- Nomination, Remuneration and Compensation Committee
- Stakeholders Relationship Committee
- Sustainability and Corporate Social Responsibility Committee
- Regulatory and Finance Committee

#### (i) AUDIT COMMITTEE

The Terms and Reference of the Audit Committee ("Committee"), inter alia, is to provide direction to and oversee audit functions, review Company's financial performance, interact with statutory auditors, compliance with the Accounting Standards and all other matters specified under Clause 49 of the Listing Agreement of the Stock Exchange and Section 177 of the Companies Act, 2013, and rules made thereunder.

All the members of the Committee have good financial and accounting knowledge. The Chairperson of the Committee has accounting and financial management expertise. The Statutory Auditors, Internal Auditors, Cost Auditors and other financial experts are invitees to the meetings.

All the recommendations made by the Audit Committee were accepted by the Board.

During FY 2015, the Committee Meetings were held on May 19, 2014, August 7, 2014, October 9, 2014, October 30, 2014, February 5, 2015, February 6, 2015 and March 30, 2015. Composition of the Committee alongwith meeting & attendance details is as below:

Name & Designation of the Member	No. of Meetings held	No. of Meetings Attended
Mr. Vishal Marwaha Chairperson, Independent Director	7	6
Mr. Ajay Kaul Executive Director	7	7
Mr. Arun Seth Independent Director	7	5
Ms. Ramni Nirula Independent Director	7	7

The Chairperson of the Committee was present in the last Annual General Meeting to respond to shareholders' queries.

#### (ii) NOMINATION, REMUNERATION AND COMPENSATION COMMITTEE

The Terms of Reference of the Nomination, Remuneration and Compensation Committee ("Committee"), inter alia, includes setting criteria for appointment of Directors/Senior Management including Key Managerial Personnel and employees of the Company, performance evaluation of Directors and the Board etc. The Committee also administers all Employee Stock Option Plans /Schemes of the Company including but not limited to grant of stock options etc.

During FY 2015, the Committee Meetings were held on July 9, 2014, December 8, 2014 and February 5, 2015. Further, circular resolution was also passed by the Committee on July 1, 2014, October 1, 2014, December 24, 2014 and February 23, 2015.

Composition of the Committee alongwith meeting & attendance details is as below:

Name & Designation of the Member	No. of Meetings held	No. of Meetings Attended
Mr. Arun Seth Chairperson, Independent Director	3	2
Mr. Shyam S. Bhartia Non – Executive Director	3	3
Mr. Hari S. Bhartia Non – Executive Director	3	3
Mr. Vishal Marwaha Independent Director	3	3
Ms. Ramni Nirula Independent Director	3	3

#### Appointment & Remuneration Policy

The Appointment & Remuneration Policy ("Policy") of the Company is designed to attract, motivate and retain manpower. This Policy applies to Directors and Senior Management including its Key Managerial Personnel ("KMP") and other employees of the Company. The policy is attached as **Annexure I**.

#### Evaluation Criteria

Pursuant to the provisions of the Companies Act, 2013 and Clause 49 of the Listing Agreement, the Board adopted Performance Evaluation Policy to evaluate performance of each Director, the Board as a whole and its Committees and the Chairperson. Evaluation is carried out by the Board, Nomination, Remuneration and Compensation Committee and by Independent Directors'. A structured questionnaire was prepared considering the various factors for evaluation criteria including contribution, domain expertise, strategic vision, industry knowledge, participation in discussions etc.

Board committees were evaluated by the respective committee members on the parameters of understanding of the committee of its role and responsibilities, effectiveness of the committee vis-a-vis assigned role, appropriateness of committee composition, timely receipt of information by the committee, knowledge updation by the committee members, etc.

Performance of the Chairperson was evaluated broadly on the parameters of demonstration of effective leadership, contribution to the Boards' work, communication with the Board, use of time and overall efficiency of Board meetings, quality of discussions at the Board meetings etc.

Directors were also evaluated individually by all other Directors (except the Director himself) on the parameters of his / her preparedness at the Board meetings, devotion of time and efforts to understand the Company and its business, quality of contributions at the Board meetings, application of knowledge and experience while considering the strategy, effectiveness of follow-up in the areas of concern, communication with Board members, Senior Management and Key Managerial Personnel.

The Performance Evaluation of the Independent Directors was carried out by the entire Board.

Separate meeting of the Independent Directors was held, inter alia, to review the performance of non-Independent Directors, the Chairperson and the Board.

The Directors expressed their satisfaction with the evaluation process.

### (iii) STAKEHOLDERS RELATIONSHIP COMMITTEE

The Terms of Reference of Stakeholders Relationship Committee ("Committee"), inter alia, includes considering and resolving the grievances of security holders of the Company and handling transfer of shares, consolidation / sub-division of share certificates, issue of duplicate certificates & dematerialization / rematerialization requests.

During FY 2015, the Committee Meetings were held on May 19, 2014, August 7, 2014, October 30, 2014 and February 5, 2015.

Composition of the Committee alongwith meeting & attendance details is as below:

Name & Designation of the Member	No. of Meetings held	No. of Meetings Attended
Ms. Ramni Nirula Chairperson, Independent Director	4	4
Mr. Arun Seth Independent Director	4	2
Mr. Ajay Kaul Executive Director	4	4

The status of shareholders' complaints during FY 2015, is as below:

Received (in Nos.)	Resolved (in Nos.)	Pending at the end
1	1	Nil

### (iv) SUSTAINABILITY AND CORPORATE SOCIAL RESPONSIBILITY COMMITTEE

The Terms of Reference of Sustainability and Corporate Social Responsibility Committee ("Committee"), inter alia, include formulation and monitoring the implementation of corporate social responsibility policy and to look into matters related to sustainability.

During FY 2015, the Committee Meetings were held on April 4, 2014 and February 9, 2015.

Composition of the Committee alongwith meeting & attendance details is as below:

Name & Designation of the Member	No. of Meetings held	No. of Meetings Attended
Mr. Hari S. Bhartia Chairperson, Non – Executive Director	2	2
Mr. Arun Seth Independent Director	2	2
Mr. Phiroz Vandrevala Independent Director	2	1

### COMPLIANCE OFFICER

Ms. Mona Aggarwal is the Company Secretary cum Compliance Officer of the Company appointed by the Board. Her correspondence address is as below:

Jubilant FoodWorks Limited

B-214, Phase II,

Distt. Gautam Budh Nagar,

Noida – 201305,

Uttar Pradesh, India.

Phone : +91-120-4090500

Fax : +91-120-4090599

E-mail : investor@jublfood.com

Website : www.jubilantfoodworks.com

CIN : L74899UP1995PLC043677

The Company welcomes the shareholders to communicate with the Company as per the above details or through the Company's Registrar and Share Transfer Agent (RTA), whose particulars are given later in this report.

## Details of the remuneration paid to the Directors for FY 2015

### (a) Remuneration to Directors

The remuneration/sitting fees paid to the Directors during FY 2015 are mentioned below:

(Amount in ₹)

S. No	Name of Director	Salary & Allowances	Taxable Perquisites	Contribution to PF & Other Funds	Sitting Fees*	Total
1.	Mr. Shyam S. Bhartia	-	-	-	275,000	275,000
2.	Mr. Hari S. Bhartia	-	-	-	300,000	300,000
3.	Mr. Ajay Kaul	27,443,369	39,600	2,720,749	-	30,203,718
4.	Mr. Vishal Marwaha	-	-	-	375,000	375,000
5.	Mr. Arun Seth	-	-	-	330,000	330,000
6.	Ms. Ramni Nirula	-	-	-	510,000	510,000
7.	Mr. Phiroz Vandrevala	-	-	-	165,000	165,000

\* Excluding Service Tax

Mr. Ajay Kaul, CEO cum Whole time Director of the Company, is entitled to annual performance incentive, as per the Company's policy and the above remuneration of Mr. Ajay Kaul includes the incentive paid during the year.

Other than holding shares/options and remuneration indicated above, the Non-Executive Directors do not have any pecuniary relationship or transactions with the Company during the year which has potential conflict with the interests of the company at large.

### (b) Service Contracts, Notice Period, Severance Fees

The appointment of Mr. Ajay Kaul, CEO cum Whole-time Director is terminable by either party by giving six months' notice in writing or six months' basic salary in lieu thereof.

### (c) Number of Equity Shares / Stock Options held by Directors in the Company as on March 31, 2015

i. Number of Equity Shares held:

Name of Director	No. of Equity Shares of ₹ 10/- each
Mr. Shyam S. Bhartia	1
Mr. Hari S. Bhartia	1
Mr. Ajay Kaul	100,000
Ms. Ramni Nirula	1,000
Mr. Vishal Marwaha	4,500
Mr. Arun Seth	-
Mr. Phiroz Vandrevala	-

ii. Number of Stock Options held under Employees Stock Option Plan, 2007:

Name of Director	No. of options granted	No. of options exercised	No. of options outstanding
Mr. Ajay Kaul	650,000	557,500	92,500
Mr. Vishal Marwaha	15,000	15,000	-
Mr. Arun Seth	15,000	10,500	4,500
Ms. Ramni Nirula	15,000	10,500	4,500

The options vest over a period of five (5) years and shall be exercisable within nine (9) years from first vesting date. Each option is equivalent to one (1) equity share of ₹ 10/- each.

iii. Number of Stock Options held under JFL Employees Stock Option Scheme, 2011:

Name of Director	No. of options granted	No. of options exercised	No. of options outstanding
Mr. Ajay Kaul	146,300	-	146,300
Mr. Phiroz Vandrevala	15,000	-	15,000

The options vest over a period of three (3) years and shall be exercisable within seven (7) years from first vesting date. Each option is equivalent to one (1) equity share of ₹ 10/- each.

**(d) Criteria of making payments to Non-Executive Directors**

The sitting fee for attending Board/Committee Meeting(s), is as below:

S. No.	Nature of Meeting	Sitting Fees per meeting* (₹)
1.	Board	50,000
2.	Audit Committee	25,000
3.	Nomination, Remuneration and Compensation Committee	25,000
4.	Stakeholders Relationship Committee	15,000
5.	Sustainability and Corporate Social Responsibility Committee	15,000

\* Excluding Service Tax.

**GENERAL BODY MEETINGS**

**Information pertaining to last three Annual General Meetings**

Information pertaining to the date, time and venue of the last three (3) Annual General Meetings alongwith business items approved by the shareholders by means of Special Resolution, is as below:

Financial Year ended	Date & Time	Venue	Items approved by Special Resolution
March 31, 2014	September 03, 2014 11.00 A.M.	International Trade Expo Center, A – 11, Sector 62, Noida, U.P.	None
March 31, 2013	August 8, 2013 11.00 A.M.	International Trade Expo Center, A – 11, Sector 62, Noida, U.P.	Modification of JFL Employees Stock Option Scheme, 2011
March 31, 2012	August 29, 2012 11.00 A.M.	International Trade Expo Center, A – 11, Sector 62, Noida, U.P.	None

**Special Resolutions passed through Postal Ballot**

**Authorisation for creating security on Company's asset/undertakings**

The Postal Ballot process was conducted by the Company during the year for obtaining shareholders' approval for creating security on Company's asset/undertakings. Dr. S. Chandrasekaran, Practicing Company Secretary, was appointed as a scrutinizer by the Board, to conduct the Postal Ballot process in a fair and transparent manner. The voting pattern of the said Postal Ballot is as below:

Date of Passing Resolution	Total votes received	Total invalid votes	Total Votes not Polled	Total Votes in favour	Total Votes against
December 18, 2014	48,638,961	16,839	270,811	48,351,215	96

**Special Resolutions proposed to be passed through Postal Ballot**

None

**Procedure for Postal Ballot**

- Postal Ballot Notice containing the proposed resolution and statement pursuant to Section 102 and other applicable provisions, if any, of the Companies Act, 2013, was sent electronically to all the members whose email ID's were registered with the Company/Depository Participant(s) and was dispatched to the members whose email ID's were not registered. Further, the Company had also given option to the members to cast their vote electronically instead of dispatching the Postal Ballot Form ("Form").
- The Forms received upto the last day notified in the Notice and the votes cast on the e-voting platform within specified time were considered by the Scrutinizer.
- The Scrutinizer submitted his report on the postal ballot results. In the absence of the Chairman, the Company Secretary of the Company announced the results.

**DISCLOSURES**

**Related Party Transactions**

The Company has not entered into any materially significant transactions with the related parties viz. Promoters, Directors or the Management, their relatives or subsidiaries that may have potential conflict with the interests of the Company at large. Transactions with related parties as per AS – 18 have been disclosed in the Notes forming part of the Standalone Financial Statements.

In terms of Clause 49 of the Listing Agreement, the Company has formulated a policy on dealing with Related Party Transactions which is disclosed on Company's website at <http://www.jubilantfoodworks.com/investors/policies/>.

**Policy on Material Subsidiary**

In term of Clause 49 of the Listing Agreement, the Company has formulated a policy for material subsidiary which is disclosed on Company's website <http://www.jubilantfoodworks.com/investors/policies/>.

### Details of Non-Compliances

During the last three (3) years, there were no strictures or penalties imposed on the Company either by the Stock Exchanges or SEBI, or any other statutory authority for non-compliance of any matter related to capital markets.

### Management Discussion and Analysis Report

The Management Discussion and Analysis Report have been included separately in the Annual Report to the Shareholders.

### Whistle Blower Policy

The Company has adopted a Whistle Blower Policy (Vigil Mechanism) for all Directors, Employees and Business Partners of the Company and its subsidiary(s). The Policy act as a neutral and unbiased forum to voice concerns in a responsible and effective manner without fear of reprisal.

The Company formulated and implemented a Whistle Blower Policy ("Policy") w.e.f. August 1, 2010. Pursuant to Section 177 of the Companies Act, 2013 & rules made thereunder, the Company further modified its Policy w.e.f. June 1, 2014.

The Company has provided adequate safeguards against victimization of employees and Directors who express their concerns.

The Company has also provided direct access to the Chairperson of the Audit Committee on reporting issues concerning the interests of employees and the Company. All the recommendations made by the Audit Committee were accepted by the Board.

The policy is disclosed on Company's website <http://www.jubilantfoodworks.com/investors/policies/>.

### Details of compliance with mandatory requirements of Listing Agreement

Particulars	Clause No.	Compliance Status
<b>II. Board of Directors</b>	49 (II)	
(A) Composition of Board	49 (II A)	Complied
(B) Independent Directors	49 (II B)	Complied
(C) Non-Executive Directors' Compensation & Disclosures	49 (II C)	Complied
(D) Other provisions as to Board and Committees	49 (II D)	Complied
(E) Code of Conduct	49 (II E)	Complied
(F) Whistle Blower Policy	49 (II F)	Complied
<b>III. Audit Committee</b>	49 (III)	
(A) Qualified & Independent Audit Committee	49 (III A)	Complied
(B) Meeting of Audit Committee	49 (III B)	Complied
(C) Powers of Audit Committee	49 (III C)	Complied
(D) Role of Audit Committee	49 (III D)	Complied
(E) Review of Information by Audit Committee	49 (III E)	Complied
<b>IV. Nomination and Remuneration Committee</b>	49 (IV)	Complied
<b>V. Subsidiary Companies</b>	49 (V)	Complied

Particulars	Clause No.	Compliance Status
<b>VI. Risk Management</b>	49 (VI)	Complied
<b>VII. Related Party Transaction</b>	49 (VII)	Complied
<b>VIII. Disclosures</b>	49 (VIII)	
(A) Related party transactions	49 (VIII A)	Complied
(B) Disclosure of Accounting Treatment	49 (VIII B)	N.A. (No different treatment is followed)
(C) Remuneration to Directors	49 (VIII C)	Complied
(D) Management	49 (VIII D)	Complied
(E) Shareholders	49 (VIII E)	Complied
(F) Proceeds from public issue, rights issue, preference issue, etc.	49 (VIII F)	N.A.
<b>IX. CEO/ CFO Certification</b>	49 (IX)	Complied
<b>X. Report on Corporate Governance</b>	49 (X)	Complied
<b>XI. Compliance</b>	49 (XI)	Complied

### Details of compliance with Non-mandatory requirements of Listing Agreement

#### 1. The Board

- Non-Executive Chairman's Office  
The Chairman of the Company is a Non-Executive Director. However, the Chairman is not entitled to any compensation for holding office except to the extent of sitting fees for attending meetings of the Company.

#### 2. Shareholders' Rights

The quarterly and year to date financial statements are published in newspapers, uploaded on Company's website <http://www.jubilantfoodworks.com/investors/financial-information-2/> and also sent through e-mail to shareholders who have registered their e-mail address with Depository Participants.

#### 3. Audit Qualifications

There are no Audit qualifications for FY 2015.

#### 4. Separate posts of Chairman and CEO

The Chairman of the Board is a non-executive Director and his position is separate from that of the Whole time Director and CEO.

#### 5. Reporting of Internal Control

The Internal Auditor reports to the Audit Committee.

### MEANS OF COMMUNICATION

The quarterly/half-yearly/annual results are forthwith communicated to the BSE and the National Stock Exchange, as soon as these are approved by the Board of Directors of the Company. The results are generally published in leading newspapers, namely, Mint (English) & Rashtriya Sahara (Hindi) in accordance with the guidelines of the Stock Exchanges. Further, as a part of good Corporate Governance, the Company e-mails its quarterly results to its shareholders.

The official news releases, including quarterly, half yearly and annual results and presentations are posted on Company's website

<http://www.jubilantfoodworks.com/investors/financial-information-2/> and <http://www.jubilantfoodworks.com/media-2/press-releases/>. Various sections of the Company's website keep the investors updated on the key and material developments of the Company by providing timely information like Board profile, press release, financial results, annual reports, shareholding pattern, etc.

Further, the shareholders may communicate with the Company through a separate e-mail ID [investor@jubfood.com](mailto:investor@jubfood.com). During FY 2015, the Company organized Earnings Calls after announcement of Quarterly Results, which were well attended by the analysts, fund managers and investors and the transcripts are uploaded on the website <http://www.jubilantfoodworks.com/investors/earnings-call/>.

#### GENERAL SHAREHOLDER INFORMATION

##### Annual General Meeting: -

The Date, Time and Venue of the 20th Annual General Meeting of the Company have been set out in the Notice convening the Annual General Meeting.

##### Financial Calendar for FY 2016 (Tentative):

The Quarterly/Half-Yearly/Annual results will be taken on record by the Board of Directors as per the schedule below:

First Quarter Results	: On or before August 14, 2015
Second Quarter/ Half Yearly results	: On or before November 14, 2015
Third Quarter Results	: On or before February 14, 2016
Fourth Quarter / Audited Annual results	: On or before May 30, 2016

**Date of Book Closure:** August 28, 2015 (Friday) to September 03, 2015 (Thursday), both days inclusive

**Dividend Payment Date:** On or before October 2, 2015

##### Listing on Stock Exchanges:

Name and address of Stock Exchanges	Stock Code
<b>BSE Limited</b> 25th Floor, P.J. Towers, Dalal Street, Mumbai – 400001	533155
<b>National Stock Exchange of India Limited</b> Exchange Plaza, Bandra Kurla Complex, Bandra (E), Mumbai – 400051	JUBLFOOD

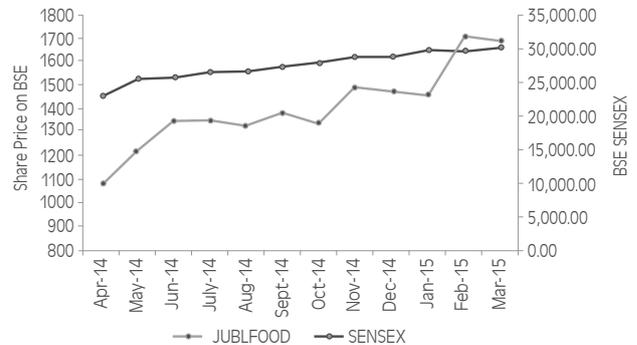
The Company has paid the listing fees for FY 2016 to the Stock Exchanges where the shares of Company are listed.

**ISIN Number:** INE797F01012

**Market Price Data & Share Price Performance:** Monthly High & Low during each month of FY 2015, on NSE and BSE is as below:

Month	Bombay Stock Exchange		National Stock Exchange	
	High (₹)	Low (₹)	High (₹)	Low (₹)
April 2014	1074.90	938.60	1077.05	937.70
May 2014	1220.00	946.25	1224.00	945.00
June 2014	1343.30	1161.20	1342.05	1150.00
July 2014	1353.30	1196.90	1353.00	1190.00
August 2014	1327.95	1107.70	1328.70	1105.55
September 2014	1389.90	1192.25	1393.45	1190.95
October 2014	1341.10	1176.75	1340.00	1175.10
November 2014	1497.95	1241.75	1497.40	1240.05

Month	Bombay Stock Exchange		National Stock Exchange	
	High (₹)	Low (₹)	High (₹)	Low (₹)
December 2014	1477.70	1273.00	1478.00	1271.05
January 2015	1454.50	1296.70	1456.00	1295.05
February 2015	1718.85	1332.85	1719.10	1327.75
March 2015	1697.50	1454.20	1698.35	1452.50



COMPANY'S EQUITY SHARE PRICE COMPARISON WITH SENSEX

##### Registrar and Share Transfer Agent:

M/s. Link Intime India Private Limited is the RTA of the Company, to whom communications regarding change of address, transfer of shares, change of mandate etc. can be addressed by the shareholders holding shares in the physical mode, as per the details mentioned below:

##### Link Intime India Private Limited

44, Community Centre, 2nd Floor  
Naraina Industrial Area Phase- I  
Near PVR Naraina, New Delhi – 110028  
Ph : 011-41410592/93/94 Fax : 011-41410591

Detailed list of Link Intime Offices is available at their website [www.linkintime.co.in](http://www.linkintime.co.in).

##### Share Transfer System:

The Company's shares are traded in the Stock Exchanges compulsorily in dematerialized mode. Physical Shares which are lodged with the RTA and / or Company for transfer are processed and returned to the shareholders duly transferred within the time stipulated under the Listing Agreement, subject to documents being found valid and complete in all respects. The dematerialized shares are transferred directly to the beneficiaries by the depositories.

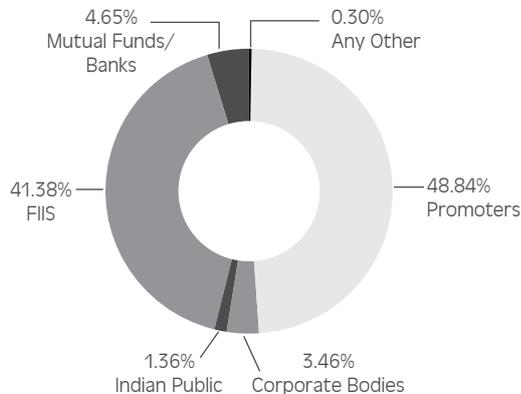
##### Distribution of Shareholding as on March 31, 2015:

S. No.	Category (Shares)		No. of Shareholders	% of Shareholders	No. of Shares	% to the total No. of Shares
	From	To				
1	Upto 5000		14,727	98.73	989,177	1.51
2	5001	10000	36	0.24	279,009	0.43
3	10001	20000	20	0.13	281,475	0.43
4	20001	30000	18	0.12	457,822	0.70
5	30001	40000	16	0.11	561,177	0.86
6	40001	50000	8	0.05	353,106	0.54
7	50001	100000	30	0.20	21,29,662	3.25
8	100001 and above		61	1.41	60,518,362	92.30
<b>Total</b>			<b>14,916</b>	<b>100</b>	<b>655,697,90</b>	<b>100</b>

**Shareholding Pattern as on March 31, 2015:**

S. No.	Category	No. of Shares held	% of Shareholding
<b>A PROMOTER HOLDING</b>			
1	Promoters & Promoters Group	32,022,954	48.84
	<b>Sub-Total</b>	<b>32,022,954</b>	<b>48.84</b>
<b>B NON- PROMOTER HOLDINGS</b>			
2	Institutional Investors		
a	Mutual Funds and UTI	3,044,909	4.64
b	Banks, Financial Institutions, Insurance Companies (Central/ State Government Institutions/ Non - Government Institutions)	7,363	0.01
c	FIs	27,134,990	41.38
	<b>Sub-Total</b>	<b>30,187,262</b>	<b>46.03</b>
3	Others		
a	Corporate Bodies	2,266,828	3.46
b	Resident Individuals	894,287	1.36
c	NRIs	46,056	0.07
d	Trusts	4,050	0.01
e	HUF	24,580	0.04
f	Clearing Members	123,773	0.19
	<b>Sub-Total</b>	<b>3,359,574</b>	<b>5.13</b>
	<b>Grand Total</b>	<b>65,569,790</b>	<b>100</b>

**SHAREHOLDING PATTERN AS ON 31ST MARCH, 2015**



**Dematerialization of Shares and Liquidity:**

As at March 31, 2015, all equity shares of the Company were held in dematerialized form except 71 equity shares which were in physical form.

**Outstanding GDRs/ ADRs/ Warrants or any Convertible instruments, conversion date and likely impact on equity:**

As on March 31, 2015, a total of 261,767 options were outstanding under the Domino's Employees Stock Option Plan 2007 and 746,602 options under JFL Employees Stock Option Scheme 2011. Each option is convertible into one equity share of ₹ 10/- each. The Company had not issued any GDRs/ADRs/Warrants etc. during FY 2015.

**Plant Locations:**

The Company has 876 Domino's Pizza Restaurants and 54 Dunkin' Donuts Restaurants as on March 31, 2015.

Further, the Company has total nine (9) manufacturing locations/ commissaries, out of which three (3) are located in north region, two (2) each in south & east region, one (1) each in central and west region.

**CODE OF CONDUCT**

The Board of Directors has laid down a Code of Conduct, which is applicable to all Board Members and Senior Management Personnel of the Company. The Code is disclosed on the website of the Company, <http://www.jubilantfoodworks.com/investors/corporate-governance/>. All Board Members and Senior Management Personnel have affirmed compliance with the Code of Conduct.

The declaration signed by the CEO affirming compliance to the Code by the Board Members and Senior Management Personnel has been placed as **Annexure – II** at the end of this Report.

**CEO/ CFO CERTIFICATION**

In compliance with Clause 49(IX) of the Listing Agreement, a declaration by CEO and CFO was placed before the Board, certifying the accuracy of Financial Statements and the adequacy of internal controls pertaining to Financial Reporting.

**CORPORATE GOVERNANCE CERTIFICATE**

In compliance with Clause 49(X) of the Listing Agreement, a certificate from M/s. Chandrasekaran Associates, Company Secretaries, confirming compliance with the conditions of the Corporate Governance has been placed as **Annexure – III** at the end of this Report.

## APPOINTMENT AND REMUNERATION POLICY

### SCOPE

This Policy aims to ensure that the persons appointed as Directors, Key Managerial Personnel and Senior Management possess requisite qualifications, experience, expertise and attributes commensurate to their positions and level and that the composition of remuneration to such persons is fair and reasonable and sufficient to attract, retain and motivate the personnel to manage the Company successfully.

This Policy has been developed and implemented by the Nomination, Remuneration and Compensation Committee and is applicable to Directors, Key Managerial Personnel, Senior Management and other employees of the Company.

This Policy is in compliance with Section 178 of the Companies Act, 2013 and Clause 49 of the Listing Agreement with the Stock Exchanges and applies to the following categories of Directors and employees of the Company:

Part I - Key Managerial Personnel

Part II - Non-executive Directors / Independent Directors

Part III - Senior Management and other employees

### DEFINITIONS

- i. "Act" means the Companies Act, 2013 read with the rules, clarifications, circulars and orders issued thereunder from time to time including any modification or re-enactment thereof.
- ii. "Board" means the Board of Directors of the Company.
- iii. "Independent Director" means an Independent Director of the Company appointed in pursuance of the Act and Listing Agreement with the stock exchanges.
- iv. "Key Managerial Personnel" or "KMP" means person(s) appointed as such in pursuance of Section 203 of the Act.
- v. "Listing Agreement" means the listing agreement between the Company and the stock exchanges on which the securities of the Company are listed and traded.
- vi. "NRC" means Nomination, Remuneration and Compensation Committee of the Board, constituted in accordance with the provisions of Section 178 of the Act and the Listing Agreement.
- vii. "Other Employees" means all the employees of the Company other than the Key Managerial Personnel and the Senior Management.
- viii. "Rules" means the rules framed under the Act.
- ix. "Senior Management" shall mean the personnel of the Company designated as Senior Management in accordance with the definition laid down under Explanation to Section 178 of the Act and Clause 49(VIII)(D)(2) of the Listing Agreement.
- x. "Stock Options" means the options given or to be given by the Company as per the prevalent Employees Stock Option Scheme/Plans of the Company.

Unless the context otherwise provides, terms not defined herein and used in this Policy, shall bear the same meaning as prescribed under the Act, the Listing Agreement or any other relevant law.

Where an employee is a Key Managerial Personnel as well as holds a Senior Management Position (such as CFO), his/her terms of

appointment shall be governed by both Part I and Part III of this Policy and in the event of any conflict, the stricter clause shall prevail.

### GENERAL QUALIFICATIONS AND ATTRIBUTES FOR ALL DIRECTORS

The prospective Director:

- Should be a reasonable person with integrity and ethical standards.
- Should meet the requirements of the Act, the Listing Agreement and other applicable laws for the time being in force.
- Should have the requisite qualifications, skills, knowledge, experience and expertise relevant or useful to the business of the Company. The relevant experience could be in areas of management, human resources, sales, administration, research, Corporate Governance, manufacturing, international operations, public service, finance, accounting, strategic planning, risk management, supply chain, marketing, law or any other area considered necessary by the Board/NRC.
- Should be a person who is capable of balancing the interests of the Company, its employees, the shareholders, the community and for the protection of the environment.
- Is expected to:
  - a. Uphold ethical standards of integrity and probity.
  - b. Act objectively and constructively while exercising his/her duties.
  - c. Exercise his/her responsibilities in a bonafide manner in the interest of the Company.
  - d. Devote sufficient time and attention for informed and balanced decision making.
  - e. Not allow any extraneous considerations that will vitiate his/her exercise of objective independent judgment in the paramount interest of the Company as a whole, while concurring in or dissenting from the collective judgment of the Board in its decision making.
  - f. Not abuse his/her position to the detriment of the Company or its shareholders or to gain direct or indirect personal advantage or advantage for any associated person.
  - g. Avoid conflict of interest, and in case of any situation of conflict of interest, make appropriate disclosures to the Board.
  - h. Assist the Company in implementing the best corporate governance practices.
  - i. Exhibit his/her total submission to the limits of law in drawing up the business policies, including strict adherence to and monitoring of legal compliances at all levels.
  - j. Have ability to read and understand the financial statements.
  - k. Protect confidentiality of the confidential and proprietary information of the Company.

NRC has the discretion to decide whether qualification, expertise, experience and attributes possessed by a person are sufficient / satisfactory for the concerned position.

## COMPLIANCES

The terms/ process of appointment / re-appointment and remuneration of the Directors and other employees covered under this Policy shall be governed by the provisions of the Act, Rules, Listing Agreement, other applicable laws and policies and practices of the Company.

## DISCLOSURES

This Policy shall be disclosed in the Annual Report of the Company.

## REVIEW / AMENDMENT

Based on the recommendation of the NRC, the Board may amend, abrogate, modify or revise any or all clauses of this Policy in accordance with the Act, Listing Agreement and/or any other applicable law or regulation.

This Appointment and Remuneration Policy has been approved by the Board on 30th December 2014, on recommendation of Nomination, Remuneration and Compensation Committee. It shall be effective from 30th December 2014.

### PART I – KEY MANAGERIAL PERSONNEL

Part I of this Policy comprises of two parts as under:

PART A - Managing Directors / Whole-Time Directors (“EDs”)

PART B – Chief Executive Officer, Chief Financial Officer, Company Secretary and other KMPs

PART A- MANAGING DIRECTORS / WHOLE-TIME DIRECTORS (“EDs”)

## OBJECTIVES

- Identify persons who possess appropriate qualifications, experience and attributes for appointment as EDs.
- The remuneration payable to the EDs is commensurate with their qualification, experience and capabilities and takes into account the past performance and achievements of such ED. A suitable component of remuneration payable to the EDs is linked to their performance, performance of the business and the Company.
- The remuneration payable to the EDs is comparable with the remuneration paid to the EDs of other companies which are similar to the Company in terms of nature of business, size and complexity.

## SPECIFIC QUALIFICATIONS AND ATTRIBUTES

In addition to the qualifications and attributes specified in ‘General Qualifications and Attributes’ above, the prospective Director satisfies the criteria set out under the applicable law including the Act and the Listing Agreement for eligibility to be appointed as ED.

## PROCESS OF APPOINTMENT AND REMOVAL

### Appointment

- NRC shall identify suitable persons for appointment and recommend their appointment to the Board along with the terms of appointment and remuneration. The Board will consider recommendations of NRC and approve the appointment and remuneration, subject to approval of the shareholders of the Company.

### Removal

- Where the appointee is subjected to any disqualification(s) mentioned in the Act, Rules or under any other law, rules and regulations, code of conduct and / or policies of the Company, NRC shall recommend to the Board his/her removal from the services of the Company.

## COMPONENTS OF REMUNERATION / INCREMENTS

Remuneration shall consist of:

- Fixed remuneration including perquisites and allowances, retiral benefits (like Provident Fund/Gratuity/Superannuation/Leave encashment, etc.) and other benefits as per policy of the Company.
- Commission to Managing Director(s) based on the net profits of the Company and variable remuneration to Whole-Time Director(s) based on the performance of the individual, business and the Company as a whole.
- No Sitting Fee shall be payable for attending the meetings of the Board or committees thereof.
- Stock Options as per terms of the prevalent Stock Options Plan, if eligible.
- Any other incentive as may be applicable.

### Managing Directors

Normally, the remuneration to be paid to the Managing Director(s) payable during the tenure of their appointment is determined by the shareholders of the Company. Therefore, no prescribed increment will be given in salary, allowances and in the commission during their tenure of appointment. However, the actual amount of remuneration may vary from year to year on account of re-imburement claims and variation in profit linked commission.

### Whole time Director

Increment will be granted by the Board on recommendation of NRC, based on the performance of the individual, performance of the business and the Company as a whole.

The Board and the shareholders of the Company may approve changes, if required, in the remuneration from time to time.

PART B – CHIEF EXECUTIVE OFFICER, CHIEF FINANCIAL OFFICER, COMPANY SECRETARY AND OTHER KMPs

## OBJECTIVES

- Identify persons who possess appropriate qualifications, experience and attributes for appointment as Chief Executive Officer (“CEO”), Chief Financial Officer (“CFO”), Company Secretary (“CS”) and other Key Managerial Personnel (“KMPs”).
- The remuneration payable to CEO, CFO, CS and KMPs is commensurate with his/her qualification, experience and capabilities and takes into account the past performance and achievements of such individual. Remuneration payable to them is comparable with the remuneration paid to persons performing the same or similar roles in other companies which are similar to the Company in terms of nature of business, size and complexity.
- A suitable component of their remuneration is linked to his / her performance, performance of the business and the Company.

## QUALIFICATIONS AND ATTRIBUTES

- Should be a reasonable person with integrity and ethical standards.
- Have requisite qualification and experience as may be relevant to the task he / she is expected to perform.

NRC/ Board has the discretion to decide whether qualification, expertise, experience and attributes possessed by the person are sufficient / satisfactory for the concerned position.

## PROCESS OF APPOINTMENT AND REMOVAL

### Appointment

- Appointment of KMPs (including terms and remuneration) shall be approved by the Board.
- Upon the NRC recommending the appointment of the CEO & CFO to the Audit Committee, the Audit Committee shall approve the appointment of CEO & CFO and recommend the same to the Board for approval after assessing the qualifications, experience, background, etc.
- Where a KMP is in Senior Management, the appointment (including terms and remuneration) shall be recommended by NRC to the Board for its approval.

### Removal

- Where KMP is subjected to any disqualification(s) mentioned in the Act, Rules or under any other applicable law, rules and regulations, Code of Conduct and / or Policies of the Company, the Board may remove such KMP from the services of the Company.
- Where KMP is in Senior Management, his/her removal shall be recommended by NRC to the Board for its approval.

## ELEMENTS / COMPONENTS OF REMUNERATION

Remuneration and other perquisites / facilities (including loans/ advances) shall be governed by the policies and practices of the Company from time to time. Remuneration shall consist of:

- Fixed remuneration including perquisites and allowances, retiral benefits (like Provident Fund/Gratuity/Superannuation/Leave encashment, etc.) and other benefits as per policy of the Company.
- Variable remuneration based on the performance of the individual, the function and the Company as a whole.
- Stock Options as per terms of the prevalent Stock Options Plan.
- Any other incentive as may be applicable.

## APPRAISAL AND INCREMENT

Appraisal and increment will be approved by NRC after taking into account the following:

- Individual's performance against Key Performance Indicators.
- The performance of:
  - a) individual; and/or
  - b) business function handled by the individual; and/ or
  - c) Company.
- The prevalent rate of increments given by companies of similar nature of business and size;
- The criticality of the individual to the Company in his capacity as a Key Managerial Personnel.

## PART II – NON-EXECUTIVE DIRECTORS / INDEPENDENT DIRECTORS

### OBJECTIVES

Identify persons who meet the criteria for independence, if required, as set out under the Act and the Listing Agreement and possess appropriate qualifications, experience and attributes for appointment to a Company of our size.

As per the criteria defined by the Board, the remuneration (if, any) payable to the Non-executive / Independent Directors shall take into account the contributions of the Director to the

performance of the Company. Remuneration payable to them is fair and reasonable and comparable with the remuneration paid by other companies which are similar to the Company in terms of nature of business, size and complexity.

## SPECIAL QUALIFICATIONS AND ATTRIBUTES FOR INDEPENDENT DIRECTORS

In addition to the qualifications and attributes specified in 'General Qualifications and Attributes' above, the prospective Independent Director should meet the requirements of Schedule IV to the Act and the Listing Agreement.

## PROCESS OF APPOINTMENT AND REMOVAL

### Appointment

- NRC shall identify suitable persons for appointment and recommend their appointment to the Board. The Board will consider recommendations of NRC and accordingly, approve appointment and remuneration of Non-executive and/or Independent Directors subject to approval of the shareholders of the Company.
- The appointment of Independent Directors shall be formalized in accordance with the applicable laws.

### Removal

- Where the appointee is subjected to any disqualification(s) mentioned in the Act, Rules or under any other law, rules and regulations, Code of Conduct and / or Policies of the Company, NRC shall recommend to the Board for removal of the appointee from directorship of the Company.

## ELEMENTS/COMPONENTS OF REMUNERATION

- Variable remuneration – Commission, if any, shall be a % of the net profits of the Company as approved by the Board and/or the shareholders of the Company.
- Sitting fees for attending meetings of the Board and Committees thereof as recommended by NRC and approved by the Board and reimbursement of expenses for participation in the meetings of the Board and other meetings.
- Stock Options as per terms of prevalent Stock Options Plan. Independent Directors will not be entitled to Stock Options.

## PART III – SENIOR MANAGEMENT & OTHER EMPLOYEES

### OBJECTIVES

- Identify persons who possess appropriate qualifications, experience and attributes for appointment in the Senior Management and Other Employees category.
- Remuneration payable to the Senior Management and other employees is commensurate with their qualification, experience and capabilities and takes into account their past performance and achievements. Remuneration payable to them is comparable with the remuneration paid to employees at the same level in other companies which are similar to the Company in terms of nature of business, size and complexity.
- Depending on the level of the employee, a suitable component of remuneration is linked to performance of such individual employee, the performance of the business and the Company as per the HR Policy of the Company.

## QUALIFICATIONS AND ATTRIBUTES

- Should be a reasonable person with integrity and ethical standards.

- Senior Management: Should have the requisite qualification and experience as may be relevant to the task he / she is expected to perform.

NRC has the discretion to decide whether qualification, expertise, experience and attributes possessed by a person are sufficient / satisfactory for the concerned Senior Management position.

- Other Employees: Qualification, expertise, experience and attributes will be determined by the Management as per the HR Policy of the Company.

#### PROCESS OF APPOINTMENT AND REMOVAL

##### Appointment

- NRC shall identify suitable persons for appointment in the Senior Management and recommend to the Board their appointment alongwith the terms of appointment and remuneration.
- The Board will consider recommendation of NRC and approve the appointment alongwith the terms of appointment and remuneration.
- Appointments to positions other than the Senior Management will be made as per the Company's HR policy.

##### Removal

- Where an employee in the Senior Management is subjected to any disqualification(s) mentioned in the Act, Rules or under any other law, rules and regulations, Code of Conduct and / or Policies of the Company, the Board may remove such employee from the services of the Company, on recommendation of NRC.
- In case of other employees, the Management of the Company may terminate the services of such employee as per HR Policy of the Company.

#### ELEMENTS / COMPONENTS OF REMUNERATION

Remuneration and other perquisites / facilities (including loans/ advances) shall be governed by the policies and practices of the Company from time to time. Remuneration shall consist of:

- Fixed remuneration including perquisites and allowances, retiral benefits (like Provident Fund/Gratuity/ Superannuation/Leave encashment, etc.) and other benefits as per policy of the Company.
- Variable remuneration based on the performance of the individual, the function and the Company as a whole.
- Stock Options as per terms of the prevalent Stock Options Plan.
- Any other incentive as may be applicable.

#### APPRAISAL AND INCREMENT

Appraisal and increment will be done for the Senior Management by the CEO in consultation with Co-Chairman and for other employees, by the Senior Management or any other appropriate authorities after taking into account the following:

- Individual's performance against Key Performance Indicators.
- The performance of the:
  - a) individual ; and/or
  - b) business function handled by the individual; and/or
  - c) Company.
- The prevalent rate of increments given by the companies of similar nature of business and size.
- The criticality of the individual to the Company in his capacity as a member of the Senior Management or other employees category.

**ANNEXURE – II**

**DECLARATION ON CODE OF CONDUCT**

It is hereby declare that all Board Members and Senior Management Personnel of the Company have affirmed compliance with the Code of Conduct for the year ended March 31, 2015.

**Date:** May 14, 2015

**Place:** Noida

Sd/-

**Ajay Kaul**

**CEO cum Whole time Director**

DIN No. 00062135

**ANNEXURE – III**

**COMPLIANCE CERTIFICATE ON CONDITIONS OF CORPORATE GOVERNANCE**

**Jubilant FoodWorks Limited**  
**B-214, Phase II**  
**District Gautam Budh Nagar**  
**Noida – 201 305**  
**Uttar Pradesh**

We have examined all relevant records of Jubilant FoodWorks Limited (the Company) for the purpose of certifying of the conditions of the Corporate Governance under Clause 49 of the Listing Agreement with Stock Exchanges for the financial year ended 31st March 2015. We have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of certification.

The compliance of the conditions of Corporate Governance is the responsibility of the management. Our examination was limited to the procedures and implementation thereof. This certificate is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

On the basis of our examination of the records produced explanations and information furnished, we certify that the Company has complied with the conditions of Clause 49 of the Listing Agreement.

For Chandrasekaran Associates

Company Secretaries

Sd/-

**Rupesh Agarwal**

**Partner**

(Membership No. ACS 16302, CP5673)

**Date:** May 14, 2015

**Place:** Delhi

# Independent Auditor's Report

To the Members of Jubilant FoodWorks Limited

## Report on the Financial Statements

We have audited the accompanying standalone financial statements of Jubilant FoodWorks Limited ("the Company"), which comprise the Balance Sheet as at March 31, 2015, the Statement of Profit and Loss and Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

## Management's Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with accounting principles generally accepted in India, including the Accounting Standards specified under section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial control that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

## Auditor's Responsibility

Our responsibility is to express an opinion on these standalone financial statements based on our audit. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder. We conducted our audit in accordance with the Standards on Auditing, issued by the Institute of Chartered Accountants of India, as specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and the effectiveness of such controls. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.

## Opinion

In our opinion and to the best of our information and according to the explanations given to us, the standalone financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India of the state of affairs of the Company as at March 31, 2015, its profit, and its cash flows for the year ended on that date.

## Report on Other Legal and Regulatory Requirements

- As required by the Companies (Auditor's report) Order, 2015 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the Annexure 1 a statement on the matters specified in paragraphs 3 and 4 of the Order.
- As required by section 143 (3) of the Act, we report that:
  - We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
  - In our opinion proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
  - The Balance Sheet, Statement of Profit and Loss, and Cash Flow Statement dealt with by this Report are in agreement with the books of account;
  - In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014;
  - On the basis of written representations received from the directors as on March 31, 2015, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2015, from being appointed as a director in terms of section 164 (2) of the Act;
  - With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
    - The Company has disclosed the impact of pending litigations on its financial position in its financial statements – Refer Note 10 and 27 financial statements;
    - The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
    - There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

## For S.R. Batliboi & Co. LLP

Chartered Accountants  
ICAI Firm Registration Number: 301003E

Sd/-

## Per Manoj Kumar Gupta

Partner  
Membership Number: 83906

Date: May 14, 2015

Place: Gurgaon

## Independent Auditor's Report (contd.)

### Annexure referred to in paragraph 1 under "Report on Other Legal and Regulatory Requirements" section of our report of even date

#### Re: Jubilant FoodWorks Limited

- (i) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of the fixed assets.
- (b) All Fixed assets have not been physically verified by the management during the year but there is a regular programme of verification which, in our opinion, is reasonable having regard to the size of the company and the nature of its assets. No material discrepancies were noticed on such verification.
- (ii) (a) The inventory has been physically verified by the management during the year. In our opinion, the frequency of verification is reasonable. Inventories lying with outside parties have been confirmed by them as at year end.
- (b) The procedures of physical verification of inventory followed by the management are reasonable and adequate in relation to the size of the Company and the nature of its business.
- (c) The Company is maintaining proper records of inventory and no material discrepancies were noticed on physical verification.
- (iii) According to the information and explanations given to us, the Company has not granted any loans, secured or unsecured to companies, firms or other parties covered in the register maintained under section 189 of the Companies Act, 2013. Accordingly, the provisions of clause 3(iii)(a) and (b) of the Order are not applicable to the Company and hence not commented upon.
- (iv) In our opinion and according to the information and explanations given to us, there is an adequate internal control system commensurate with the size of the Company and the nature of its business, for the purchase of inventory and fixed assets and for the sale of goods and services. During the course of our audit, we have not observed any major weakness or continuing failure to correct any major weakness in the internal control system of the Company in respect of these areas.
- (v) The Company has not accepted any deposits from the public.
- (vi) To the best of our knowledge and as explained, the Central Government has not specified maintenance of cost records under sub-section (1) of section 148 of the Companies Act, 2013 for the products of the Company.
- (vii) (a) The Company is regular in depositing with appropriate authorities undisputed statutory dues including provident fund, employees' state insurance, income-tax, sales-tax, wealth-tax, service tax, customs duty, excise duty, value added tax, cess and other material statutory dues applicable to it.
- (b) According to the information and explanations given to us, no undisputed amounts payable in respect of provident fund, employees' state insurance, income-tax, wealth-tax, service tax, sales-tax, customs duty, excise duty, value added tax, cess and other material statutory dues were outstanding, at the year end, for a period of more than six months from the date they became payable.
- (c) According to the information and explanations given to us, the dues of income tax, sales-tax, wealth tax, service tax, customs duty, excise duty, value added tax and cess which have not been deposited on account of any dispute, are as follows:

Name of the statute	Nature of dues	Amount (₹)	Period to which the amount relates	Forum where dispute is pending
Andhra Pradesh Value Added Tax Act, 2005	Disallowance of Input tax credit on LPG	69.45	April 2008 to March 2014	Sales Tax Appellate Tribunal, Andhra Pradesh
Central Excise Act, 1944	Excise Demand on chicken wings and dips	2.51	October 2000 to March 2005	Commissioner (Appeals) of Central Excise
Haryana Value Added Tax Act, 2003	VAT on Service Tax	45.31	2013-2014	Haryana Tax Tribunal, Chandigarh
Rajasthan Value Added Tax Act, 2003	VAT on Service Tax	12.85	2013-2014	Appellate Authority-II, Commercial Tax, Jaipur
Rajasthan Value Added Tax Act, 2003	Penalty- VAT on Service Tax	22.95	2013-2014	Appellate Authority-II, Commercial Tax, Jaipur (Stay Granted)
Income Tax Act	Disallowance of expenses	57.67	2006-07 to 2009-2010	Income Tax Appellate Tribunal
Income Tax Act	Penalty	8.20	2007-08 to 2009-2010	Commissioner of Income Tax (Appeals)
Income Tax Act	Disallowance of expenses	31.17	2010-11 and 2011-12	Commissioner of Income Tax (Appeals)



## Independent Auditor's Report (contd.)

- (d) There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company in accordance with the relevant provisions of the Companies Act, 1956 ( 1 of 1956) and rules made thereunder.
- (viii) The Company has no accumulated losses at the end of financial year and it has not incurred cash losses in the current and immediately preceding financial year.
- (ix) Based on our audit procedure and as per the information and explanations given by the management, we are of the opinion that the Company has no dues to any financial institution, bank or debenture holders at any time during the year. Accordingly the provisions of this clause are not applicable to the Company and hence not commented on.
- (x) According to the information and explanations given to us, the Company has not given any guarantees for loans taken by others from banks or financial institutions.
- (xi) The Company did not have any term loan outstanding during the year.

- (xii) We report that during the year under audit, the management has noticed an instance of fraud on the Company by certain employees involving misappropriation of inventory items amounting to ₹ 56.77 lakhs. The Company has taken all necessary steps including taking legal action against the said employees and has fully provided for the same in the financial statements.

**For S.R. Batliboi & Co. LLP**

Chartered Accountants

ICAI Firm Registration Number: 301003E

Sd/-

**per Manoj Kumar Gupta**  
**Partner**

Membership Number: 83906

**Date:** May 14, 2015

**Place:** Gurgaon

# Balance Sheet

as at March 31, 2015

(₹ in Lakh)

Particulars	Note No.	As at March 31, 2015	As at March 31, 2014
<b>I. EQUITY AND LIABILITIES</b>			
<b>1 Shareholders' funds</b>			
(a) Share capital	3	6,556.98	6,543.90
(b) Reserves and surplus	4	60,554.46	49,803.07
<b>2 Share application money pending allotment</b>	5	12.97	1.75
<b>3 Non-current liabilities</b>			
(a) Other long term liabilities	6	1,309.96	891.95
(b) Deferred tax liabilities (Net)	7	5,576.07	3,707.31
<b>4 Current liabilities</b>			
(a) Trade payables	8	23,997.17	17,176.71
(b) Other current liabilities	9	8,352.39	7,942.57
(c) Short-term provisions	10	3,043.19	1,142.30
<b>TOTAL</b>		<b>109,403.19</b>	<b>87,209.56</b>
<b>II. ASSETS</b>			
<b>1 Non-current assets</b>			
(a) Fixed assets	11		
(i) Tangible assets		69,371.08	51,365.50
(ii) Intangible assets		2,269.30	1,509.99
(iii) Capital work-in-progress (Refer note 33)		1,811.55	1,832.95
(b) Non-current investments	12	5,571.40	3,484.52
(c) Long-term loans and advances	13	12,495.77	10,592.48
(d) Other non-current assets	14	203.88	41.60
<b>2 Current assets</b>			
(a) Current investments	12	7,461.17	9,374.56
(b) Inventories	15	4,228.85	3,242.33
(c) Trade receivables	16	1,186.61	903.93
(d) Cash and bank balances	17	3,036.55	2,277.78
(e) Short-term loans and advances	18	1,746.17	2,569.38
(f) Other current assets	19	20.86	14.54
<b>TOTAL</b>		<b>109,403.19</b>	<b>87,209.56</b>
Summary of significant accounting policies	2.1		

The accompanying notes are an integral part of the financial statements.

As per our report of even date

**For S. R. Batliboi & Co. LLP**

Firm Registration Number: 301003E

Chartered Accountants

Sd/-

Per **Manoj Kumar Gupta**

Partner

Membership No. 83906

**For and on behalf of the Board of Directors of Jubilant FoodWorks Limited**

Sd/-

**Shyam S. Bhartia**

Chairman

DIN No. 00010484

Sd/-

**Hari S. Bhartia**

Co-Chairman

DIN No. 00010499

Sd/-

**Ajay Kaul**

CEO cum Whole Time Director

DIN No. 00062135

Sd/-

**Mona Aggarwal**

Company Secretary

Membership No. 15374

Sd/-

**Ravi Shanker Gupta**

President & Chief Financial Officer

**Date:** May 14, 2015

**Place:** Noida

# Statement of Profit and Loss

For Year Ended March 31, 2015

(₹ in Lakh)

Particulars	Note No.	Year Ended March 31, 2015	Year Ended March 31, 2014
<b>I Income</b>			
Revenue from operations (Net)	20	207,446.50	172,349.87
<b>II Other Income</b>	21	741.03	933.16
<b>Total Revenue</b>		<b>208,187.53</b>	<b>173,283.03</b>
<b>III Expenses</b>			
Cost of materials consumed	22	44,685.78	38,220.50
Purchase of traded goods (Increase) in inventories of material-in-progress and traded goods	23	7,512.94	6,723.13
Employee benefit expenses	24	43,877.39	33,689.55
Depreciation and amortisation expense	11	9,815.17	7,666.56
Other expenses	25	85,168.11	68,281.71
<b>Total Expenses</b>		<b>190,981.41</b>	<b>154,510.71</b>
<b>IV Profit before tax</b>		17,206.12	18,772.32
<b>V Tax expense</b>			
Current tax		3,007.39	4,434.28
Income Tax for earlier years		(60.78)	32.27
Deferred tax charge / (credit)		1,931.62	1,726.01
<b>Total Tax Expense</b>		<b>4,878.23</b>	<b>6,192.56</b>
<b>VI Profit for the year</b>		12,327.89	12,579.76
<b>VII Earnings per share ( In ₹ )</b>	26		
Basic		18.82	19.25
Diluted		18.72	19.12
Nominal Value per share		10.00	10.00
Summary of significant accounting policies	2.1		

The accompanying notes are an integral part of the financial statements.

As per our report of even date

**For S. R. Batliboi & Co. LLP**

Firm Registration Number: 301003E

Chartered Accountants

Sd/-

Per **Manoj Kumar Gupta**

Partner

Membership No. 83906

**For and on behalf of the Board of Directors of Jubilant FoodWorks Limited**

Sd/-

**Shyam S. Bhartia**

Chairman

DIN No. 00010484

Sd/-

**Hari S. Bhartia**

Co-Chairman

DIN No. 00010499

Sd/-

**Ajay Kaul**

CEO cum Whole Time Director

DIN No. 00062135

Sd/-

**Mona Aggarwal**

Company Secretary

Membership No. 15374

Sd/-

**Ravi Shanker Gupta**

President & Chief Financial Officer

**Date:** May 14, 2015

**Place:** Noida

# Cash Flow Statement

For Year Ended March 31, 2015

(₹ in Lakh)

Particulars	Year Ended March 31, 2015	Year Ended March 31, 2014
<b>A) CASH FLOW FROM OPERATING ACTIVITIES</b>		
Net Profit before Tax	17,206.12	18,772.32
	<b>17,206.12</b>	<b>18,772.32</b>
<b>Adjustments for:</b>		
Depreciation	9,815.17	7,666.56
Loss/(Profit) on sale of investments	(50.55)	-
Loss on Disposal of Fixed Assets (net)	139.80	36.11
Lease Rent Straight-Lining	427.48	315.65
Interest Income	(13.21)	(58.17)
Dividend Income	(578.96)	(782.38)
Interest Expenses	-	-
Provision for Doubtful Debts and Advances	52.98	49.53
<b>Operating Profit before Working Capital Changes</b>	<b>26,998.83</b>	<b>25,999.62</b>
<b>Adjustments for :</b>		
(Increase)/Decrease in Trade receivables	(282.68)	(95.14)
(Increase)/Decrease in Other Current Assets	(6.32)	(8.76)
(Increase)/Decrease in Loans and Advances	(1,330.76)	(4,376.46)
(Increase)/Decrease in Inventories	(986.52)	(897.94)
Increase/(Decrease) in Current Liabilities and Provisions	7,451.21	6,732.12
<b>Cash generated from Operating Activities</b>	<b>31,843.76</b>	<b>27,353.44</b>
Direct Taxes Paid	(3,517.02)	(4,264.52)
<b>Net Cash from Operating Activities</b>	<b>28,326.74</b>	<b>23,088.92</b>
<b>B) CASH FLOW FROM INVESTING ACTIVITIES</b>		
Purchase of Fixed Assets	(28,044.62)	(24,165.21)
Proceeds from Sale of Fixed Assets	82.65	73.25
Interest Received	13.21	58.17
Dividend Received	578.96	782.38
Investment in bank deposits	(162.28)	(3,462.33)
Redemption of bank deposits	-	4,123.16
Investments in Mutual Funds	(109,430.00)	(91,759.72)
Proceeds from Mutual Funds	111,393.94	91,733.67
Investments in Subsidiary	(2,086.88)	(1,380.93)
<b>Net Cash (used) in Investing Activities</b>	<b>(27,655.02)</b>	<b>(23,997.56)</b>

# Cash Flow Statement

## For Year Ended March 31, 2015 (Contd.)

(₹ in Lakh)

Particulars	Year Ended March 31, 2015	Year Ended March 31, 2014
<b>C) CASH FLOW FROM FINANCING ACTIVITIES</b>		
Proceeds from Issue of Share Capital (including Share Premium)	87.05	147.40
Interest Paid	-	-
<b>Net Cash from Financing Activities</b>	<b>87.05</b>	<b>147.40</b>
<b>Net Increase in Cash and Cash Equivalents (A+B+C)</b>	<b>758.77</b>	<b>(761.23)</b>
<b>Cash and Cash Equivalents as at beginning of the Year</b>	<b>2,277.78</b>	<b>3,039.01</b>
<b>Cash and Cash Equivalents as at end of the Year</b>	<b>3,036.55</b>	<b>2,277.78</b>
<b>Components of Cash and Cash Equivalents:</b>		
Cash-in-Hand	888.16	1,471.56
Cheques in Hand	1.73	7.12
Balances with Scheduled Banks in		
- Current Accounts*	2,146.66	799.10
- Deposits with original maturity of less than 3 months	-	-
<b>Cash &amp; Cash Equivalents in Cash Flow Statement:</b>	<b>3,036.55</b>	<b>2,277.78</b>

\* Includes ₹ 0.29 Lakh (Previous year ₹ 0.29 Lakh) for IPO Refund Account and is restrictive in nature.

Notes :

As per our report of even date

**For S. R. Batliboi & Co. LLP**  
Firm Registration Number: 301003E  
Chartered Accountants

Sd/-  
Per **Manoj Kumar Gupta**  
Partner  
Membership No. 83906

**For and on behalf of the Board of Directors of Jubilant FoodWorks Limited**

Sd/-  
**Shyam S. Bhartia**  
Chairman  
DIN No. 00010484

Sd/-  
**Hari S. Bhartia**  
Co-Chairman  
DIN No. 00010499

Sd/-  
**Ajay Kaul**  
CEO cum Whole Time Director  
DIN No. 00062135

**Date:** May 14, 2015  
**Place:** Noida

Sd/-  
**Mona Aggarwal**  
Company Secretary  
Membership No. 15374

Sd/-  
**Ravi Shanker Gupta**  
President & Chief Financial Officer

# Notes

## forming part of the Financial Statements for the year ended March 31, 2015

### 1. Corporate Information

Jubilant FoodWorks Limited (the Company) is a Jubilant Bhartia Group Company. The Company was incorporated in 1995 and initiated operations in 1996. The Company is listed in India on National Stock Exchange and Bombay Stock Exchange. The Company is a food service company. The Company & its subsidiary have the exclusive rights to develop and operate Domino's Pizza brand in India, Sri Lanka, Bangladesh and Nepal, at present it operates in India and Sri Lanka. The Company also have exclusive rights for developing and operating Dunkin' Donuts restaurants in India.

### 2. Basis of Preparation

The financial statements of the Company have been prepared in accordance with the Generally Accepted Accounting Principles in India (Indian GAAP). The Company has prepared these financial statements to comply in all material respects with the accounting standards notified under Section 133 of the Companies Act 2013, read together with Rule 7 of the Companies (Accounts) Rules 2014. The financial statements have been prepared on an accrual basis and under the historical cost convention. The accounting policies adopted in the preparation of financial statements are consistent with those of the previous year, except for the change in accounting policy explained below.

#### 2.1 Summary of significant accounting policies

##### a) Change in accounting policy

###### Depreciation

Till the year ended 31 March 2014, Schedule XIV to the Companies Act, 1956, prescribed requirements concerning depreciation of fixed assets. From the current year, Schedule XIV has been replaced by Schedule II to the Companies Act, 2013. The applicability of Schedule II has resulted in the following changes related to depreciation of fixed assets. Unless stated otherwise, the impact mentioned for the current year is likely to hold good for future years also.

###### (i) Useful lives/ depreciation rates

Till the year ended 31 March 2014, depreciation rates prescribed under Schedule XIV were treated as minimum rates and the Company was not allowed to charge depreciation at lower rates even if such lower rates were justified by the estimated useful life of the asset. Schedule II to the Companies Act 2013 prescribes useful lives for fixed assets which, in many cases, are different from lives prescribed under the erstwhile Schedule XIV. However, Schedule II allows companies to use higher/ lower useful lives and residual values if such useful lives and residual values can be technically supported and justification for difference is disclosed in the financial statements.

Considering the applicability of Schedule II, the management has re-estimated useful lives and residual values of all its fixed assets, though these rates in certain cases are different from lives prescribed under Schedule II.

This change in accounting policy did not have any material impact on financial statements of the company.

###### (ii) Depreciation on assets costing less than ₹ 5,000/-

Till year ended 31 March 2014, to comply with the requirements of Schedule XIV to the Companies Act, 1956, the Company was charging 100% depreciation on assets costing less than ₹ 5,000/- in the year of purchase. However, Schedule II to the Companies Act 2013, applicable from the current year, does not recognize such practice. Hence, to comply with the requirement of Schedule II to the Companies Act, 2013, the company has changed its accounting policy for depreciations of assets costing less than ₹ 5,000/-. As per the revised policy, the company is depreciating such assets over their useful life as assessed by the management. The management has decided to apply the revised accounting policy prospectively from accounting periods commencing on or after April 1, 2014.

The change in accounting for depreciation of assets costing less than ₹5,000/- did not have any material impact on financial statements of the company for the current year.

##### b) Use of estimates

The preparation of financial statements in conformity with Indian GAAP, requires management to make judgments, estimates and assumptions that affect the reported amounts of revenue, expenses, assets and liabilities and disclosure of contingent liabilities at the end of the reporting period. Although these estimates are based upon management's best knowledge of current events and actions, uncertainty about these assumptions and estimates could result in the outcomes requiring a material adjustment to the carrying amounts of assets or liabilities in future periods.

##### c) Tangible Fixed Assets

Fixed assets are stated at cost, less accumulated depreciation and impairment losses, if any. The cost comprises purchase price, borrowing cost if capitalization criteria are met and directly attributable cost of bringing the asset to its working condition for the intended use. Each part

# Notes

## forming part of the Financial Statements for the year ended March 31, 2015

of an item of property, plant and equipment with a cost that is significant in relation to the total cost of the item is depreciated separately. This applies mainly to components of machinery. When significant parts of fixed assets are required to be replaced at intervals, the company recognizes such parts as individual assets with specific useful lives and depreciates them accordingly. Likewise, when a major inspection is performed, its cost is recognized in the carrying amount of the fixed assets as a replacement if the recognition criteria are satisfied. Any trade discounts and rebates are deducted in arriving at the purchase price.

Subsequent expenditure related to an item of fixed asset is added to its book value only if it increases the future benefits from the existing asset beyond its previously assessed standard of performance. All other expenses on existing fixed assets, including day-to-day repair and maintenance expenditure and cost of replacing parts, are charged to the statement of profit and loss for the period during which such expenses are incurred.

Gains or losses arising from derecognition of fixed assets are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognized in the statement of profit and loss when the asset is derecognized.

### d) Depreciation

Depreciation on fixed assets is calculated on straight line basis using the rates arrived at based on the useful lives estimated by the management.

The management has estimated, supported by assessment by internal professionals, the useful lives of the following classes of assets and has used the following rates to provide depreciation on its fixed assets which are different from those indicated in Schedule II. The management believe that the above assessment truly represents the useful life of assets in the specific condition, these assets are put to use by the company.

Fixed Assets	Estimated Useful Life (in no. of years)
Leasehold Improvements	9 or actual lease period, whichever is lower
Plant & Machinery	5 to 20
Office Equipment	2 to 10
Furniture & Fixtures	5 to 10
Vehicles	6

### e) Intangibles

Intangible assets acquired separately are measured on initial recognition at cost. Following initial recognition, intangible assets are carried at cost less accumulated amortization and accumulated impairment losses, if any.

Intangible assets are amortized on a straight line basis over the estimated useful economic life. If the persuasive evidence exists to the affect that useful life of an intangible asset exceeds ten years, the company amortizes the intangible asset over the best estimate of its useful life. Such intangible assets are tested for impairment annually, either individually or at the cash-generating unit level. All other intangible assets are assessed for impairment whenever there is an indication that the intangible asset may be impaired.

Gains or losses arising from derecognition of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognized in the statement of profit and loss when the asset is derecognized.

A summary of amortization policies applied to the company's intangible assets is as below:

Intangible assets	Estimated Useful Life (in no. of years)
Software	5
Store opening fees	5
Territory fees	15

The territory fee has been paid to the franchisor for running and operating Dunkin' Donuts restaurants. The period of contract is for 15 years, during which the Company shall be deriving the economic benefits, and has accordingly amortised the same.

### f) Expenditure during Construction Period

Expenditure directly relating to construction activity are capitalized. Other expenditure incurred during the construction period which are not related to the construction activity nor are incidental thereto, are charged to the statement of profit and loss.

### g) Impairment of tangible and intangible assets

The Company assesses at each reporting date whether there is an indication that an asset may be impaired. If any indication exists, or when annual impairment testing for an asset is required, the Company estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's or cash-generating unit's (CGU) net selling price and its value in use. The recoverable amount is determined for an individual asset, unless the asset does not generate cash inflows that are largely

# Notes

## forming part of the Financial Statements for the year ended March 31, 2015

independent of those from other assets or groups of assets. Where the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining net selling price, recent market transactions are taken into account, if available. If no such transactions can be identified, an appropriate valuation model is used.

The Company bases its impairment calculation on detailed budgets and forecast calculations which are prepared separately for each of the Company's cash-generating units to which the individual assets are allocated. These budgets and forecast calculations are generally covering a period of five years. For longer periods, a long term growth rate is calculated and applied to project future cash flows after the fifth year.

After impairment, depreciation is provided on the revised carrying amount of the asset over its remaining useful life.

An assessment is made at each reporting date as to whether there is any indication that previously recognized impairment losses may no longer exist or may have decreased. If such indication exists, the Company estimates the asset's or cash-generating unit's recoverable amount. A previously recognized impairment loss is reversed only if there has been a change in the assumptions used to determine the asset's recoverable amount since the last impairment loss was recognized. The reversal is limited so that the carrying amount of the asset does not exceed its recoverable amount, nor exceed the carrying amount that would have been determined, net of depreciation, had no impairment loss been recognized for the asset in prior years. Such reversal is recognized in the statement of profit and loss

### h) Leases

Where the Company is a lessee

Finance Lease, which effectively transfer to the Company substantially all the risks and benefits incidental to the ownership of the leased items, are capitalized at the inception of the lease term at the lower of fair value of the leased item and the present value of minimum lease payments. Lease payments are apportioned between the finance charges and reduction of the lease liability so as to achieve a constant rate of interest on the remaining balance of the liability. Finance charges are recognized as finance costs in the statement of profit and loss.

Lease management fees, legal charges and other initial direct costs of lease are capitalized.

A leased asset is depreciated on a straight-line basis over the useful life of the asset. However, if there is no reasonable certainty that the company will obtain the ownership by the end of the term of hire, the capitalized asset is depreciated on a straight-line basis over the shorter of the estimated useful life of the asset.

Leases, where the lessor effectively retains substantially all risks and benefits of ownership of the leased item, are classified as operating leases. Operating lease payments are recognized as an expense in the Statement of Profit and Loss on a straight line basis over the lease term.

### i) Inventories

Inventories are valued as follows:

Raw Materials, Stores, Spares and Packing Materials, Traded Goods and Work in progress	At the lower of cost and net realizable value. The cost for this purpose has been computed on FIFO basis.
Material in process	Lower of cost and net realizable value. Cost includes direct materials and labour and a proportion of manufacturing overheads computed on FIFO basis.

Net realizable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and to make the sale.

### j) Investments

Investments which are readily realizable and intended to be held for not more than one year from the date on which such investments are made, are classified as current investments. All other investments are classified as long-term investments.

On initial recognition, all investments are measured at cost. The cost comprises purchase price and directly attributable acquisition charges such as brokerage, fees and duties.

Current investments are carried in the financial statement at lower of cost and fair value determined on an individual investment basis. Long-term investments are carried at cost. However, provision for diminution in value is made to recognize a decline other than temporary in the value of the investments.

On disposal of an investment, the difference between its carrying amount and net disposal proceeds is charged or credited to the statement of profit and loss.

# Notes

## forming part of the Financial Statements for the year ended March 31, 2015

### k) Revenue Recognition

Revenue is recognised to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured.

#### *Sale of Goods*

Revenue from the sale of goods is recognised upon passage of title to the customers which coincides with their delivery. The company collects sales taxes and value added taxes (VAT) on behalf of the government and, therefore, these are not economic benefits flowing to the company. Hence, they are excluded from revenue.

#### *Interest*

Revenue is recognised on a time proportion basis taking into account the amount outstanding and the rate applicable.

#### *Dividends*

Revenue is recognized when the right to receive the payment is established by the balance sheet date.

#### *Franchisee Fee (Sub franchisee income)*

Revenue is recognized on accrual basis in accordance with the terms of the relevant agreement, if there is significant certainty as to its collectability.

### l) Foreign Currency Translation

#### *Foreign currency transactions*

#### (i) Initial Recognition

Foreign currency transactions are recorded in the reporting currency, by applying to the foreign currency amount the exchange rate between the reporting currency and the foreign currency on the date of the transaction.

#### (ii) Conversion

Foreign currency monetary items are reported using the closing rate. Non-monetary items which are carried in terms of historical cost denominated in a foreign currency are reported using the exchange rate at the date of the transaction.

#### (iii) Exchange Differences

Exchange differences arising on the settlement of monetary items, or on reporting such monetary items of company at rates different from those at which they were initially recorded during the year, or reported in previous financial statements, are recognized as income or as expenses in the year in which they arise.

### m) Retirement and other Employment Benefits

(i) Gratuity liability under the Payment of Gratuity Act is a defined benefit obligation

and is provided for on the basis of an actuarial valuation on projected unit credit method made at the end of each financial year. The gratuity plan has been funded by policy taken from a Life Insurance Company. Actuarial gains and losses for defined benefit plan are recognized in full in the period in which they occur in the statement of profit and loss.

(ii) Provident Fund (administered by a Trust) is a defined benefit scheme whereby the Company deposits an amount determined as a fixed percentage of basic pay to the fund every month. The benefit vests upon commencement of employment. The interest credited to the accounts of the employees is adjusted on an annual basis to conform to the interest rate declared by the government for the Employees Provident Fund. The Guidance Note on implementing AS-15 – ‘Employee Benefits’ (revised 2005) states that provident funds set up by employers, which requires interest shortfall to be met by the employer, needs to be treated as defined benefit plan. The Actuarial Society of India has issued the final guidance for measurement of provident fund liabilities. The Company has adopted actuary valuation on projected unit credit method to arrive at provident fund liability as at the reporting date.

Retirement benefits in the form of Pension cost is a defined contribution scheme and the contributions are charged to the statement of profit and loss for the year when the contributions to the respective funds are incurred. There are no other obligations other than the contribution payable to the respective trusts.

(iii) Accumulated leave, which is expected to be utilized within the next 12 months, is treated as short-term employee benefit. The Company measures the expected cost of such absences as the additional amount that it expects to pay as a result of the unused entitlement that has accumulated at the reporting date.

The Company treats accumulated leave expected to be carried forward beyond twelve months, as long-term employee benefit for measurement purpose. Such long term compensated absences are provided for based on the actuarial valuation using the projected unit credit method at the year-end. Actuarial gains/losses are immediately taken to the statement of profit and loss, and are not deferred. The company presents the entire

# Notes

## forming part of the Financial Statements for the year ended March 31, 2015

leave as a current liability in the balance sheet, since it does not have an unconditional right to defer its settlement for 12 months after the reporting date.

- (iv) Actuarial gains/losses are immediately taken to statement of profit and loss and are not deferred.

### n) Income Tax

Tax expense comprises of current & deferred tax.

Current income tax is measured at the amount expected to be paid to the tax authorities in accordance with the Indian Income Tax Act, 1961. Deferred income taxes reflects the impact of current year timing differences between taxable income and accounting income for the year and reversal of timing differences of earlier years.

Deferred tax is measured based on the tax rates and the tax laws enacted or substantively enacted at the balance sheet date. Deferred tax assets are recognised only to the extent that there is reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realised. If the Company has carry forward of unabsorbed depreciation and tax losses, deferred tax assets are recognized only if there is virtual certainty supported by convincing evidence that such deferred tax assets can be realized against future taxable profits.

Unrecognised deferred tax assets of earlier years are reassessed and recognized to the extent that it has become reasonably certain or virtually certain, as the case may be that sufficient future taxable income will be available against which such deferred tax assets can be realized.

### o) Earnings Per Share

Basic earnings per share is calculated by dividing the net profit or loss for the year attributable to equity shareholders by the weighted average number of equity shares outstanding during the year.

For the purpose of calculating diluted earning per share, the net profit or loss for the year attributable to equity shareholders and the weighted average number of shares outstanding during the year are adjusted for the effects of all dilutive potential equity shares.

### p) Provisions

A provision is recognised when the Company has a present obligation as a result of past event and it is probable that an outflow of resources will be required to settle the obligation, in respect of which

a reliable estimate can be made. Provisions are not discounted to its present value and are determined based on best management estimate required to settle the obligation at the balance sheet date. These are reviewed at each Balance Sheet date and adjusted to reflect the current best management estimates.

### q) Segment Reporting Policies

As the Company's business activity primarily falls within a single business and geographical segment, thus there are no additional disclosures to be provided under Accounting Standard 17 - 'Segment Reporting'. The management considers that the various goods and services provided by the Company constitutes single business segment, since the risk and rewards from these services are not different from one another. The Company's operating businesses are organized and managed separately according to the nature of products and services provided, with each segment representing a strategic business unit that offers different products and serves different markets. The analysis of geographical segments is based on geographical location of the customers.

### r) Cash Flow Statement

Cash flows are reported using indirect method, whereby profit before tax is adjusted for the effects transactions of a non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from regular revenue generating, financing and investing activities of the Company are segregated. Cash and cash equivalents in the cash flow comprise cash at bank, cash/cheques in hand and short-term investments with an original maturity of three months or less.

### s) Employee Stock Compensation Cost

The Company accounts for equity settled stock options as per the accounting treatment prescribed by Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 and the Guidance Note on Employee Share-Based Payment issued by the Institute of Chartered Accountants of India using the intrinsic value method.

### t) Contingent liabilities

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the Company or a present obligation that is not recognized because it is not probable that an outflow of resources will be required to settle the obligation. A contingent liability also arises in extremely rare cases where there is a liability that cannot be recognized because it cannot be measured reliably. The company does not recognize a contingent liability but discloses its existence in the financial statements.

# Notes

forming part of the Financial Statements for the year ended March 31, 2015

## 3. SHARE CAPITAL

(₹ in Lakh)

Particulars	As at March 31, 2015	As at March 31, 2014
<b>Authorised Shares</b>		
₹ 80,000,000 (PY ₹ 80,000,000) equity shares of ₹ 10 each.	8,000.00	8,000.00
<b>Issued, subscribed and fully paid-up shares</b>		
65,569,790 (PY 65,439,030) equity shares of ₹ 10 each fully paid-up	6,556.98	6,543.90
<b>TOTAL</b>	<b>6,556.98</b>	<b>6,543.90</b>

### (a) Reconciliation of the shares outstanding at the beginning and at the end of the reporting period

Particulars	As at March 31, 2015		As at March 31, 2014	
	No. of shares (In Lakh)	Amount (₹ In Lakh)	No. of shares (In Lakh)	Amount (₹ In Lakh)
As at beginning of the year	654.39	6,543.90	652.83	6,528.34
Add: Issued during the year	-	-	-	-
Add: Issued during the year - ESOP	1.31	13.08	1.56	15.56
<b>Outstanding at the end of the year</b>	<b>655.70</b>	<b>6,556.98</b>	<b>654.39</b>	<b>6,543.90</b>

### (b) Terms/rights attached to equity shares

The Company has only one class of equity shares having par value of ₹ 10 per share. Each holder of equity shares is entitled to one vote per share. In the event of liquidation of the company, the holders of equity shares will be entitled to receive remaining assets of the company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

### (c) Shares held by holding/ultimate holding Company and/or their subsidiaries/associates

No shares are held by the subsidiary of the Company. The Company does not have holding, ultimate holding company and associates.

### (d) Details of shareholders holding more than 5% shares in the Company

Particulars	As at March 31, 2015		As at March 31, 2014	
	No. of shares (In Lakh)	% age	No. of shares (In Lakh)	% age
<b>Equity shares of ₹ 10 each fully paid up</b>				
Jubilant Enpro Private Limited	320.23	48.84%	320.23	48.94%
Copthall Mauritius Investment Limited	26.94	4.11%	41.32	6.31%

### (e) Shares reserved for issue under options

For details of shares reserved for issue under the Employee Stock Option Plan (ESOP) of the Company, please refer note 28.

# Notes

## forming part of the Financial Statements for the year ended March 31, 2015

### 4. RESERVES & SURPLUS

(₹ in Lakh)

Particulars	As at March 31, 2015	As at March 31, 2014
<b>Securities Premium Reserve:</b>		
Balance as per last financial statements	9,978.25	9,848.16
Add: Premium on issue of equity shares	184.09	130.09
<b>Closing Balance (A)</b>	<b>10,162.34</b>	<b>9,978.25</b>
Surplus/(deficit) in the statement of profit and loss		
Balance as per last financial statements	39,824.82	27,245.06
Add: Profit for the year	12,327.89	12,579.76
Less: Reassessment of useful life on applicability of Schedule II of Companies Act, 2013 (net of deferred tax of ₹ 62.85 Lakh)	121.34	-
Less: CSR Spend (Refer Note 39)	-	-
<b>Net surplus in the statement of profit &amp; loss</b>	<b>52,031.37</b>	<b>39,824.82</b>
<b>Less: Appropriations</b>		
Proposed final equity dividend (amount per share ₹ 2.5)	1,361.98	-
Tax on proposed equity dividend	277.27	-
	<b>1,639.25</b>	<b>-</b>
<b>Net surplus in the statement of profit &amp; loss account (B)</b>	<b>50,392.12</b>	<b>39,824.82</b>
<b>Employee Stock options outstanding*</b>		
<b>TOTAL (A+B)</b>	<b>60,554.46</b>	<b>49,803.07</b>

\* The outstanding options under the ESOP Plan 2007 at the end of year are 261,967 (PY 371,547) & outstanding options under the ESOP Scheme 2011 at the end of year are 746,602 (PY 657,840) (Refer note 28)

### 5. SHARE APPLICATION MONEY

Share application money pending allotment represents application received from employees on exercise of stock options granted and vested under the ESOP Plan 2011.

Particulars	As at March 31, 2015		As at March 31, 2014	
	No. of shares (In Lakh)	Amount (₹ In Lakh)	No. of shares (In Lakh)	Amount (₹ In Lakh)
<b>PENDING ALLOTMENT</b>				
Equity shares of ₹ 10 each proposed to be issued	0.01	0.14	0.05	0.50
Total Amount of security premium.	-	12.83	-	1.25
	<b>0.01</b>	<b>12.97</b>	<b>0.05</b>	<b>1.75</b>

The equity shares are expected to be allotted against the share application money within a reasonable period, not later than sixty days from the Balance Sheet date. As mentioned in note no 3. The company has sufficient authorized share capital to cover the share capital amount on allotment of shares out of share application money

(₹ in Lakh)

Particulars	As at March 31, 2015	As at March 31, 2014
<b>6. OTHER LONG TERM LIABILITIES</b>		
Trade Payables	1,296.96	878.95
<b>Others</b>		
Security deposits	13.00	13.00
<b>TOTAL</b>	<b>1,309.96</b>	<b>891.95</b>

# Notes

forming part of the Financial Statements for the year ended March 31, 2015

(₹ in Lakh)

Particulars	As at March 31, 2015	As at March 31, 2014
<b>7. DEFERRED TAX ASSETS/LIABILITY</b>		
<b>Deferred tax liability:</b>		
Fixed assets: Impact of difference between tax depreciation and depreciation/ amortisation charged for financial reporting	7,103.92	4,796.30
<b>Gross deferred tax liability (A)</b>	<b>7,103.92</b>	<b>4,796.30</b>
<b>Deferred tax assets:</b>		
Impact of expenditure charged to statement of profit & loss in the current year/earlier years but allowable for tax purposes on payment basis	1,388.84	975.77
Other temporary disallowances	139.01	113.22
<b>Gross deferred tax asset (B)</b>	<b>1,527.85</b>	<b>1,088.99</b>
<b>Net deferred tax liabilities (Refer Note 35) (A-B)</b>	<b>5,576.07</b>	<b>3,707.31</b>
<b>8. TRADE PAYABLES</b>		
Sundry Creditors for goods and services (Refer note 34 for details of dues to micro and small enterprises)	23,997.17	17,176.71
<b>TOTAL</b>	<b>23,997.17</b>	<b>17,176.71</b>
<b>9. OTHER CURRENT LIABILITIES</b>		
Security deposits	47.88	82.38
Unearned Income	621.59	88.81
Book overdraft	1,405.50	1,443.35
Investor Education and Protection Fund shall be credited by following amounts (as and when due)		
- Application money received for allotment of securities and due for refund and interest thereon	0.29	0.29
<b>Others</b>		
Payables in respect of capital goods	3,998.20	3,985.21
Statutory dues	2,278.93	2,342.53
<b>TOTAL</b>	<b>8,352.39</b>	<b>7,942.57</b>
<b>10. SHORT TERM PROVISIONS</b>		
<b>Provision for employee benefits</b>		
- Gratuity (Refer Note 31)	202.93	182.21
- Leave benefits	983.54	720.88
<b>Others provisions</b>		
Provision for Income Tax (net of advance income tax)	148.02	169.76
Proposed equity dividend	1,361.98	-
Provision for tax on proposed equity dividend	277.27	-
Provision for VAT liability (Refer Note 27)	69.45	69.45
<b>TOTAL</b>	<b>3,043.19</b>	<b>1,142.30</b>

# Notes

forming part of the Financial Statements for the year ended March 31, 2015

Particulars	Gross Block			Net Block		
	As at April 1, 2014	Addition during the year	Deletions during the year	As at March 31, 2015	As at March 31, 2014	As at March 31, 2015
<b>11. Fixed Assets</b>						
<b>TANGIBLE ASSETS</b>						
Freehold Land	3.41	-	-	3.41	3.41	3.41
Leasehold Land	-	3,396.49	-	3,396.49	3,376.47	3,376.47
Leasehold Improvements	26,563.23	8,592.00	145.29	35,009.94	24,051.87	18,975.95
Plant & Machinery	36,547.94	11,505.50	1,789.97	46,263.47	32,610.62	25,626.35
Office Equipment	1,234.61	1,201.62	14.11	2,422.12	1,763.90	833.73
Furniture & Fixtures	6,127.02	2,344.67	31.53	8,440.16	4,694.18	3,132.98
Vehicles	5,344.08	713.39	186.79	5,870.68	2,870.63	2,793.08
<b>Total - A</b>	<b>75,820.29</b>	<b>27,753.67</b>	<b>2,167.69</b>	<b>101,406.27</b>	<b>69,371.08</b>	<b>51,365.50</b>
<b>INTANGIBLE ASSETS</b>						
Store Opening Fees & Territory Fees	2,342.29	596.47	-	2,938.76	1,642.81	1,418.11
Software	404.30	636.57	-	1,040.87	626.49	91.88
<b>Total - B</b>	<b>2,746.59</b>	<b>1,233.04</b>	<b>-</b>	<b>3,979.63</b>	<b>2,269.30</b>	<b>1,509.99</b>
<b>TOTAL (A+B)</b>	<b>78,566.88</b>	<b>28,986.71</b>	<b>2,167.69</b>	<b>105,385.90</b>	<b>71,640.38</b>	<b>52,875.49</b>
<b>Particulars</b>	<b>As at April 1, 2013</b>	<b>Addition during the year</b>	<b>Deletions during the year</b>	<b>As at March 31, 2014</b>	<b>As at March 31, 2014</b>	<b>As at March 31, 2013</b>
<b>TANGIBLE ASSETS</b>						
Freehold Land	3.41	-	-	3.41	3.41	3.41
Leasehold Improvements	18,585.37	8,057.47	79.60	26,563.23	18,975.95	13,427.81
Plant & Machinery	26,889.16	9,831.79	173.01	36,547.94	25,626.35	18,822.48
Office Equipment	817.77	418.99	2.15	1,234.61	833.73	571.90
Furniture & Fixtures	4,113.04	2,023.83	9.85	6,127.02	3,132.98	2,073.48
Vehicles	4,205.57	1,345.49	206.98	5,344.08	2,793.08	2,208.91
<b>Total - A</b>	<b>54,614.32</b>	<b>21,677.57</b>	<b>471.59</b>	<b>75,820.29</b>	<b>51,365.50</b>	<b>37,107.99</b>
<b>INTANGIBLE ASSETS</b>						
Store Opening Fees & Territory Fees	1,790.00	552.29	-	2,342.29	1,418.11	1,125.41
Software	275.12	129.18	-	404.30	91.88	38.15
<b>Total - B</b>	<b>2,065.12</b>	<b>681.47</b>	<b>-</b>	<b>2,746.59</b>	<b>1,509.99</b>	<b>1,163.56</b>
<b>Previous Year TOTAL (A+B)</b>	<b>56,679.44</b>	<b>22,359.04</b>	<b>471.59</b>	<b>78,566.88</b>	<b>52,875.49</b>	<b>38,271.55</b>

# Notes

forming part of the Financial Statements for the year ended March 31, 2015

## 12. INVESTMENTS

Particulars	Non-current		Current	
	As at March 31, 2015	As at March 31, 2014	As at March 31, 2015	As at March 31, 2014
<b>Trade investments</b> <b>(Valued at cost unless stated otherwise)</b>				
<b>Unquoted equity instruments</b>				
Investment in subsidiary:				
1,234.42 Lakh equity shares of LKR 10 each fully paid up in Jubilant FoodWorks Lanka (Pvt) Ltd. ( Previous Year 789.22 Lakh equity shares of LKR 10 each fully paid up in Jubilant FoodWorks Lanka (Pvt) Ltd.)	5,571.40	3,484.52	-	-
<b>Other than Trade investments</b> <b>(Valued at lower of cost and market value)</b>				
<b>Investments in Mutual Funds (Unquoted)</b>				
<b>Reliance Money Manager Fund-Daily Dividend Plan-LPID</b>				
392,363.5680 units ( Previous Year 125,036.1690 ) of ₹ 1002.7641 ( Previous Year ₹ 1002.0864 ) each in Reliance Money Manager Fund-Daily Dividend Plan-LPID			3,929.14	1,252.19
<b>Reliance Dynamic Bond Fund-Growth Plan - Growth Option</b>				
NIL Units ( Previous Year 7,333,035.938 Units ) of ₹ NIL ( Previous Year ₹ 16.4408 ) each in Reliance Dynamic Bond Fund-Growth Plan - Growth Option			-	1,200.00
<b>HDFC Cash Management Fund - Treasury Advantage Plan - Wholesale - Daily Dividend - Reinvestment</b>				
NIL Units ( Previous Year 28,987,250.296 Units ) of ₹ NIL ( Previous Year ₹ 10.0315 ) each In HDFC Cash Management Fund - Treasury Advantage Plan - Wholesale- Daily Reinvest			-	2,907.86
<b>HDFC Cash Management Fund - Treasury Advantage Plan - Retail - Daily Dividend -</b>				
12,238.0501 Units ( Previous Year NIL ) of ₹ 10.0315 ( Previous Year ₹ NIL ) each In HDFC Cash Management Fund - Treasury Advantage Plan - Retail - Daily Dividend			1,227.66	-
<b>Birla Sun Life Cash Manager - Daily Dividend - Regular Plan</b>				
1,499,450.8090 Units ( Previous Year 4,002,766.963 ) of ₹ 100.4533 ( Previous Year ₹ 100.4264 ) each In Birla Sunlife Cash Manager - Daily Dividend - Regular Plan			1,504.37	4,014.51
<b>ICICI Prudential Savings Fund- Regular Plan - Daily Dividend-Dividend Reinvestment</b>				
796,040.9370 Units ( Previous Year NIL ) of ₹ 100.7372 ( Previous Year ₹ NIL ) each In ICICI Prudential Savings Fund- Regular Plan- Daily Dividend-Dividend Reinvestment			800.00	-
<b>TOTAL</b>	<b>5,571.40</b>	<b>3,484.52</b>	<b>7,461.17</b>	<b>9,374.56</b>
Aggregate amount of unquoted investments at cost	-	-	7,461.17	9,374.56
Aggregate amount of unquoted investments at market value (At respective net asset values of mutual fund)	-	-	7,470.30	9,386.27
Aggregate amount of unquoted investments	5,571.40	3,484.52	-	-

# Notes

forming part of the Financial Statements for the year ended March 31, 2015

(₹ in Lakh)

Particulars	As at March 31, 2015	As at March 31, 2014
<b>13. LONG TERM LOANS &amp; ADVANCES</b>		
(Unsecured, considered good unless stated otherwise)		
<b>Capital Advances</b>		
- Considered good	429.01	1,165.50
- Considered doubtful	49.53	49.53
	<b>478.54</b>	<b>1,215.03</b>
Less: Provision for doubtful deposits	(49.53)	(49.53)
	<b>429.01</b>	<b>1,165.50</b>
Advances recoverable in cash or in kind or value to be received	-	4.49
<b>Security and other deposits:</b>		
- Considered good	11,238.57	9,080.11
- Considered doubtful	74.54	74.54
	<b>11,313.11</b>	<b>9,154.65</b>
Less: Provision for doubtful deposits	(74.54)	(74.54)
	<b>11,238.57</b>	<b>9,080.11</b>
<b>Other loans &amp; advances</b>		
Advance tax (Net of provision for tax)	330.52	342.38
MAT credit entitlement	497.67	-
<b>TOTAL</b>	<b>12,495.77</b>	<b>10,592.48</b>
<b>14. OTHER NON CURRENT ASSETS</b>		
<b>Balance with Bank:</b>		
Deposits with original maturity of more than 12 months	203.88	41.60
<b>TOTAL</b>	<b>203.88</b>	<b>41.60</b>
[Fixed deposits receipts aggregating to ₹ 100.09 Lakh (PY ₹ 34.93 Lakh) are pledged with government authorities]		
<b>15. INVENTORIES</b>		
(valued at lower of cost and net realisable value)		
Traded Goods (including Material in Transit ₹ 36.48 Lakh (Previous year ₹ Nil))	349.39	282.90
Raw Materials (Including Material in Transit ₹ 254.13 Lakh (Previous year ₹ 75.81 Lakh))	2,766.17	2,072.04
Stores, Spares and Packing Materials	1,061.12	846.71
Material in Process	52.17	40.68
<b>TOTAL</b>	<b>4,228.85</b>	<b>3,242.33</b>
<b>16. TRADE RECEIVABLES</b>		
(Unsecured, considered good unless stated otherwise)		
Outstanding for a period exceeding six months from the date they are due for payment	2.50	0.70
Other Debts	1,184.11	903.23
<b>TOTAL</b>	<b>1,186.61</b>	<b>903.93</b>

# Notes

forming part of the Financial Statements for the year ended March 31, 2015

(₹ in Lakh)

Particulars	As at March 31, 2015	As at March 31, 2014
<b>17. CASH AND BANK BALANCES</b>		
<b>Cash and cash equivalents</b>		
Cash in hand	888.16	1,471.56
Cheques in hand	1.73	7.12
<b>Balances with Scheduled banks in:</b>		
- Current accounts*	2,146.66	799.10
* Includes ₹ 0.29 Lakh (Previous year ₹ 0.29 Lakh) for IPO Refund Account and is restrictive in nature.		
- Deposits with original maturity of less than 3 months	-	-
<b>TOTAL (A)</b>	<b>3,036.55</b>	<b>2,277.78</b>
<b>Other bank balances</b>		
<b>Deposits with original maturity for more than 12 months</b>		
Deposits with original maturity for more than 12 months	103.79	6.67
Deposits pledged with government authorities	100.09	34.93
Less: Amount disclosed under non-current assets (refer note 14)	(203.88)	(41.60)
[Fixed deposits aggregating to ₹ 100.09 Lakh (PY ₹ 34.93 Lakh) are pledged with government authorities]		
<b>TOTAL (B)</b>	<b>-</b>	<b>-</b>
<b>TOTAL (A+ B)</b>	<b>3,036.55</b>	<b>2,277.78</b>
<b>18. SHORT TERM LOANS AND ADVANCES</b>		
(Unsecured, considered good unless stated otherwise)		
Advances recoverable in cash or in kind or value to be received:		
- Considered good	1,368.12	2,396.76
- Considered doubtful	171.82	118.83
	1,539.94	2,515.59
Less: Provision for doubtful advances	(171.82)	(118.83)
	<b>1,368.12</b>	<b>2,396.76</b>
Service Tax recoverable	378.05	172.62
<b>TOTAL</b>	<b>1,746.17</b>	<b>2,569.38</b>
<b>19. OTHER CURRENT ASSETS</b>		
Insurance claim recoverable	20.86	14.54
<b>TOTAL</b>	<b>20.86</b>	<b>14.54</b>

# Notes

forming part of the Financial Statements for the year ended March 31, 2015

(₹ in Lakh)

Particulars	Year Ended March 31, 2015	Year Ended March 31, 2014
<b>20. REVENUE FROM OPERATIONS</b>		
<b>Sale of products:</b>		
Manufactured goods	188,404.52	156,681.40
Traded goods	19,004.80	15,638.26
<b>Other operating income:</b>		
Sub-franchisee Income	37.18	30.21
<b>Revenue from operation</b>	<b>207,446.50</b>	<b>172,349.87</b>
<b>Details of products sold:</b>		
<b>Manufactured goods sold</b>		
Pizza	154,271.96	129,403.52
Others	34,132.56	27,277.88
<b>TOTAL</b>	<b>188,404.52</b>	<b>156,681.40</b>
<b>Traded goods sold</b>		
Beverages	9,074.75	6,928.91
Dessert	6,674.89	5,864.63
Dips	2,492.06	2,471.70
Others	763.10	373.02
<b>TOTAL</b>	<b>19,004.80</b>	<b>15,638.26</b>
<b>21. OTHER INCOME</b>		
<b>Interest Received</b>		
- Bank deposits	13.21	58.17
Profit on sale of current investments (net) other than trade	50.55	-
Dividend income from current investments- other than trade	578.96	782.38
Miscellaneous income	98.31	92.61
<b>TOTAL</b>	<b>741.03</b>	<b>933.16</b>
<b>22. COST OF MATERIALS CONSUMED</b>		
Inventory at the beginning of the year	2,072.04	1,545.64
Add: Purchases during the year	45,507.37	38,855.12
	<b>47,579.41</b>	<b>40,400.76</b>
Less: Sales during the year	(127.46)	(108.22)
Less: Inventory at the end of the year {including Material in Transit ₹ 254.13 Lakh (Previous year ₹ 75.81 Lakh)}	(2,766.17)	(2,072.04)
<b>Cost of materials consumed</b>	<b>44,685.78</b>	<b>38,220.50</b>
<b>Details of raw materials consumed</b>		
Cheese	19,574.02	16,858.85
Others	25,111.76	21,361.65
<b>TOTAL</b>	<b>44,685.78</b>	<b>38,220.50</b>
<b>Details of Inventory</b>		
Cheese	1,160.80	846.40
Others	1,605.37	1,225.64
<b>TOTAL</b>	<b>2,766.17</b>	<b>2,072.04</b>

# Notes

forming part of the Financial Statements for the year ended March 31, 2015

(₹ in Lakh)

Particulars	Year Ended March 31, 2015	Year Ended March 31, 2014
<b>23. (INCREASE)/ DECREASE IN INVENTORIES</b>		
<b>Opening Stock</b>		
Material in Process	40.68	33.12
Traded Goods	282.90	219.72
<b>TOTAL (A)</b>	<b>323.58</b>	<b>252.84</b>
<b>Less: Closing Stock</b>		
Closing Stock - Material in Process	(52.17)	(40.68)
Closing Stock - Traded Goods	(349.39)	(282.90)
<b>TOTAL (B)</b>	<b>(401.56)</b>	<b>(323.58)</b>
<b>TOTAL (A-B)</b>	<b>(77.98)</b>	<b>(70.74)</b>
<b>Details of Purchase of traded goods</b>		
Prepackaged Beverages	4,593.04	4,152.09
Dessert	1,964.86	1,722.14
Dips	955.04	848.90
	<b>7,512.94</b>	<b>6,723.13</b>
<b>Details of (increase)/decrease in inventories</b>		
<b>Traded Goods:</b>		
Beverages	(46.88)	(5.98)
Dessert	(7.60)	(44.48)
Dips	(12.01)	(12.72)
<b>TOTAL (A)</b>	<b>(66.49)</b>	<b>(63.18)</b>
<b>Material in Process Total (B)</b>	<b>(11.49)</b>	<b>(7.56)</b>
<b>(INCREASE)/ DECREASE IN INVENTORIES (A+B)</b>	<b>(77.98)</b>	<b>(70.74)</b>
<b>Details of inventory at the end of the year</b>		
<b>Traded Goods:</b>		
Beverages	138.00	91.12
Dessert Including Material in Transit ₹ 36.48 Lakh (Previous year ₹ Nil)	146.14	138.54
Dips	65.25	53.24
<b>TOTAL</b>	<b>349.39</b>	<b>282.90</b>
<b>Material in Process:</b>		
Dough	52.17	40.68
<b>TOTAL</b>	<b>52.17</b>	<b>40.68</b>
<b>24. EMPLOYEE BENEFIT EXPENSES</b>		
Salaries, Allowances & Bonus (Refer note 33)	38,120.68	29,223.24
Gratuity (Refer note 31)	286.73	223.27
Contribution to Provident and Other Funds	2,857.44	2,288.23
Staff Welfare Expenses	2,612.54	1,954.81
	<b>43,877.39</b>	<b>33,689.55</b>

## Notes

forming part of the Financial Statements for the year ended March 31, 2015

(₹ in Lakh)

Particulars	Year Ended March 31, 2015	Year Ended March 31, 2014
<b>25. OTHER EXPENSES</b>		
Stores Consumed	1,598.44	1,432.30
Packing Materials Consumed	7,800.18	7,046.48
Power & Fuel (Refer note 33)	12,100.79	10,233.19
Repairs - Plant and Machinery	1,447.33	928.17
Repairs - Others	2,567.41	1,804.27
Rent (Refer note c below) ( Refer note 33)	20,503.44	15,488.65
Rates and Taxes ( Refer note 33)	1,284.41	1,185.28
Insurance	210.33	149.32
Travelling and Conveyance	1,589.52	1,170.50
Freight & Delivery Expenses	6,089.71	5,256.52
Postage, Telephones and Telegrams	1,895.01	1,543.83
Legal and Professional Charges (Refer note b below)	1,584.00	767.14
Director's Sitting Fees	21.03	742
Franchisee Fee	6,750.52	5,595.78
Advertisement & Publicity Expenses (Refer note a below)	11,330.17	8,759.82
Sundry balances written off	10.26	-
Provision for Doubtful Debts and Advances	52.98	49.53
CSR Spend (Refer note 38)	69.05	-
Loss on disposal of fixed assets (net) (including provision)	139.80	36.11
Political Contribution (Refer note d below)	250.00	250.00
Miscellaneous Expenses( Refer note 33)	7,873.73	6,577.40
<b>TOTAL</b>	<b>85,168.11</b>	<b>68,281.71</b>

Notes:

- a) Advertisement and Publicity are net of amount received from business partner ₹ 726.08 Lakh (Previous Year ₹ 1,455.65 Lakh)  
b) Legal and Professional expenses include following expenses for payment to auditors

(₹ in Lakh)

Particulars	Year Ended March 31, 2015	Year Ended March 31, 2014
<b>As Auditor:</b>		
Audit fees	32.50	31.50
Tax Audit fees	5.00	5.00
Limited Review	22.50	19.50
Other Review	14.00	-
<b>Others:</b>		
Certification fees	2.50	2.50
Reimbursement of expenses	15.53	11.97
(Inclusive of Service Tax on entire fee, net of cenvat credit)		

- c) The stores and office premises are obtained on operating leases. The lease term is generally for 1-28 years and the same are generally renewable at the option of the lessee. The lease agreements have an escalation clause. There are no subleases and the leases are generally cancellable in nature. The aggregate lease rentals are charged as rent.

(₹ in Lakh)

d) Information in respect of Political contribution	Year Ended March 31, 2015	Year Ended March 31, 2014
Donation to Satya Electoral Trust	250.00	250.00

# Notes

forming part of the Financial Statements for the year ended March 31, 2015

(All figures in Lakhs except EPS)

Particulars	Year Ended March 31, 2015	Year Ended March 31, 2014
<b>26. EARNING PER SHARE (EPS)</b>		
Net profit after tax for calculation of Basic and Diluted EPS	12,327.89	12,579.76
Weighted average number of equity shares for calculation of Basic EPS	655.07	653.66
Weighted average number of equity shares for calculation of Diluted EPS	658.46	657.97
Basic EPS (in ₹)	18.82	19.25
Diluted EPS (in ₹)	18.72	19.12
Nominal value per share (in ₹)	10.00	10.00
<b>Reconciliation of number of shares:</b>		
Weighted average number of equity shares for calculation of Basic EPS	655.07	653.66
Add: Weighted number of ESOP outstanding	3.39	4.31
Weighted average number of equity shares for calculation of Diluted EPS	658.46	657.97

## 27. CONTINGENT LIABILITY PROVIDED FOR:

(₹ in Lakh)

Particulars	Opening Balance	Additions	Utilisations	Closing Balance
VAT cases	69.45	-	-	69.45

## CONTINGENT LIABILITY NOT PROVIDED FOR:

(₹ in Lakh)

Particulars	March 31, 2015	March 31, 2014
Bank Guarantee executed in favour of Government authorities	24.95	-
<b>Excise &amp; VAT cases</b>	2.51	2.51
Tax demand for Excise Duty contested by the Company where the Company is confident that the ultimate decision will be in favour of the Company. It is expected that there will not be any outflow of economic resources embodying economic benefits. Hence, no provision is considered necessary against the same.		
VAT Liability on Service Tax pending at Haryana Tax Tribunal, Chandigarh and at Appellate Authority- II Commercial Tax, Jaipur.	58.16	-
<b>Income Tax cases</b>	-	10.36
The High Court dismissed the appeal filed by Assessing Officer against the order of ITAT for AY 2003-04 & 2005-06 and the Assessing Officer has passed favourable orders in respect of the matter referred back by ITAT to Assessing officer. It is expected that there will not be any outflow of economic resources embodying economic benefits. Hence, no provision is considered necessary against the same.		
The ITAT has passed favourable order except for few grounds which are referred back to the books of AO for the AY 2006-07 to 2009-10. It is expected that there will not be any outflow of economic resources embodying economic benefits. Hence, no provision is considered necessary against the same.	57.67	56.64
The Company have filed an appeal before the CIT(A) against the Penalty order from AY 2007-08 to AY 2009-10. It is expected that there will not be any outflow of economic resources embodying economic benefits. Hence, no provision is considered necessary against the same.	8.20	4.94
Assessing Officer has passed unfavourable order pertaining to the AY 2010-11 and 2011-12. The Company has filed appeal before CIT(A) against the order of the department.	31.17	30.61
Based on the legal opinions taken and inconsistencies in various Assessment Orders of AO coupled with the fact that the Company has already won the appeals made to CIT(A), it is expected that there will not be any outflow of economic resources embodying economic benefits. Hence, no provision is considered necessary against the same.	-	-
<b>Other Legal Cases</b>	106.09	106.09
The Company has pending claims with regards to Consumer cases pending at District Consumer Forum ₹ 4.05 Lakh (previous year ₹ 4.05 Lakh), Food Safety Cases ₹ 7.1 Lakh (previous year ₹ 7.1 Lakh), Labour cases ₹ 62.34 Lakh (previous year ₹ 62.34 Lakh), PFA cases ₹ 0.60 Lakh (previous year ₹ 0.60 Lakh), accident claim case ₹ 2 Lakh and other civil case with regards to lease agreements of ₹ 30 Lakh.		

## Notes

### forming part of the Financial Statements for the year ended March 31, 2015

#### 28. EMPLOYEE STOCK OPTION PLAN

For the financial year ended March 31, 2015, the following schemes were in operation:

- Employees Stock Option Plan, 2007 (ESOP 2007); and
- JFL Employees Stock Option Scheme, 2011 (ESOP 2011).

Date of grant	ESOP 2007					ESOP 2011			
	April 1, 2007	April 1, 2008	April 1, 2009	September 29, 2009	October 5, 2009	October 5, 2011	December 14, 2012	November 11, 2013	December 8, 2014
Date of Board Approval	March 23, 2007					July 12, 2011			
Date of Shareholder's approval	August 6, 2007					August 20, 2011			
Date of Last Modification	September 3, 2009					August 8, 2013			
Number of options granted	1,800,340	355,800	152,000	277,960	45,000	2,32,500	2,02,050	278,500	167,300
Method of Settlement (Cash/Equity)	Equity					Equity			
Vesting Period	5 years					3 years			
Exercise Period	9 years from first vesting date					7 years from first vesting date			
Vesting Conditions	\$					#			

\$ The vesting takes place on staggered basis over the respective vesting period.

# Vesting of options is a function of achievement of performance criteria or any other criteria as specified by the Compensation Committee and communicated in the grant letter. Further, the vesting takes place on staggered basis over the respective vesting period. The details of activity under the Plan have been summarized below:

Particulars	ESOP 2007				ESOP 2011			
	Year ended March 31, 2015		Year ended March 31, 2014		Year ended March 31, 2015		Year ended March 31, 2014	
	Number of options	Exercise Price (₹)						
Outstanding at the beginning of the year	186,364	73	287,464	73	193,115	669	212,810	669
	58,500	51	89,500	51	187,625	1,326	199,100	1,326
	126,683	35	147,683	35	277,100	1,260		
Granted during the year	NIL	NIL	NIL	NIL	167,300	1,405	278,500	1,260
Forfeited during the year ^	NIL	NIL	NIL	NIL	17,870	669	12,155	669
					15,133	1,326	11,475	1,326
					27,920	1,260	1,400	1,260
Exercised during the year	103,580	73	101,100	73	##15,530	669	7,540	669
	NIL	51	31,000	51	## 765	1,326		
	6,000	35	#21000	35	## 1,320	1,260		
Expired during the year	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Outstanding at the end of the year	82,784	73	186,364	73	159,715	669	193,115	669
	58,500	51	58,500	51	171,727	1,326	187,625	1,326
	120,683	35	126,683	35	247,860	1,260	277,100	1,260
					167,300	1,405		
Exercisable at the end of the year	82,784	73	43,876	73	159,715	669	86,365	669
	58,500	51	58,500	51	63,329	1,326	33,585	1,326
	120,683	35	126,683	35	32,120	1,260	NIL	1,260
					NIL	1,405		
Remaining Contractual Life	* Refer Note below				* Refer Note below			

^ Forfeited options include vested options not exercised within the stipulated time prescribed under the respective ESOP schemes, vested/ unvested options forfeited in accordance with terms prescribed under the respective ESOP Schemes.

# Includes 5,000 options against which allotment of shares has not been made till March 31, 2014, ## Includes 220 options @₹ 1260/-, 315 options @₹ 1326/-, 900 options @ ₹ 669/- exercised during the year but pending allotment.

# Notes

## forming part of the Financial Statements for the year ended March 31, 2015

\* Note: Remaining Contractual Life as on March 31, 2015, is set forth below:

Date of grant	ESOP 2007					ESOP 2011			
	April 1, 2007	April 1, 2008	April 1, 2009	September 29, 2009	October 5, 2009	October 5, 2011	December 14, 2012	November 11, 2013	December 8, 2014
As on March 31, 2015	1 year and 2 years	3 years	4 years	4 years 5 months 28 days	4 years 6 months 4 days	4 years 6 months 4 days	5 years 8 months 13 days	6 years 7 months 10 days	7 years 8 months 7 days
As on March 31, 2014	2 years and 3 years	4 years	5 years	5 years 5 months 28 days	5 years 6 months 4 days	5 years 6 months 4 days	6 years 8 months 13 days	7 years 7 months 10 days	N.A.

The Company has opted for intrinsic value method for valuation of options under both the ESOP Schemes.

During the year the weighted average market price of the company's share was ₹ 1,322.19 (Previous Year ₹ 1,125.84)

Under ESOP 2007, as the shares were not quoted on any stock exchange prior to grant of options by the Company, hence the fair value of its shares was determined on the basis of a valuation performed by a Category I Merchant Banker.

The Compensation Committee of the Company, on December 8, 2014, granted 167,300 options to eligible Employees/Directors of the Company and its subsidiary under ESOP 2011. Each option shall entitle the holder to acquire 1 equity share of ₹ 10 each fully paid up at ₹ 1,405/- being the market price as per SEBI guidelines.

Since the Fair Market Value of shares was less than/equal to the Exercise Price at the time of grant of options, therefore no accounting is required to be done consequent to grant of options.

The weighted average fair value of stock options granted pertaining to ESOP 2007 scheme was Nil (previous year Nil).

The weighted average fair value of stock options granted during the year pertaining to ESOP 2011 scheme is ₹ 433.97 (previous year ₹ 420.37)

For both the schemes, the black scholes valuation model has been used for computing the weighted average fair value considering the following inputs:

Assumptions	Unit	Employee Stock Option Plan - 2007					Employee Stock Option Plan - 2011				
Date of grant of Option		October 5, 2009	September 29, 2009	April 1, 2009	April 1, 2008	April 1, 2007	October 5, 2011	December 14, 2012	November 11, 2013	December 8, 2014	
Exercise price	Current year (Previous year)	₹ 73.00 (73.00)	73.00 (73.00)	73.00 (73.00)	51.00 (51.00)	35.00 (35.00)	669.00 (669.00)	1,326.00 (1,326.00)	1,260.00 (1,260.00)	1405.00 N.A.	
Weighted average share price	Current year (Previous year)	₹ 17.48 (17.48)	17.48 (17.48)	13.65 (13.65)	10.42 (10.42)	7.02 (7.02)	669.00 (669.00)	1,326.00 (1,326.00)	1,260.00 (1,260.00)	1405.00 N.A.	
Expected option life	Current year (Previous year)	No of Years 4 years 6 months 4 days	No of Years 4 years 5 months 28 days	No of Years 4 years	No of Years 3 years	No of Years 1 years and 3 years	4 years 6 months 4 days	5 years 8 months 13 days	6 years 7 months 10 days	7 years 8 months 7 days N.A.	
Volatility	Current year (Previous year)	% 11.62% (11.62%)	11.62% (11.62%)	12.45% (12.45%)	13.53% (13.53%)	12.18% (12.18%)	52.75% (52.75%)	34.38% (34.38%)	36.99% (36.99%)	32.04% N.A.	
Risk free return	Current year (Previous year)	% 7.30% (7.30%)	7.30% (7.30%)	7.17% (7.17%)	7.83% (7.83%)	7.93% (7.93%)	8.45% (8.45%)	8.06% (8.06%)	9.05% (9.05%)	7.99% N.A.	
Expected dividend Yield	Current year (Previous year)	% 0.00% (0.00%)	0.00% (0.00%)	0.00% (0.00%)	0.00% (0.00%)	0.00% (0.00%)	0.00% (0.00%)	0.00% (0.00%)	0.00% (0.00%)	0.00% N.A.	

# Notes

## forming part of the Financial Statements for the year ended March 31, 2015

The expected life of the stock is based on historical data and current market expectations and is not necessarily indicative of exercise patterns that may occur. The expected volatility reflects the assumption that the historical volatility over a period similar to the life of the options is indicative of future trends, which may also not necessarily be the actual outcome.

The Company measures the cost of ESOP using the intrinsic value method. Had the Company used the fair value method to determine compensation, its profit after tax and earning per share as reported would have changed to the amounts indicated below:

(₹ in Lakh)

Particulars	Year Ended March 31, 2015	Year Ended March 31, 2014
Profit after tax as reported	12,327.89	12,579.76
Add: ESOP cost using intrinsic value method	-	-
Less: ESOP cost using fair value method	729.45	845.88
<b>Proforma profit after tax</b>	<b>11,598.44</b>	<b>11,733.88</b>
<b>Earnings per share ( in ₹ )</b>		
<b>Basic</b>		
- As reported	18.82	19.25
- As proforma	17.71	17.95
<b>Diluted</b>		
- As reported	18.72	19.12
- As proforma	17.61	17.83

### 29. Related Party Disclosure

- (i) The list of related parties as identified by the management is as under: (with whom transactions have occurred during the year).

Name of the Party	Relationship
Jubilant FoodWorks Lanka (Pvt) Limited	Subsidiary (A)
Mr. Ajay Kaul (Whole Time Director)/ Mr. Ravi Shanker Gupta (CFO) / Ms. Mona Aggarwal (Company Secretary)	Key Management Personnel (B)
Mr. Shyam S. Bhartia Mr. Hari S. Bhartia	Key Management Personnel (till 23rd December 2013) / Individuals owning, directly or indirectly, an interest in the voting power of the Company that gives them significant influence over the Company (from 24th December 2013) ( C )
Jubilant LifeSciences Limited Laxman Logistic Pvt. Ltd. HT Media Limited Jubilant Fresh Pvt Ltd Jubilant Agri & Consumer Products Limited	Enterprises over which any person described above or their relative is able to exercise significant influence (D)

# Notes

forming part of the Financial Statements for the year ended March 31, 2015

(i) Transactions with Related parties

Particulars	(A) Subsidiary		(D) Enterprise over which any person described in (C) above or their relative is able to exercise significant influence.		(B & C) Key Management Personnel			Individuals owning, directly or indirectly, an interest in the voting power of the Company that gives them significant influence over the Company (from 24th Dec 2013 onwards) (C)	Total		
	March 31, 2015	March 31, 2014	March 31, 2015	March 31, 2014	March 31, 2015	March 31, 2014	March 31, 2015		March 31, 2014	March 31, 2015	
<b>A) Transactions</b>											
<b>Investment in Equity Capital</b>											
- Jubilant FoodWorks Lanka (Pvt) Limited	2,086.88	1,380.93	-	-	-	-	-	-	2,086.88	1,380.93	
<b>Charges for services paid to</b>											
- HT Media Limited	-	-	187.53	242.38	-	-	-	-	187.53	242.38	
- Jubilant Life Sciences Limited	-	-	134.40	136.28	-	-	-	-	134.40	136.28	
- Jubilant Fresh Pvt Ltd	-	-	1,164.54	609.42	-	-	-	-	1,164.54	609.42	
- The Hindustan Times Ltd	-	-	8.51	-	-	-	-	-	8.51	-	
- Laxman Logistic Pvt. Ltd.	-	-	327.87	351.07	-	-	-	-	327.87	351.07	
- Jubilant Agri & Consumer Products Ltd.	-	-	16.42	2.87	-	-	-	-	16.42	2.87	
<b>Payment for Capital items</b>											
- Jubilant Life Sciences Limited	-	-	2,422.96	605.74	-	-	-	-	2,422.96	605.74	
<b>Director's Sitting Fees</b>											
- Mr. Shyam S. Bhartia	-	-	2.75	-	-	-	0.67	0.22	2.75	0.89	
- Mr. Hari S. Bhartia	-	-	3.00	-	-	-	0.84	0.22	3.00	1.06	
<b>Remuneration to Key Management Personnel</b>											
- Mr. Ajay Kaul	-	-	-	-	303.37	-	-	-	303.37	336.51	
- Mr. Ravi Shanker Gupta	-	-	-	-	130.99	-	-	-	130.99	117.02	
- Ms. Mona Aggarwal	-	-	-	-	25.24	-	-	-	25.24	22.01	
Allotment of Equity Shares*											
<b>B) Balance outstanding (advance)/ payables as at the end of the year</b>											
<b>Charges for services</b>											
- HT Media Limited	-	-	16.82	20.46	-	-	-	-	16.82	20.46	
- Jubilant Life Sciences Limited (Advance)	-	-	-	(605.74)	-	-	-	-	-	(605.74)	
- Jubilant Life Sciences Limited (Payable)	-	-	18.75	89.29	-	-	-	-	18.75	89.29	
- Jubilant Fresh Pvt Ltd	-	-	55.72	80.71	-	-	-	-	55.72	80.71	
- The Hindustan Times Ltd	-	-	0.60	-	-	-	-	-	0.60	-	
- Laxman Logistic Pvt. Ltd.	-	-	20.47	23.05	-	-	-	-	20.47	23.05	
- Jubilant Agri & Consumer Products Limited	-	-	1.26	0.48	-	-	-	-	1.26	0.48	
<b>Investments</b>											
- Jubilant FoodWorks Lanka (Pvt) Limited	5,571.40	3,484.52	-	-	-	-	-	-	5,571.40	3,484.52	

\* During the year ended March 31, 2015, Key Management Personnel of the Company, were not allotted any equity shares (Previous year Nil) under Employees Stock Option Plan, 2007 ("ESOP 2007") or JFL Employees Stock Option Scheme, 2011 ("ESOP 2011") of the Company.

# Notes

## forming part of the Financial Statements for the year ended March 31, 2015

### Notes:

1. No amount has been provided as doubtful debts or advances / written off or written back in the year in respect of debts due from/ to above related parties.
2. During the year ended March 31, 2015; 50,900 options at an exercise price of ₹ 1,405 per option & (Previous Year 44,900 options at an exercise price of ₹ 1,260 per option) were granted to Key Management Personnels, under ESOP 2011.
3. The status of stock options pending vesting/exercise, granted to Key Management Personnels are as below:

Mr. Ajay Kaul	Employee Stock Option Plan 2007		JFL Employees Stock Option Scheme 2011			
	₹ 51	₹ 73	₹ 669	₹ 1,326	₹ 1,260	₹ 1,405
Exercise Price	₹ 51	₹ 73	₹ 669	₹ 1,326	₹ 1,260	₹ 1,405
As at March 31, 2015	55,000	37,500	50,000	29,000	30,400	36,900
As at March 31, 2014	55,000	37,500	50,000	29,000	30,400	-

Mr. Ravi Shanker Gupta	Employee Stock Option Plan 2007			JFL Employees Stock Option Scheme 2011			
	₹ 35	₹ 51	₹ 73	₹ 669	₹ 1,326	₹ 1,260	₹ 1,405
Exercise Price	₹ 35	₹ 51	₹ 73	₹ 669	₹ 1,326	₹ 1,260	₹ 1,405
As at March 31, 2015	31,612	-	25,164	17,200	12,600	12,300	10,650
As at March 31, 2014	31,612	-	25,164	17,200	12,600	12,300	-

Ms. Mona Aggarwal	Employee Stock Option Plan 2007			JFL Employees Stock Option Scheme 2011			
	₹ 35	₹ 51	₹ 73	₹ 669	₹ 1,326	₹ 1,260	₹ 1,405
Exercise Price	₹ 35	₹ 51	₹ 73	₹ 669	₹ 1,326	₹ 1,260	₹ 1,405
As at March 31, 2015	-	-	-	2,400	1,500	2,200	3,350
As at March 31, 2014	-	-	-	2,400	1,500	2,200	-

### 30. Capital & other Commitments

- a) Estimated amount of contracts remaining to be executed on capital account (net of advances) and not provided for ₹ 1,002.37 Lakh (PY ₹ 4,172.16 Lakh).
- b) The Company has a wholly owned subsidiary "Jubilant FoodWorks Lanka (Pvt.) Ltd." to which the Company has committed a continued financial support as its holding company. The subsidiary wherein the Company has an investment of ₹ 5,571.4 Lakh (Previous year ₹ 3,485 Lakh), is currently at initial operating stage and is therefore not in profits. Based on business plans, the Company is confident that in future it would earn profits. Therefore the Company has not considered these losses as other than temporary diminution in the value of investments.
- c) Commitment to open specified number of stores/ restaurants under respective franchisee agreements. Amount not quantifiable.

### 31 Gratuity and other post-employment benefit plan:

The Company has a defined benefit gratuity plan. Every employee who has completed five years or more of service gets a gratuity on departure at 15 days salary (last drawn salary) for each completed year of service. The scheme is partially funded.

The following tables summarises the components of net benefit expense recognised in the statement of profit and loss and the amounts recognised in the balance sheet.

#### Statement of Profit & Loss

Net employee benefit expense (recognized in Employee Cost)

Particulars	Gratuity	
	March 31, 2015	March 31, 2014
Current service cost	318.30	258.25
Past service cost	-	-
Interest cost on benefit obligation	87.90	60.95
Expected return on plan assets	(76.67)	(54.73)
Curtailment Cost	-	-
Settlement cost	-	-
Net actuarial (gain)/ loss recognised in the year	(126.60)	(82.26)
Expenses recognized in the statement of profit & loss*	202.93	182.21

\* Excludes provision made for full & final settlement current year ₹ 83.80 (Previous year ₹ 41.06)

# Notes

forming part of the Financial Statements for the year ended March 31, 2015

(₹ in Lakh)

Particulars	Gratuity	
	March 31, 2015	March 31, 2014
Present value of obligation as at the end of period	1,319.63	1,034.13
Present value of obligation as at the beginning of the period	1,034.13	761.90
Benefits paid	-	-
Actual return on plan assets	(82.56)	(90.02)
Acquisition adjustment	-	-
Expenses recognized in the statement of profit & losses	202.94	182.21

## Balance Sheet

### Details of provision for Gratuity:

(₹ in Lakh)

Particulars	Gratuity	
	March 31, 2015	March 31, 2014
Defined benefit obligation	1,319.63	1,034.13
Fair value of plan assets	1,116.69	851.92
Less: Unrecognised past service cost	-	-
Plan asset/ liability	202.94	182.21

(₹ in Lakh)

Particulars	Long term		Short term	
	March 31, 2015	March 31, 2014	March 31, 2015	March 31, 2014
Provision for Gratuity	-	-	202.93	182.21

### Changes in the present value of the defined benefit obligation are as follows

(₹ in Lakh)

Particulars	Gratuity	
	March 31, 2015	March 31, 2014
Present value of obligation as at the beginning of the period	1,034.13	761.90
Acquisition adjustment	-	-
Interest cost	87.90	60.95
Past service cost	-	-
Current service cost	318.30	258.25
Curtailment cost/(Credit)	-	-
Settlement cost/(Credit)	-	-
Benefits paid	-	-
Actuarial (gain)/loss on obligation	(120.71)	(46.97)
Present value of obligation as at the end of period	1,319.62	1,034.13

### Change in the fair value of plan assets are as follows:

(₹ in Lakh)

Particulars	Gratuity	
	March 31, 2015	March 31, 2014
Fair value of plan assets at the beginning of the period	851.92	608.14
Acquisition adjustment	-	-
Expected return on plan assets	76.67	54.73
Contributions	182.20	153.76
Benefits paid	-	-
Actuarial gain/(loss) on plan assets	5.89	35.29
Fair value of plan assets at the end of the period	1,116.68	851.92

The Company expects to contribute ₹ 202.93 Lakh (PY ₹ 182.21 Lakh) to gratuity in the next year.

## Notes

### forming part of the Financial Statements for the year ended March 31, 2015

The major categories of plan assets as a percentage of the fair value of total plan assets are as follows:

Particulars	March 31, 2015	March 31, 2014
Insurance policy with SBI Life Insurance	100%	100%

The principal assumptions used in determining gratuity for the Company's plans are shown below:

Demographic Assumptions

Particulars	Gratuity	
	March 31, 2015	March 31, 2014
Discount Rate (%)	8.00	8.50
Future salary increase (%)	5.50	6.00
Expected rate of return on plan assets(%)	9.00	9.00

The estimates of future salary increases, considered in actuarial valuation, take account of inflation, seniority, promotion and other relevant factors, such as supply and demand in the employment market

Particulars	Gratuity	
	March 31, 2015	March 31, 2014
Retirement Age	58 Years	
Mortality Table	IALM (2006-08)	
Ages	<b>Withdrawal Rate (%)</b>	<b>Withdrawal Rate (%)</b>
Up to 30 Years	3.00	3.00
From 31 to 44 years	2.00	2.00
Above 44 years	1.00	1.00

Amounts for the current and previous years are as follows:

(₹ in Lakh)

Particulars	Gratuity				
	Year ended March 31, 2015	Year ended March 31, 2014	Year ended March 31, 2013	Year ended March 31, 2012	Year ended March 31, 2011
Defined benefit obligation	1,319.62	1,034.13	761.90	531.47	334.32
Plan assets	1,116.68	851.92	608.14	302.00	-
Surplus / (deficit)	(202.94)	(182.21)	(153.76)	(229.47)	(334.32)
Experience loss/(gain) on plan liabilities	118.13	52.30	13.92	(25.79)	(14.33)

#### Provident Fund

The provident fund being administered by a Trust is a defined benefit scheme whereby the Company deposits an amount determined as a fixed percentage of basic pay to the fund every month. The benefit vest upon commencement of employment. The interest credited to the accounts of the employee is adjusted on an annual basis to confirm to the interest rate declared by the government for the Employees Provident Fund. The actuary has provided a valuation based on Projected Unit Credit Method (PUCM) and based on the below provided assumptions, there is no shortfall as at 31st March, 2015.

(₹ in Lakh)

Defined benefit plan	March 31, 2015	March 31, 2014
Contribution to provident and other funds	699.10	609.48

Defined contribution plan	March 31, 2015	March 31, 2014
Contribution to provident fund	1211.41	907.96

# Notes

## forming part of the Financial Statements for the year ended March 31, 2015

The detail of fund and plan asset position as at 31 March, 2015 is given below:

Particulars	(₹ in Lakh)	
	March 31, 2015	March 31, 2014
Plan assets at fair value	9,198.05	6,770.87
Present value of the defined benefit obligation	8,824.92	6,564.49
Surplus in fund	373.13	206.38
Asset recognized in the balance sheet	-	-

The assumption used in determining the present value of obligation of the interest rate guarantee are:

Defined benefit plan	March 31, 2015	March 31, 2014
Discounting rate	8.00%	8.75%
Expected guaranteed interest rate	8.75%	8.75%
Expected Rate of Return on Asset	8.70%	8.70%

Particulars	March 31, 2015	March 31, 2014
Retirement Age	58 Years	
Mortality Table	IALM (2006-08)	
Ages	<b>Withdrawal Rate (%)</b>	<b>Withdrawal Rate (%)</b>
Up to 30 Years	3.00	3.00
From 31 to 44 years	2.00	2.00
Above 44 years	1.00	1.00

Change in the fair value of plan assets are as follows:

Particulars	(₹ in Lakh)	
	March 31, 2015	March 31, 2014
Fair value of plan assets at the beginning of the period	6,770.87	4,881.45
Expected return on plan assets	592.45	427.13
Employer Contributions	753.31	636.40
Plan Participants / Employee Contribution	1,923.93	1,519.87
Benefit Payments	(994.46)	(807.67)
Asset Gain / (Loss)	116.71	79.90
Settlements / Transfer In	35.24	33.79
<b>Fair value of plan assets at the end of the period</b>	<b>9,198.05</b>	<b>6,770.87</b>

Changes in the present value of the defined benefit obligation are as follows:

Particulars	(₹ in Lakh)	
	March 31, 2015	March 31, 2014
Present value of obligation as at the beginning of the period	6,564.49	4,793.93
Contributions by plan participants / employees	1,923.93	1,519.87
Interest cost	525.16	419.47
Past service cost	-	-
Current service cost	753.31	636.40
Actuarial (Gain) / Loss due to Interest guarantee	17.25	(31.30)
Benefits paid	(994.46)	(807.67)
Settlements / Transfer In	35.24	33.79
<b>Present value of obligation as at the end of period</b>	<b>8,824.92</b>	<b>6,564.49</b>

## Notes

forming part of the Financial Statements for the year ended March 31, 2015

### 32. Details of Raw Materials and Components Consumed

#### I. Aggregate Consumption of Raw Material & Components (Imported & Indigenous) as certified by the Management

Particulars	For the year Ended March 31, 2015		For the year Ended March 31, 2014	
	March 31, 2015	March 31, 2014	March 31, 2015	March 31, 2014
	% of Total	(₹ in Lakh)	% of Total	(₹ in Lakh)
Imported	0.08%	36.76	0.00%	0.00
Indigenous	99.92%	44,649.02	100.00%	38,220.50
<b>TOTAL</b>	<b>100.00%</b>	<b>44,685.78</b>	<b>100.00%</b>	<b>38,220.50</b>

#### II. Aggregate Consumption of Stores & spares (Imported & Indigenous)

Imported	0.03%	0.41	0.43%	6.11
Indigenous	99.97%	1,598.03	99.57%	1,426.19
<b>TOTAL</b>	<b>100.00%</b>	<b>1,598.44</b>	<b>100.00%</b>	<b>1,432.30</b>

#### III. CIF value of Imports (accrual basis)

Particulars	(₹ in Lakh)	
	For the year Ended 31st March 2015	For the year Ended 31st March 2014
Raw Materials & Components	36.76	-
Store & Spares	0.41	6.11
Trading Goods	-	-
Capital Goods	489.37	1,796.77
<b>TOTAL</b>	<b>526.54</b>	<b>1,802.88</b>

#### IV. Statements showing earnings in Foreign Exchange (accrual basis)

Export of Goods (FOB value basis)	-	-
<b>TOTAL</b>	<b>-</b>	<b>-</b>

#### V. Expenditure in Foreign Currency (accrual basis)

Foreign Travel	31.57	17.79
Franchisee Fees	6,275.44	5,201.57
Store Opening Fees	538.05	504.53
<b>TOTAL</b>	<b>6,845.06</b>	<b>5,723.89</b>

### 33. Expenditure During Construction Period:-

PARTICULARS	(₹ in Lakh)	
	March 31, 2015	March 31, 2014
Opening Balance as per last accounts	140.11	41.51
Incurred during the year		
- Salary, Allowances & Bonus	668.97	582.93
- Power & Fuel	11.74	6.95
- Rent	165.45	153.87
- Rates and Taxes	94.16	73.15
- Miscellaneous Expenses	128.45	210.29
	1,208.88	1,068.70
Less: Allocated to Fixed Assets	(1,097.19)	(928.59)
<b>TOTAL</b>	<b>111.69</b>	<b>140.11</b>

Note: The above expenses have been netted off in the respective line items in the Statement of Profit and Loss.

# Notes

## forming part of the Financial Statements for the year ended March 31, 2015

### 34. Details of due to Micro and Small Enterprise.

As at March 31, 2015 ₹ 3.85 Lakh (Previous year ₹ Nil) is outstanding to micro and small enterprises. There are no interests due or outstanding on the same.

35. Expenditure on leasehold improvement incurred during the year has been considered as revenue expenditure for computing Income tax, relying upon the expert advice. However the treatment does not impact the statement of profit and loss. Accordingly deferred tax liability of ₹ 2,198.19 Lakh (Previous year ₹ 2,016.99 Lakh) has been provided in books since such item has been capitalized in the books.

### 36. Particulars of Unhedged Foreign Currency Exposure as at Balance Sheet date

Particulars	Year ended March 31, 2015 (Foreign Currency) (In Lakh)	Currency	Closing Exchange Rate (₹)	Year ended March 31, 2015 (₹ In Lakh)	Year ended March 31, 2014 (Foreign Currency) (In Lakh)	Closing Exchange Rate (₹)	Year ended March 31, 2014 (₹ In Lakh)
Payables	2.26	USD	62.59	141.46	2.58	60.10	154.76

37. Segment Reporting: As the Company's business activity primarily falls within a single business and geographical segment i.e. Food and Beverages, thus there are no additional disclosures to be provided under Accounting Standard 17 – "Segment Reporting". The management considers that the various goods and services provided by the Company constitutes single business segment, since the risk and rewards from these services are not different from one another.

38. Corporate Social Responsibility (CSR) : As per Section 135 of the Companies Act, 2013, a CSR committee has been formed by the Company. The CSR activities and spend are as per the CSR Policy recommended by the CSR Committee and approved by the Board. The same has also been uploaded on the Company's website [www.jubilantfoodworks.com](http://www.jubilantfoodworks.com)

39. Disclosure required under Section 186(4) of the Companies act 2013: During the current year the company has further invested ₹ 2,086.88 Lakh and as at March 31, 2015 the Company has an investment of ₹ 5,571.40 Lakh in its wholly owned subsidiary Jubilant FoodWorks Lanka (Pvt) Ltd to cater to the geographical market of Sri Lanka. Also refer note 12 and note 30(b) above.

40. Subsequent to the year end the Board of Directors in their meeting held dated May 14th 2015 has recommended a dividend of ₹ 2.5 per equity share of ₹ 10 each fully paid up amounting to ₹ 1,639.25 lakhs ( including dividend distribution tax of ₹ 277.27 lakhs), subject to the approval of the shareholders at the Annual General Meeting. The above amount has been provided for in the financial statement.

41. Previous period / year figures have been regrouped and /or re-arranged, wherever necessary.

As per our report of even date

#### For S. R. Batliboi & Co. LLP

Firm Registration Number: 301003E  
Chartered Accountants

Sd/-  
Per **Manoj Kumar Gupta**  
Partner  
Membership No. 83906

**Date:** May 14, 2015  
**Place:** Noida

#### For and on behalf of the Board of Directors of Jubilant FoodWorks Limited

Sd/-  
**Shyam S. Bhartia**  
Chairman  
DIN No. 00010484

Sd/-  
**Mona Aggarwal**  
Company Secretary  
Membership No. 15374

Sd/-  
**Hari S. Bhartia**  
Co-Chairman  
DIN No. 00010499

Sd/-  
**Ravi Shanker Gupta**  
President & Chief Financial Officer

Sd/-  
**Ajay Kaul**  
CEO cum Whole Time Director  
DIN No. 00062135

# Independent Auditor's Report

To the Members of Jubilant FoodWorks Limited

## Report on the Consolidated Financial Statements

We have audited the accompanying consolidated financial statements of Jubilant FoodWorks Limited (hereinafter referred to as "the Holding Company") and its subsidiary (the Holding Company and its subsidiary together referred to as "the Group"), comprising of the Consolidated Balance Sheet as at 31st March, 2015, the Consolidated Statement of Profit and Loss, the Consolidated Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "the consolidated financial statements").

## Management's Responsibility for the Consolidated Financial Statements

The Holding Company's Board of Directors is responsible for the preparation of these consolidated financial statements in terms of the requirements of the Companies Act, 2013 (hereinafter referred to as "the Act") that give a true and fair view of the consolidated financial position, consolidated financial performance and consolidated cash flows of the Group in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. The respective Board of Directors of the companies included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and for preventing and detecting frauds and other irregularities; the selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the Directors of the Holding Company, as aforesaid.

## Auditor's Responsibility

Our responsibility is to express an opinion on these consolidated financial statements based on our audit. While conducting the audit, we have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the consolidated financial statements. The procedures selected depend on the

auditor's judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Holding Company's preparation of the consolidated financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances but not for the purpose of expressing an opinion on whether the Holding Company has an adequate internal financial controls system over financial reporting in place and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Holding Company's Board of Directors, as well as evaluating the overall presentation of the consolidated financial statements.

We believe that the audit evidence obtained by us and the audit evidence obtained by the other auditors in terms of their reports referred to in sub-paragraph (a) of the Other Matters paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the consolidated financial statements.

## Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the consolidated state of affairs of the Group as at 31st March, 2015, and their consolidated profit and their consolidated cash flows for the year ended on that date.

## Other Matters

(a) We did not audit the financial statements of subsidiary whose financial statements reflect total assets of ₹ 3,638.85 lakhs as at 31st March, 2015, total revenues of ₹ 1,829.64 lakhs and net cash flows amounting to ₹ 1377.37 lakhs for the year ended on that date, as considered in the consolidated financial statements.

These financial statement have been audited by other auditors whose reports have been furnished to us by the Management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of this subsidiary and our report in terms of sub-sections (3) and (11) of Section 143 of the Act, insofar as it relates to the aforesaid subsidiary entities and associates, is based solely on the reports of the other auditors.

Our opinion on the consolidated financial statements, and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matters with respect to our reliance on the work done and the reports of the other auditors and the financial statements certified by the Management.

## Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2015 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of Section 143 of the Act, based on the comments in the auditors' reports of the Holding company, we give in the Annexure a statement on

the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

2. As required by Section 143(3) of the Act, we report, to the extent applicable, that:
- (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated financial statements.
  - (b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books and the reports of the other auditors.
  - (c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss, and the Consolidated Cash Flow Statement dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements.
  - (d) In our opinion, the aforesaid consolidated financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
  - (e) On the basis of the written representations received from the directors of the Holding Company as on 31st March, 2015 taken on record by the Board of Directors of the Holding Company none of the directors of the Holding company, is disqualified as on

31st March, 2015 from being appointed as a director in terms of Section 164 (2) of the Act.

- (f) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditor's) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
  - i. The consolidated financial statements disclose the impact of pending litigations on the consolidated financial position of the Group – Refer Note 10 and 27 to the consolidated financial statements.
  - ii. The Group did not have any material foreseeable losses on long-term contracts including derivative contracts.
  - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Holding Company.

**For S.R. Batliboi & Co. LLP**

Chartered Accountants  
ICAI Firm Registration Number: 301003E

Sd/-

**Per Manoj Kumar Gupta**

Partner  
Membership Number: 83906

**Date:** May 14, 2015

**Place:** Gurgaon

## Independent Auditor's Report (contd.)

### Annexure referred to in paragraph 1 under "Report on Other Legal and Regulatory Requirements" section of our report of even date

#### Re: Jubilant FoodWorks Limited (The Holding Company)

- (i) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of the fixed assets.
- (b) All Fixed assets have not been physically verified by the management during the year but there is a regular programme of verification which, in our opinion, is reasonable having regard to the size of the company and the nature of its assets. No material discrepancies were noticed on such verification.
- (ii) (a) The inventory has been physically verified by the management during the year. In our opinion, the frequency of verification is reasonable. Inventories lying with outside parties have been confirmed by them as at year end.
- (b) The procedures of physical verification of inventory followed by the management are reasonable and adequate in relation to the size of the Company and the nature of its business.
- (c) The Company is maintaining proper records of inventory and no material discrepancies were noticed on physical verification.
- (iii) According to the information and explanations given to us, the Company has not granted any loans, secured or unsecured to companies, firms or other parties covered in the register maintained under section 189 of the Companies Act, 2013. Accordingly, the provisions of clause 3(iii)(a) and (b) of the Order are not applicable to the Company and hence not commented upon.
- (iv) In our opinion and according to the information and explanations given to us, there is an adequate internal control system commensurate with the size of the Company and the nature of its business, for the purchase of inventory and fixed assets and for the sale of goods and services. During the course of our audit, we have not observed any major weakness or continuing failure to correct any major weakness in the internal control system of the Company in respect of these areas.
- (v) The Company has not accepted any deposits from the public.
- (vi) To the best of our knowledge and as explained, the Central Government has not specified maintenance of cost records under sub-section (1) of section 148 of the Companies Act, 2013 for the products of the Company.
- (vii) (a) The Company is regular in depositing with appropriate authorities undisputed statutory dues including provident fund, employees' state insurance, income-tax, sales-tax, wealth-tax, service tax, customs duty, excise duty, value added tax, cess and other material statutory dues applicable to it.
- (b) According to the information and explanations given to us, no undisputed amounts payable in respect of provident fund, employees' state insurance, income-tax, wealth-tax, service tax, sales-tax, customs duty, excise duty, value added tax, cess and other material statutory dues were outstanding, at the year end, for a period of more than six months from the date they became payable.
- (c) According to the information and explanations given to us, the dues of income tax, sales-tax, wealth tax, service tax, customs duty, excise duty, value added tax and cess which have not been deposited on account of any dispute, are as follows:

Name of the statute	Nature of dues	Amount (₹)	Period to which the amount relates	Forum where dispute is pending
Andhra Pradesh Value Added Tax Act, 2005	Disallowance of Input tax credit on LPG	69.45	April 2008 to March 2014	Sales Tax Appellate Tribunal, Andhra Pradesh
Central Excise Act, 1944	Excise Demand on chicken wings and dips	2.51	October 2000 to March 2005	Commissioner (Appeals) of Central Excise
Haryana Value Added Tax Act, 2003	VAT on Service Tax	45.31	2013-2014	Haryana Tax Tribunal, Chandigarh
Rajasthan Value Added Tax Act, 2003	VAT on Service Tax	12.85	2013-2014	Appellate Authority-II, Commercial Tax, Jaipur
Rajasthan Value Added Tax Act, 2003	Penalty- VAT on Service Tax	22.95	2013-2014	Appellate Authority-II, Commercial Tax, Jaipur (Stay Granted)
Income Tax Act	Disallowance of expenses	57.67	2006-07 to 2009-2010	Income Tax Appellate Tribunal
Income Tax Act	Penalty	8.20	2007-08 to 2009-2010	Commissioner of Income Tax (Appeals)
Income Tax Act	Disallowance of expenses	31.17	2010-11 and 2011-12	Commissioner of Income Tax (Appeals)



## Independent Auditor's Report (contd.)

- (d) There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company in accordance with the relevant provisions of the Companies Act, 1956 ( 1 of 1956) and rules made thereunder.
- (viii) The Company has no accumulated losses at the end of financial year and it has not incurred cash losses in the current and immediately preceding financial year.
- (ix) Based on our audit procedure and as per the information and explanations given by the management, we are of the opinion that the Company has no dues to any financial institution, bank or debenture holders at any time during the year. Accordingly the provisions of this clause are not applicable to the Company and hence not commented on.
- (x) According to the information and explanations given to us, the Company has not given any guarantees for loans taken by others from banks or financial institutions.
- (xi) The Company did not have any term loan outstanding during the year.

- (xii) We report that during the year under audit, the management has noticed an instance of fraud on the Company by certain employees involving misappropriation of inventory items amounting to ₹ 56.77 lakhs. The Company has taken all necessary steps including taking legal action against the said employees and has fully provided for the same in the financial statements.

**For S.R. Batliboi & Co. LLP**

Chartered Accountants

ICAI Firm Registration Number: 301003E

Sd/-

**per Manoj Kumar Gupta**  
**Partner**

Membership Number: 83906

**Date:** May 14, 2015

**Place:** Gurgaon

# Consolidated Balance Sheet

as at March 31, 2015

(₹ in Lakh)

Particulars	Note No.	As at March 31, 2015	As at March 31, 2014
<b>I. EQUITY AND LIABILITIES</b>			
<b>1 Shareholders' funds</b>			
(a) Share capital	3	6,556.98	6,543.90
(b) Reserves and surplus	4	58,049.23	48,458.99
<b>2 Share application money pending allotment</b>	5	12.97	1.75
<b>3 Non-current liabilities</b>			
(a) Other long term liabilities	6	1,317.18	891.95
(b) Deferred tax liabilities (Net)	7	5,777.05	3,745.65
<b>4 Current liabilities</b>			
(a) Trade payables	8	24,242.53	17,374.09
(b) Other current liabilities	9	8,461.39	8,034.19
(c) Short-term provisions	10	3,053.29	1,146.73
<b>TOTAL</b>		<b>107,470.62</b>	<b>86,197.25</b>
<b>II. ASSETS</b>			
<b>1 Non-current assets</b>			
(a) Fixed assets	11		
(i) Tangible assets		71,414.30	53,102.27
(ii) Intangible assets		2,313.22	1,534.26
(iii) Capital work-in-progress (Refer note 32)		1,988.16	1,964.26
(c) Long-term loans and advances	13	12,738.55	10,771.50
(d) Other non-current assets	14	203.88	41.60
<b>2 Current assets</b>			
(a) Current investments	12	7,461.17	9,374.56
(b) Inventories	15	4,333.81	3,307.99
(c) Trade receivables	16	1,186.61	903.93
(d) Cash and bank balances	17	3,890.59	2,422.31
(e) Short-term loans and advances	18	1,917.58	2,759.43
(f) Other current assets	19	22.75	15.14
<b>TOTAL</b>		<b>107,470.62</b>	<b>86,197.25</b>
Summary of significant accounting policies	2.1		

The accompanying notes are an integral part of the financial statements.

As per our report of even date

**For S. R. Batliboi & Co. LLP**

Firm Registration Number: 301003E

Chartered Accountants

Sd/-

Per **Manoj Kumar Gupta**

Partner

Membership No. 83906

**For and on behalf of the Board of Directors of Jubilant FoodWorks Limited**

Sd/-

**Shyam S. Bhartia**

Chairman

DIN No. 00010484

Sd/-

**Hari S. Bhartia**

Co-Chairman

DIN No. 00010499

Sd/-

**Ajay Kaul**

CEO cum Whole Time Director

DIN No. 00062135

Sd/-

**Mona Aggarwal**

Company Secretary

Membership No. 15374

Sd/-

**Ravi Shanker Gupta**

President & Chief Financial Officer

**Date:** May 14, 2015

**Place:** Noida

# Consolidated Statement of Profit and Loss

For Year Ended March 31, 2015

(₹ in Lakh)

Particulars	Note No.	Year Ended March 31, 2015	Year Ended March 31, 2014
<b>I Income</b>			
Revenue from operations (Net)	20	209,276.14	173,630.93
<b>II Other Income</b>	21	752.40	939.44
<b>Total Revenue</b>		<b>210,028.54</b>	<b>174,570.37</b>
<b>III Expenses</b>			
Cost of materials consumed	22	45,289.91	38,637.93
Purchase of traded goods	23	7,581.45	6,775.34
(Increase) in inventories of			
Material-in-progress and traded goods	23	(82.11)	(72.00)
Employee benefit expenses	24	44,426.38	34,107.76
Depreciation and amortisation expense	11	10,111.77	7,872.45
Other expenses	25	86,552.72	69,223.62
<b>Total Expenses</b>		<b>193,880.12</b>	<b>156,545.10</b>
<b>IV Profit before tax</b>		<b>16,148.42</b>	<b>18,025.27</b>
<b>V Tax expense</b>			
Current tax		3,009.46	4,433.41
Income Tax for earlier years		(60.78)	32.27
Deferred tax charge / (credit)		2,091.47	1,735.39
<b>Total Tax Expense</b>		<b>5,040.15</b>	<b>6,201.07</b>
<b>VI Profit for the year</b>		<b>11,108.27</b>	<b>11,824.20</b>
Profit attributable to Parent		11,108.27	11,824.20
Profit attributable to Minority Interest		-	-
<b>VII Earnings per share (In ₹)</b>	26		
Basic		16.96	18.09
Diluted		16.87	17.97
Nominal Value per share		10.00	10.00
Summary of significant accounting policies	2.1		

The accompanying notes are an integral part of the financial statements.

As per our report of even date

**For S. R. Batliboi & Co. LLP**  
Firm Registration Number: 301003E  
Chartered Accountants

**For and on behalf of the Board of Directors of Jubilant FoodWorks Limited**

Sd/-  
Per **Manoj Kumar Gupta**  
Partner  
Membership No. 83906

Sd/-  
**Shyam S. Bhartia**  
Chairman  
DIN No. 00010484

Sd/-  
**Hari S. Bhartia**  
Co-Chairman  
DIN No. 00010499

Sd/-  
**Ajay Kaul**  
CEO cum Whole Time Director  
DIN No. 00062135

**Date:** May 14, 2015  
**Place:** Noida

Sd/-  
**Mona Aggarwal**  
Company Secretary  
Membership No. 15374

Sd/-  
**Ravi Shanker Gupta**  
President & Chief Financial Officer

# Consolidated Cash Flow Statement

For Year Ended March 31, 2015

(₹ in Lakh)

Particulars	Year Ended March 31, 2015	Year Ended March 31, 2014
<b>A) CASH FLOW FROM OPERATING ACTIVITIES</b>		
Net Profit before Tax	16,148.42	18,025.27
	<b>16,148.42</b>	<b>18,025.27</b>
<b>Adjustments for:</b>		
Depreciation	10,111.77	7,872.45
Loss/(Profit) on sale of investments	(50.55)	-
Loss on Disposal of Fixed Assets (net)	139.80	36.11
Lease Rent Straight-lining	434.63	315.65
Interest Income	(24.58)	(64.45)
Dividend Income	(578.96)	(782.38)
Interest Expenses	-	-
Provision for Doubtful Debts and Advances	67.83	49.53
<b>Operating Profit before Working Capital Changes</b>	<b>26,248.36</b>	<b>25,452.18</b>
<b>Adjustments for :</b>		
(Increase)/Decrease in Trade receivables	(282.68)	(95.14)
(Increase)/Decrease in Other Current Assets	(7.61)	(8.50)
(Increase)/Decrease in Loans and Advances	(1,309.11)	(4,389.06)
(Increase)/Decrease in Inventories	(1,025.82)	(905.45)
Increase/(Decrease) in Current Liabilities and Provisions	7,507.46	6,717.07
<b>Cash generated from Operating Activities</b>	<b>31,130.60</b>	<b>26,771.10</b>
Direct Taxes Paid	(3,519.97)	(4,265.80)
<b>Net Cash from Operating Activities</b>	<b>27,610.63</b>	<b>22,505.30</b>
<b>B) CASH FLOW FROM INVESTING ACTIVITIES</b>		
Purchase of Fixed Assets	(28,717.87)	(24,866.50)
Proceeds from Sale of Fixed Assets	83.27	73.25
Interest Received	24.58	64.45
Dividend Received	578.96	782.38
Investment in bank deposits	(162.28)	(3,462.33)
Redemption of bank deposits	-	4,155.42
Investments in Mutual Funds	(109,430.00)	(91,759.72)
Proceeds from Mutual Funds	111,393.94	91,733.67
<b>Net Cash (used) in Investing Activities</b>	<b>(26,229.40)</b>	<b>(23,279.38)</b>

# Consolidated Cash Flow Statement

For Year Ended March 31, 2015 (Contd.)

(₹ in Lakh)

Particulars	Year Ended March 31, 2015	Year Ended March 31, 2014
<b>C) CASH FLOW FROM FINANCING ACTIVITIES</b>		
Proceeds from Issue of Share Capital (including Share Premium)	87.05	147.40
Interest Paid	-	-
<b>Net Cash from Financing Activities</b>	<b>87.05</b>	<b>147.40</b>
<b>Net Increase in Cash and Cash Equivalents (A+B+C)</b>	<b>1,468.28</b>	<b>(626.68)</b>
<b>Cash and Cash Equivalents as at beginning of the Year</b>	<b>2,422.31</b>	<b>3,048.99</b>
<b>Cash and Cash Equivalents as at end of the Year</b>	<b>3,890.59</b>	<b>2,422.31</b>
<b>Components of Cash and Cash Equivalents:</b>		
Cash-in-Hand	888.16	1,471.56
Cheques in Hand	1.73	7.12
<b>Balances with Scheduled Banks in</b>		
- Current Accounts*	2,153.16	817.79
- Deposits with original maturity of less than 3 months	847.54	125.84
<b>Cash &amp; Cash Equivalents in Cash Flow Statement:</b>	<b>3,890.59</b>	<b>2,422.31</b>

\* Includes ₹ 0.29 Lakh (Previous year ₹ 0.29 Lakh) for IPO Refund Account and is restrictive in nature.

As per our report of even date

**For S. R. Batliboi & Co. LLP**  
Firm Registration Number: 301003E  
Chartered Accountants

Sd/-  
Per **Manoj Kumar Gupta**  
Partner  
Membership No. 83906

**Date:** May 14, 2015  
**Place:** Noida

**For and on behalf of the Board of Directors of Jubilant FoodWorks Limited**

Sd/-  
**Shyam S. Bhartia**  
Chairman  
DIN No. 00010484

Sd/-  
**Mona Aggarwal**  
Company Secretary  
Membership No. 15374

Sd/-  
**Hari S. Bhartia**  
Co-Chairman  
DIN No. 00010499

Sd/-  
**Ravi Shanker Gupta**  
President & Chief Financial Officer

Sd/-  
**Ajay Kaul**  
CEO cum Whole Time Director  
DIN No. 00062135

# Notes

## forming part of the Consolidated Financial Statements for the year ended March 31, 2015

### 1. Basis of preparation

The Consolidated Financial Statements relate to Jubilant FoodWorks Limited (Parent Company), and its wholly owned Subsidiary Company incorporated in Sri Lanka - Jubilant FoodWorks Lanka (Pvt.) Ltd. (hereinafter collectively referred as the "Group").

The financial statements of the group have been prepared in accordance with the Generally Accepted Accounting Principles in India (Indian GAAP). The group has prepared these financial statements to comply in all material respects with the accounting standards notified under Section 133 of the Companies Act 2013, read together with Rule 7 of the Companies (Accounts) Rules 2014. The financial statements have been prepared on an accrual basis and under the historical cost convention, the accounting policies adopted in the preparation of financial statements are consistent with those of the previous year, except for the change in accounting policy explained below.

### 2.1 Summary of significant accounting policies

#### a) Change in accounting policy

##### Depreciation

Till the year ended 31 March 2014, Schedule XIV to the Companies Act, 1956, prescribed requirements concerning depreciation of fixed assets. From the current year, Schedule XIV has been replaced by Schedule II to the Companies Act, 2013. The applicability of Schedule II has resulted in the following changes related to depreciation of fixed assets. Unless stated otherwise, the impact mentioned for the current year is likely to hold good for future years also.

##### (i) Useful lives/ depreciation rates

Till the year ended 31 March 2014, depreciation rates prescribed under Schedule XIV were treated as minimum rates and the group was not allowed to charge depreciation at lower rates even if such lower rates were justified by the estimated useful life of the asset. Schedule II to the Companies Act 2013 prescribes useful lives for fixed assets which, in many cases, are different from lives prescribed under the erstwhile Schedule XIV. However, Schedule II allows companies to use higher/ lower useful lives and residual values if such useful lives and residual values can be technically supported and justification for difference is disclosed in the financial statements.

Considering the applicability of Schedule II, the management has re-estimated useful lives and residual values of all its fixed assets, though

these rates in certain cases are different from lives prescribed under Schedule II.

This change in accounting policy did not have any material impact on financial statements of the company.

##### (ii) Depreciation on assets costing less than ₹ 5,000/-

Till year ended 31 March 2014, to comply with the requirements of Schedule XIV to the Companies Act, 1956, the group was charging 100% depreciation on assets costing less than ₹ 5,000/- in the year of purchase. However, Schedule II to the Companies Act 2013, applicable from the current year, does not recognize such practice. Hence, to comply with the requirement of Schedule II to the Companies Act, 2013, the group has changed its accounting policy for depreciations of assets costing less than ₹ 5,000/-. As per the revised policy, the company is depreciating such assets over their useful life as assessed by the management. The management has decided to apply the revised accounting policy prospectively from accounting periods commencing on or after 1 April 2014.

The change in accounting for depreciation of assets costing less than ₹ 5,000/- did not have any material impact on financial statements of the company for the current year.

#### b) Basis of accounting

##### Principles of Consolidation

The financial statements of the Parent Company and its Subsidiary Company have been combined on a line by line basis by adding together the book values of like items of assets, liabilities, income and expenses after fully eliminating intra group balances and intra group transactions resulting in unrealized profits or losses, if any, as per Accounting Standard-21 - 'Consolidated Financial Statements'.

The Consolidated Financial Statements have been prepared using uniform accounting policies to the extent possible for like transactions and other events in similar circumstances and are presented in the same manner as the Parent Company's separate financial statements.

The financial statements of the subsidiary company used in the consolidation are drawn for the same period as that of the parent company i.e. year ended 31st March, 2015.

# Notes

## forming part of the Consolidated Financial Statements for the year ended March 31, 2015

Details of subsidiary considered for consolidation:

Name of the Company	Nature of relationship	Country of Incorporation	Extent of Holding (%) as on March 31, 2015	Extent of Holding (%) as on March 31, 2014
Jubilant FoodWorks Lanka (Pvt.) Ltd.	Direct Subsidiary	Sri Lanka	100.00	100.00

### c) Use of estimates

The preparation of financial statements in conformity with Indian GAAP, requires management to make judgments, estimates and assumptions that affect the reported amounts of revenue, expenses, assets and liabilities and disclosure of contingent liabilities at the end of the reporting period. Although these estimates are based upon management's best knowledge of current events and actions, uncertainty about these assumptions and estimates could result in the outcomes requiring a material adjustment to the carrying amounts of assets or liabilities in future periods.

### d) Tangible Fixed Assets

Fixed assets are stated at cost, less accumulated depreciation and impairment losses, if any. The cost comprises purchase price, borrowing cost if capitalization criteria are met and directly attributable cost of bringing the asset to its working condition for the intended use. Each part of an item of property, plant and equipment with a cost that is significant in relation to the total cost of the item is depreciated separately. This applies mainly to components for machinery. When significant parts of fixed assets are required to be replaced at intervals, the group recognizes such parts as individual assets with specific useful lives and depreciates them accordingly. Likewise, when a major inspection is performed, its cost is recognized in the carrying amount of the fixed assets as a replacement if the recognition criteria are satisfied. Any trade discounts and rebates are deducted in arriving at the purchase price.

Subsequent expenditure related to an item of fixed asset is added to its book value only if it increases the future benefits from the existing asset beyond its previously assessed standard of performance. All other expenses on existing fixed assets, including day-to-day repair and maintenance expenditure and cost of replacing parts, are charged to the statement of profit and loss for the period during which such expenses are incurred.

gains or losses arising from derecognition of fixed assets are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognized in the statement of profit and loss when the asset is derecognized.

### e) Depreciation

Depreciation on fixed assets is calculated on straight line basis using the rates arrived at based on the useful lives estimated by the management.

The management has estimated, supported by assessment by internal professionals, the useful lives of the following classes of assets and has used the following rates to provide depreciation on its fixed assets which are different from those indicated in Schedule II. The management believe that the above assessment truly represents the useful life of assets in the specific condition, these assets are put to use by the company.

Fixed Assets	Estimated Useful Life (in no. of years)
Leasehold Improvements	9 or actual lease period, whichever is lower
Plant & Machinery	5 to 20
Office Equipment	2 to 10
Furniture & Fixtures	5 to 10
Vehicles	6

### f) Intangibles

Intangible assets acquired separately are measured on initial recognition at cost. Following initial recognition, intangible assets are carried at cost less accumulated amortization and accumulated impairment losses, if any.

Intangible assets are amortized on a straight line basis over the estimated useful economic life. If the persuasive evidence exists to the affect that useful life of an intangible asset exceeds ten years, the group amortizes the intangible asset over the best estimate of its useful life. Such intangible assets are tested for impairment annually, either individually or at the cash-generating unit level. All other intangible assets are assessed for impairment whenever there is an indication that the intangible asset may be impaired.

Gains or losses arising from derecognition of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognized in the statement of profit and loss when the asset is derecognized.

# Notes

## forming part of the Consolidated Financial Statements for the year ended March 31, 2015

A summary of amortization policies applied to the group's intangible assets is as below:

Intangible assets	Estimated Useful Life (in no. of years)
Software	5
Store opening fees	5
Territory fees	15

The territory fee has been paid to the franchisor for running and operating Dunkin' Donuts restaurants. The period of contract is for 15 years, during which the group shall be deriving the economic benefits, and has accordingly amortised the same.

### g) Expenditure during Construction Period

Expenditure directly relating to construction activity are capitalized. Other expenditure incurred during the construction period which are not related to the construction activity nor are incidental thereto, are charged to the statement of profit and loss.

### h) Impairment of tangible and intangible assets

The group assesses at each reporting date whether there is an indication that an asset may be impaired. If any indication exists, or when annual impairment testing for an asset is required, the Company estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's or cash-generating unit's (CGU) net selling price and its value in use. The recoverable amount is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets. Where the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining net selling price, recent market transactions are taken into account, if available. If no such transactions can be identified, an appropriate valuation model is used.

The group bases its impairment calculation on detailed budgets and forecast calculations which are prepared separately for each of the Company's cash-generating units to which the individual assets are allocated. These budgets and forecast calculations are generally covering a period of five years. For longer periods, a long term growth rate is calculated

and applied to project future cash flows after the fifth year.

After impairment, depreciation is provided on the revised carrying amount of the asset over its remaining useful life.

An assessment is made at each reporting date as to whether there is any indication that previously recognized impairment losses may no longer exist or may have decreased. If such indication exists, the group estimates the asset's or cash-generating unit's recoverable amount. A previously recognized impairment loss is reversed only if there has been a change in the assumptions used to determine the asset's recoverable amount since the last impairment loss was recognized. The reversal is limited so that the carrying amount of the asset does not exceed its recoverable amount, nor exceed the carrying amount that would have been determined, net of depreciation, had no impairment loss been recognized for the asset in prior years. Such reversal is recognized in the statement of profit and loss

### i) Leases

*Where the Company is a lessee*

Finance Lease, which effectively transfer to the group substantially all the risks and benefits incidental to the ownership of the leased items, are capitalized at the inception of the lease term at the lower of fair value of the leased item and the present value of minimum lease payments. Lease payments are apportioned between the finance charges and reduction of the lease liability so as to achieve a constant rate of interest on the remaining balance of the liability. Finance charges are recognized as finance costs in the statement of profit and loss. Lease management fees, legal charges and other initial direct costs of lease are capitalized.

A leased asset is depreciated on a straight-line basis over the useful life of the asset. However, if there is no reasonable certainty that the group will obtain the ownership by the end of the term of hire, the capitalized asset is depreciated on a straight-line basis over the shorter of the estimated useful life of the asset.

Leases, where the lessor effectively retains substantially all risks and benefits of ownership of the leased item, are classified as operating leases. Operating lease payments are recognized as an expense in the statement of Profit and Loss on a straight line basis over the lease term.

# Notes

## forming part of the Consolidated Financial Statements for the year ended March 31, 2015

### j) Inventories

#### Inventories are valued as follows:

Raw Materials, Stores, Spares and Packing Materials, Traded Goods and work in progress	At the lower of cost and net realizable value. The cost for this purpose has been computed on FIFO basis.
Material in process	Lower of cost and net realizable value. Cost includes direct materials and labour and a proportion of manufacturing overheads, computed on FIFO basis.

Net realizable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and to make the sale.

### k) Investments

Investments which are readily realizable and intended to be held for not more than one year from the date on which such investments are made, are classified as current investments. All other investments are classified as long-term investments.

On initial recognition, all investments are measured at cost. The cost comprises purchase price and directly attributable acquisition charges such as brokerage, fees and duties.

Current investments are carried in the financial statement at lower of cost and fair value determined on an individual investment basis. Long-term investments are carried at cost. However, provision for diminution in value is made to recognize a decline other than temporary in the value of the investments.

On disposal of an investment, the difference between its carrying amount and net disposal proceeds is charged or credited to the statement of profit and loss.

### l) Revenue Recognition

Revenue is recognised to the extent that it is probable that the economic benefits will flow to the group and the revenue can be reliably measured.

#### *Sale of Goods*

Revenue from the sale of goods is recognised upon passage of title to the customers which coincides with their delivery. The group collects sales taxes and value added taxes (VAT) on behalf of the government and, therefore, these are not economic benefits flowing to the group. Hence, they are excluded from revenue.

#### *Interest*

Revenue is recognised on a time proportion basis taking into account the amount outstanding and the rate applicable.

#### *Dividends*

Revenue is recognized when the right to receive the payment is established by the balance sheet date.

#### *Franchisee Fee (Sub franchisee income)*

Revenue is recognized on accrual basis in accordance with the terms of the relevant agreement, if there is significant certainty as to its collectability.

### m) Foreign Currency Translation

#### *Foreign currency transactions*

#### (i) Initial Recognition

Foreign currency transactions are recorded in the reporting currency, by applying to the foreign currency amount the exchange rate between the reporting currency and the foreign currency on the date of the transaction.

#### (ii) Conversion

Foreign currency monetary items are reported using the closing rate. Non-monetary items which are carried in terms of historical cost denominated in a foreign currency are reported using the exchange rate at the date of the transaction.

#### (iii) Exchange Differences

Exchange differences arising on the settlement of monetary items, or on reporting such monetary items of company at rates different from those at which they were initially recorded during the year, or reported in previous financial statements, are recognized as income or as expenses in the year in which they arise.

#### **Translation of integral and non-integral foreign operation**

The company classifies all its foreign operations as non-integral foreign operations.

The assets and liabilities of a non-integral foreign operation are translated into the reporting currency at the exchange rate prevailing at the reporting date. Their statement of profit and loss are translated at exchange rates prevailing at the dates of transactions or weighted average weekly rates, where such rates approximate the exchange rate at the date of transaction. The exchange differences arising on translation are accumulated in the foreign currency translation

# Notes

## forming part of the Consolidated Financial Statements for the year ended March 31, 2015

reserve. On disposal of a non-integral foreign operation, the accumulated foreign currency translation reserve relating to that foreign operation is recognized in the statement of profit and loss.

### n) Retirement and other employment Benefits

(i) Gratuity liability under the Payment of Gratuity Act is a defined benefit obligation and is provided for on the basis of an actuarial valuation on projected unit credit method made at the end of each financial year. The gratuity plan has been funded by policy taken from a Life Insurance Company. Actuarial gains and losses for defined benefit plan are recognized in full in the period in which they occur in the statement of profit and loss.

(ii) Provident Fund (administered by a Trust) is a defined benefit scheme whereby the Company deposits an amount determined as a fixed percentage of basic pay to the fund every month. The benefit vests upon commencement of employment. The interest credited to the accounts of the employees is adjusted on an annual basis to conform to the interest rate declared by the government for the Employees Provident Fund. The Guidance Note on implementing AS-15, Employee Benefits (revised 2005) states that provident funds set up by employers, which requires interest shortfall to be met by the employer, needs to be treated as defined benefit plan. The Actuarial Society of India has issued the final guidance for measurement of provident fund liabilities. The Company has adopted actuary valuation on projected unit credit method to arrive at provident fund liability as at the reporting date.

Retirement benefits in the form of pension cost is a defined contribution scheme and the contributions are charged to the Statement of profit and loss for the year when the contributions to the respective funds are incurred. There are no other obligations other than the contribution payable to the respective trusts.

(iii) Accumulated leave, which is expected to be utilized within the next 12 months, is treated as short-term employee benefit. The Company measures the expected cost of such absences as the additional amount that it expects to pay as a result of the unused entitlement that has accumulated at the reporting date.

The Company treats accumulated leave expected to be carried forward beyond twelve months, as long-term employee benefit for measurement purpose. Such long term compensated absences are provided for based on the actuarial valuation using the projected unit credit method at the year-end. Actuarial gains/losses are immediately taken to the statement of profit and loss, and are not deferred. The company presents the entire leave as a current liability in the balance sheet, since it does not have an unconditional right to defer its settlement for 12 months after the reporting date.

(iv) Actuarial gains/losses are immediately taken to statement of profit and loss and are not deferred.

### o) Income Tax

#### Tax expense comprises of current & deferred tax.

Current income tax is measured at the amount expected to be paid to the tax authorities in accordance with the Indian Income Tax Act, 1961. Deferred income taxes reflects the impact of current year timing differences between taxable income and accounting income for the year and reversal of timing differences of earlier years.

Deferred tax is measured based on the tax rates and the tax laws enacted or substantively enacted at the balance sheet date. Deferred tax assets are recognised only to the extent that there is reasonable certainty that sufficient future taxable income will be available, against which such deferred tax assets can be realised. If the Company has carry forward of unabsorbed depreciation and tax losses, deferred tax assets are recognized only if there is virtual certainty supported by convincing evidence that such deferred tax assets can be realized against future taxable profits.

Unrecognised deferred tax assets of earlier years are reassessed and recognized to the extent that it has become reasonably certain or virtually certain, as the case may be that sufficient future taxable income will be available, against which such deferred tax assets can be realized.

Deferred tax assets and deferred tax liabilities are offset, if a legally enforceable right exists to set-off current tax assets against current tax liabilities and the deferred tax assets and deferred taxes relate to the same taxable entity and the same taxation authority.

# Notes

## forming part of the Consolidated Financial Statements for the year ended March 31, 2015

### p) Earnings Per Share

Basic earnings per share is calculated by dividing the net profit or loss for the year attributable to equity shareholders by the weighted average number of equity shares outstanding during the year.

For the purpose of calculating diluted earning per share, the net profit or loss for the year attributable to equity shareholders and the weighted average number of shares outstanding during the year are adjusted for the effects of all dilutive potential equity shares.

### q) Provisions

A provision is recognised when the group has a present obligation as a result of past event and it is probable that an outflow of resources will be required to settle the obligation, in respect of which a reliable estimate can be made. Provisions are not discounted to its present value and are determined based on best management estimate required to settle the obligation at the balance sheet date. These are reviewed at each Balance Sheet date and adjusted to reflect the current best management estimates.

### r) Segment Reporting Policies

As the Company's business activity primarily falls within a single business segment, thus there are no additional disclosures to be provided under Accounting Standard 17 – 'Segment Reporting'. The management considers that the various goods and services provided by the Company constitutes single business segment, since the risk and rewards from these services are not different from one another. The Company's operating businesses are organized and managed separately according to the nature of products and services provided, with each segment representing a strategic business unit that offers different products and serves different markets.

The analysis of geographical segments is based on geographical location of the customers.

The geographical segments considered for disclosure are as follows:

- Sales within India include sales to customers located within India
- Sales outside India include sales to customers located outside India

### s) Cash Flow Statement

Cash flows are reported using indirect method, whereby profit before tax is adjusted for the effects transactions of a non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from regular revenue generating, financing and investing activities of the group are segregated. Cash and cash equivalents in the cash flow comprise cash at bank, cash/cheques in hand and short-term investments with an original maturity of three months or less.

### t) Employee Stock Compensation Cost

The group accounts for equity settled stock options as per the accounting treatment prescribed by Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 and the Guidance Note on employee share-based payment issued by the Institute of Chartered Accountants of India using the intrinsic value method.

### u) Contingent liabilities

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the group or a present obligation that is not recognized because it is not probable that an outflow of resources will be required to settle the obligation. A contingent liability also arises in extremely rare cases where there is a liability that cannot be recognized because it cannot be measured reliably. The group does not recognize a contingent liability but discloses its existence in the financial statements.

## Notes

forming part of the Consolidated Financial Statements for the year ended March 31, 2015

(₹ in Lakh)

Particulars	As at March 31, 2015	As at March 31, 2014
<b>3. SHARE CAPITAL</b>		
<b>Authorised Shares</b>		
80,000,000 (PY 80,000,000) equity shares of ₹ 10 each.	8,000.00	8,000.00
<b>Issued, subscribed and fully paid -up shares</b>		
65,569,790 (PY 65,439,030) equity shares of ₹ 10 each fully paid-up	6,556.98	6,543.90
<b>TOTAL</b>	<b>6,556.98</b>	<b>6,543.90</b>

**(a) Reconciliation of the shares outstanding at the beginning and at the end of the reporting period**

Particulars	As at March 31, 2015		As at March 31, 2014	
	No. of shares (In Lakh)	Amount (₹ In Lakh)	No. of shares (In Lakh)	Amount (₹ In Lakh)
As at beginning of the year	654.39	6,543.90	652.83	6,528.34
Add: Issued during the year	-	-	-	-
Add: Issued during the year - ESOP	1.31	13.08	1.56	15.56
<b>Outstanding at the end of the year</b>	<b>655.70</b>	<b>6,556.98</b>	<b>654.39</b>	<b>6,543.90</b>

**(b) Terms/rights attached to equity shares**

The company has only one class of equity shares having par value of ₹ 10 per share. Each holder of equity shares is entitled to one vote per share. In the event of liquidation of the company, the holders of equity shares will be entitled to receive remaining assets of the company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

**(c) Shares held by holding/ultimate holding Company and/or their subsidiaries/associates**

No shares are held by the subsidiary of the Company. The Company does not have holding, ultimate holding company and associates.

**(d) Details of shareholders holding more than 5% shares in the Company**

Particulars	As at March 31, 2015		As at March 31, 2014	
	No. of shares (In Lakh)	% age	No. of shares (In Lakh)	% age
<b>Equity shares of ₹ 10 each fully paid up</b>				
Jubilant Enpro Private Limited	320.23	48.84%	320.23	48.94%
Copthall Mauritius Investment Limited	26.94	4.11%	41.32	6.31%

**(e) Shares reserved for issue under options**

For details of shares reserved for issue under the Employee Stock Option Plan (ESOP) of the company, please refer note 28.

# Notes

forming part of the Consolidated Financial Statements for the year ended March 31, 2015

## 4. RESERVES & SURPLUS

(₹ in Lakh)

Particulars	As at March 31, 2015	As at March 31, 2014
<b>Securities Premium Reserve:</b>		
Balance as per last financial statements	9,978.25	9,848.16
Add: Premium on issue of equity shares	184.09	130.09
<b>Closing Balance (A)</b>	<b>10,162.34</b>	<b>9,978.25</b>
<b>Surplus/(deficit) in the statement of profit and loss</b>		
Balance as per last financial statements	38,406.58	26,582.38
Add: Profit for the year	11,108.27	11,824.20
Less: Reassessment of useful life on applicability of Schedule II of Companies Act, 2013 (net of deferred tax of ₹ 62.85 Lakh)	121.34	
<b>Net surplus in the statement of profit &amp; loss</b>	<b>49,393.51</b>	<b>38,406.58</b>
<b>Less: Appropriations</b>		
Proposed final equity dividend (amount per share ₹ 2.5)	1,361.98	-
Tax on proposed equity dividend	277.27	-
<b>Total</b>	<b>1,639.25</b>	<b>-</b>
<b>Net surplus in the statement of profit &amp; loss account (B)</b>	<b>47,754.26</b>	<b>38,406.58</b>
<b>Employee Stock Options Outstanding *</b>		
<b>Foreign Currency Translation Reserve</b>		
Balance as per last financial statements	74.16	17.67
Add:- Additions/(Adjustments) during the year	58.47	56.49
<b>Foreign Currency Translation Reserve (C)</b>	<b>132.63</b>	<b>74.16</b>
<b>TOTAL (A+B+C)</b>	<b>58,049.23</b>	<b>48,458.99</b>

\* The outstanding options under the ESOP Plan 2007 at the end of year are 261,967 (PY 371,547) & outstanding options under the ESOP Scheme 2011 at the end of year are 746,602 (PY 657,840) (Refer note 28)

## 5. SHARE APPLICATION MONEY PENDING ALLOTMENT

Share application money pending allotment represents application received from employees on exercise of stock options granted and vested under the ESOP Plan 2011.

Particulars	As at March 31, 2015		As at March 31, 2014	
	No. of shares (In Lakh)	Amount (₹ In Lakh)	No. of shares (In Lakh)	Amount (₹ In Lakh)
Equity shares of ₹ 10 each proposed to be issued	0.01	0.14	0.05	0.50
Total Amount of security premium.	-	12.83	-	1.25
	<b>0.01</b>	<b>12.97</b>	<b>0.05</b>	<b>1.75</b>

The equity shares are expected to be allotted against the share application money within a reasonable period, not later than sixty days from the Balance Sheet date. As mentioned in note no 3, the Company has sufficient authorized share capital to cover the share capital amount on allotment of shares out of share application money

(₹ in Lakh)

Particulars	As at March 31, 2015	As at March 31, 2014
<b>6. OTHER LONG TERM LIABILITIES</b>		
Trade Payables	1,304.18	878.95
<b>Others</b>		
Security deposits	13.00	13.00
<b>TOTAL</b>	<b>1,317.18</b>	<b>891.95</b>

# Notes

forming part of the Consolidated Financial Statements for the year ended March 31, 2015

(₹ in Lakh)

Particulars	As at March 31, 2015	As at March 31, 2014
<b>7. DEFERRED TAX ASSETS/LIABILITY</b>		
<b>Deferred tax liability:</b>		
Fixed assets: Impact of difference between tax depreciation and depreciation/ amortisation charged for financial reporting	7,309.75	4,834.64
<b>Gross deferred tax liability (A)</b>	<b>7,309.75</b>	<b>4,834.64</b>
<b>Deferred tax assets:</b>		
Impact of expenditure charged to statement of profit & loss in the current year/earlier years but allowable for tax purposes on payment basis	1,393.69	975.77
Other temporary disallowances	139.01	113.22
<b>Gross deferred tax asset (B)</b>	<b>1,532.70</b>	<b>1,088.99</b>
<b>Net deferred tax liabilities (Refer Note 34) (A-B)</b>	<b>5,777.05</b>	<b>3,745.65</b>
<b>8. TRADE PAYABLES</b>		
Sundry Creditors for goods and services (Refer note 33 for details of dues to micro and small enterprises)	24,242.53	17,374.09
<b>TOTAL</b>	<b>24,242.53</b>	<b>17,374.09</b>
<b>9. OTHER CURRENT LIABILITIES</b>		
Security deposits	47.88	82.38
Unearned Income	621.59	88.81
Book overdraft	1,436.20	1,460.60
Investor Education and Protection Fund shall be credited by following amounts (as and when due)		
- Application money received for allotment of securities and due for refund and interest thereon	0.29	0.29
<b>Others</b>		
Payables in respect of capital goods	4,069.06	4,053.31
Statutory dues	2,286.37	2,348.80
<b>TOTAL</b>	<b>8,461.39</b>	<b>8,034.19</b>
<b>10. SHORT TERM PROVISIONS</b>		
<b>Provision for employee benefits</b>		
- Gratuity (Refer Note 31)	213.03	186.64
- Leave benefits	983.54	720.88
<b>Others provisions</b>		
Provision for Income Tax ( net of advance income tax )	148.02	169.76
Proposed equity dividend	1,361.98	-
Provision for tax on proposed equity dividend	277.27	-
Provision for VAT liability (Refer Note 27)	69.45	69.45
<b>TOTAL</b>	<b>3,053.29</b>	<b>1,146.73</b>

# Notes

forming part of the Consolidated Financial Statements for the year ended March 31, 2015

Particulars	Gross Block				Depreciation / Amortisation				Net Block		
	As at April 1, 2014	Addition during the year	Deletions during the year	Forex Translation Adjustment	As at March 31, 2015	Trsf from General Reserve	For the Year	Deletions during the year	Forex Translation Adjustment	As at March 31, 2015	As at March 31, 2014
<b>11. FIXED ASSETS</b>											
<b>TANGIBLE ASSETS</b>											
Freehold Land	3.41	-	-	-	3.41	-	-	-	-	3.41	3.41
Leasehold Land	-	3,396.49	-	-	3,396.49	-	20.02	-	-	3,376.47	-
Leasehold Improvements	27,488.72	8,815.45	145.29	26.60	36,185.48	-	3,603.75	120.03	5.20	24,969.24	19,763.40
Plant & Machinery	37,581.33	11,747.97	1,789.97	24.25	47,563.58	184.20	4,295.57	1,623.29	4.34	33,476.42	26,354.99
Office Equipment	1,254.37	1,201.64	141.11	0.62	2,442.52	-	274.32	13.47	0.11	1,776.10	848.91
Furniture & Fixtures	6,311.11	2,411.76	31.53	5.38	8,696.72	-	810.90	278.4	1.08	3,820.35	3,274.90
Vehicles	5,431.77	729.17	186.79	2.54	5,976.69	-	624.42	159.99	0.85	2,956.29	2,856.66
<b>Total A</b>	<b>77,870.71</b>	<b>28,300.48</b>	<b>2,167.69</b>	<b>59.39</b>	<b>104,062.89</b>	<b>184.20</b>	<b>9,628.98</b>	<b>1,944.62</b>	<b>11.58</b>	<b>71,414.30</b>	<b>53,102.27</b>
<b>INTANGIBLE ASSETS</b>											
Store Opening Fees & Territory Fees	2,374.79	624.47	-	0.94	3,000.20	-	380.84	-	0.23	1,686.73	1,442.38
Software	404.30	636.57	-	-	1,040.87	-	101.96	-	-	626.49	91.88
<b>Total B</b>	<b>2,779.09</b>	<b>1,261.04</b>	<b>-</b>	<b>0.94</b>	<b>4,041.07</b>	<b>-</b>	<b>482.80</b>	<b>-</b>	<b>0.23</b>	<b>2,313.22</b>	<b>1,534.26</b>
<b>TOTAL (A+B)</b>	<b>80,649.80</b>	<b>29,561.52</b>	<b>2,167.69</b>	<b>60.33</b>	<b>108,103.96</b>	<b>184.20</b>	<b>10,111.77</b>	<b>1,944.62</b>	<b>11.81</b>	<b>73,727.52</b>	<b>54,636.53</b>
<b>Particulars</b>	<b>As at April 1, 2013</b>	<b>Addition during the year</b>	<b>Deletions during the year</b>	<b>Forex Translation Adjustment</b>	<b>As at March 31, 2014</b>	<b>Trsf from General Reserve</b>	<b>For the Year</b>	<b>Deletions during the year</b>	<b>Forex Translation Adjustment</b>	<b>As at March 31, 2014</b>	<b>As at March 31, 2013</b>
<b>TANGIBLE ASSETS</b>											
Freehold Land	3.41	-	-	-	3.41	-	-	-	-	3.41	3.41
Leasehold Improvements	19,243.53	8,277.89	79.60	(46.90)	27,488.72	-	2,577.07	66.25	2.59	19,763.40	14,031.62
Plant & Machinery	27,401.16	10,127.50	1,730.1	(25.69)	37,381.33	-	3,037.77	114.64	0.76	26,354.99	19,302.41
Office Equipment	835.95	423.06	2.15	0.49	1,254.37	-	158.55	1.54	0.14	848.91	585.64
Furniture & Fixtures	4,209.24	2,108.09	9.85	(3.63)	6,311.11	-	991.79	8.37	(0.52)	3,274.90	2,155.93
Vehicles	4,249.70	1,386.65	206.98	(2.40)	5,431.77	-	766.22	192.27	(1.86)	2,856.66	2,246.68
<b>Total A</b>	<b>55,940.99</b>	<b>22,323.19</b>	<b>471.59</b>	<b>(78.13)</b>	<b>77,870.71</b>	<b>-</b>	<b>7,551.40</b>	<b>383.07</b>	<b>1.11</b>	<b>24,768.44</b>	<b>38,325.69</b>
<b>INTANGIBLE ASSETS</b>											
Store Opening Fees & Territory Fees	1,806.61	567.28	-	(0.89)	2,374.79	-	265.60	-	0.08	1,442.38	1,139.88
Software	275.12	129.18	-	-	404.30	-	75.45	-	-	312.42	381.5
<b>Total B</b>	<b>2,081.73</b>	<b>696.46</b>	<b>-</b>	<b>(0.89)</b>	<b>2,779.09</b>	<b>-</b>	<b>341.05</b>	<b>-</b>	<b>0.08</b>	<b>1,244.83</b>	<b>1,178.03</b>
<b>Previous Year TOTAL (A+B)</b>	<b>58,022.72</b>	<b>23,019.65</b>	<b>471.59</b>	<b>(79.02)</b>	<b>80,649.80</b>	<b>-</b>	<b>7,872.45</b>	<b>383.07</b>	<b>1.19</b>	<b>26,013.27</b>	<b>39,503.72</b>

## Notes

forming part of the Consolidated Financial Statements for the year ended March 31, 2015

Particulars	Current	
	As at March 31, 2015	As at March 31, 2014
<b>12. INVESTMENTS</b>		
<b>Other than Trade investments (Valued at lower of cost and market value)</b>		
<b>Investments in Mutual Funds (Unquoted)</b>		
<b>Reliance Money Manager Fund-Daily Dividend Plan-LPID</b>		
392,363.5680 units (Previous Year 125,036.1690 Units) of ₹ 1002.7641 (Previous Year ₹ 1002.0864) each in Reliance Money Manager Fund-Daily Dividend Plan-LPID	3,929.14	1,252.19
<b>Reliance Dynamic Bond Fund-Growth Plan - Growth Option</b>		
NIL Units (Previous Year 7,333,035.938 Units) of ₹ NIL (Previous Year ₹ 16.4408 ) each in Reliance Dynamic Bond Fund-Growth Plan - Growth Option	-	1,200.00
<b>HDFC Cash Management Fund - Treasury Advantage Plan - Wholesale - Daily Dividend - Reinvestment</b>		
NIL Units (Previous Year 28,987,250.296 Units) of ₹ NIL (Previous Year ₹ 10.0315) each In HDFC Cash Management Fund - Treasury Advantage Plan - Wholesale- Daily Reinvest	-	2,907.86
<b>HDFC Cash Management Fund - Treasury Advantage Plan - Retail - Daily Dividend -</b>		
12,238.0501 Units (Previous Year NIL) of ₹ 10.0315 (Previous Year ₹ NIL) each In HDFC Cash Management Fund - Treasury Advantage Plan - Retail - Daily Dividend	1,227.66	-
<b>Birla Sun Life Cash Manager - Daily Dividend - Regular Plan</b>		
1,499,450.8090 Units (Previous Year 4,002,766.963) of ₹ 100.4533 (Previous Year ₹ 100.4264) each In Birla Sunlife Cash Manager - Daily Dividend - Regular Plan	1,504.37	4,014.51
<b>ICICI Prudential Savings Fund- Regular Plan- Daily Dividend-Dividend Reinvestment</b>		
796,040.9370 Units (Previous Year NIL) of ₹ 100.7372 (Previous Year ₹ NIL) each In ICICI Prudential Savings Fund- Regular Plan- Daily Dividend-Dividend Reinvestment	800.00	-
<b>TOTAL</b>	<b>7,461.17</b>	<b>9,374.56</b>
Aggregate amount of unquoted investments at cost	7,461.17	9,374.56
Aggregate amount of unquoted investments at market value (At respective net asset values of mutual fund)	7,470.30	9,386.27
Aggregate amount of unquoted investments	-	-

# Notes

forming part of the Consolidated Financial Statements for the year ended March 31, 2015

(₹ in Lakh)

Particulars	As at March 31, 2015	As at March 31, 2014
<b>13. LONG TERM LOANS &amp; ADVANCES</b>		
(Unsecured, considered good unless stated otherwise)		
<b>Capital Advances</b>		
- Considered good	484.09	1,215.95
- Considered doubtful	49.53	49.53
	<b>533.62</b>	<b>1,265.48</b>
Less: Provision for doubtful deposits	(49.53)	(49.53)
	<b>484.09</b>	<b>1,215.95</b>
Advances recoverable in cash or in kind or value to be received	-	4.49
<b>Security and other deposits:</b>		
- Considered good	11,419.25	9,205.33
- Considered doubtful	74.54	74.54
	<b>11,493.79</b>	<b>9,279.87</b>
Less: Provision for doubtful deposits	(74.54)	(74.54)
	<b>11,419.25</b>	<b>9,205.33</b>
<b>Other loans &amp; advances</b>		
Advance tax (Net of provision for tax)	337.54	345.73
MAT credit entitlement	497.67	-
<b>TOTAL</b>	<b>12,738.55</b>	<b>10,771.50</b>
<b>14. OTHER NON CURRENT ASSETS</b>		
<b>Balance with Bank:</b>		
Deposits with original maturity of more than 12 months	203.88	41.60
<b>TOTAL</b>	<b>203.88</b>	<b>41.60</b>
[Fixed deposits receipts aggregating to ₹ 100.09 Lakh (PY ₹ 34.93 Lakh) are pledged with government authorities]		
<b>15. INVENTORIES</b>		
(valued at lower of cost and net realisable value)		
Traded Goods {including Material in Transit ₹ 36.48 Lakh (Previous year ₹ Nil)}	356.43	285.76
Raw Materials {including Material in Transit ₹ 254.13 Lakh (Previous year ₹ 75.81 Lakh)}	2,831.11	2,106.24
Stores, Spares and Packing Materials	1,094.10	875.31
Material in Process	52.17	40.68
<b>TOTAL</b>	<b>4,333.81</b>	<b>3,307.99</b>
<b>16. TRADE RECEIVABLES</b>		
(Unsecured, considered good unless stated otherwise)		
Outstanding for a period exceeding six months from the date they are due for payment	2.50	0.70
Other Debts	1,184.11	903.23
<b>TOTAL</b>	<b>1,186.61</b>	<b>903.93</b>

# Notes

forming part of the Consolidated Financial Statements for the year ended March 31, 2015

(₹ in Lakh)

Particulars	As at March 31, 2015	As at March 31, 2014
<b>17. CASH AND BANK BALANCES</b>		
<b>Cash and cash equivalents</b>		
Cash in hand	888.16	1,471.56
Cheques in hand	1.73	7.12
<b>Balances with Scheduled banks in:</b>		
- Current accounts*	2,153.16	817.79
* Includes ₹ 0.29 Lakh (Previous year ₹ 0.29 Lakh) for IPO Refund Account and is restrictive in nature.		
- Deposits with original maturity of less than 3 months	847.54	125.84
<b>TOTAL (A)</b>	<b>3,890.59</b>	<b>2,422.31</b>
<b>Other bank balances</b>		
<b>Deposits with original maturity for more than 12 months</b>		
Deposits with original maturity for more than 12 months	103.79	6.67
Deposits pledged with government authorities	100.09	34.93
Less: Amount disclosed under non-current assets (refer note 14)	(203.88)	(41.60)
[Fixed deposits aggregating to ₹ 100.09 Lakh (PY ₹ 34.93 Lakh) are pledged with government authorities]		
<b>TOTAL (B)</b>	<b>-</b>	<b>-</b>
<b>TOTAL (A+ B)</b>	<b>3,890.59</b>	<b>2,422.31</b>
<b>18. SHORT TERM LOANS AND ADVANCES</b>		
(Unsecured, considered good unless stated otherwise)		
Advances recoverable in cash or in kind or value to be received:		
- Considered good	1,539.53	2,586.81
- Considered doubtful	186.82	118.83
	<b>1,726.35</b>	<b>2,705.64</b>
Less: Provision for doubtful advances	(186.82)	(118.83)
	<b>1,539.53</b>	<b>2,586.81</b>
Service Tax recoverable	378.05	172.62
<b>TOTAL</b>	<b>1,917.58</b>	<b>2,759.43</b>
<b>19. OTHER CURRENT ASSETS</b>		
Insurance claim recoverable	22.75	14.54
Others	-	0.60
<b>TOTAL</b>	<b>22.75</b>	<b>15.14</b>

# Notes

forming part of the Consolidated Financial Statements for the year ended March 31, 2015

(₹ in Lakh)

Particulars	Year Ended March 31, 2015	Year Ended March 31, 2014
<b>20. REVENUE FROM OPERATIONS</b>		
<b>Sale of products:</b>		
Manufactured goods	190,188.34	157,910.07
Traded goods	19,050.62	15,690.65
<b>Other operating income:</b>		
Sub-franchisee Income	37.18	30.21
<b>Revenue from operation</b>	<b>209,276.14</b>	<b>173,630.93</b>
<b>Details of products sold:</b>		
<b>Manufactured goods sold</b>		
Pizza	155,816.54	130,632.19
Others	34,371.80	27,277.88
<b>TOTAL</b>	<b>190,188.34</b>	<b>157,910.07</b>
<b>Traded goods sold</b>		
Beverages	9,117.92	6,981.30
Dessert	6,674.89	5,864.63
Dips	2,492.06	2,471.70
Others	765.75	373.02
<b>TOTAL</b>	<b>19,050.62</b>	<b>15,690.65</b>
<b>21. OTHER INCOME</b>		
<b>Interest Received</b>		
- Bank deposits	24.58	64.45
Profit on sale of current investments (net) other than trade	50.55	-
Dividend income from current investments- other than trade	578.96	782.38
Miscellaneous income	98.31	92.61
<b>TOTAL</b>	<b>752.40</b>	<b>939.44</b>
<b>22. COST OF MATERIALS CONSUMED</b>		
Inventory at the beginning of the year	2,106.61	1,578.48
Add: Purchases during the year	46,140.83	39,270.73
	<b>48,247.44</b>	<b>40,849.21</b>
Less: Sales during the year	(127.46)	(108.22)
Less: Inventory at the end of the year {including Material in Transit ₹ 254.13 Lakh (Previous year ₹ 75.81 Lakh)}	(2,830.32)	(2,106.61)
Adjustment for fluctuation in exchange rate	0.25	3.55
<b>Cost of materials consumed</b>	<b>45,289.91</b>	<b>38,637.93</b>
<b>Details of raw materials consumed</b>		
Cheese	19,868.61	17,047.79
Others	25,421.30	21,590.14
<b>TOTAL</b>	<b>45,289.91</b>	<b>38,637.93</b>
<b>Details of Inventory</b>		
Cheese	1,192.99	870.61
<b>Others</b>	<b>1,637.33</b>	<b>1,236.00</b>
<b>TOTAL</b>	<b>2,830.32</b>	<b>2,106.61</b>

# Notes

forming part of the Consolidated Financial Statements for the year ended March 31, 2015

(₹ in Lakh)

Particulars	Year Ended March 31, 2015	Year Ended March 31, 2014
<b>23. (INCREASE)/ DECREASE IN INVENTORIES</b>		
<b>Opening Stock</b>		
Material in Process	40.68	33.12
Traded Goods	285.79	221.19
Adjustment for fluctuation in exchange rate	0.02	0.16
<b>TOTAL (A)</b>	<b>326.49</b>	<b>254.47</b>
<b>Less: Closing Stock</b>		
Closing Stock - Material in Progress	(52.17)	(40.68)
Closing Stock - Traded Goods	(356.43)	(285.79)
<b>TOTAL (B)</b>	<b>(408.60)</b>	<b>(326.47)</b>
<b>TOTAL (A-B)</b>	<b>(82.11)</b>	<b>(72.00)</b>
<b>Details of Purchase of traded goods</b>		
Prepackaged Beverages	4,661.55	4,204.30
Dessert	1,964.86	1,722.14
Dips	955.04	848.90
	<b>7,581.45</b>	<b>6,775.34</b>
<b>Details of (increase)/decrease in inventories</b>		
<b>Traded Goods:</b>		
Beverages	(51.03)	(7.40)
Dessert Including Material in Transit ₹ 36.48 Lakh (Previous year ₹ Nil)	(7.60)	(44.48)
Dips	(12.01)	(12.72)
Adjustment for fluctuation in exchange rate	0.02	0.16
<b>TOTAL (A)</b>	<b>(70.62)</b>	<b>(64.44)</b>
<b>Material in Process</b>	<b>Total (B)</b>	<b>(7.56)</b>
<b>(INCREASE)/ DECREASE IN INVENTORIES</b>	<b>(A+B)</b>	<b>(72.00)</b>
<b>Details of inventory at the end of the year</b>		
<b>Traded Goods:</b>		
Beverages	145.04	94.01
Dessert	146.14	138.54
Dips	65.25	53.24
<b>TOTAL</b>	<b>356.43</b>	<b>285.79</b>
<b>Material in Process</b>		
Dough	52.17	40.68
<b>TOTAL</b>	<b>52.17</b>	<b>40.68</b>
<b>24. EMPLOYEE BENEFIT EXPENSES</b>		
Salaries, Allowances & Bonus ( Refer note 32)	38,591.96	29,593.28
Gratuity (Refer note 31)	292.20	225.21
Contribution to Provident and Other Funds	2,898.03	2,318.18
Staff Welfare Expenses	2,644.19	1,971.09
	<b>44,426.38</b>	<b>34,107.76</b>

# Notes

forming part of the Consolidated Financial Statements for the year ended March 31, 2015

(₹ in Lakh)

Particulars	Year Ended March 31, 2015	Year Ended March 31, 2014
<b>25. OTHER EXPENSES</b>		
Stores Consumed	1,640.98	1,468.22
Packing Materials Consumed	7,914.48	7,117.32
Power & Fuel (Refer note 32)	12,364.02	10,450.59
Repairs - Plant and Machinery	1,456.67	932.51
Repairs - Others	2,599.97	1,811.77
Rent (Refer note c below) ( Refer note 32)	20,701.62	15,649.72
Rates and Taxes ( Refer note 32)	1,294.78	1,192.03
Insurance	236.51	162.20
Travelling and Conveyance	1,629.43	1,207.55
Freight & Delivery Expenses	6,135.08	5,289.26
Postage, Telephones and Telegrams	1,958.45	1,591.67
Legal and Professional Charges (Refer note b below)	1,602.63	785.86
Director's Sitting Fees	21.03	7.42
Franchisee Fee	6,805.43	5,634.21
Advertisement & Publicity Expenses (Refer note a below)	11,651.60	8,903.15
Sundry balances written off	10.26	-
Provision for Doubtful Debts and Advances	678.3	49.53
CSR Spend (Refer note 37)	69.05	-
Loss on disposal of fixed assets (net) (including provision)	139.80	36.11
Political Contribution (Refer note d below)	250.00	250.00
Miscellaneous Expenses( Refer note 32)	8,003.10	6,684.50
<b>TOTAL</b>	<b>86,552.72</b>	<b>69,223.62</b>

Notes:

- a) Advertisement and Publicity are net of amount received from business partner ₹ 726.08 Lakh (Previous Year ₹ 1,455.65 Lakh)  
b) Legal and Professional expenses include following expenses for payment to auditors

	Parent Company		Subsidiary	
	Year Ended March 31, 2015 (₹ In Lakh)	Year Ended March 31, 2014 (₹ In Lakh)	Year Ended March 31, 2015 (₹ In Lakh)	Year Ended March 31, 2014 (₹ In Lakh)
<b>As Auditor:</b>				
Audit fees	32.50	31.50	3.69	3.58
Tax Audit fees	5.00	5.00	0.69	-
Limited Review	22.50	19.50	-	-
Other Review	14.00	-	-	-
<b>Others:</b>				
Certification fees	2.50	2.50	0.47	0.27
Reimbursement of expenses	15.53	11.97	-	-

(Inclusive of service Tax on entire fee, net of cenvat credit)

- c) The stores and office premises are obtained on operating leases. The lease term is generally for 1-28 years and the same are generally renewable at the option of the lessee. The lease agreements have an escalation clause. There are no subleases and the leases are generally cancellable in nature. The aggregate lease rentals are charged as rent.

(₹ in Lakh)

d) Information in respect of Political contribution	Year Ended March 31, 2015 (₹ In Lakh)	Year Ended March 31, 2014 (₹ In Lakh)
Donation to Satya Electoral Trust	250.00	250.00

## Notes

forming part of the Consolidated Financial Statements for the year ended March 31, 2015

(All figures in Lakhs except EPS)

Particulars	Year Ended March 31, 2015	Year Ended March 31, 2014
<b>26. EARNING PER SHARE (EPS)</b>		
Net profit after tax for calculation of Basic and Diluted EPS	11,108.27	11,824.20
Weighted average number of equity shares for calculation of Basic EPS	655.07	653.66
Weighted average number of equity shares for calculation of Diluted EPS	658.46	657.97
Basic EPS (in ₹)	16.96	18.09
Diluted EPS (in ₹)	16.87	17.97
Nominal value per share (in ₹)	10.00	10.00
<b>Reconciliation of number of shares:</b>		
Weighted average number of equity shares for calculation of Basic EPS	655.07	653.66
Add: Weighted number of ESOP outstanding	3.39	4.31
Weighted average number of equity shares for calculation of Diluted EPS	658.46	657.97

### 27. CONTINGENT LIABILITY PROVIDED FOR:

(₹ in Lakh)

Particulars	Opening Balance	Additions	Utilisations	Closing Balance
<b>VAT cases</b>	69.45	-	-	69.45

### CONTINGENT LIABILITY NOT PROVIDED FOR:

(₹ in Lakh)

Particulars	March 31, 2015	March 31, 2014
Bank Guarantee executed in favour of Government authorities.	24.95	-
<b>Excise &amp; VAT cases</b>		
Tax demand for Excise Duty contested by the Company where the Company is confident that the ultimate decision will be in favour of the Company. It is expected that there will not be any outflow of economic resources embodying economic benefits. Hence, no provision is considered necessary against the same.	2.51	2.51
VAT Liability on Service Tax pending at Haryana Tax Tribunal, Chandigarh and at Appellate Authority- II Commercial Tax, Jaipur.	58.16	-
<b>Income Tax cases</b>		
The High Court dismissed the appeal filed by Assessing Officer against the order of ITAT for AY 2003-04 & 2005-06 and the Assessing Officer has passed favourable orders in respect of the matter referred back by ITAT to Assessing officer. It is expected that there will not be any outflow of economic resources embodying economic benefits. Hence, no provision is considered necessary against the same.	-	10.36
The ITAT has passed favourable order except for few grounds which are referred back to the books of AO for the AY 2006-07 to 2009-10. It is expected that there will not be any outflow of economic resources embodying economic benefits. Hence, no provision is considered necessary against the same.	57.67	56.64
The Company has filed an appeal before the CIT(A) against the Penalty order from AY 2007-08 to AY 2009-10. It is expected that there will not be any outflow of economic resources embodying economic benefits. Hence, no provision is considered necessary against the same.	8.20	4.94
Assessing officer has passed unfavourable order pertaining to the AY 2010-11 and 2011-12. The Company has filed appeal before CIT(A) against the order of the department.	31.17	30.61
Based on the legal opinions taken and inconsistencies in various Assessment Orders of AO coupled with the fact that the Company has already won the appeals made to CIT(A), it is expected that there will not be any outflow of economic resources embodying economic benefits. Hence, no provision is considered necessary against the same.	-	-
<b>Other Legal Cases</b>		
The Company has pending claims with regards to Consumer cases pending at District Consumer forum ₹ 4.05 Lakh (previous year ₹ 4.05 Lakh), Food Safety Cases ₹ 7.1 Lakh (previous year ₹ 7.1 Lakh), Labour cases ₹ 62.34 Lakh (previous year ₹ 62.34 Lakh), PFA cases ₹ 0.60 Lakh (previous year ₹ 0.60 Lakh), accident claim case ₹ 2 Lakh and other civil case with regards to lease agreements of ₹ 30 Lakh.	106.09	106.09

# Notes

## forming part of the Consolidated Financial Statements for the year ended March 31, 2015

### 28. EMPLOYEE STOCK OPTION PLAN

For the financial year ended March 31, 2015, the following schemes were in operation:

- Employees Stock Option Plan, 2007 (ESOP 2007); and
- JFL Employees Stock Option Scheme, 2011 (ESOP 2011).

	ESOP 2007					ESOP 2011				
Date of grant	April 1, 2007	April 1, 2008	April 1, 2009	September 29, 2009	October 5, 2009	October 5, 2011	December 14, 2012	November 11, 2013	December 8, 2014	
Date of Board Approval	March 23, 2007					July 12, 2011				
Date of Shareholder's approval	August 6, 2007					August 20, 2011				
Date of Last Modification	September 3, 2009					August 8, 2013				
Number of options granted	1,800,340	355,800	152,000	277,960	45,000	2,32,500	2,02,050	278,500	167,300	
Method of Settlement (Cash/Equity)	Equity					Equity				
Vesting Period	5 years					3 years				
Exercise Period	9 years from first vesting date					7 years from first vesting date				
Vesting Conditions	\$					#				

\$ The vesting takes place on staggered basis over the respective vesting period.

# Vesting of options is a function of achievement of performance criteria or any other criteria as specified by the Compensation Committee and communicated in the grant letter. Further, the vesting takes place on staggered basis over the respective vesting period.

The details of activity under the Plan have been summarized below:

Particulars	ESOP 2007				ESOP 2011			
	Year ended March 31, 2015		Year ended March 31, 2014		Year ended March 31, 2015		Year ended March 31, 2014	
	Number of options	Exercise Price (₹)						
Outstanding at the beginning of the year	186,364	73	287,464	73	193,115	669	212,810	669
	58,500	51	89,500	51	187,625	1,326	199,100	1,326
	126,683	35	147,683	35	277,100	1,260		
Granted during the year	NIL	NIL	NIL	NIL	167,300	1,405	278,500	1,260
Forfeited during the year ^	NIL	NIL	NIL	NIL	17,870	669	12,155	669
					15,133	1,326	11,475	1,326
					27,920	1,260	1,400	1,260
Exercised during the year	103,580	73	101,100	73	##15,530	669	7,540	669
	NIL	51	31,000	51	##765	1,326		
	6,000	35	#21000	35	##1,320	1,260		
Expired during the year	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Outstanding at the end of the year	82,784	73	186,364	73	159,715	669	193,115	669
	58,500	51	58,500	51	171,727	1,326	187,625	1,326
	120,683	35	126,683	35	247,860	1,260	277,100	1,260
					167,300	1,405		
Exercisable at the end of the year	82,784	73	43,876	73	159,715	669	86,365	669
	58,500	51	58,500	51	63,329	1,326	33,585	1,326
	120,683	35	126,683	35	32,120	1,260	NIL	1,260
					NIL	1,405	-	-
Remaining Contractual Life	* Refer Note below				* Refer Note below			

^ Forfeited options include vested options not exercised within the stipulated time prescribed under the respective ESOP schemes, vested/ unvested options forfeited in accordance with terms prescribed under the respective ESOP Schemes.

# Includes 5,000 options against which allotment of shares has not been made till March 31, 2014, ## Includes 220 options @ ₹. 1260/-, 315 options @ ₹ 1326/-, 900 options @ ₹ 669/- exercised during the year but pending allotment.

## Notes

### forming part of the Consolidated Financial Statements for the year ended March 31, 2015

\* Note: Remaining Contractual Life as on March 31, 2015, is set forth below:

Date of grant	ESOP 2007					ESOP 2011			
	April 1, 2007	April 1, 2008	April 1, 2009	September 29, 2009	October 5, 2009	October 5, 2011	December 14, 2012	November 11, 2013	December 8, 2014
As on March 31, 2015	1 year and 2 years	3 years	4 years	4 years 5 months 28 days	4 years 6 months 4 days	4 years 6 month 4 days	5 years 8 months 13 days	6 years 7 months 10 days	7 years 8 months 7 days
As on March 31, 2014	2 years and 3 years	4 years	5 years	5 years 5 months 28 days	5 years 6 months 4 days	5 years 6 months 4 days	6 years 8 months 13 days	7 years 7 months 10 days	N.A.

The Company has opted for intrinsic value method for valuation of options under both the ESOP Schemes.

During the year the weighted average market price of the company's share was ₹ 1,322.19 (Previous Year ₹ 1,125.84)

Under ESOP 2007, as the shares were not quoted on any stock exchange prior to grant of options by the Company, hence the fair value of its shares was determined on the basis of a valuation performed by a Category I Merchant Banker.

The Compensation Committee of the Company, on December 8, 2014, granted 167,300 options to eligible Employees/Directors of the Company and its subsidiary under ESOP 2011. Each option shall entitle the holder to acquire 1 equity share of ₹ 10 each fully paid up at ₹ 1,405/- being the market price as per SEBI guidelines.

Since the Fair Market Value of shares was less than/equal to the Exercise Price at the time of grant of options, therefore no accounting is required to be done consequent to grant of options.

The weighted average fair value of stock options granted pertaining to ESOP 2007 scheme was Nil (previous year Nil).

The weighted average fair value of stock options granted during the year pertaining to ESOP 2011 scheme is ₹ 433.97 (previous year ₹ 420.37)

For both the schemes, the black scholes valuation model has been used for computing the weighted average fair value considering the following inputs:

Assumptions	Unit	Employee Stock Option Plan - 2007					Employee Stock Option Plan - 2011				
Date of grant of Option		October 5, 2009	September 29, 2009	April 1, 2009	April 1, 2008	April 1, 2007	October 5, 2011	December 14, 2012	November 11, 2013	December 8, 2014	
Exercise price	Current year	₹ 73.00	73.00	73.00	51.00	35.00	669.00	1,326.00	1,260.00	1405.00	
	(Previous year)	₹ (73.00)	(73.00)	(73.00)	(51.00)	(35.00)	(669.00)	(1,326.00)	(1,260.00)	N.A.	
Weighted average share price	Current year	₹ 17.48	17.48	13.65	10.42	7.02	669.00	1,326.00	1,260.00	1405.00	
	(Previous year)	₹ (17.48)	(17.48)	(13.65)	(10.42)	(7.02)	(669.00)	(1,326.00)	(1,260.00)	N.A.	
Expected option life	Current year	No of Years 4 years 6 months 4 days	4 years 5 months 28 days	4 years	3 years	1 year and 3 years	4 years 6 months 4 days	5 years 8 months 13 days	6 years 7 months 10 days	7 years 8 months 7 days	
	(Previous year)	No of Years 5 years 6 months 4 days	5 years 5 months 28 days	5 years	4 years	2 years and 3 years	5 years 6 months 4 days	6 years 8 months 13 days	7 years 7 months 10 days	N.A.	
Volatility	Current year	% 11.62%	11.62%	12.45%	13.53%	12.18%	52.75%	34.38%	36.99%	32.04%	
	(Previous year)	% (11.62%)	(11.62%)	(12.45%)	(13.53%)	(12.18%)	(52.75%)	(34.38%)	(36.99%)	N.A.	
Risk free return	Current year	% 7.30%	7.30%	7.17%	7.83%	7.93%	8.45%	8.06%	9.05%	7.99%	
	(Previous year)	% (7.30%)	(7.30%)	(7.17%)	(7.83%)	(7.93%)	(8.45%)	(8.06%)	(9.05%)	N.A.	
Expected dividend Yield	Current year	% 0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	
	(Previous year)	% (0.00%)	(0.00%)	(0.00%)	(0.00%)	(0.00%)	(0.00%)	(0.00%)	(0.00%)	N.A.	

# Notes

## forming part of the Consolidated Financial Statements for the year ended March 31, 2015

The expected life of the stock is based on historical data and current market expectations and is not necessarily indicative of exercise patterns that may occur. The expected volatility reflects the assumption that the historical volatility over a period similar to the life of the options is indicative of future trends, which may also not necessarily be the actual outcome.

The Company measures the cost of ESOP using the intrinsic value method. Had the Company used the fair value method to determine compensation, its profit after tax and earning per share as reported would have changed to the amounts indicated below:

Particulars	(₹ in Lakh)	
	Year Ended March 31, 2015	Year Ended March 31, 2014
Profit after tax as reported	11,108.27	11,824.20
Add: ESOP cost using intrinsic value method	-	-
Less: ESOP cost using fair value method	729.45	845.88
<b>Proforma profit after tax</b>	<b>10,378.82</b>	<b>10,978.32</b>
<b>Earnings per share ( in ₹)</b>		
<b>Basic</b>		
-As reported	16.96	18.09
-As proforma	15.84	17.95
<b>Diluted</b>		
-As reported	16.87	17.97
-As proforma	15.76	17.83

### 29. Related Party Disclosure

- (i) The list of related parties as identified by the management is as under: (with whom transactions have occurred during the year).

Name of the Party	Relationship
Mr. Ajay Kaul (Whole time Director)/ Mr. Ravi Shanker Gupta (CFO) / Ms. Mona Aggarwal (Company Secretary)	Key Management Personnel (B)
Mr. Shyam S. Bhartia Mr. Hari S. Bhartia	Key Management Personnel (till December 23, 2013) /Individuals owning, directly or indirectly, an interest in the voting power of the Company that gives them significant influence over the Company (from 24th December 2013) (C)
Jubilant LifeSciences Limited Laxman Logistic Pvt. Ltd. HT Media Limited Jubilant Fresh Pvt Ltd. Jubilant Agri & Consumer Products Limited	Enterprises over which any person described above or their relative is able to exercise significant influence (D)

# Notes

forming part of the Consolidated Financial Statements for the year ended March 31, 2015

(i) Transactions with Related parties

Particulars	Subsidiary (A)		Enterprise over which any person described in (C) above or their relative is able to exercise significant influence. (D)		Key Management Personnel (B & C)			Individuals owning, directly or indirectly, an interest in the voting power of the Company that gives them significant influence over the Company (from 24th Dec 2013 onwards) (C)		Total	
	March 31, 2015	March 31, 2014	March 31, 2015	March 31, 2014	March 31, 2015	till Dec 23, 2013	March 31, 2014	March 31, 2014	March 31, 2015	March 31, 2014	
<b>A) Transactions</b>											
<b>Charges for services paid to</b>											
- HT Media Limited	-	-	187.53	242.38	-	-	-	-	187.53	242.38	
- Jubilant Life Sciences Limited	-	-	134.40	136.28	-	-	-	-	134.40	136.28	
- Jubilant Fresh Pvt Ltd.	-	-	1,164.54	609.42	-	-	-	-	1,164.54	609.42	
- The Hindustan Times Ltd.	-	-	8.51	-	-	-	-	-	8.51	-	
- Laxman Logistic Pvt. Ltd.	-	-	327.87	351.07	-	-	-	-	327.87	351.07	
- Jubilant Agri & Consumer Products Limited	-	-	16.42	2.87	-	-	-	-	16.42	2.87	
<b>Payment for capital items</b>											
- Jubilant Life Sciences Limited	-	-	2,422.96	605.74	-	-	-	-	2,422.96	605.74	
<b>Director's Sitting Fees</b>											
- Mr. Shyam S. Bhartia	-	-	2.75	-	-	0.67	-	0.22	2.75	0.89	
- Mr. Hari S. Bhartia	-	-	3.00	-	-	0.84	-	0.22	3.00	1.06	
<b>Remuneration to Key Management Personnel</b>											
- Mr. Ajay Kaul	-	-	-	-	303.37	-	336.51	-	303.37	336.51	
- Mr. Ravi Shanker Gupta	-	-	-	-	130.99	-	11702	-	130.99	11702	
- Ms. Mona Aggarwal	-	-	-	-	25.24	-	22.01	-	25.24	22.01	
<b>Allotment of Equity Shares*</b>											
<b>B) Balance outstanding (advance)/ payables as at the end of the year</b>											
<b>Charges for services</b>											
- HT Media Limited	-	-	16.82	20.46	-	-	-	-	16.82	20.46	
- Jubilant Life Sciences Limited (Advance)	-	-	-	(605.74)	-	-	-	-	-	(605.74)	
- Jubilant Life Sciences Limited (Payable)	-	-	18.75	89.29	-	-	-	-	18.75	89.29	
- Jubilant Fresh Pvt Ltd.	-	-	55.72	80.71	-	-	-	-	55.72	80.71	
- The Hindustan Times Ltd.	-	-	0.60	-	-	-	-	-	-	-	
- Laxman Logistic Pvt. Ltd.	-	-	20.47	23.05	-	-	-	-	20.47	23.05	
- Jubilant Agri & Consumer Products Limited	-	-	1.26	0.48	-	-	-	-	1.26	0.48	

\*During the year ended March 31, 2015, Key Management Personnel of the Company, was not allotted any equity shares (Previous year Nil) under Employees Stock Option Plan, 2007 ("ESOP 2007") or JFL Employees Stock Option Scheme, 2011 ("ESOP 2011") of the Company.

# Notes

## forming part of the Consolidated Financial Statements for the year ended March 31, 2015

### Notes:

1. No amount has been provided as doubtful debts or advances / written off or written back in the year in respect of debts due from/ to above related parties.
2. During the year ended March 31, 2015, 50,900 options at an exercise price of ₹ 1,405 per option & (Previous Year 44,900 options at an exercise price of ₹ 1,260 per option) were granted to Key Management Personnels, under ESOP 2011.
3. The status of stock options pending vesting/exercise, granted to Key Management Personnels are as below:

Mr. Ajay Kaul	Employee Stock Option Plan 2007		JFL Employees Stock Option Scheme 2011			
	₹ 51	₹ 73	₹ 669	₹ 1,326	₹ 1,260	₹ 1,405
<b>Exercise Price</b>	₹ 51	₹ 73	₹ 669	₹ 1,326	₹ 1,260	₹ 1,405
<b>As at March 31, 2015</b>	55,000	37,500	50,000	29,000	30,400	36,900
<b>As at March 31, 2014</b>	55,000	37,500	50,000	29,000	30,400	-

Mr. Ravi Shanker Gupta	Employee Stock Option Plan 2007			JFL Employees Stock Option Scheme 2011			
	₹ 35	₹ 51	₹ 73	₹ 669	₹ 1,326	₹ 1,260	₹ 1,405
<b>Exercise Price</b>	₹ 35	₹ 51	₹ 73	₹ 669	₹ 1,326	₹ 1,260	₹ 1,405
<b>As at March 31, 2015</b>	31,612	-	25,164	17,200	12,600	12,300	10,650
<b>As at March 31, 2014</b>	31,612	-	25,164	17,200	12,600	12,300	-

Ms. Mona Aggarwal	Employee Stock Option Plan 2007			JFL Employees Stock Option Scheme 2011			
	₹ 35	₹ 51	₹ 73	₹ 669	₹ 1,326	₹ 1,260	₹ 1,405
<b>Exercise Price</b>	₹ 35	₹ 51	₹ 73	₹ 669	₹ 1,326	₹ 1,260	₹ 1,405
<b>As at March 31, 2015</b>	-	-	-	2,400	1,500	2,200	3,350
<b>As at March 31, 2014</b>	-	-	-	2,400	1,500	2,200	-

### 30. Capital & other Commitments

- a) Estimated amount of contracts remaining to be executed on capital account (net of advances) and not provided for ₹ 1,002.37 Lakh (PY ₹ 4,172.16 Lakh).
- b) The Company has a wholly owned subsidiary "Jubilant FoodWorks Lanka (Pvt.) Ltd." to which the Company has committed a continued financial support as its holding company. The subsidiary wherein the Company has an investment of ₹ 5,571.4 Lakh (Previous year ₹ 3,485 Lakh), is currently at initial operating stage and is therefore not in profits. Based on business plans, the Company is confident that in future it would earn profits. Therefore the Company has not considered these losses as other than temporary diminution in the value of investments.
- c) Commitment to open specified number of stores/ restaurants under respective franchisee agreements. Amount not quantifiable.

# Notes

## forming part of the Consolidated Financial Statements for the year ended March 31, 2015

### 31 Gratuity and other post-employment benefit plan:

The Company has a defined benefit gratuity plan. Every employee who has completed five years or more of service gets a gratuity on departure at 15 days salary (last drawn salary) for each completed year of service. The scheme is partially funded.

The following tables summarises the components of net benefit expense recognised in the statement of profit and loss and the amounts recognised in the balance sheet.

#### Statement of Profit & Loss

Net employee benefit expense (recognized in Employee Cost)

(₹ in Lakh)

Particulars	Gratuity	
	March 31, 2015	March 31, 2014
Current service cost	322.22	260.33
Past service cost	--	-
Interest cost on benefit obligation	88.37	61.22
Expected return on plan assets	(76.67)	(54.73)
Curtailment Cost	--	-
Settlement cost	--	-
Net actuarial (gain)/ loss recognised in the year	(127.67)	(82.67)
Expenses recognized in the statement of profit & loss	206.25	184.15

\* Excludes provision made for full & final settlement current year ₹ 85.95 (Previous year ₹ 41.06)

(₹ in Lakh)

Particulars	Gratuity	
	March 31, 2015	March 31, 2014
Present value of obligation as at the end of period	1,329.61	1,034.13
Present value of obligation as at the beginning of the period	1,034.13	761.90
Benefits paid	-	-
Actual return on plan assets	(82.56)	(90.02)
Acquisition adjustment	-	-
Expenses recognized in the statement of profit & losses	212.92	182.21

#### Balance Sheet

##### Details of provision for Gratuity:

(₹ in Lakh)

Particulars	Gratuity	
	March 31, 2015	March 31, 2014
Defined benefit obligation	1,329.61	1,038.56
Fair value of plan assets	1,116.69	851.92
Less: Unrecognised past service Cost	-	-
Plan asset/ liability	212.92	186.64

(₹ in Lakh)

Particulars	Long term		Short term	
	March 31, 2015	March 31, 2014	March 31, 2015	March 31, 2014
Provision for Gratuity	-	-	206.25	186.64

# Notes

## forming part of the Consolidated Financial Statements for the year ended March 31, 2015

### Changes in the present value of the defined benefit obligation are as follows

(₹ in Lakh)

Particulars	Gratuity	
	March 31, 2015	March 31, 2014
Present value of obligation as at the beginning of the period	1,038.19	764.26
Acquisition adjustment	-	-
Interest cost	88.83	60.98
Past service cost	-	-
Current service cost	322.22	260.33
Curtailement cost/(Credit)	-	-
Settlement cost/(Credit)	-	-
Benefits paid	-	-
Actuarial (gain)/loss on obligation	(119.63)	47.38
Present value of obligation as at the end of period	1,329.61	1,038.19

### Change in the fair value of plan assets are as follows:

(₹ in Lakh)

Particulars	Gratuity	
	March 31, 2015	March 31, 2014
Fair value of plan assets at the beginning of the period	851.92	608.14
Acquisition adjustment	-	-
Expected return on plan assets	76.67	54.73
Contributions	182.20	153.76
Benefits paid	-	-
Actuarial gain/(loss) on plan assets	5.89	35.29
Fair value of plan assets at the end of the period	1,116.68	851.92

The company expects to contribute ₹ 202.93 Lakh (PY ₹ 186.64 Lakh) to gratuity in the next year.

The major categories of plan assets as a percentage of the fair value of total plan assets are as follows:

Particulars	March 31, 2015	March 31, 2014
Insurance policy with SBI Life Insurance	100%	100%

### The principal assumptions used in determining gratuity for the Company's plans are shown below:

#### Demographic Assumptions

Particulars	Gratuity	
	March 31, 2015	March 31, 2014
Discount Rate (%)	8.00	8.50
Future salary increase (%)	5.50	6.00
Expected rate of return on plan assets(%)	9.00	9.00

The estimates of future salary increases, considered in actuarial valuation, take account of inflation, seniority, promotion and other relevant factors, such as supply and demand in the employment market

Particulars	Gratuity	
	March 31, 2015	March 31, 2014
Retirement Age	58 Years	
Mortality Table	IALM (2006-08)	
Ages	<b>Withdrawal Rate (%)</b>	<b>Withdrawal Rate (%)</b>
Up to 30 Years	3.00	3.00
From 31 to 44 years	2.00	2.00
Above 44 years	1.00	1.00

## Notes

### forming part of the Consolidated Financial Statements for the year ended March 31, 2015

Amounts for the current and previous years are as follows:

(₹ in Lakh)

Particulars	Gratuity				
	Year ended March 31, 2015	Year ended March 31, 2014	Year ended March 31, 2013	Year ended March 31, 2012	Year ended March 31, 2011
Defined benefit obligation	1,329.61	1,038.56	764.26	531.47	334.32
Plan assets	1,116.68	851.92	608.14	302.00	-
Surplus / (deficit)	(212.93)	(186.64)	(156.12)	(229.47)	(334.32)
Experience loss/(gain) on plan liabilities	118.13	52.30	13.92	(25.79)	(14.33)

#### Provident Fund

The provident fund being administered by a Trust is a defined benefit scheme whereby the Company deposits an amount determined as a fixed percentage of basic pay to the fund every month. The benefit vest upon commencement of employment. The interest credited to the accounts of the employee is adjusted on an annual basis to conform to the interest rate declared by the government for the Employees Provident Fund. The actuary has provided a valuation based on Projected Unit Credit Method (PUCM) and based on the below provided assumptions, there is no shortfall as at March 31, 2015.

(₹ in Lakh)

Defined benefit plan	March 31, 2015	March 31, 2014
Contribution to provident and other funds	731.57	633.46

Defined contribution plan	March 31, 2015	March 31, 2014
Contribution to provident fund	1,211.41	907.96

The detail of fund and plan asset position as at 31 March, 2015 is given below:

(₹ in Lakh)

Particulars	March 31, 2015	March 31, 2014
Plan assets at fair value	9,198.05	6,770.87
Present value of the defined benefit obligation	8,824.92	6,564.49
Surplus in fund	373.13	206.38
Asset recognized in the balance sheet	-	-

The assumption used in determining the present value of obligation of the interest rate guarantee are:

Particulars	March 31, 2015	March 31, 2014
Discounting rate	8.00%	8.75%
Expected guaranteed interest rate	8.75%	8.75%
Expected Rate of Return on Asset	8.70%	8.70%

# Notes

forming part of the Consolidated Financial Statements for the year ended March 31, 2015

Particulars	March 31, 2015	March 31, 2014
Retirement Age	58 Years	
Mortality Table	IALM (2006-08)	
Ages	<b>Withdrawal Rate (%)</b>	<b>Withdrawal Rate (%)</b>
Up to 30 Years	3.00	3.00
From 31 to 44 years	2.00	2.00
Above 44 years	1.00	1.00

Change in the fair value of plan assets are as follows:

Particulars	March 31, 2015	March 31, 2014
Fair value of plan assets at the beginning of the period	6,770.87	4,881.45
Expected return on plan assets	592.45	427.13
Employer Contributions	753.31	636.40
Plan Participants / Employee Contribution	1,923.93	1,519.87
Benefit Payments	(994.46)	(807.67)
Asset Gain / (Loss)	116.71	79.90
Settlements / Transfer In	35.24	33.79
<b>Fair value of plan assets at the end of the period</b>	<b>9,198.05</b>	<b>6,770.87</b>

Changes in the present value of the defined benefit obligation are as follows

Particulars	March 31, 2015	March 31, 2014
Present value of obligation as at the beginning of the period	6,564.49	4,793.93
Contributions by plan participants / employees	1,923.93	1,519.87
Interest cost	525.16	419.47
Past service cost	-	-
Current service cost	753.31	636.40
Actuarial (Gain) / Loss due to Interest guarantee	17.25	(31.30)
Benefits paid	(994.46)	(807.67)
Settlements / Transfer In	35.24	33.79
<b>Present value of obligation as at the end of period</b>	<b>8,824.92</b>	<b>6,564.49</b>

(₹ in Lakh)

31 (a)

Name of the entity	Net Assets, i.e., total assets minus total liabilities		Share in profit or loss	
	As % of consolidated net assets	(₹ in Lakh)	As % of consolidated profit or loss	(₹ in Lakh)
<b>Parent Company</b>				
Jubilant FoodWorks Ltd.	103.78%	68,763.66	110.98%	12,327.89
<b>Foreign Subsidiaries</b>				
Jubilant FoodWorks Lanka (Pvt.) Limited	(3.78%)	(2,505.23)	(10.98%)	(1,219.62)
<b>TOTAL</b>	<b>100.00%</b>	<b>66,258.43</b>	<b>100.00%</b>	<b>11,108.27</b>

## Notes

forming part of the Consolidated Financial Statements for the year ended March 31, 2015

(₹ in Lakh)

Particulars	March 31, 2015	March 31, 2014
<b>32. Expenditure During Construction Period:-</b>		
Opening Balance as per last accounts	140.11	41.51
<b>Incurred during the year</b>		
- Salary, Allowances & Bonus	689.90	582.93
- Power & Fuel	18.30	8.47
- Rent	169.41	153.87
- Rates and Taxes	98.20	133.67
- Miscellaneous Expenses	130.92	211.41
	<b>1,246.84</b>	<b>1,131.86</b>
Less: Allocated to Fixed Assets	(1,135.15)	(991.75)
<b>TOTAL</b>	<b>111.69</b>	<b>140.11</b>

Note: The above expenses have been netted off in the respective line items in the Statement of Profit and Loss.

### 33. Details of due to Micro and Small Enterprise.

As at March 31, 2015 ₹ 3.85 Lakh (Previous year ₹ Nil) is outstanding to micro and small enterprises. There are no interests due or outstanding on the same.

34. Expenditure on leasehold improvement incurred during the year has been considered as revenue expenditure for computing Income tax, relying upon the expert advice. However the treatment does not impact the statement of profit and loss. Accordingly deferred tax liability of ₹ 2,198.19 Lakh (Previous year ₹ 2,016.99 Lakh) has been provided in books since such item has been capitalized in the books.

### 35. Particulars of Unhedged Foreign Currency Exposure as at Balance Sheet date

Particulars	Year ended March 31, 2015 (Foreign Currency) (In Lakh)	Currency	Closing Exchange Rate (₹)	Year ended March 31, 2015 (₹ In Lakh)	Year ended March 31, 2014 (Foreign Currency) (In Lakh)	Closing Exchange Rate (₹)	Year ended March 31, 2014 (₹ In Lakh)
Payables	2.60	USD	62.5908	162.74	2.58	60.0998	154.76

### 36. Segment Reporting:

As the Company's business activity primarily falls within a single business and geographical segment i.e. Food and Beverages, thus there are no additional disclosures to be provided under Accounting Standard 17 – 'Segment Reporting'. The management considers that the various goods and services provided by the company constitutes single business segment, since the risk and rewards from these services are not different from one another.

#### Information about secondary segment

The geographical segments considered for disclosure are as follows:

- Sales within India include sales to customers located within India
- Sales outside India include sales to customers located outside India

# Notes

## forming part of the Consolidated Financial Statements for the year ended March 31, 2015

Revenue, Trade Receivables, Fixed Assets and Capital expenditure during the year as per Geographical Markets.

(₹ in Lakh)

Particulars	Revenue		Trade Receivables		Fixed Assets		Capital Expenditure during the year	
	2015	2014	2015	2014	2015	2014	2015	2014
India	207,446.50	172,349.87	1,186.61	903.93	73,451.93	54,708.44	28,965.53	23,348.01
Outside India	1,829.64	1,281.06	-	-	2,263.75	1,892.35	619.89	618.02
<b>TOTAL</b>	<b>209,276.14</b>	<b>173,630.93</b>	<b>1,186.61</b>	<b>903.93</b>	<b>75,715.68</b>	<b>56,600.79</b>	<b>29,585.42</b>	<b>23,966.03</b>

- 37. Corporate Social Responsibility (CSR) :** As per Section 135 of the Companies Act, 2013, a CSR committee has been formed by the company. The CSR activities and spend are as per the CSR Policy recommended by the CSR Committee and approved by the Board. The same has also been uploaded on the Company's website [www.jubilantfoodworks.com](http://www.jubilantfoodworks.com)
- 38.** Subsequent to the year end, the Board of Directors of the Holding Company in their meeting held dated May 14, 2015 has recommended a dividend of ₹ 2.5 per Equity Share of ₹ 10 each fully paid up amounting to ₹ 1,639.25 lakhs (including dividend distribution tax of ₹ 277.27 lakhs), subject to the approval of the shareholders at the Annual General Meeting. The above amount has been provided for in the financial statement.
- 39.** Previous period / year figures have been regrouped and /or re-arranged, wherever necessary.

As per our report of even date

**For S. R. Batliboi & Co. LLP**

Firm Registration Number: 301003E  
Chartered Accountants

Sd/-  
Per **Manoj Kumar Gupta**  
Partner  
Membership No. 83906

**Date:** May 14, 2015  
**Place:** Noida

**For and on behalf of the Board of Directors of Jubilant FoodWorks Limited**

Sd/-  
**Shyam S. Bhartia**  
Chairman  
DIN No. 00010484

Sd/-  
**Mona Aggarwal**  
Company Secretary  
Membership No. 15374

Sd/-  
**Hari S. Bhartia**  
Co-Chairman  
DIN No. 00010499

Sd/-  
**Ravi Shanker Gupta**  
President & Chief Financial Officer

Sd/-  
**Ajay Kaul**  
CEO cum Whole Time Director  
DIN No. 00062135

## FORM AOC-1

(Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014) Statement containing salient features of the financial statement of subsidiaries/associate companies/joint ventures

### Part "A": Subsidiaries

(₹ in Lacs)

- I.
  1. Sl. No. 1
  2. Name of the Subsidiary - Jubilant FoodWorks Lanka (Pvt.) Ltd.
  3. Reporting period for the subsidiary concerned, if different from the holding company's reporting period - Same as holding Company
  4. Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries. - Sri Lanka Rupee (LKR) & Exchange Rate 2.1238
  5. Share Capital - ₹ 5571.40 Lacs
  6. Reserves & Surplus - ₹ (2505.23) Lacs
  7. Total Assets - ₹ 3,638.83 Lacs
  8. Total Liabilities - ₹ 572.66 Lacs
  9. Investments - Nil
  10. Turnover - ₹ 1829.64 Lacs
  11. Profit before taxation - ₹ (1,057.70) Lacs
  12. Provision for taxation - ₹ 161.92 Lacs
  13. Profit after taxation - ₹ (1,219.62) Lacs
  14. Proposed Dividend - Nil
  15. % of shareholding - 100% by Jubilant FoodWorks Limited
- II. Names of subsidiaries which are yet to commence operations - N.A.
- III. Names of subsidiaries which have been liquidated or sold during the year - N.A.

### Part "B": Associates and Joint Ventures

1. Statement pursuant to Section 129(3) of the Companies Act, 2013 related to Associate Companies and Joint Ventures - N.A.
2. Names of associates or joint ventures which are yet to commence operations - N.A.
3. Names of associates or joint ventures which have been liquidated or sold during the year - N.A.

As per our report of even date

#### For S. R. Batliboi & Co. LLP

Firm Registration Number: 301003E  
Chartered Accountants

Sd/-

Per **Manoj Kumar Gupta**

Partner

Membership No. 83906

**Date:** May 14, 2015

**Place:** Noida

#### For and on behalf of the Board of Directors of Jubilant FoodWorks Limited

Sd/-

**Shyam S. Bhartia**

Chairman

DIN No. 00010484

Sd/-

**Mona Aggarwal**

Company Secretary

Membership No. 15374

Sd/-

**Hari S. Bhartia**

Co-Chairman

DIN No. 00010499

Sd/-

**Ravi Shanker Gupta**

President & Chief Financial Officer

Sd/-

**Ajay Kaul**

CEO cum Whole Time Director

DIN No. 00062135

# FORWARD-LOOKING STATEMENTS

Certain statements in this document may be forward-looking statements. Such forward-looking statements are subject to certain risks and uncertainties like government actions, local political or economic developments, technological risks, and many other factors that could cause our actual results to differ materially from those contemplated by the relevant forward-looking statements. The Company assumes no responsibility to publicly amend, modify or revise any such statements to reflect subsequent developments, information or events.

## Corporate Office

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## Corporate Office

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## Regional Office

### NORTH REGIONAL OFFICE

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Phone : +91-120-439 6900

### EAST REGIONAL OFFICE

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## WEST REGIONAL OFFICE

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Dunkin' Donuts India  
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(Maharashtra)

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Dunkin' Donuts  
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Bangalore - 560 001

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Nagpur - 440 010 (Maharashtra)  
Ph: +91-712-662 6300





[www.jubilantfoodworks.com](http://www.jubilantfoodworks.com)