

JFL/NSE-BSE/2015-16/51

September 04, 2015

The Manager  
Listing Department  
**BSE Ltd.**  
25th Floor, P.J Towers,  
Dalal Street, Mumbai-400001

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

**Scrip code: 533155**

**CM Quote: JUBLFOOD**

**Sub: Clause 35A of the Listing Agreement- Voting Results of 20<sup>th</sup> Annual General Meeting**

Dear Sir(s),

In terms of Clause 35A of the Listing Agreement, given below are the details of the voting results in respect of the 20<sup>th</sup> Annual General Meeting ("AGM") of the Shareholders of Jubilant FoodWorks Limited held on Thursday, September 03, 2015 at 11:00 a.m. at the International Trade Expo Centre, Expo Drive, A-11, Sector-62, Noida-201301, U.P.:

**Details of Voting Results ("Remote e-voting/Poll"):**

<b>Date of the AGM</b>	Thursday, September 03, 2015		
<b>Total number of shareholders as on record date</b> (i.e. August 27, 2015- Cut off date for Voting purpose)	15,625		
<b>No. of shareholders present in the meeting either in person or through proxy:</b>			
Shareholders	Present in Person	Present through Proxy	Total
Promoters and Promoter Group	5	0	5
Public	277	28	305
<b>Total</b>	<b>282</b>	<b>28</b>	<b>310</b>
<b>No. of Shareholders attended the meeting through Video Conferencing:</b>			
Shareholders	Present in Person	Present through Proxy	Total
Promoters and Promoter Group	-	-	-
Public	-	-	-
<b>Total</b>	<b>-</b>	<b>-</b>	<b>-</b>

**A Jubilant Bhartia Company**

**Jubilant FoodWorks Limited**

Corporate & Regd. Office:  
B-214, Phase-II, Dist. Gautam Budh Nagar  
Noida - 201 305, UP, India  
Tel : +91 120 4090500, Fax: +91 120 4090599  
CIN No.: L74899UP1995PLC043677  
Email: contact@jublfood.com



Item No. 1:

Details of the Agenda	To receive, consider and adopt: (a) Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2015 and the Reports of the Board of Directors and Auditors thereon. (b) Audited Consolidated Financial Statements of the Company for financial year ended March 31, 2015 and the Report of the Auditors thereon.									
	Ordinary Business - Ordinary Resolution									
Resolution required	Ordinary Business - Ordinary Resolution									
Mode of Voting	Remote E-voting and Poll									
Promoter/Public	No. of shares held	No. of votes polled	% of Polled outstanding shares	Votes on	No. of Votes - in favour	No. of Votes against	% of Votes in favour on votes polled	% of Votes against on votes polled		
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(4)	(5)	(6)=[(4)/(2)]*10	(7)=[(5)/(2)]*100		
<b>Remote E-Voting</b>										
Promoter and Promoter Group	32,022,953	32,022,953	100.00	32,022,953	32,022,953	0	100.00	0.00		
Public Institutional holders	17,661,585	17,629,855	99.82	17,619,755	17,619,755	10,100	99.94	0.06		
Public - Others	482,039	482,039	100.00	481,940	481,940	99	99.98	0.02		
<b>Poll</b>										
Promoter and Promoter Group	0	0	0.00	0	0	0	0.00	0.00		
Public Institutional holders	256,839	256,839	100.00	256,839	256,839	0	100.00	0.00		
Public - Others	197,028	197,028	100.00	196,424	196,424	0	99.69	0.00		
<b>Grand Total</b>	<b>50,620,444</b>	<b>50,588,714</b>	<b>99.94</b>	<b>50,577,911</b>	<b>50,577,911</b>	<b>10,199</b>	<b>99.98</b>	<b>0.02</b>		

The resolution has been passed with requisite majority.



Item No. 2:

Details of the Agenda	To declare dividend on Equity Shares.									
Resolution required	Ordinary Business - Ordinary Resolution									
Mode of Voting	Remote E-voting and Poll									
Promoter/Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes against	% of favour polled	% of Votes in votes on votes polled	% of Votes against on votes polled		
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100			
<b>Remote E-Voting</b>										
Promoter and Promoter Group	32,022,953	32,022,953	100.00	32,022,953	0	100.00	0.00	0.00		
Public Institutional holders	17,661,585	17,639,955	99.88	17,639,955	0	100.00	0.00	0.00		
Public - Others	482,039	482,039	100.00	481,940	99	99.98	0.02	0.02		
<b>Poll</b>										
Promoter and Promoter Group	0	0	0.00	0	0	0.00	0.00	0.00		
Public Institutional holders	256,839	256,839	100.00	256,839	0	100.00	0.00	0.00		
Public - Others	197,028	197,028	100.00	196,424	0	99.69	0.00	0.00		
<b>Grand Total</b>	<b>50,620,444</b>	<b>50,598,814</b>	<b>99.96</b>	<b>50,598,111</b>	<b>99</b>	<b>99.99</b>	<b>0.01</b>	<b>0.01</b>		

The resolution has been passed with requisite majority.



Item No. 3:

To appointment a Director in place of Mr. Shyam S. Bhartia (DIN: 00010484), who retires by rotation and, being eligible, offers himself for re-appointment.									
Ordinary Business - Ordinary Resolution									
Remote E-voting and Poll									
Details of the Agenda Resolution required	No. of shares held	No. of votes polled	% of Polled outstanding shares	Votes on	No. of Votes - in favour	No. of Votes against	% of favour polled	% of Votes in favour on votes polled	% of Votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100	
Remote E-Voting									
Promoter and Promoter Group	32,022,953	32,022,953	100.00	32,022,953	0	0	100.00	0.00	0.00
Public Institutional holders	17,661,585	17,639,955	99.88	17,625,087	14,868	0	99.92	0.08	0.08
Public - Others	482,039	482,039	100.00	481,940	99	0	99.98	0.02	0.02
Poll									
Promoter and Promoter Group	0	0	0.00	0	0	0	0.00	0.00	0.00
Public Institutional holders	256,839	256,839	100.00	256,839	0	0	100.00	0.00	0.00
Public - Others	197,028	197,028	100.00	196,424	0	0	99.69	0.00	0.00
<b>Grand Total</b>	<b>50,620,444</b>	<b>50,598,814</b>	<b>99.96</b>	<b>50,583,243</b>	<b>14,967</b>	<b>14,967</b>	<b>99.97</b>	<b>0.03</b>	<b>0.03</b>

The resolution has been passed with requisite majority.



Item No. 4:

Details of the Agenda	To appointment M/s S. R. Batliboi & Co. LLP, Chartered Accountants (ICAI Registration No. 301003E), the retiring Auditors, as Auditors of the Company from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting at such remuneration as may be fixed by the Board.									
	Ordinary Business - Ordinary Resolution									
Resolution required	Ordinary Business - Ordinary Resolution									
Mode of Voting	Remote E-voting and Poll									
Promoter/Public	No. of shares held	No. of votes polled	% of Polled outstanding shares	Votes on	No. of Votes - in favour	No. of Votes against	% of favour polled	Votes in votes polled	% of against polled	Votes
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100		
<b>Remote E-Voting</b>										
Promoter and Promoter Group	32,022,953	32,022,953	100.00	32,022,953	32,022,953	0	100.00	100.00	0.00	0.00
Public Institutional holders	17,661,585	17,639,955	99.88	17,613,643	17,613,643	26,312	99.85	99.85	0.15	0.15
Public - Others	482,039	482,039	100.00	481,940	481,940	99	99.98	99.98	0.02	0.02
<b>Poll</b>										
Promoter and Promoter Group	0	0	0	0	0	0	0.00	0.00	0.00	0.00
Public Institutional holders	256,839	256,839	100.00	80,000	80,000	176,839	31.15	31.15	68.85	68.85
Public - Others	197,028	197,028	100.00	196,424	196,424	0	99.69	99.69	0.00	0.00
<b>Grand Total</b>	<b>50,620,444</b>	<b>50,598,814</b>	<b>99.96</b>	<b>50,394,960</b>	<b>50,394,960</b>	<b>203,250</b>	<b>99.60</b>	<b>99.60</b>	<b>0.40</b>	<b>0.40</b>

The resolution has been passed with requisite majority.





**Item No. 5:**

Re-appointment of Mr. Ajay Kaul as Whole time Director									
Special Business - Special Resolution									
Remote E-voting and Poll									
Details of the Agenda	Resolution required	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes against	% of Votes in favour on votes polled	% of Votes against on votes polled
			(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
<b>Remote E-Voting</b>									
Promoter and Promoter Group			32,022,953	32,022,953	100.00	32,022,953	0	100.00	0.00
Public Institutional holders			17,661,585	17,639,955	99.88	17,585,680	54,275	99.69	0.31
Public - Others			482,039	482,039	100.00	481,940	99	99.98	0.02
<b>Poll</b>									
Promoter and Promoter Group			0	0	0.00	0	0	0.00	0.00
Public Institutional holders			256,839	256,839	100.00	256,839	0	100.00	0.00
Public - Others			97,028	97,028	49.25	96,424	0	99.38	0.00
<b>Grand Total</b>			<b>50,520,444</b>	<b>50,498,814</b>	<b>99.76</b>	<b>50,443,836</b>	<b>54,374</b>	<b>99.89</b>	<b>0.11</b>

Mr. Ajay Kaul being interested did not vote on this matter. The resolution has been passed with requisite majority.



Item No. 6:

Modification of the JFL Employees Stock Option Scheme 2011.									
Special Business - Special Resolution									
Remote E-voting and Poll									
Details of the Agenda									
Resolution required									
Mode of Voting									
Promoter/Public	No. of shares held	No. of votes polled	% of Votes on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of favour polled	% of Votes against polled		
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100		
<b>Remote E-Voting</b>									
Promoter and Promoter Group	32,022,953	32,022,953	100.00	32,022,953	0	100.00	0.00		
Public Institutional holders	17,661,585	15,183,481	85.97	15,172,212	11,269	99.93	0.07		
Public - Others	482,039	482,039	100.00	481,935	104	99.98	0.02		
<b>Poll</b>									
Promoter and Promoter Group	0	0	0.00	0	0	0.00	0.00		
Public Institutional holders	256,839	256,839	100.00	256,839	0	100.00	0.00		
Public - Others	197,028	197,028	100.00	196,424	0	99.69	0.00		
<b>Grand Total</b>	<b>50,620,444</b>	<b>48,142,340</b>	<b>95.10</b>	<b>48,130,363</b>	<b>11,373</b>	<b>99.98</b>	<b>0.02</b>		

The resolution has been passed with requisite majority.



Item No. 7:

Implementation of the ESOP Scheme 2011 through JFL Employees Welfare Trust.									
Special Business - Special Resolution									
Remote E-voting and Poll									
Details of the Agenda	Resolution required								
Mode of Voting	Special Resolution								
Promoter/Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of favour polled	% of Votes in votes polled	% of Votes against on votes polled	
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100		
Remote E-Voting									
Promoter and Promoter Group	32,022,953	32,022,953	100.00	32,022,953	0.00	100.00		0.00	
Public Institutional holders	17,661,585	15,183,481	85.97	15,172,212	11,269	99.93		0.07	
Public - Others	482,039	482,039	100.00	481,935	104	99.98		0.02	
Poll									
Promoter and Promoter Group	0	0	0.00	0	0	0.00		0.00	
Public Institutional holders	256,839	256,839	100.00	256,839	0	100.00		0.00	
Public - Others	197,028	197,028	100.00	196,424	0	99.69		0.00	
<b>Grand Total</b>	<b>50,620,444</b>	<b>48,142,340</b>	<b>95.10</b>	<b>48,130,363</b>	<b>11,373</b>	<b>99.98</b>		<b>0.02</b>	

The resolution has been passed with requisite majority.





Item No. 8:

Authorization to the ESOP Trust for Secondary Acquisition.									
Special Business - Special Resolution									
Remote E-voting and Poll									
Details of the Agenda	No. of shares held	No. of votes polled	% of Votes on outstanding shares	No. of Votes Polled	No. of Votes - in favour	No. of Votes against	% of favour polled	% of Votes in favour on votes polled	% of Votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100		
Remote E-Voting									
Promoter and Promoter Group	32,022,953	32,022,953	100.00	32,022,953	0	100.00	0.00		
Public Institutional holders	17,661,585	15,183,481	85.97	15,172,212	11,269	99.93	0.07		
Public - Others	482,039	482,039	100.00	481,940	99	99.98	0.02		
Poll									
Promoter and Promoter Group	0	0	0.00	0	0	0.00	0.00		
Public Institutional holders	256,839	256,839	100.00	256,839	0	100.00	0.00		
Public - Others	197,028	197,028	100.00	196,424	0	0.00	0.00		
<b>Grand Total</b>	<b>50,620,444</b>	<b>48,142,340</b>	<b>95.10</b>	<b>48,130,368</b>	<b>11,368</b>	<b>99.98</b>	<b>0.02</b>		

The resolution has been passed with requisite majority.



Item No. 9:

Details of the Agenda	Grant of stock options to the employees of holding, subsidiary and/or associate company(ies) under the ESOP Scheme 2011						
Resolution required	Special Business - Special Resolution						
Mode of Voting	Remote E-voting and Poll						
Promoter/Public	No. of shares held	No. of votes polled	% of votes on outstanding shares	No. of Votes Polled - in favour	No. of Votes against	% of Votes in favour on votes polled	% of Votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
<b>Remote E-Voting</b>							
Promoter and Promoter Group	32,022,953	32,022,953	100.00	32,022,953	0	100.00	0.00
Public Institutional holders	17,661,585	15,183,481	85.97	15,172,212	11,269	99.93	0.07
Public - Others	482,039	482,039	100.00	481,933	106	99.98	0.02
<b>Poll</b>							
Promoter and Promoter Group	0	0	0.00	0	0	0.00	0.00
Public Institutional holders	256,839	256,839	100.00	256,839	0	100.00	0.00
Public - Others	197,028	197,028	100.00	196,424	0	99.69	0.00
<b>Grand Total</b>	<b>50,620,444</b>	<b>48,142,340</b>	<b>95.10</b>	<b>48,130,361</b>	<b>11,375</b>	<b>99.98</b>	<b>0.02</b>

The resolution has been passed with requisite majority.

This is for your information on record.

Thanking you,

For Jubilant FoodWorks Limited



(Mona Aggarwal)  
Company Secretary cum Compliance Officer



**Scrutinizer's Report on remote e-voting and ballot/poll voting  
at the Annual General Meeting**

To,  
The Chairman  
20<sup>th</sup> Annual General Meeting of the Equity Shareholders  
**Jubilant FoodWorks Limited**  
Date of Meeting: September 03, 2015  
Time of Meeting: At 11:00 a.m.  
Venue of the Meeting: The International Trade Expo Centre,  
Expo Drive, A-11, Sector-62  
Noida - 201301 (U.P.)

Dear Sir,

I, Rupesh Agarwal, Partner of M/s Chandrasekaran Associates having its office at 11F, Pocket- IV, Mayur Vihar Phase -I, New Delhi-110091, was appointed as Scrutinizer of M/s. Jubilant FoodWorks Limited ("**Company**") for remote e-voting ("**e-voting**") and ballot/poll Voting at the 20<sup>th</sup> Annual General Meeting ("**AGM**") held on September 03, 2015 in respect of the below mentioned resolutions considered at AGM of the Equity Shareholders of the Company.

The Notice dated July 01, 2015 convening the AGM along with the explanatory statement setting out material facts under Section 102 of the Companies Act 2013 ("**Act**") was sent to the shareholders in respect of the below mentioned resolutions considered at AGM of the Equity Shareholders of the Company.

The Company had provided the remote e-voting facility offered by CDSL (Central Depository Services Limited) to the shareholders of the Company.

The remote e-voting period commenced on Monday, August 31, 2015 (9:00 am IST) and concluded on Wednesday, September 02, 2015 (5:00 pm IST).

The shareholders holding equity shares as on August 27, 2015 (Cut-off date) were entitled to vote on the proposed resolutions as set out in the Notice of the AGM of the Company.

The votes were unblocked on Thursday, September 03, 2015 around 3:00 p.m. in the presence of two witnesses, Mr. Shashikant Tiwari R/o, C-242A Pandav Nagar, Delhi-110091 and Mr. Abhishek Thakur, R/o, C-13 Indrapuri Loni U.P. 201102 who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.

  
Name: Shashikant Tiwari

  
Name: Abhishek Thakur

Further, the Chairman announced poll at the AGM for the Shareholders who have attended the meeting and have not cast their vote through e-voting.



After the time fixed for closing of the poll by the Chairman, i.e. between 11:30 A.M. to 12:00 Noon, ballot boxes kept for polling were locked in my presence with due identification marks placed by me.

The locked ballot boxes were subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the M/s. Link Intime India Private Limited, Registrar and Transfer Agents of the Company and the authorization/proxies lodged with the Company. The votes which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.

1. The result of the Remote e-voting as well as physical ballot is as under:

**Resolution-1(Ordinary Resolution)**

**To receive, consider and adopt:**

- (a) Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2015 and the reports of the Board of Directors and Auditors thereon, and**
- (b) Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2015 and the Report of the Auditors thereon**

a) Voted in favour of the resolution:

Particulars	Number of members voted	Total Number of shares held by them	Total Number of valid votes	Number of members voted in favour of Resolution	Number of votes cast by them	% of total number of valid votes cast
e-Voting	190	50166577	50134,847	185	50124648	99.97
Physical Ballot	51	453867	453263	45	453263	100.00
<b>Total</b>	<b>241</b>	<b>50620444</b>	<b>50588110</b>	<b>230</b>	<b>50577911</b>	<b>99.97</b>

b) Votes against the resolution:

Particulars	Number of members voted	Total Number of shares held by them	Total Number of valid votes	Number of members voted in against of Resolution	Number of votes cast by them	% of total number of valid votes cast
e-Voting	190	50166577	50134847	3	10199	0.02
Physical Ballot	51	453867	453263	0	0	0.00
<b>Total</b>	<b>241</b>	<b>50620444</b>	<b>50588110</b>	<b>3</b>	<b>10199</b>	<b>0.02</b>

c) Invalid votes:

Particulars	Total number of members whose votes were declared invalid	Total number of votes cast by them
e-Voting	5*	31730
Physical Ballot	6	604
<b>Total</b>	<b>11</b>	<b>32334</b>

*\*Three members out of 190 Member who have not exercised their full voting rights (They have partially voted and partially abstained from voting)*

**Resolution-2 –(Ordinary Resolution)**

**To declare of dividend on Equity Shares**

a) Voted in favour of the resolution:

Particulars	Number of members voted	Total Number of shares held by them	Total Number of valid votes	Number of members voted in favour of Resolution	Number of votes cast by them	% of total number of valid votes cast
e-Voting	190	50166577	50144947	188	50144848	99.99
Physical Ballot	51	453867	453263	45	453263	100.00
<b>Total</b>	<b>241</b>	<b>50620444</b>	<b>50598210</b>	<b>233</b>	<b>50598111</b>	<b>99.99</b>

b) Votes against the resolution:

Particulars	Number of members voted	Total Number of shares held by them	Total Number of valid votes	Number of members voted in against of Resolution	Number of votes cast by them	% of total number of valid votes cast
e-voting	190	50166577	50144947	2	99	0.00
Physical Ballot	51	453867	453263	0	0	0.00
<b>Total</b>	<b>241</b>	<b>50620444</b>	<b>50598210</b>	<b>2</b>	<b>99</b>	<b>0.00</b>

c) Invalid votes:

Particulars	Total number of members whose votes were declared invalid	Total number of votes cast by them
e-Voting	3*	21630
Physical Ballot	6	604
<b>Total</b>	<b>9</b>	<b>22234</b>

*\*Three members out of 190 Members who have not exercised their full voting rights (They have partially voted and partially abstained from voting)*





**Resolution 3 –(Ordinary Resolution)**

**To appoint a Director in place of Mr. Shyam S. Bhartia (DIN: 00010484), who retires by rotation and, being eligible, offers himself for re-appointment**

a) Voted in favour of the resolution:

Particulars	Number of members voted	Total Number of shares held by them	Total Number of valid votes	Number of members voted in favour of Resolution	Number of votes cast by them	% of total number of valid votes cast
e-Voting	190	50166577	50144947	186	50129980	99.97
Physical Ballot	51	453867	453263	45	453263	100.00
<b>Total</b>	<b>241</b>	<b>50620444</b>	<b>50598210</b>	<b>231</b>	<b>50583243</b>	<b>99.97</b>

b) Votes against the resolution:

Particulars	Number of members voted	Total Number of shares held by them	Total Number of valid votes	Number of members voted in against of Resolution	Number of votes cast by them	% of total number of valid votes cast
e-Voting	190	50166577	50144947	4	14967	0.02
Physical Ballot	51	453867	453263	0	0	0.00
<b>Total</b>	<b>241</b>	<b>50620444</b>	<b>50598210</b>	<b>4</b>	<b>14967</b>	<b>0.02</b>

c) Invalid votes:

Particulars	Total number of members whose votes were declared invalid	Total number of votes cast by them
e-Voting	3*	21630
Physical Ballot	6	604
<b>Total</b>	<b>9</b>	<b>22234</b>

**\*Three members out of 190 Member who have not exercised their full voting rights(They have partially voted and partially abstained from voting)**



**Resolution 4 – (Ordinary Resolution)**

**To appoint M/s S. R. Batliboi & Co. LLP, Chartered Accountants (ICAI Registration No. 301003E), the retiring Auditors, as Auditors of the Company from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting at such remuneration as may be fixed by the Board.**

a) Voted in favour of the resolution:

Particulars	Number of members voted	Total Number of shares held by them	Total Number of valid votes	Number of members voted in favour of Resolution	Number of votes cast by them	% of total number of valid votes cast
e-Voting	190	50166577	50144947	184	50118536	99.94
Physical Ballot	51	453867	453263	43	276424	60.98
<b>Total</b>	<b>241</b>	<b>50620444</b>	<b>50598210</b>	<b>227</b>	<b>50394960</b>	<b>99.59</b>

b) Votes against the resolution:

Particulars	Number of members voted	Total Number of shares held by them	Total Number of valid votes	Number of members voted in against of Resolution	Number of votes cast by them	% of total number of valid votes cast
e-Voting	190	50166577	50144947	6	26411	0.05
Physical Ballot	51	453867	453263	2	176839	38.01
<b>Total</b>	<b>241</b>	<b>50620444</b>	<b>50598210</b>	<b>8</b>	<b>203250</b>	<b>0.40</b>

c) Invalid votes:

Particulars	Total number of members whose votes were declared invalid	Total number of votes cast by them
e-Voting	3*	21630
Physical Ballot	6	604
<b>Total</b>	<b>9</b>	<b>22234</b>

*\*The Three members out of 190 Member who have not exercised their full voting rights. (They have partially voted and partially abstained from voting)*



**Resolution 5 – Re-appointment of Mr. Ajay Kaulas Whole time Director. (Special Resolution)**

“**RESOLVED THAT**, pursuant to the provisions of Sections 196, 197, 203, Schedule V and any other applicable provisions of the Companies Act, 2013 (“Act”), and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other rules made there under, as may be applicable, subject to such other approvals as may be necessary, the consent of the member(s) of the Company be and is hereby accorded to re-appoint Mr. Ajay Kaul as a Whole time Director (“WTD”) of the Company w.e.f. March 14, 2015 for a period of 5 (five) years on such terms and conditions, including remuneration, as set out in the explanatory statement annexed hereto.

**RESOLVED FURTHER THAT**, the Board of Directors be and is hereby authorized to vary, alter, enhance, or widen the scope of remuneration (including Fixed Salary, Incentives & Increments thereto) payable to Mr. Ajay Kaul during his tenure to the extent permitted under Section 197 read with Schedule V of the Act and other applicable provisions, if any, of the Act, without being required to seek any further consent or approval of the member(s) of the Company or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution, provided, however, that any such increase shall not exceed any amount permitted to be paid to Mr. Ajay Kaul under applicable law without obtaining requisite approvals.

**RESOLVED FURTHER THAT**, notwithstanding anything to the contrary contained herein above or in the terms and conditions of his appointment, where in any financial year, during the tenure of Mr. Ajay Kaul as a WTD of the Company, the Company has no profits or its profits are inadequate, Mr. Kaul will be paid, then current remuneration (including Fixed Salary, Incentives & Increments thereto) as minimum remuneration subject to necessary approvals and compliances as per the applicable provisions of the Act.

**RESOLVED FURTHER THAT**, the Board of Directors be and is hereby authorized to take such steps as may be necessary, to give effect to the above resolution including agreeing to such amendments/modifications in the aforesaid clauses as may be required by any authority or as may be deemed fit by the Board of Directors.”.

a) Voted in favour of the resolution:

Particulars	Number of members voted	Total Number of shares held by them	Total Number of valid votes	Number of members voted in favour of Resolution	Number of votes cast by them	% of total number of valid votes cast
e-Voting	190	50166577	50144947	185	50090573	99.89
Physical Ballot	50	353867	353263	44	353263	100.00
<b>Total</b>	<b>240</b>	<b>50520444</b>	<b>50498210</b>	<b>229</b>	<b>50443836</b>	<b>99.89</b>

CHANDRASEKARAN ASSOCIATES  
RUPESH AGARWAL  
PARTNER  
COMPANY SECRETARIES

## b) Votes against the resolution:

Particulars	Number of members voted	Total Number of shares held by them	Total Number of valid votes	Number of members voted in against of Resolution	Number of votes cast by them	% of total number of valid votes cast
e-Voting	190	50166577	50144947	5	54374	0.10
Physical Ballot	50	353867	353263	0	0	0.00
<b>Total</b>	<b>240</b>	<b>50520444</b>	<b>50498210</b>	<b>5</b>	<b>54374</b>	<b>0.10</b>

## c) Invalid votes:

Particulars	Total number of members whose votes were declared invalid	Total number of votes cast by them
e-Voting	3*	21630
Physical Ballot	6	604
<b>Total</b>	<b>9</b>	<b>22234</b>

*\*Three members out of 190 Member who have not exercised their full voting rights (They have partially voted and partially abstained from voting)*

**Resolution 6 – (Special Resolution)**
**Modification of the JFL Employees Stock Option Scheme 2011.**

**“RESOLVED THAT**, subject to Applicable Laws, consent of the member(s) be and is hereby accorded to modify the JFL Employee Stock Option Scheme 2011 (“ESOP Scheme 2011”) so as to align the provisions of the scheme with the provisions of the ESOP Regulations as detailed in the explanatory statement annexed hereto.

**RESOLVED FURTHER THAT**, the other terms and conditions of the ESOP Scheme 2011, except as set out in the explanatory statement, shall remain unchanged.

**RESOLVED FURTHER THAT**, for the purpose of giving effect to this resolution, the Board of Directors including the Compensation Committee be and is hereby authorized on behalf of the Company to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary or desirable for such purpose, on behalf of the Company to settle all questions, difficulties or doubts that may arise in this regard, as it may, in its absolute discretion deem fit, without being required to seek any further consent or approval of the member(s).”

## a) Voted in favour of the resolution:

Particulars	Number of members voted	Total Number of shares held by them	Total Number of valid votes	Number of members voted in favour of Resolution	Number of votes cast by them	% of total number of valid votes cast
e-Voting	190	50166577	47688473	178	47677100	95.04
Physical Ballot	51	453867	453263	45	453263	100.00
<b>Total</b>	<b>241</b>	<b>50620444</b>	<b>48141736</b>	<b>223</b>	<b>48130363</b>	<b>99.97</b>



b) Votes against the resolution:

Particulars	Number of members voted	Total Number of shares held by them	Total Number of valid votes	Number of members voted in against of Resolution	Number of votes cast by them	% of total number of valid votes cast
e-Voting	190	50166577	47688473	5	11373	0.02
Physical Ballot	51	453867	453263	0	0	0.00
<b>Total</b>	<b>241</b>	<b>50620444</b>	<b>48141736</b>	<b>5</b>	<b>11373</b>	<b>0.02</b>

c) Invalid votes:

Particulars	Total number of members whose votes were declared invalid	Total number of votes cast by them
e-Voting	10*	2478104
Physical Ballot	6	604
<b>Total</b>	<b>16</b>	<b>2478708</b>

*\*Three members out of 190 Member who have not exercised their full voting rights(They have partially voted and partially abstained from voting)*

**Resolution 7 – (Special Resolution)**

**Implementation of the ESOP Scheme 2011 through JFL Employees Welfare Trust**

**“RESOLVED THAT**, subject to the Applicable Laws, consent of the member(s) of the Company be and is hereby accorded to the Board of Directors including the Compensation Committee to implement the ESOP Scheme 2011 through the JFL Employees Welfare Trust (“ESOP Trust”).

**RESOLVED FURTHER THAT**, for the purpose of giving effect to the above resolution, the Board of Directors including the Compensation Committee or the officers authorised by the Board of Directors in this regard be and are hereby authorised to do all such acts, deeds, matters and things as may be necessary or expedient and to settle any questions, difficulty or doubts that may arise in this regard without requiring the Board of Directors to secure any further consent or approval of the member(s) of the Company.”

a) Voted in favour of the resolution:

Particulars	Number of members voted	Total Number of shares held by them	Total Number of valid votes	Number of members voted in favour of Resolution	Number of votes cast by them	% of total number of valid votes cast
e-Voting	190	50166577	47688473	178	47677100	99.97
Physical Ballot	51	453867	453263	45	453263	100.00
<b>Total</b>	<b>241</b>	<b>50620444</b>	<b>48141736</b>	<b>223</b>	<b>48130363</b>	<b>99.97</b>





b) Votes against the resolution:

Particulars	Number of members voted	Total Number of shares held by them	Total Number of valid votes	Number of members voted in against of Resolution	Number of votes cast by them	% of total number of valid votes cast
e-Voting	190	50166577	47688473	5	11373	0.02
Physical Ballot	51	453867	453263	0	0	0.00
<b>Total</b>	<b>241</b>	<b>50620444</b>	<b>48141736</b>	<b>5</b>	<b>11373</b>	<b>0.02</b>

c) Invalid votes:

Particulars	Total number of members whose votes were declared invalid	Total number of votes cast by them
e-Voting	10*	2478104
Physical Ballot	6	604
<b>Total</b>	<b>16</b>	<b>2478708</b>

\* Three members out of 190 Member who have not exercised their full voting rights (They have partially voted and partially abstained from voting)

**Resolution 8 – (Special Resolution)**

**Authorization to the ESOP Trust for Secondary Acquisition.**

**"RESOLVED THAT**, subject to the Applicable Laws, consent of the member(s) of the Company be and is hereby accorded for acquisition of equity shares of the Company representing up to two percent (2%) of the paid up equity capital in every financial year, in one or more tranches, from the secondary market subject to the overall limits specified under the applicable laws, by the ESOP Trust for the purpose of implementation of the ESOP Scheme 2011 from time to time.

**RESOLVED FURTHER THAT**, in case of any corporate action(s) such as rights issue, bonus issue, buy-back of shares, split or consolidation of shares, etc. of the Company, the number of shares of the Company to be acquired from the secondary market by the ESOP Trust shall be appropriately adjusted in accordance with the ESOP Regulations.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the above resolution, the Board of Directors including the Compensation Committee or the officers authorised by the Board of Directors in this regard be and are hereby authorised to do all such acts, deeds, matters and things as may be necessary or expedient and to settle any questions, difficulty or doubts that may arise in this regard without requiring the Board of Directors to secure any further consent or approval of the member(s) of the Company."



a) Voted in favour of the resolution:

Particulars	Number of members voted	Total Number of shares held by them	Total Number of valid votes	Number of members voted in favour of Resolution	Number of votes cast by them	% of total number of valid votes cast
e-Voting	190	50166577	47688473	179	47677105	99.92
Physical Ballot	51	453867	453263	45	453263	100.00
<b>Total</b>	<b>241</b>	<b>50620444</b>	<b>48141736</b>	<b>224</b>	<b>48150368</b>	<b>99.97</b>

b) Votes against the resolution:

Particulars	Number of members voted	Total Number of shares held by them	Total Number of valid votes	Number of members voted against of Resolution	Number of votes cast by them	% of total number of valid votes cast
e-Voting	190	50166577	47688473	4	11368	0.02
Physical Ballot	51	453867	453263	0	0	0.00
<b>Total</b>	<b>241</b>	<b>50620444</b>	<b>48141736</b>	<b>4</b>	<b>11368</b>	<b>0.02</b>

c) Invalid votes:

Particulars	Total number of members whose votes were declared invalid	Total number of votes cast by them
e-Voting	10*	2478104
Physical Ballot	6	604
<b>Total</b>	<b>16</b>	<b>2478708</b>

*\*Three members out of 190 Member who have not exercised their full voting rights (They have partially voted and partially abstained from voting)*

**Resolution 9 – (Special Resolution)**

**Grant of stock options to the employees of holding, subsidiary and/or associates Company(ies) under the ESOP Scheme 2011.**

**"RESOLVED THAT,** subject to the Applicable Laws, consent of the member(s) of the Company be and is hereby accorded to grant the stock options under the ESOP Scheme 2011 to the present and future, permanent employees of the holding, subsidiary and associate company(ies) and their director(s), whether whole time director or not, but excluding independent directors, if any, from time to time, on such terms and conditions as may be decided by the Compensation Committee.



**RESOLVED FURTHER THAT,** for the purpose of giving effect to the above resolution, the Board of Directors including the Compensation Committee or the officers authorised by the Board of Directors in this regard be and are hereby authorised to do all such acts, deeds, matters and things as may be necessary or expedient and to settle any questions, difficulty or doubts that may arise in this regard without requiring the Board of Directors to secure any further consent or approval of the member(s) of the Company."

a) Voted in favour of the resolution:

Particulars	Number of members voted	Total Number of shares held by them	Total Number of valid votes	Number of members voted in favour of Resolution	Number of votes cast by them	% of total number of valid votes cast
e-Voting	190	50166577	47688473	178	47677098	99.97
Physical Ballot	51	453867	453263	45	453263	100.00
<b>Total</b>	<b>241</b>	<b>50620444</b>	<b>48141736</b>	<b>223</b>	<b>48130361</b>	<b>99.92</b>

b) Votes against the resolution:

Particulars	Number of members voted	Total Number of shares held by them	Total Number of valid votes	Number of members voted in against of Resolution	Number of votes cast by them	% of total number of valid votes cast
e-Voting	190	50166577	47688473	5	11375	0.02
Physical Ballot	51	453867	453263	0	0	0.00
<b>Total</b>	<b>241</b>	<b>50620444</b>	<b>48141736</b>	<b>5</b>	<b>11375</b>	<b>0.02</b>

c) Invalid votes:

Particulars	Total number of members whose votes were declared invalid	Total number of votes cast by them
e-Voting	10*	2478104
Physical Ballot	6	604
<b>Total</b>	<b>16</b>	<b>2478708</b>

*\*Three members out of 190 Member who have not exercised their full voting rights (They have partially voted and partially abstained from voting)*



2. The registers and all other papers relating to e-voting shall remain in our safe custody until the Chairman of the Company considers, approves and signs the minutes and thereafter, we shall hand over the register and other related papers to the Company.

Thanking you,  
Yours faithfully,

 

**Rupesh Agarwal**  
Partner,  
Chandrasekaran Associates  
Practicing Company Secretaries  
Place: Delhi  
Date: 04.09.2015