

JFL/NSE-BSE/2016-17/123

November 04, 2016

The Manager
Department of Corporate Services
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

Symbol: JUBLFOOD

Sub: Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 - Voting Results of Postal Ballot

Dear Sir/Madam,

This is with reference to the Postal Ballot Notice dated September 26, 2016 seeking approval of the shareholders for the following Resolutions through Postal Ballot including electronic means (Remote E-voting):

Special Resolutions:

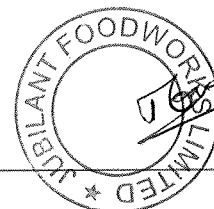
1. Approval of JFL Employees Stock Option Scheme, 2016 ("ESOP 2016").
2. Approval of Grant of stock options to the Employees/Directors of Holding and/or Subsidiary Company(ies) under the ESOP 2016.
3. Implementation of ESOP 2016 through JFL Employees Welfare Trust.
4. Authorization to JFL Employees Welfare Trust for Secondary Acquisition.

Ordinary Resolution:

5. Payment of Commission to Non-Executive Directors of the Company

Based on Postal Ballot Forms/Remote E-voting received from the shareholders and as per the Scrutinizer's Report dated November 4, 2016, all the above mentioned resolutions has been passed by the shareholders with requisite majority. Further, please find enclosed herewith the documents as under:

1. Details of voting results in the format specified in Reg 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (*Annexure - 1*)
2. Report of the scrutinizer (*Annexure - 2*)



A Jubilant Bhartia Company

Jubilant FoodWorks Limited


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

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

The results of Postal Ballot along with the Scrutinizer's Report are also being disseminated on Company's website at www.jubilantfoodworks.com and on the website of CDSL.

This is for your kind information and records.

Thanking you,
For **Jubilant FoodWorks Limited**



(Mona Aggarwal)
Company Secretary cum Compliance Officer

Encl.: A/a

Investor E-mail Id: investor@jublfood.com

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**JUBILANT
FOODWORKS**
www.jubilantfoodworks.com



www.dominos.co.in



www.dunkinindia.com

Annexure 1

Name of the Company	Jubilant FoodWorks Limited
Date of declaration of Postal Ballot Results	Friday, November 4, 2016
Total No. of Shareholders as on record date (i.e. September 23, 2016)	35,248
Total No. of Shareholders present in the meeting either in person or through proxy	
Promoter & Promoter Group	Not Applicable
Public	
Total No. of Shareholders attended the meeting through Video Conferencing	
Promoter & Promoter Group	Not Applicable
Public	
No. of Shareholders participated in the Postal Ballot	
Remote E-voting	247 shareholders
Physical Postal Ballot	31 shareholders



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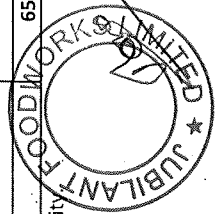
Registered Office:
Plot No. 1A, Sector 16-A,
Noida - 201 301, U.P., India
Tel : +91 120 4090500
Fax: +91 120 4090599
CIN No.: L74899UP1995PLC043677
Email: contact@jubilfood.com

1 Details of Agenda		Approval of JFL Employees Stock Option Scheme 2016 (ESOP 2016)													
Resolution Required : (Ordinary / Special)		Special Resolution													
Whether promoter/promoter group are interested in the agenda / resolution		NO													
Category	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
Promoter and Promoter Group	Evoing	29,652,784	29,652,784	100.00	29,652,784	-	100.00	-	29,652,784	-	100.00	29,652,784	-	100.00	-
	Poll		-	-	-	-	-	-	-	-	-	-	-	-	-
	Total		29,652,784	100.00	29,652,784	-	100.00	-	29,652,784	-	100.00	29,652,784	-	100.00	-
Public - Institutions	Evoing	28,419,041	20,180,543	71.01	9,944,285	10,236,258	49.28	50.72	9,944,285	10,236,258	102.36	9,944,285	10,236,258	102.36	102.36
	Poll		-	-	-	-	-	-	-	-	-	-	-	-	-
	Total		28,419,041	71.01	9,944,285	10,236,258	49.28	50.72	9,944,285	10,236,258	102.36	9,944,285	10,236,258	102.36	102.36
Public - Non Institutions	Evoing	7,764,995	721,032	9.29	720,360	672	99.91	0.09	720,360	672	0.09	720,360	672	0.09	0.09
	Poll		128,371	1.65	128,371	-	100.00	-	128,371	-	100.00	128,371	-	100.00	-
	Total		7,764,995	1.65	128,371	-	100.00	-	128,371	-	100.00	128,371	-	100.00	-
TOTAL		65,836,820	76.98	40,443,800	10,236,930	79.80	20.20	40,443,800	10,236,930	79.80	40,443,800	10,236,930	79.80	20.20	20.20

The resolution has been passed with requisite majority.

2 Details of Agenda		Approval of Grant of Stock Options to the Employees/Directors of Holding, and/or Subsidiary Company (ies) (Present & Future) under the ESOP 2016													
Resolution Required : (Ordinary / Special)		Special Resolution													
Whether promoter/promoter group are interested in the agenda / resolution		NO													
Category	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
Promoter and Promoter Group	Evoing	29,652,784	29,652,784	100.00	29,652,784	-	100.00	-	29,652,784	-	100.00	29,652,784	-	100.00	-
	Poll		-	-	-	-	-	-	-	-	-	-	-	-	-
	Total		29,652,784	100.00	29,652,784	-	100.00	-	29,652,784	-	100.00	29,652,784	-	100.00	-
Public - Institutions	Evoing	28,419,041	20,180,543	71.01	9,944,285	10,236,258	49.28	50.72	9,944,285	10,236,258	102.36	9,944,285	10,236,258	102.36	102.36
	Poll		-	-	-	-	-	-	-	-	-	-	-	-	-
	Total		28,419,041	71.01	9,944,285	10,236,258	49.28	50.72	9,944,285	10,236,258	102.36	9,944,285	10,236,258	102.36	102.36
Public - Non Institutions	Evoing	7,764,995	721,032	9.29	718,187	2,785	99.60	0.39	718,187	2,785	0.39	718,187	2,785	0.39	0.39
	Poll		128,371	1.65	128,371	-	100.00	-	128,371	-	100.00	128,371	-	100.00	-
	Total		7,764,995	1.65	128,371	-	100.00	-	128,371	-	100.00	128,371	-	100.00	-
TOTAL		65,836,820	76.98	40,443,627	10,239,043	79.80	20.20	40,443,627	10,239,043	79.80	40,443,627	10,239,043	79.80	20.20	20.20

The resolution has been passed with requisite majority.

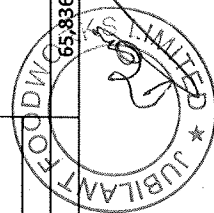


3 Details of Agenda		Implementation of the ESOP 2016 through JFL Employees Welfare Trust									
Resolution Required : (Ordinary / Special)		Special Resolution									
Whether promoter/promoter group are interested in the agenda / resolution		NO									
Category	Mode of Voting	No. of shares held	No. 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			
Promoter and Promoter Group	Evoting	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100			
	Poll	29,652,784	29,652,784	100.00	29,652,784	-	100.00	-			
	Total		29,652,784	100.00	29,652,784	-	100.00	-			
Public - Institutions	Evoting	28,419,041	20,180,543	71.01	9,944,285	10,236,258	49.28	50.72			
	Poll		-	-	-	-	-	-			
	Total		20,180,543	71.01	9,944,285	10,236,258	49.28	50.72			
Public - Non Institutions	Evoting	7,764,995	721,032	9.29	720,371	661	99.91	0.09			
	Poll		128,371	1.65	128,371	-	100.00	-			
	Total		849,403	10.94	848,742	661	99.92	0.08			
TOTAL		55,836,820	50,682,730	76.98	40,445,811	10,236,919	79.80	20.20			

The resolution has been passed with requisite majority.

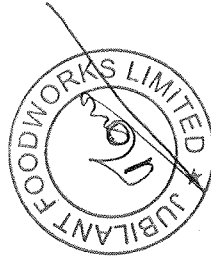
4 Details of Agenda		Authorization to the JFL Employees Welfare Trust for Secondary Acquisition									
Resolution Required : (Ordinary / Special)		Special Resolution									
Whether promoter/promoter group are interested in the agenda / resolution		NO									
Category	Mode of Voting	No. of shares 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			
Promoter and Promoter Group	Evoting	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100			
	Poll	29,652,784	29,652,784	100.00	29,652,784	-	100.00	-			
	Total		29,652,784	100.00	29,652,784	-	100.00	-			
Public - Institutions	Evoting	28,419,041	20,180,543	71.01	9,944,285	10,236,258	49.28	50.72			
	Poll		-	-	-	-	-	-			
	Total		20,180,543	71.01	9,944,285	10,236,258	49.28	50.72			
Public - Non Institutions	Evoting	7,764,995	720,972	9.28	719,689	1,283	99.82	0.18			
	Poll		128,371	1.65	128,371	0	100.00	-			
	Total		849,343	10.94	848,060	1,283	99.85	0.15			
TOTAL		55,836,820	50,682,670	76.98	40,445,129	10,237,541	79.80	20.20			

The resolution has been passed with requisite majority.



5	Details of Agenda	Payment of Commission to Non-Executive Directors of the Company	Resolution Required : (Ordinary / Special)	Whether promoter/promoter group are interested in the agenda / resolution	Ordinary Resolution				
	Category	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
	Promoter and Promoter Group	Evoting Poll Total	(1) 29,652,784	(2) 29,652,784	(3)=[(2)/(1)]*100 100.00	(4) 29,652,784	(5) -	(6)=[(4)/(2)]*100 100.00	(7)=[(5)/(2)]*100 -
	Public - Institutions	Evoting Poll Total	28,419,041	29,652,784 20,983,206	100.00 73.84	29,652,784 20,968,310	14,896	100.00 99.93	- 0.07
	Public - Non Institutions	Evoting Poll Total	7,764,995	20,983,206 721,032	73.84 9.29	20,968,310 719,512	14,896 1,520	99.93 99.79	0.07 0.21
	TOTAL		65,836,820	51,485,341	78.20	51,468,925	16,416	99.97	0.03

The resolution has been passed with requisite majority.



Scrutinizer's Report

The Chairman
Jubilant FoodWorks Limited
 Plot No. 1A, Sector-16A
 Noida Gautam Buddha Nagar
 UP-201301

Scrutinizers Report on postal ballot voting including voting by electronic means in respect of passing of the resolutions contained in the Notice dated September 26, 2016 through Postal Ballot Process


Dear Sir,

I, Rupesh Agarwal, Partner of M/s Chandrasekaran Associates, has been appointed as a Scrutinizer by the Board of Directors of Jubilant FoodWorks Limited for scrutinizing postal ballot voting including voting by electronic means in respect of the passing of the resolutions contained in the notice dated September 26, 2016 through Postal Ballot Process.

The management of the Company is responsible to ensure the compliance with the requirements of the relevant provisions of (i) the Companies Act, 2013 and the Rules made thereunder and (ii) the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, relating to postal ballot voting including voting by electronic means. My responsibility as a scrutinizer is restricted to making a Scrutinizer's report of the votes cast by the members for the resolutions contained in the postal ballot Notice dated September 26, 2016, based on the reports generated from the e-voting system provided by Central Depository Services (India) Limited (CDSL), the agency engaged by the Company to provide e-voting facilities for e-voting and scrutiny of the physical ballot received till the time fixed for closing of the voting process i.e. till 5:00 P.M. on November 02, 2016.

I submit my report as under:

1. After the time fixed for closing of the e-voting, i.e. 5:00 P.M. on November 02, 2016, a final electronic report of the e-voting was generated by me by accessing the data available to me from the website www.evotingindia.com of Central Depository Services (India)




CHANDRASEKARAN ASSOCIATES
 RUPESH AGARWAL
 CS - 16002
 CPD - 6673
 PARTNER
 COMPANY SECRETARIES

Limited (CDSL), the Agency to provide e-voting facility. Data regarding the e-votes was diligently scrutinized.

2. The physical postal ballots received till the time fixed for closing of the Postal Ballot i.e. 5:00 P.M. on November 02, 2016, were diligently scrutinized and reconciled with the records maintained by the Company through Link Intime India Private Limited, the Registrar and Share Transfer Agents of the Company and the authorizations lodged with the Company.

The result of the scrutiny of the above postal ballots voting including voting by electronic means in respect of passing of the resolutions contained in the postal ballot Notice dated September 26, 2016 through Postal Ballot, is as under:

1) **APPROVAL OF JFL EMPLOYEES STOCK OPTION SCHEME 2016(ESOP 2016):**

"RESOLVED THAT pursuant to the provisions of Section 62(1)(b) and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made there under and in accordance with the Memorandum and Articles of Association of the Company, provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations"), provisions of the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 ("SEBI SBEB Regulations"), and subject to such other approvals, permissions and sanctions as may be necessary and such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, consent of the member(s) of the Company be and is hereby accorded to the formulation and implementation of '**JFL Employees Stock Option Scheme 2016**' (hereinafter referred to as "ESOP 2016" or the "Scheme") and authorising the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to include any committee, including the Nomination, Remuneration & Compensation Committee, which the Board has constituted to exercise certain powers, including the powers, conferred by this resolution) to create, grant, offer, issue and allot from time to time, in one or more tranches, not exceeding 3,50,000 (Three Lakh Fifty Thousand) Stock Options to or for the benefit of such (i) permanent employees of the Company who hold the designation of Vice President or above whether working in India or outside India; (ii) Directors of the Company, whether a Whole-time Director or not but not an Independent

Director; (iii) permanent employees and Directors (other than independent directors) of a holding and/or subsidiary company(ies) (present & future) of the Company whether working in India or outside India; and (iv) other employees and persons as may be permitted under the applicable laws and as may be approved by the Board, from time to time, which would give rise to the issue of equity shares not exceeding 3,50,000 (Three Lakh Fifty Thousand) equity shares at such price, in one or more tranches and on such terms and conditions, as contained in the Scheme and summarized in the Explanatory Statement annexed hereto and to provide for grant and subsequent vesting and exercise of options by eligible employees in the manner and method contained in the Explanatory Statement, as the Board may decide in accordance with the provisions of the applicable laws and the provisions of ESOP 2016.

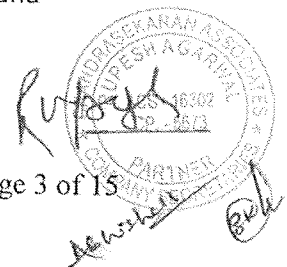
RESOLVED FURTHER THAT the equity shares to be issued and allotted as mentioned herein before shall rank paripassu with the then existing equity shares of the Company for all purposes.

RESOLVED FURTHER THAT in case of any corporate action(s) such as right issues, bonus issues, change in capital structure, merger, split, consolidation of shares, sale of division/undertaking and others, the ceiling as aforesaid of 3,50,000 (Three Lakh Fifty Thousand) shares shall be deemed to be increased/decreased, as may be determined by the Board, to facilitate making a fair and reasonable adjustment to the entitlements of participants under ESOP 2016.

RESOLVED FURTHER THAT the Board be and is hereby authorized to take requisite steps for listing of the equity shares allotted under ESOP 2016, from time to time, on the Stock Exchanges where the equity shares of the Company are listed.

RESOLVED FURTHER THAT the Company shall conform to the accounting policies prescribed from time to time under the SEBI SBEB Regulations and any other applicable laws and regulations to the extent relevant and applicable to ESOP 2016.

RESOLVED FURTHER THAT the Board be and is hereby authorized to formulate, decide upon and bring into effect the ESOP 2016 as per the terms approved in this resolution and at anytime to modify, change, vary, alter, amend, suspend or terminate ESOP 2016 subject to compliance with the applicable laws and regulations and to do all such acts, deeds, matters and things as it may in its absolute discretion deems fit, for such purpose and also to settle any issues, questions, difficulties or doubts that may arise in this regard without being required to seek any further consent or approval of the members and



further to execute all such documents, writings and to give such directions and/or instructions as may be necessary or expedient to give effect to such modification, change, variation, alteration, amendment, suspension or termination of ESOP 2016 and do all other things incidental to and ancillary thereof.

RESOLVED FURTHER THAT the Board, be and is hereby authorized to do all such acts, deeds, and things, as it may, in its absolute discretion deem necessary including authorizing the Board to appoint various intermediaries, Advisors, Consultants or Representatives, being incidental to the effective implementation and administration of ESOP 2016 as also to make applications to the appropriate Authorities, for the requisite approvals as also to initiate all necessary actions for and to settle all such questions, difficulties or doubts whatsoever that may arise and take all such steps and decisions in this regard."

(I) 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	247	51872655	50554359	130	40317429	79.75
Physical Ballot	31	128472	128371	30	128371	100.00
Total	278	52001127	50682730	160	40445800	79.80

(II) Voted against the resolution:

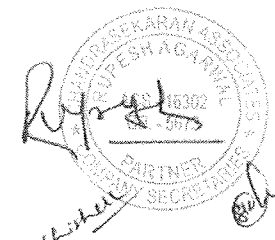
Particulars	Number of members voted	Total Number of shares held by them	Total Number of valid votes	Number of members voted in against of Resolution	Number of votes cast by them	% of total number of valid votes cast
e-Voting	247	51872655	50554359	114	10236930	20.25
Physical Ballot	31	128472	128371	0	0	0
Total	278	52001127	50682730	114	10236930	20.20

(III) Invalid votes:

Particulars	Total number of members whose votes were declared invalid	Total number of votes cast by them
e-Voting	4	1318296*
Physical Ballot	2	101**
Total	6	1318397

*Four members who hold 1318296 shares have not exercised their vote and out of these 4 members, one member who holds 238312 shares has partly exercised his voting right for 212243 shares.

** Two members who hold 101 shares have not exercised their vote and out of these 2 members, one member who holds 2 shares has partly exercised his voting right for 1 share.


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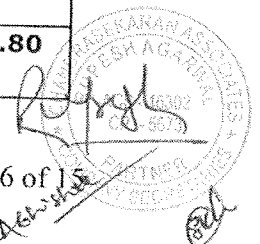
2) APPROVAL OF GRANT OF STOCK OPTIONS TO THE EMPLOYEES/DIRECTORS OF HOLDING, AND/OR SUBSIDIARY COMPANY (IES) (PRESENT & FUTURE) UNDER THE ESOP 2016

“RESOLVED THAT pursuant to the provisions of the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 (“SEBI SBEB Regulations”), other applicable laws and subject to such other approvals, permissions and sanctions as may be necessary and such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, consent of the member(s) of the Company be and is hereby accorded to grant the stock options under the ‘JFL Employees Stock Option Scheme 2016’ (“ESOP 2016” or the “Scheme”) to the present and future, permanent employees of the holding and subsidiary Company(ies) and their director(s), whether Whole-time director or not, but excluding independent directors, if any, from time to time as contained in the Scheme, on such terms and conditions, as set out in the Scheme and summarised in the Explanatory Statement annexed hereto.

RESOLVED FURTHER THAT the Board of Directors including Nomination, Remuneration & Compensation Committee be and are hereby authorized to do all such acts, deeds, and things, as they may, in their absolute discretion deem necessary including appointment of various intermediaries, Advisors, Consultants or Representatives, being incidental to the effective implementation and administration of ESOP 2016 as also to make applications to the appropriate Authorities, for their requisite approvals as also to initiate all necessary actions for and to settle all such questions, difficulties or doubts whatsoever that may arise and take all such steps and decisions in this regard.”

(I) 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	247	51872655	50554299	124	40315256	79.75
Physical Ballot	31	128472	128371	30	128371	100.00
Total	278	52001127	50682670	154	40443627	79.80

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(II) Voted 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	247	51872655	50554299	119	10239043	20.25
Physical Ballot	31	128472	128371	0	0	0
Total	278	52001127	50682670	119	10239043	20.20

(III) Invalid votes:

Particulars	Total number of members whose votes were declared invalid	Total number of votes cast by them
e-Voting	5	1318356*
Physical Ballot	2	101**
Total	7	1318457

*Five members who hold 1318356 shares have not exercised their vote and out of these 5 members, one member who holds 238312 shares has partly exercised his voting right for 212243 shares.

** Two members who hold 101 shares have not exercised their vote and out of these 2 members, one member who holds 2 shares has partly exercised his voting right for 1 share.

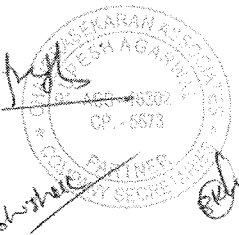
3) IMPLEMENTATION OF THE ESOP 2016 THROUGH JFL EMPLOYEES WELFARE TRUST

"RESOLVED THAT pursuant to the provisions of the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 ("SEBI SBEB Regulations") and other applicable laws, if any, consent of the member(s) of the Company be and is hereby accorded to the Board of Directors including Nomination, Remuneration & Compensation Committee to implement the '**JFL Employees Stock Option Scheme 2016**' (hereinafter referred to as "ESOP 2016" or the "Scheme") 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 Nomination, Remuneration & Compensation Committee or the officers authorized by them 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."

(I) 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	247	51872655	50554359	131	40317440	79.75
Physical Ballot	31	128472	128371	30	128371	100.00
Total	278	52001127	50682730	161	40445811	79.80

Rupak
Ashwini


(II) Voted 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	247	51872655	50554359	113	10236919	20.25
Physical Ballot	31	128472	128371	0	0	0.00
Total	278	52001127	50682730	113	10236919	20.20

(III) Invalid votes:

Particulars	Total number of members whose votes were declared invalid	Total number of votes cast by them
e-Voting	4	1318296*
Physical Ballot	2	101**
Total	6	1318397

*Four members who hold 1318296 shares have not exercised their vote and out of these 4 members, one member who holds 238312 shares has partly exercised his voting right for 212243 shares.

** Two members who hold 101 shares have not exercised their vote and out of these 2 members, one member who holds 2 shares has partly exercised his voting right for 1 share.

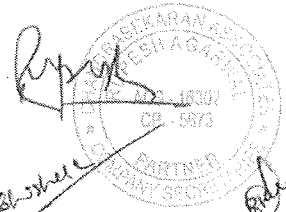
4) AUTHORIZATION TO THE JFL EMPLOYEES WELFARE TRUST FOR SECONDARY ACQUISITION:

"RESOLVED THAT pursuant to the provisions of the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 ("SEBI SBEB Regulations") and other applicable laws, if any, and in supersession of the resolution passed pursuant to agenda item no. 8 by the shareholders at the annual general meeting of the Company held on September 3, 2015, the consent of the member(s) of the Company be and is hereby accorded for secondary acquisition of equity shares of the Company by the JFL Employees Welfare Trust (ESOP Trust), in one or more tranches, of up to 2% of the paid up equity capital of the Company or such other maximum limit as may be permitted under SEBI SBEB Regulations, in every financial year, as of the end of the financial year immediately preceding such financial year in which acquisition is made, subject to the overall limits on secondary acquisition specified in the SEBI SBEB Regulations, for the purpose of implementation of all share based employee benefit schemes as may be formulated by the Company from time to time, including the JFL Employees Stock Option Scheme 2016 and the JFL Employees Stock Option Scheme 2011.

RESOLVED FURTHER THAT the ESOP Trust is also permitted to accept shares by way of gift from any person for the purpose of utilising such shares for the purpose of all share based employee benefit schemes that may be formulated by the Company from time to time, including the JFL Employees Stock Option Scheme 2016 and the JFL Employees Stock Option Scheme 2011.

RESOLVED FURTHER THAT the above limits on the secondary acquisition of shares of the Company by the ESOP Trust shall, as provided in the SEBI SBEB Regulations, automatically include within their ambit the expanded capital of the Company where such expansion has taken place on account of corporate action including issue of bonus shares, split or rights issue.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board of Directors including the Nomination, Remuneration & Compensation Committee or the officers authorised by them 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."


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(I) 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	247	51872655	50554299	129	40316758	79.75
Physical Ballot	31	128472	128371	30	128371	100.00
Total	278	52001127	50682670	159	40445129	79.80

(II) Voted 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	247	51872655	50554299	114	10237541	20.25
Physical Ballot	31	128472	128371	0	0	0.00
Total	278	52001127	50682670	114	10237541	20.20

Handwritten signature: *R. Subramanian*

 Handwritten signature: *A. G. Srinivasan*

 Handwritten signature: *R. Subramanian*

(III) Invalid votes:

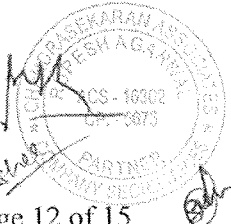
Particulars	Total number of members whose votes were declared invalid	Total number of votes cast by them
e-Voting	5	1318356*
Physical Ballot	2	101**
Total	7	1318457

* Five members who hold 1318356 shares have not exercised their vote and out of these 5 members, one member who holds 238312 shares has partly exercised his voting right for 212243 shares.

** Two members who hold 101 shares have not exercised their vote and out of these 2 members, one member who holds 2 shares has partly exercised his voting right for 1 share.

5) PAYMENT OF COMMISSION TO NON-EXECUTIVE DIRECTORS OF THE COMPANY

"RESOLVED THAT pursuant to the provisions of Sections 197, 198 and other applicable provisions, if any, of the Companies Act, 2013 (Act), Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, provisions of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 and any other law for the time being in force and in accordance with Article 101 of the Articles of Association of the Company, consent of the member(s) of the Company be and is hereby accorded to the payment of commission to Directors other than the Managing/Whole-time/Executive Directors (hereinafter called the "Non-Executive Directors" or "NEDs"), not exceeding in the aggregate, 1% (one per cent) per annum of the net profit of the Company to be paid to and distributed amongst the NEDs in such amounts or proportions and in such manner as the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to include any Committee, including the Nomination, Remuneration & Compensation Committee which the Board has constituted to exercise its powers, including the powers, conferred by this resolution) may

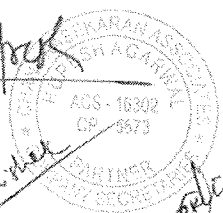
R. Mohan
Neelakshmi

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determine, subject to a maximum of Rs. 10,00,000/- (Rupees Ten lakhs) per annum, to any such Non-Executive Director, calculated in accordance with the provisions of Section 198 of the Act, and such payment shall be made in respect of the profits of the Company for each financial year commencing from April 01, 2016.

RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary or expedient in this regard."

(I) 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	247	51872655	51357022	224	51340606	99.97
Physical Ballot	31	128472	128319	28	128319	100.00
Total	278	52001127	51485341	252	51468925	99.97

Rupesh
Ashwini


(II) Voted 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	247	51872655	51357022	16	16416	0.03
Physical Ballot	31	128472	128319	0	0	0.00
Total	278	52001127	51485341	16	16416	0.03

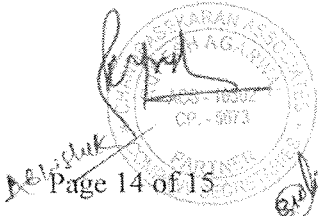
(III) Invalid votes:

Particulars	Total number of members whose votes were declared invalid	Total number of votes cast by them
e-Voting	8	515633*
Physical Ballot	4	153**
Total	12	515786

**Eight members who hold 515633 shares have not exercised their vote and out of these 8 members, one member who holds 238312 shares has partly exercised his voting right for 212243 shares.

**Four members who hold 153 shares have not exercised their vote and out of these 4 members, one member who holds 2 shares has partly exercised his voting right for 1 share.

3. The Register containing a list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.



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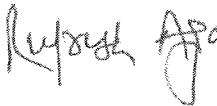
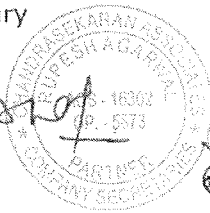
4. The electronic data along with the postal ballots and all other relevant records relating to the e-voting and the Postal Ballot received is under my safe custody and will be handed over to the Company Secretary for preserving safely after the Chairman signed the Minutes.

Thanking You,

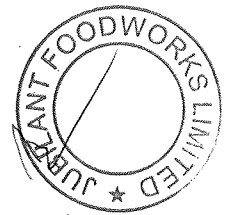
Yours faithfully,

Countersigned by:
For Jubilant FoodWorks Limited

M/s. Chandrasekaran Associates
Company Secretary



Handwritten signature

Rupesh Agarwal
Partner
Membership No. : 16302
CP No. : 5673



Co-Chairman
(Hasi S. Bhartia)

Place: Delhi

Date: 04/11/2016

