

JFL/NSE-BSE/2021-22/101

March 28, 2022

BSE Ltd.

P.J. Towers, Dalal Street
Mumbai - 400001

National Stock Exchange of India Limited

Exchange Plaza, Bandra Kurla Complex
Bandra(E), Mumbai - 400051

Scrip Code: 533155

Symbol: JUBLFOOD

Sub:- Voting Results of Postal Ballot

Ref: Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations")

Dear Sir/Madam,

Pursuant to Regulation 44(3) of Listing Regulations and our letter dated March 28, 2022, please find enclosed herewith:-

- a) Details of voting results of the Postal Ballot conducted through electronic means in prescribed format (**Annexure -1**); and
- b) Scrutinizer's Report on Postal Ballot pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 (**Annexure - 2**)

A copy of above is also being disseminated on Company's website at www.jubilantfoodworks.com and on the website of Central Depository Services (India) Limited (CDSL).

This is for your information and records.

Thanking you,
For **Jubilant FoodWorks Limited**

Mona Aggarwal
Company Secretary and Compliance Officer
Investor E-mail id: investor@jublfood.com
Encl: A/a

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

Annexure 1

Details of the voting results by Postal Ballot process pursuant to Reg 44(3) of the Listing Regulations

Name of the Company	Jubilant FoodWorks Limited
Date of declaration of Postal Ballot Results	Monday, March 28, 2022
Total number of shareholders as on record date (i.e. February 18, 2022 - Cut-off date for Voting purpose)	3,02,886
No. of Shareholders attended the meeting through Video Conferencing:	
Promoters and Promoter Group	Not applicable (Resolutions passed through Postal Ballot by remote e-voting)
Public	
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group	Not applicable (Resolutions passed through Postal Ballot by remote e-voting)
Public	

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

Details of Agenda		To consider and approve sub-division of equity shares of the Company						
Resolution Required : (Ordinary / Special)		Ordinary 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	E-voting	5,53,46,497	5,53,46,497	100.0000	5,53,46,497	-	100.0000	-
	Poll		-	-	-	-	-	
	Postal Ballot (if applicable)		-	-	-	-	-	
	Total		5,53,46,497	5,53,46,497	100.0000	5,53,46,497	-	100.0000
Public - Institutions	E-voting	6,56,72,085	5,78,93,739	88.1558	5,78,93,739	-	100.0000	-
	Poll		-	-	-	-	-	
	Postal Ballot (if applicable)		-	-	-	-	-	
	Total		6,56,72,085	5,78,93,739	88.1558	5,78,93,739	-	100.0000
Public - Non Institutions	E-voting	1,09,50,458	10,30,876	9.4140	10,30,281	595	99.9423	0.0577
	Poll		-	-	-	-	-	
	Postal Ballot (if applicable)		-	-	-	-	-	
	Total		1,09,50,458	10,30,876	9.4140	10,30,281	595	99.9423
TOTAL		13,19,69,040	11,42,71,112	86.5893	11,42,70,517	595	99.9995	0.0005

The resolution has been passed with requisite majority.

Details of Agenda		To consider and approve alteration of Capital Clause of the Memorandum of Association of the Company.						
Resolution Required : (Ordinary / Special)		Ordinary 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	E-voting	5,53,46,497	5,53,46,497	100.0000	5,53,46,497	-	100.0000	-
	Poll		-	-	-	-	-	
	Postal Ballot (if applicable)		-	-	-	-	-	
	Total		5,53,46,497	5,53,46,497	100.0000	5,53,46,497	-	100.0000
Public - Institutions	E-voting	6,56,72,085	5,78,93,739	88.1558	5,78,93,739	-	100.0000	-
	Poll		-	-	-	-	-	
	Postal Ballot (if applicable)		-	-	-	-	-	
	Total		6,56,72,085	5,78,93,739	88.1558	5,78,93,739	-	100.0000
Public - Non Institutions	E-voting	1,09,50,458	10,30,774	9.4131	10,28,625	2,149	99.7915	0.2085
	Poll		-	-	-	-	-	
	Postal Ballot (if applicable)		-	-	-	-	-	
	Total		1,09,50,458	10,30,774	9.4131	10,28,625	2,149	99.7915
TOTAL		13,19,69,040	11,42,71,010	86.5893	11,42,68,861	2,149	99.9981	0.0019

The resolution has been passed with requisite majority.

SCRUTINIZERS' REPORT

To,
 The Chairman
JUBILANT FOODWORKS LIMITED
 Plot No. 1A, Sector-16A
 Noida, Gautam Buddha Nagar
 Uttar Pradesh - 201301

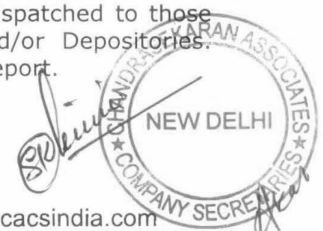
Sub: Scrutinizers' Report on postal ballot by way of electronic voting means conducted in terms of Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended in respect of passing of the resolution contained in the Notice dated February 24, 2022.

Dear Sir,

I, Shashikant Tiwari, Partner, Chandrasekaran Associates, Company Secretaries was appointed as Scrutinizer by the Board of Directors of Jubilant Foodworks Limited (hereinafter referred to as "Company") for scrutinizing postal ballot by way of voting by electronic means in respect of passing of the resolution contained in the Notice dated February 24, 2022 ("Notice") in a fair and transparent manner.

I submit my report as under:

1. 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 including General Circular no. 14/2020, 17/2020, 22/2020, 33/2020, 39/2020 and 10/2021 dated April 8, 2020, April 13, 2020, June 15, 2020, September 28, 2020, December 31, 2020, June 23, 2021 and No. 20/2021 dated December 08, 2021 respectively issued by the Ministry of Corporate Affairs ("MCA Circulars") and (ii) the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("listing regulations") with the Stock Exchanges, relating to postal ballot by way of electronic voting means.
2. My responsibility as scrutinizer is restricted to prepare a scrutinizers' report of the votes cast by the members for the resolution contained in the Notice, based on the data downloaded from website of Central Depository Services (India) Limited ("CDSL") i.e. www.evotingindia.com.
3. The Company appointed CDSL, authorized agency engaged by the Company to provide e-voting facilities till the time fixed for closing of the voting process i.e. on or before 5:00 p.m IST on Sunday, March 27, 2022.
4. The Members of the Company as on the "cut-off date" i.e. February 18, 2022 were entitled to vote on the proposed resolution to be passed through postal ballot by way of electronic voting means as set-out in the Notice of Postal Ballot dated February 24, 2022 and their shareholding as on that date has been reckoned for the purpose of arriving at the results of the postal ballot.
5. The e-voting period remained open from Saturday, February 26, 2022 at 9:00 a.m. IST and ended at the close of working hours i.e. 5:00 p.m. IST on Sunday, March 27, 2022, on the designated website of CDSL i.e. www.evotingindia.com
6. On Friday, February 25, 2022 the Company had completed the dispatch of Postal Ballot notice, to its Members whose name(s) appeared in the Register of Members/ List of beneficial owners received from National Securities Depository Limited/Central Depository Services (India) Limited ("depositories") as on the Cut-off date i.e. Friday, February 18, 2022 and whose e-mail IDs were registered with the Company/Registrar and Transfer Agent of the Company or Depositories.
7. Due to COVID-19 pandemic and in terms of the applicable MCA circulars, the Company had dispatched the Notice through e-mail only and physical ballots were not dispatched to those members whose email IDs were not registered with the Company and/or Depositories. Accordingly, the voting done through e-voting only was considered for this report.



However, the Company had given an option in the Postal Ballot Notice dated February 24, 2022, which was uploaded on the website of the Company (www.jubilantfoodworks.com), on the website of Central Depository Services Limited ("CDSL") (www.evotingindia.com) and on the websites of National Stock Exchange of India Limited (www.nseindia.com) and BSE Limited (www.bseindia.com) to the members to register their e-mail id's with the Company and/ or their depository participants.

8. As per rule 20 read with rule 22 of the Companies (Management and Administration) Rules, 2014, as amended and Regulation 47 of Listing Regulations, advertisements were published by the Company in Mint (English), and Rashtriya Sahara (Hindi), on February 26, 2022 informing the shareholders about the completion of dispatch of Postal Ballot notice, giving option to the Members, to register their e-mail id's with the company and/ or depositories along with other related matters mentioned therein.
9. I had monitored the process of electronic voting (i.e. e-voting) through the scrutinizer's secured link provided by CDSL through its designated website.
10. After completion of e-voting, votes cast by the Members, were unblocked in the presence of two witnesses, Mr. Akash Goyal, R/o. F-197, 1st Floor, F Block, Sector 14, Prashant Vihar, Rohini, Delhi - 110085 and Ms. Pallavi Kapoor, R/o. 412-414/7, 2nd Floor, Bada Bazar, Shahdara, Delhi -110032, who are not in the employment of the Company.
11. The particulars of report downloaded from the website of CDSL have been entered in a separate register maintained for the purpose of Postal Ballot.
12. Votes casted by the members through e-voting, were reconciled with the records maintained by the Registrar and Transfer Agent, i.e. Link Intime India Private Limited of the Company and authorizations lodged with the Company.
13. This report is based on votes casted through e-voting, which was downloaded from the website of CDSL i.e. www.evotingindia.com
14. After ascertaining the votes casted by e-voting, I hereby submit the result as under:

Item No. 1:

To consider and approve sub-division of equity shares of the Company (As an Ordinary Resolution)

"RESOLVED THAT, pursuant to the provisions of Section 61(1)(d) and other applicable provisions, if any, of the Companies Act, 2013 read with relevant rules framed thereunder ("the Act"), applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (in each case, including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), in accordance with Article 65 of the Articles of Association of the Company and subject to receipt of such other approvals, consents, permissions and sanctions, as may be required from concerned statutory authorities or bodies or third parties and subject to such other conditions and modifications as may be prescribed or imposed while granting such approvals, and on recommendation of the Board of Directors of the Company (hereinafter referred to as 'the Board', which expression shall include any Committee constituted/to be constituted by the Board thereof or any other person(s) as may be authorized by the Board in that behalf), consent of the shareholder(s) of the Company, be and is hereby accorded for sub-dividing/splitting the existing equity shares of the Company, such that each equity share having face value of Rs. 10/- (Rupees Ten only) fully paid-up, be sub-divided into five (5) equity shares having face value of Rs. 2/- (Rupees Two only) each, fully paid-up, ranking pari-passu with each other in all respects, with effect from such date as may be fixed by the Board as the Record Date ("Record Date").

RESOLVED FURTHER THAT, pursuant to the sub-division of equity shares of the Company, all the authorized equity shares of face value of Rs. 10/- (Rupees Ten only) each existing on the Record Date, shall stand sub-divided as follows:



Type of Capital	Pre sub-division			Post sub-division		
	No. of equity shares	Face Value (INR)	Total Share Capital (INR)	No. of equity shares	Face Value (INR)	Total Share Capital (INR)
Authorised Share Capital	15,00,00,000	10	150,00,00,000	75,00,00,000	2	150,00,00,000

RESOLVED FURTHER THAT, pursuant to the sub-division of equity shares of the Company, all the Issued, Subscribed and Paid-up equity shares of face value of Rs. 10/- (Rupees Ten only) each fully paid-up existing on the Record Date, shall stand sub-divided as follows:

Type of Capital	Pre sub-division			Post sub-division		
	No. of equity shares	Face Value (INR)	Total Share Capital (INR)	No. of equity shares	Face Value (INR)	Total Share Capital (INR)
Issued, Subscribed and Paid-up Share Capital	13,19,69,040	10	131,96,90,400	65,98,45,200	2	131,96,90,400

RESOLVED FURTHER THAT, upon sub-division of equity shares as aforesaid, the existing share certificate(s) in relation to the existing equity shares of face value of Rs. 10/- (Rupees Ten only) each, fully paid up, held in physical form, shall be deemed to have been automatically cancelled and shall be of no effect on and from Record Date and no letter of allotment shall be issued to the allottees of the sub-divided equity shares having face value of Rs. 2/- (Rupees Two only) each, fully paid up, and the Company may, without requiring the shareholders to surrender the old/existing share certificate(s), issue and dispatch the new share certificate(s) in lieu thereof, with regard to the sub-divided equity shares in accordance with the provisions of the Companies (Share Capital and Debentures) Rules, 2014 (as amended), the Articles of Association of the Company and other applicable rules and regulations and, in case of the equity shares held in the dematerialized form, the number of sub-divided equity shares of the face value of Rs. 2/- (Rupees Two only) each, fully paid up, shall be credited to the respective beneficiary accounts of the shareholders maintained with their respective depository participants, in lieu of the existing credits representing the equity shares of the Company of face value of Rs. 10/- (Rupees Ten only) each on the Record Date.

RESOLVED FURTHER THAT, the Board be and is hereby authorized to make appropriate adjustments to ensure fair and reasonable adjustment to the entitlement of the participants under the JFL Employees Stock Option Scheme 2011 and JFL Employees Stock Option Scheme 2016, due to the sub-division of equity shares as aforesaid to the outstanding stock options (whether vested or unvested as on the Record Date) in accordance with the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 as amended from time to time.

RESOLVED FURTHER THAT, the Board be and is hereby authorized to do all such acts, deeds, matters and things, to give such directions as they may in their absolute discretion deem necessary, proper or desirable, to settle any question, difficulty that may arise with regard to the sub-division of the equity shares as aforesaid and to carry out/execute all matters in connection therewith and incidental thereto in order to give full effect to this resolution including delegate all or any of its powers herein conferred to any Committee of Directors and/or any person(s) without any further approval of the shareholders."



	Particulars	E-VOTING	
		Number of member(s) voted	Votes held by them
	Number of Members & Votes (Shares) held by them	1,946	114,781,040
Less:	Number of Members & Invalid/Rejected Votes	0	0
Less:	Number of Members & Votes not exercised	0	0
Less:	Number of Members & Votes Partially exercised	6*	509,928*
	No. of Valid Votes Cast	1,946*	114,271,112*

***6(Six) Members holding 1,090,406 shares have partially exercised their voting rights in favour for 580,478 shares and not exercised for 509,928 shares.**

Particulars	E-VOTING		
	Number of members voted	Votes cast by them	% of total number of valid votes cast
Favour	1,896	114,270,517	99.9995
Against	50	595	0.0005
Total	1,946	114,271,112	100.00

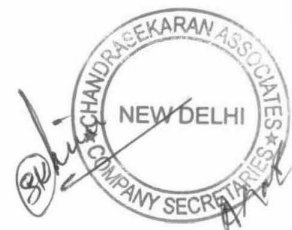
Item No. 2:

To consider and approve alteration of Capital Clause of the Memorandum of Association of the Company (As an Ordinary Resolution)

“RESOLVED THAT, pursuant to the provisions of Sections 13, 61 and other applicable provisions, if any, of the Companies Act, 2013 read with relevant rules framed thereunder (“the Act”) (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the Articles of Association of the Company and on recommendation of the Board of Directors of the Company (hereinafter referred to as ‘the Board’, which expression shall include any Committee constituted/to be constituted by the Board thereof or any other person(s) as may be authorized by the Board in that behalf) and subject to such other applicable approval(s) and/ or sanction(s) of the statutory or regulatory authorities, as may be required in this regard, consent of the shareholder(s) of the Company be and is hereby accorded to delete the existing Clause V of the Memorandum of Association of the Company in entirety and substitute the same with the following new Clause V.

V. The Authorized Share Capital of the Company is INR 150,00,00,000/- (Rupees One Hundred Fifty Crore only), divided into 75,00,00,000 (Seventy Five Crore only) equity shares of INR 2/- (Rupees Two only) each.

RESOLVED FURTHER THAT, the Board be and is hereby authorized to do all such acts, deed and things including delegating powers to any person(s), as they may in their absolute discretion deem necessary or expedient in respect of matters and things incidental or related thereto and to settle any question or doubt, to give effect to the aforesaid resolution.”



	Particulars	E-VOTING	
		Number of member(s) voted	Votes held by them
	Number of Members & Votes (Shares) held by them	1,946	114,781,040
Less:	Number of Members & Invalid/Rejected Votes	0	0
Less:	Number of Members & Votes not exercised	12#	102#
Less:	Number of Members & Votes Partially exercised	6*	509,928*
	No. of Valid Votes Cast	1,934*	114271010*

*6(Six) Members holding 1,090,406 shares have partially exercised their voting rights in favour for 580,478 shares and not exercised for 509,928 shares.
 #12(Twelve) Members holding 102 shares have not exercised their voting rights.

Particulars	E-VOTING		
	Number of members voted	Votes cast by them	% of total number of valid votes cast
Favour	1,857	114,268,861	99.9981
Against	77	2,149	0.0019
Total	1,934	114,271,010	100.00

15. Based on the aforesaid results, the resolutions as mentioned above shall be deemed to have been passed with requisite majority, on Sunday, March 27, 2022, being the last date of remote e-voting for the members of the Company. Therefore, the Company Secretary as authorised by the Chairman may accordingly declare the result of Postal Ballot process.

Thanking You,
 Yours faithfully,

Chandrasekaran Associates
 Company Secretaries
 FRN: P1988DE002500
 Peer Review Certificate No.: 11428/2021

Shashikant Tiwari
 Partner
 Membership No.: A28994
 Certificate of Practice No.: 13050
 UDIN: A028994C003213661

Place: Delhi
 Date: 28.03.2022

Countersigned by:
 For and on behalf of
JUBILANT FOODWORKS LIMITED

MONA Digitally signed by MONA
 AGGARWAL
 AL Date: 2022.03.28 19:02:10 +05'30'

Mona Aggarwal
 Company Secretary
 (As authorised by the Chairman)