

JFL/NSE-BSE/2018-19/39

June 15, 2018

The General Manager
Department of Corporate Services
BSE Ltd.
25th Floor, P.J Towers,
Dalal Street, Mumbai-400001
Scrip code: 533155

The Manager
Listing Department
National Stock Exchange of India Limited
Exchange Plaza, Bandra Kurla Complex,
Bandra (E), Mumbai- 400051
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 May 08, 2018 seeking approval of the shareholders for the following ordinary resolutions through Postal Ballot including electronic means (Remote E-voting):-

- 1) Increase in the Authorized Share Capital of the Company and consequential alteration to Clause V of the Memorandum of Association of the Company.
- 2) Issue of Bonus Shares

Based on Postal Ballot Forms/Remote E-voting received from the shareholders and as per the Scrutinizer's Report dated June 14, 2018, the above mentioned resolutions have 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*)

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 Central Depository Services (India) Limited (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

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 SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Date of declaration of Postal Ballot Results	Friday, June 15, 2018
Total No. of Shareholders as on record date	31,719 shareholders as on May 04, 2018
Total No. of Shareholders present in the meeting either in person or through proxy	
Promoter & Promoter Group	Not Applicable
Public	<i>(Resolution passed through Postal Ballot)</i>
Total No. of Shareholders attended the meeting through Video Conferencing	
Promoter & Promoter Group	Not Applicable
Public	<i>(Resolution passed through Postal Ballot)</i>



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

1 Details of Agenda		Increase in the Authorized Share Capital of the Company and consequential alteration to Clause V 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	Evoting	29,652,784	29,652,784	100.00	29,652,784	-	100.00	-
	Poll							
	Postal Ballot							
	Total (A)		29,652,784	100.00	29,652,784	-	100.00	-
Public - Institutions	Evoting	30,463,291	22,172,126	72.78	20,966,565	1,205,561	94.56	5.44
	Poll							
	Postal Ballot							
	Total (B)		22,172,126	72.78	20,966,565	1,205,561	94.56	5.44
Public - Non Institutions	Evoting	5,868,445	989,046	16.85	988,983	63	99.99	0.01
	Poll							
	Postal Ballot		50,075	0.85	50,075	-	100.00	-
	Total (C)		1,039,121	17.71	1,039,058	63	99.99	0.01
TOTAL (A+B+C)		65,984,520	52,864,031	80.12	51,658,407	1,205,624	97.72	2.28

The resolution has been passed with requisite majority.
There was no invalid vote in evoting and postal ballot

2 Details of Agenda		Issue of Bonus Shares						
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	Evoting	29,652,784	29,652,784	100.00	29,652,784	-	100.00	-
	Poll							
	Postal Ballot							
	Total (A)		29,652,784	100.00	29,652,784	-	100.00	-
Public - Institutions	Evoting	30,463,291	22,172,126	72.78	22,172,126		100.00	-
	Poll							
	Postal Ballot							
	Total (B)		22,172,126	72.78	22,172,126	-	100.00	-
Public - Non Institutions	Evoting	5,868,445	990,010	16.87	989,962	48	100.00	0.00
	Poll							
	Postal Ballot		50,023	0.85	50,023	-	100.00	-
	Total (C)		1,040,033	17.72	1,039,985	48	100.00	0.00
TOTAL (A+B+C)		65,984,520	52,864,943	80.12	52,864,895	48	100.00	0.00

The resolution has been passed with requisite majority.
There was no invalid vote in evoting and postal ballot



Annexure 2

To,
The Company Secretary
Jubilant FoodWorks Limited
Plot No. 1A, Sector 16A
Noida, Gautam Buddha Nagar
Uttar Pradesh - 201301

Subject: Scrutinizer Report on Postal Ballot

Dear Madam

With reference to my appointment as Scrutinizer to conduct the postal ballot process in respect of Ordinary Resolutions contained in Postal Ballot Notice ("Notice") dated May 8, 2018.

I enclose following as mentioned below:

- a. My report to the Chairman of the Company on the result of the postal ballots received from shareholders in physical mode and voting done through electronic mode.
- b. The register showing the particulars of voting done through physical postal ballots and e-voting exercised in respect of resolutions set out in the Notice.

For your necessary actions

**Thanking You,
Yours faithfully,**



Shashikant Tiwari
Partner
M/s Chandrasekaran Associates
Membership No. : 28994
CP No. : 13050

Place: Delhi
Date: 14.06.2018

Scrutinizer's Report

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

Scrutinizer's Report on Postal Ballot voting including voting by electronic means in respect of passing of the resolution contained in the Notice dated May 8, 2018 through Postal Ballot Process.

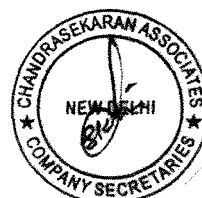
Dear Sir,

I, Shashikant Tiwari, 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 remote e-voting in respect of the passing of the resolution contained in the Notice dated May 8, 2018 ("Notice") 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 with the Stock Exchanges, relating to postal ballot voting including remote e-voting. My responsibility as a scrutinizer is restricted to making a Scrutinizer's report of the votes cast by the members for the resolution contained in the Notice, 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 remote e-voting facilities and scrutiny of the physical postal ballots received till the time fixed for closing of the voting process i.e. on or before 5:00 P.M. on Wednesday, June 13, 2018.

I submit my report as under:

1. After the time fixed for closing of the remote e-voting, i.e. 5:00 P.M. on June 13, 2018, a final electronic report was generated by me by accessing the data available to me from the website (www.evotingindia.com) of CDSL. The data regarding the remote e-voting was diligently scrutinized.
2. The physical postal ballots received from the shareholders through post/courier/by hand till the time fixed for closing of the Postal Ballot i.e. on or before 5:00 P.M. on June 13, 2018 were diligently scrutinized and reconciled with the records maintained by the Company through Link Intime India Private Limited, the Registrar and Share Transfer Agent of the Company and the authorizations lodged with the Company.



3. The votes were unblocked on Wednesday, June 13, 2018 around 6:19 P.M in the presence of two witnesses, Mr. Abhishek Thakur R/o, C-13, Indira Puri, Ghaziabad, U.P-201102 and Mr. Rajesh Kumar R/o A-138, Street No. 3, Opp Walla Nursing Home, Shakarpur, Delhi-110092 who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.


Abhishek Thakur


Rajesh Kumar

The result of the scrutiny of the above postal ballot voting including remote e-voting in respect of passing of the resolution contained in the Notice is as under:

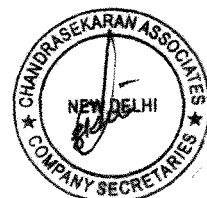
1. **Increase in the Authorized Share Capital of the Company and consequential alteration to Clause V of the Memorandum of Association of the Company.**

"RESOLVED THAT pursuant to the provisions of section 13 and 61 and other applicable provisions, if any, of the Companies Act, 2013 read with relevant rules framed thereunder ("**Act**", including any statutory modification(s) or re-enactment thereof from time to time), the Articles of Association of the Company and on the recommendation of the Board of Directors ("**the Board**", which term shall be deemed to include any Committee of Directors thereof which the Board may have constituted or hereafter constitute for the time being exercising the powers conferred on the Board by this resolution) of the Company, the consent of the shareholders of the Company, be and is hereby accorded for increase in the Authorized Share Capital of the Company from the existing INR 80,00,00,000 (Rupees Eighty Crore) divided into 8,00,00,000 (Eight Crore) Equity Shares of INR 10 (Rupees Ten) each, to INR 150,00,00,000 (Rupees One Hundred Fifty Crore only), divided into 15,00,00,000 (Fifteen Crore) equity shares of INR 10 (Rupees Ten) each.

RESOLVED FURTHER THAT pursuant to the provisions of section 13 and 61 of the Act, the existing Clause V of the Memorandum of Association of the Company, be and is hereby deleted and in its place, the following Clause V be substituted:

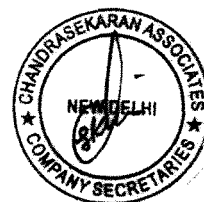
The Authorized Share Capital of the Company is INR 150,00,00,000 (Rupees One Hundred Fifty Crore only), divided into 15,00,00,000 (Fifteen Crore) equity shares of INR 10 (Rupees Ten) each.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deed and things including delegating powers to employees and/ or officers of the Company, 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		PHYSICAL BALLOT		TOTAL	
		Number of members voted	Votes held by them	Number of members voted	Votes held by them	Number of members voted	Votes held by them
	Total No. of Members & Shares held by them	394	5,28,14,920	39	50,083	433	5,28,65,003
Less:	Total No of Members & Invalid/Rejected Votes	0	0	0	0	0	0
Less:	Total No. of Members & Votes not exercised/Partially exercised	3	964	1	8	4	972
	No of Valid Votes Cast	391	5,28,13,956	38	50,075	429	5,28,64,031

Particulars	E-VOTING		PHYSICAL BALLOT		TOTAL		% of total number of valid votes cast
	Number of members voted	Votes Cast by them	Number of members voted	Votes Cast by them	Number of members voted	Votes Cast by them	
Favour	380	5,16,08,332	38	50,075	418	5,16,58,407	97.72
Against	11	12,05,624	0	0	11	12,05,624	2.28
Total	391	5,28,13,956	38	50,075	429	5,28,64,031	100.00



2. Issue of Bonus Shares

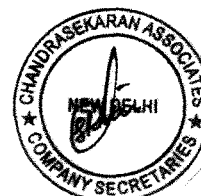
"RESOLVED THAT pursuant to the provisions of Section 63 and other applicable provisions of the Companies Act, 2013 read with relevant rules framed thereunder, Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015 ("**Listing Regulations**") and other applicable regulations issued by the Securities and Exchange Board of India (including any statutory modification(s) or re-enactment thereof from time to time), Article 75 of the **Articles of Association** of the Company and on the recommendation of the Board of Directors ("**the Board**"), which term shall be deemed to include any Committee of Directors thereof which the Board may have constituted or hereafter constitute for the time being exercising the powers conferred on the Board by this resolution), and subject to such approvals, permissions and sanctions as may be necessary and further subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions which may be agreed to by the Board, the consent of the shareholders of the Company, **be and is hereby accorded** to the Board to issue bonus equity shares, by capitalizing whole or part of the sum standing in the Securities Premium Account of the Company for the issue of 65,984,520 equity shares of INR 10 (Rupees Ten) each credited as fully paid-up equity shares (hereinafter referred to as "**Bonus Shares**") to the equity shareholders of the Company whose names appear in the Register of Members maintained by the Company's Registrars and Transfer Agents / List of Beneficial Owners, as received from the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL), on such date as may be fixed in this regard by the Board as the record date ("**Record Date**"), in the proportion of 1 (one) equity share of INR 10 (Rupees Ten) each fully paid-up for every 1 (One) equity share of INR 10 (Rupees Ten) each fully paid-up of the Company held by them on the Record Date.

RESOLVED FURTHER THAT the Board be and is hereby authorized to make appropriate adjustments to the options under the existing employee stock option schemes of the Company (whether vested or unvested as on the record date) consequent to the issue of Bonus Shares.

RESOLVED FURTHER THAT the Bonus Shares so allotted shall rank *pari passu* in all respects with the existing fully paid-up equity shares of the Company except that they shall be entitled to participate only in such dividends which may be declared after the allotment of the Bonus Shares.

RESOLVED FURTHER THAT no letter of allotment shall be issued in respect of the Bonus Shares and in the case of shareholders who hold shares of the Company in dematerialized form or opt to receive the Shares in dematerialized form, the Bonus Shares shall be credited to the respective demat account of the shareholders and in the case of shareholders who hold Equity Shares in physical form, the share certificates in respect of the Bonus Shares shall be dispatched, within such time as prescribed by law and the relevant authorities.

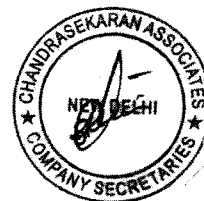
RESOLVED FURTHER THAT the Board be and is hereby authorized to take necessary steps for listing of such shares on the Stock Exchanges where the securities of the Company are listed as per the provisions of the Listing Regulations and other applicable guidelines, rules and regulations.



RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deed and things including delegating powers to employees and/ or officers of the Company, 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		PHYSICAL BALLOT		TOTAL	
		Number of members voted	Votes held by them	Number of members voted	Votes held by them	Number of members voted	Votes held by them
	Total No. of Members & Shares held by them	394	5,28,14,920	39	50,083	433	5,28,65,003
Less:	Total No of Members & Invalid/Rejected Votes	0	0	0	0	0	0
Less:	Total No. of Members & Votes not exercised/Partially exercised	0	0	5	60	5	60
	No of Valid Votes Cast	394	5,28,14,920	34	50,023	428	5,28,64,943



Particulars	E-VOTING		PHYSICAL BALLOT		TOTAL		% of total number of valid votes cast
	Number of members voted	Votes Cast by them	Number of members voted	Votes Cast by them	Number of members voted	Votes Cast by them	
Favour	391	5,28,14,872	34	50,023	425	5,28,64,895	100.00
Against	3	48	0	0	3	48	0.00
Total	394	5,28,14,920	34	50,023	428	5,28,64,943	100.00




- 4. This report is based on register of **voting**, i.e vote cast through remote e-voting and voting through postal ballot.

- 5. 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,



Shashikant Tiwari
Partner
M/s Chandrasekaran Associates
Membership No. : 28994
CP No. : 13050

Countersigned by:
For Jubilant FoodWorks Limited



Mona Aggarwal
Company Secretary

Place: Delhi
Date: 14.06.2018