Jubilant FoodWorks Limited
Regd. Office: Plot 1A, Sector 16A, Noida – 201 301, U.P.
CIN No. : L74899UP1995PLC043677
Phone: +91-120-4090500, Fax: +91-120-4090599
Website: www.jubilantfoodworks.com, E-mail: investor@jublfood.com

NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the Twenty-second **(22nd)** Annual General Meeting **("Meeting")** of the member(s) of **JUBILANT FOODWORKS LIMITED ("Company")** will be held on Monday, August 28, 2017 at 11.00 a.m. at the International Trade Expo Centre, Expo Drive, A-11, Sector – 62, Noida – 201301, U.P., to transact the following business:-

Ordinary Business

1. To receive, consider and adopt:

   a) Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2017 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, 2017 and the Report of the Auditors thereon

2. To declare dividend on Equity Shares.

3. 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.

4. Appointment of Statutory Auditors

   To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution:**

   "RESOLVED THAT pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), **M/s. Deloitte Haskins & Sells LLP**, Chartered Accountants, (ICAI Registration No. 117366W/W-100018) be and is hereby appointed as Statutory Auditors of the Company in place of retiring Auditors, M/s. S. R. Batliboi & Co. LLP, Chartered Accountants, (ICAI Registration No. 301003E/E300005), to hold office from the conclusion of this 22nd Annual General Meeting (AGM) until the conclusion of the 27th AGM of the Company, subject to ratification by the Members at every AGM till the 26th AGM, on such remuneration as may be mutually determined between the Statutory Auditors and Board of Directors of the Company."

Special Business:

5. **Appointment of Mr. Berjis Minoo Desai (DIN 00153675) as an Independent Director**

   To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution:**

   "RESOLVED THAT pursuant to the provisions of Sections 149, 152, 161, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the rules made thereunder, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof, for the time being in force), Articles of Association of the Company, **Mr. Berjis Minoo Desai (DIN 00153675)**, who was appointed as an Additional Director (Independent) of the Company with effect from May 29, 2017 in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for a term of five consecutive years upto May 28, 2022, not liable to retire by rotation."

6. **Appointment of Mr. Shamit Bhartia (DIN 00020623) as Non-Executive Director**

   To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution:**

   "RESOLVED THAT pursuant to the provisions of Sections 152, 161 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the rules made thereunder, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof, for the time being in force), Articles of Association of the Company, **Mr. Shamit Bhartia (DIN 00020623)**, who was appointed as an Additional Director of the Company with effect from May 29, 2017 and who holds office as such up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby appointed as Non-Executive Director of the Company, liable to retire by rotation."

7. **Appointment of Ms. Aashti Bhartia (DIN 02840983) as Non-Executive Director**

   To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution:**

   "RESOLVED THAT pursuant to the provisions of Sections 152, 161 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the rules made thereunder, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof, for the time being in force), Articles of Association of the Company, **Ms. Aashti Bhartia (DIN 02840983)**, who was appointed as an Additional Director of the Company with effect from May 29, 2017 and who holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing her candidature for the office of Director, be and is hereby appointed as Non-Executive Director of the Company, liable to retire by rotation."

8. **Appointment of Mr. Pratik Rashmikant Pota (DIN 00751178) as a Director**

   To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution:**

   "RESOLVED THAT pursuant to the provisions of Sections 152, 161 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the rules made thereunder, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof, for the time being in force), **Mr. Pratik Rashmikant Pota (DIN 00751178)**, who was appointed as an Additional Director of the Company with effect from April 1, 2017 and who holds office up to the date of this Annual General Meeting

and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company, not liable to retire by rotation."

9. **Appointment of Mr. Pratik Rashmikant Pota (DIN 00751178) as Wholetime Director, designated as CEO & Wholetime Director**

To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of Sections 2(18), 2(51), 196, 197, 203, Schedule V and any other applicable provisions of the Companies Act, 2013 ("the Act") and the rules made thereunder, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof, for the time being in force), Articles of Association of the Company and subject to such other approvals as may be necessary, the consent of the member(s) of the Company be and is hereby accorded to the appointment of **Mr. Pratik Rashmikant Pota (DIN 00751178)** as Wholetime Director, designated as Chief Executive Officer and Wholetime Director ("CEO and WTD") of the Company, w.e.f. April 1, 2017 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 of the Company (hereinafter referred to as "the Board" which term shall be deemed to include any Committee constituted/to be constituted by the Board) be and is hereby authorized to vary, alter, enhance, or widen the scope of remuneration (including Fixed Salary, Incentives & Increments thereto and retirement benefits) payable to Mr. Pratik Pota 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. Pratik Pota 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. Pratik Pota as CEO and WTD of the Company, the Company has no profits or its profits are inadequate, Mr. Pota will be paid, then current remuneration (including Fixed Salary, Incentives & Increments thereto and retirement benefits) as minimum remuneration subject to necessary approvals and compliances as per the applicable provisions of the Act.

RESOLVED FURTHER THAT the Board 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."

By order of the Board of Directors
for **Jubilant FoodWorks Limited**

Sd/-
Mona Aggarwal
Company Secretary

Date: May 29, 2017
Place: Noida

NOTES:

1. The Explanatory Statement, pursuant to Section 102 of the Companies Act, 2013 ("the Act"), in respect of Item no. 4 to 9 to be transacted at the 22nd AGM is annexed hereto.

2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON POLL INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBER(S) NOT EXCEEDING FIFTY (50) AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT (10%) OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. A MEMBER HOLDING MORE THAN TEN PERCENT (10%) OF THE TOTAL SHARE CAPITAL OF THE COMPANY MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS PROXY FOR ANY OTHER PERSON OR MEMBER.**

3. **THE INSTRUMENT APPOINTING THE PROXY (ENCLOSED HERETO) IN ORDER TO BE EFFECTIVE MUST BE DEPOSITED (DULY COMPLETED, STAMPED AND SIGNED) AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY-EIGHT (48) HOURS BEFORE THE COMMENCEMENT OF THE MEETING.**

4. Member(s)/Proxies/Authorized Representatives are requested to bring the enclosed attendance slip duly filled in and signed for attending the meeting. Member(s) who hold equity shares in electronic mode are requested to write the Client ID and DP ID number and those who hold equity shares in physical mode are requested to write their folio number in the attendance slip.

5. Corporate Member(s) intending to send their authorized representative(s) to attend the meeting are requested to send a duly certified copy of the Board Resolution/Power of Attorney authorizing their representative(s) to attend and vote on their behalf at the meeting.

6. Pursuant to Section 72 of the Act, member(s) of the Company may nominate a person in whom the shares held by him/them shall vest in the event of his/ their unfortunate death. Member(s) holding shares in physical form may file nomination in the prescribed Form SH-13 with the Company's Registrar and Transfer Agent (RTA). In respect of shares held in dematerialized form, the nomination form may be filed with the respective Depository Participant.

7. In case of joint holders, only such joint holder who is named first in the order of names will be entitled to vote.

8. The route map showing directions to reach the venue of the meeting is enclosed.

9. The relevant details of Directors proposed to be appointed/ reappointed, as required under Reg. 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and Secretarial Standard -2 on General Meetings are also annexed as **Annexure-A.**

10. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act and the Register of Contracts or Agreements in which the directors are interested, maintained under Section 189 of the Act, will be available for inspection by the members at the meeting.

11. Members desirous of seeking any information relating to the Accounts of the Company may write to the Company at Tower D, Logix Techno Park, Plot No. 5, Sector 127, Noida - 201304 for the attention of Company Secretary, at least seven days in advance of the Meeting so that requisite information can be made available at the Meeting.

12. The Register of Members and Share Transfer Books of the Company shall remain closed from Tuesday, August 22, 2017 to Monday, August 28, 2017 (both days inclusive) for the purpose of determining eligibility for payment of dividend.

13. The dividend, as recommended by the Board of Directors of the Company (₹ 2.50/- per equity share of ₹ 10/- each for the FY 2017), if declared at the meeting, will be paid on or before Wednesday, September 27, 2017 to those member(s) or their mandates:-

    a. whose names appear as Beneficial Owners at the end of business hours on Monday, August 21, 2017 in the lists of Beneficial Owners furnished by National Securities Depository Limited and Central Depository Services (India) Limited in respect of the shares held in electronic form;

b. whose names appear as member(s) in the Register of Members of the Company after giving effect to valid share transfers in physical form lodged with the Company on or before Monday, August 21, 2017.

14. Member(s) holding shares in electronic form may note that address/bank particulars registered against their respective depository accounts will be used by the Company for payment of dividend. The Company or its RTA cannot act on any request received directly from the member(s) holding shares in electronic form for any change of address/bank particulars or bank mandates. Such changes are to be advised only to the Depository Participant by the members.

15. Member(s) holding shares in physical form are requested to notify the Company or Company's RTA, Link Intime India Pvt. Ltd. of any change in their addresses/Bank Mandates.

16. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Member(s) holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company/RTA.

17. Certificates from M/s. S. R. Batliboi & Co. LLP, certifying that the Domino's Employees Stock Option Plan, 2007, JFL Employees Stock Option Scheme, 2011 and JFL Employees Stock Option Scheme, 2016 are being implemented in accordance with the SEBI (Share Based Employee Benefits) Regulations, 2014, will be placed at the meeting.

18. All relevant documents referred to in the Notice of the Meeting shall be open for inspection at the Registered Office and a copy of all documents referred will be available at Corporate Office of the Company during normal business hours (11.00 am to 1.00 pm) on all working days, upto the date of the meeting.

19. The voting rights of member(s) shall be in proportion to their shares in the paid up equity share capital of the Company as on the cut-off date i.e. Monday, August 21, 2017. A person whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date, i.e. Monday, August 21, 2017 only shall be entitled to avail the facility of remote e-voting / Poll.

20. **Member(s) who have not registered their e-mail addresses so far, are requested to register their e-mail address for receiving all communication including Annual Report, Notices etc. from the Company electronically.**

21. Notice of the Meeting and the Annual Report for FY 2016-17 of the Company is being sent by electronic mode to those member(s) whose e-mail IDs are registered with the Company/ Depository Participant(s) unless any member has requested for physical copy of the same. For member(s) who have not registered their e-mail IDs, physical copy of the Notice of the Meeting and the Annual Report for FY 2016-17 are being sent in the permitted mode.

22. Member(s) may also note that the Notice of the Meeting and the Annual Report for FY 2016-17 will also be available on the Company's website www.jubilantfoodworks.com for their download.

23. **Voting through electronic means**

i. In compliance with provisions of Section 108 of the Act read with Rules prescribed thereunder, as amended and Reg. 44 of the Listing Regulations, the Company is pleased to provide e-voting facility to its members to exercise their right to vote on resolutions proposed to be considered at the meeting by electronic means and the items of business given in the Notice of meeting may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the meeting ("remote e-voting") will be provided by Central Depository Services (India) Limited (CDSL).

ii. The facility for voting through poll shall be made available at the meeting and the member(s) attending the meeting who have not cast their vote by remote e-voting shall be entitled to cast their vote at the meeting through poll. No voting by show of hands will be allowed at the Meeting. Please note that the member may participate in the meeting even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the meeting.

iii. Members who have casted their vote by both the modes, than vote casted through poll will be treated invalid.

iv. The remote e-voting period commences at 09.00 a.m. on Friday, August 25, 2017 and ends at 5:00 p.m. on Sunday, August 27, 2017. During this period, member(s) of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of Monday, August 21, 2017, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.

v. **The process and manner for remote e-voting are as under:**

(i) Log on to the e-voting website www.evotingindia.com.

(ii) Click on Shareholders/Members

(iii) Now Enter your User ID

a. For CDSL: 16 digits beneficiary ID

b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID

c. Members holding shares in Physical Form: Enter Folio Number registered with the Company

d. Next enter the Image Verification as displayed and Click on "Login"

e. If you are holding shares in Demat form and had logged on to www.evotingindia.com and casted your vote earlier for any Company/ entity, then your existing password is to be used. If you are a first time user follow the steps given below.

(iv) Fill up the following details in the appropriate boxes:

PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) • Memabers who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent separately to you in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the Company records in order to login. • If both the details are not recorded with the depository or Company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iii).

(v) After entering these details appropriately, click on "SUBMIT" tab.

(vi) Members holding shares in physical form will then reach directly the EVSN selection screen. However, member(s)

holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is also to be used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(vii) For Member(s) holding shares in physical form, the details can be used only for e-voting on the resolution contained in this Notice.

(viii) Click on the relevant EVSN of Jubilant FoodWorks Limited on which you choose to vote.

(ix) On the voting page, you will see Resolution Description and against the same option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

(x) Click on the "Resolutions File Link" if you wish to view the entire Resolution details.

(xi) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

(xii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(xiii) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.

(xiv) If Demat account holder has forgotten the changed login password then enter the User ID and image verification code and click on "Forgot Password" & enter the details as prompted by the system.

(xv) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Window phone users can download the app from App Store and Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting through your mobile phone.

(xvi) A. Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to www.evotingindia.com and register themselves as Corporates.

B. They should e-mail a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com.

C. After receiving the login details they have to create a compliance user who would be able to link the account(s) which they wish to vote on.

D. The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.

E. They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

(xvii) In case you have any queries or issues regarding remote e-voting, you may refer Frequently Asked Questions (FAQs) and e-voting manual available at www.evotingindia.com under help section or write e-mail to helpdesk.evoting@cdslindia.com or call on toll free no. 18002005533.

(xviii) Any person, who acquires shares of the Company and becomes the member of the Company after dispatch of the Notice of the meeting and holding shares as of the cut-off date i.e. Monday, August 21, 2017, may follow the same procedure as mentioned above for remote e-voting.

(xix) The Company has appointed Mr. Rupesh Agarwal, Partner, M/s. Chandrasekaran Associates, Practicing Company Secretaries (Membership No. ACS 16302) failing him Mr. Shashikant Tiwari, Partner, M/s. Chandrasekaran Associates, Practicing Company Secretaries (Membership No. ACS 28994) as the Scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner.

(xx) The Chairman shall, at the meeting, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of Polling Paper for all those members who are present at the meeting but have not cast their votes by availing the remote e-voting facility.

(xxi) The poll process shall be conducted and a report thereon shall be prepared in accordance with Section 109 of the Act read with the relevant rules made thereunder. In such an event, votes cast under Poll taken together with the votes cast through remote e-voting shall be counted for the purpose of passing of resolution(s).

(xxii) The Scrutinizer, after scrutinizing the votes cast at the meeting (Poll) and through remote e-voting, will, not later than forty eight (48) hours of conclusion of the Meeting, make a consolidated scrutinizer's report and submit the same to the Chairman or any other Director of the Company authorised by him in writing who shall declare the result of the voting forthwith. The Results declared alongwith the consolidated scrutinizer's report shall be placed on the website of the Company www.jubilantfoodworks.com and on the website of CDSL immediately after the declaration of result. The results shall also be immediately forwarded to the Stock Exchanges.

(xxiii) The results shall also be displayed at the Registered Office and Corporate Office of the Company.

(xxiv) Subject to receipt of sufficient votes, the resolution(s) shall be deemed to be passed at the 22nd Meeting of the Company scheduled to be held on Monday, August 28, 2017.

By order of the Board of Directors
for **Jubilant FoodWorks Limited**

Sd/-
Mona Aggarwal
Company Secretary

Date: May 29, 2017
Place: Noida

Explanatory Statement pursuant to Section 102 of the Companies Act, 2013

Item No. 4

In terms of the provisions of Section 139 of Companies Act, 2013 ("the Act"), no listed company can appoint or re-appoint an audit firm as auditor for more than two terms of five consecutive years.

M/s. S. R. Batliboi & Co. LLP, Chartered Accountants (SRB) were appointed as First Auditors of the Company in 1995 and re-appointed at every Annual General Meeting (AGM) thereafter. In terms of Section 139 of the Act, SRB complete their term at the conclusion of the ensuing 22nd AGM of the Company and cannot be re-appointed for a fresh term. Accordingly, the Board of Directors, in its meeting held on May 29, 2017, recommended the appointment of M/s. Deloitte Haskins & Sells LLP, Chartered Accountants (DHS) as Statutory Auditors of the Company in place of SRB to hold office from the conclusion of this AGM until the conclusion of the 27th AGM of the Company, subject to ratification by the Members at every AGM till the 26th AGM of the Company.

DHS have given their consent for the said appointment and confirmed that they are not disqualified from being appointed as the Statutory Auditor of the Company.

None of the Directors, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested (financially or otherwise) in the proposed resolution. The Board recommends the passing of the resolution as set out at item no. 4 as an Ordinary Resolution.

Item No. 5

In terms of the Appointment and Remuneration Policy of the Company and based on the recommendation of Nomination, Remuneration and Compensation Committee, the Board of Directors had appointed Mr. Berjis Minoo Desai as an Independent Director, with effect from May 29, 2017, not liable to retire by rotation.

The Company has received from Mr. Desai (i) consent to act as Director, (ii) declaration that he is not disqualified from being appointed as a Director of the Company, and (iii) declaration of independence.

In the opinion of the Board, Mr. Desai possesses appropriate skills, experience & knowledge and fulfils the conditions for appointment as an Independent Director as specified in the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) and that he is independent of the management.

The Company has also received notice in writing, from member along with requisite deposit under section 160 of the Act, proposing his candidature for appointment as Director of the Company.

Copy of Appointment Letter setting out terms and conditions of his appointment is available for inspection by Members as per details mentioned in the Notes.

The disclosures prescribed under Regulation 36 of the Listing Regulations read with the provisions of the Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India ('SS-2') are provided in Annexure-A of the Notice.

Except Mr. Berjis Minoo Desai, being an appointee, none of the Directors, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested (financially or otherwise) in the proposed resolution mentioned at item no. 5. The Board recommends the passing of the resolution as set out at item no. 5 as an Ordinary Resolution.

Item Nos. 6 & 7

In terms of the Appointment and Remuneration Policy of the Company and based on the recommendation of Nomination, Remuneration and Compensation Committee, the Board of Directors had appointed Mr. Shamit Bhartia and Ms. Aashti Bhartia as Non-Executive Non-Independent Directors, with effect from May 29, 2017, liable to retire by rotation.

The Company has received from both the Director(s) (i) consent to act as Director, and (ii) declaration that they are not disqualified from being appointed as a Director of the Company.

The Company has also received notices in writing, from member along with requisite deposit under section 160 of the Act, proposing their candidatures for appointment as Director(s) of the Company.

Copy of Appointment Letter setting out terms and conditions of their appointment is available for inspection by Members as per details mentioned in the Notes.

The disclosures prescribed under Regulation 36 of the Listing Regulations read with the provisions of the Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India ('SS-2') are provided in Annexure-A of the Notice.

Mr. Shyam S. Bhartia, Chairman & Director and Mr. Shamit Bhartia are related being father & son. Mr. Hari S. Bhartia, Co-Chairman & Director and Ms. Aashti Bhartia are related being father & daughter.

Except above, none of the Directors, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested (financially or otherwise) in the proposed resolution(s) mentioned at item nos. 6 & 7. The Board recommends the passing of the resolution(s) as set out at item nos. 6 & 7 as Ordinary Resolution(s).

Item Nos. 8 & 9

In terms of the Appointment and Remuneration Policy of the Company and based on the recommendation of Nomination, Remuneration and Compensation Committee (NRC), the Board of Directors had appointed Mr. Pratik Rashmikant Pota as an Additional Director with effect from April 1, 2017, not liable to retire by rotation. He was also appointed as the Chief Executive Officer and Wholetime Director of the Company with effect from April 1, 2017, subject to the approval of the Members. He is appointed as professional Director, independent of the management.

The Company has received consent to act as Director and declaration that he is not disqualified from being appointed as a Director of the Company.

The Company has also received notice in writing, from member along with requisite deposit under section 160 of the Act, proposing his candidature for the appointment as Director of the Company.

The terms and conditions for appointment of Mr. Pota are proposed keeping in line with the objective of attracting and retaining professional with expertise and high competence on the Board. The material terms of appointment and remuneration as set out in his appointment letter are given below:-

I. Fixed Salary

S. No.	Particulars	Amount per annum (In ₹)
a)	Basic Salary	84,54,730
b)	Personal Pay, Perquisites and Allowances	89,12,310
c)	Retirement Benefits	14,21,240
	Total Fixed Salary	**1,87,88,280**

II. Other Benefits and Perquisites :-

Incentives, Joining Bonus, Car facility, Club membership, Personal Accident and Term Life Insurance, Mediclaim Coverage, Executive health check-up, telecommunication facility, Leave Encashment etc. as per Company's policy.

III. Stock Options - As may be granted by NRC from time to time as per ESOP Schemes of the Company.

IV. Other Terms:

(i) Mr. Pota has the overall responsibility to lead and manage strategic initiatives & operations of the Company subject to the superintendence, control & direction of the Board of Directors.

(ii) He shall not be paid any sitting fees for attending meetings of the Board or Committee thereof.

The Board of Directors or Committee thereof may, in their discretion, vary/alter or widen the scope of remuneration within the overall limits as specified under Section 197 read with Schedule V of the Act and other applicable provisions if any, of the Act.

Copy of Appointment Letter setting out terms and conditions of appointment including remuneration is available for inspection by Members as per details mentioned in the Notes.

The disclosures prescribed under Regulation 36 of the Listing Regulations read with the provisions of the Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India ('SS-2') are provided in Annexure-A of the Notice.

Except Mr. Pratik Pota, being an appointee, none of the Directors, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested (financially or otherwise) in the proposed resolution(s) mentioned at item nos. 8 & 9. The Board recommends the passing of the resolution(s) as set out at item nos. 8 & 9 as Ordinary Resolution(s).

By order of the Board of Directors
for **Jubilant FoodWorks Limited**

Sd/-
Mona Aggarwal
Company Secretary

Date: May 29, 2017
Place: Noida

Annexure A

Details of Directors seeking appointment/re-appointment at the Annual General Meeting of the Company pursuant to Reg. 36 of the Listing Regulations and Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India.

1. Mr. Shyam S. Bhartia, Chairman & Non-Executive Director

Mr. Shyam S Bhartia, aged 64 years, is the Non-Executive Chairman of the Company. He holds a Bachelor's degree in Commerce from St. Xavier's College, University of Calcutta. He is a qualified Cost Accountant and a fellow member of the Institute of Cost Accountants of India.

A leading industrialist of India, he has a rich industrial experience of over 38 years in the pharmaceuticals and specialty chemicals, food, oil and gas (exploration and production) and aerospace sectors and has been instrumental in developing strategic alliances and affiliations with leading global companies. He has been associated with various institutions and has served as a member of the Board of Governors, Indian Institute of Technology, Mumbai and Indian Institute of Management, Ahmedabad. He has also been Chairman of the Chemicals Committee of Federation of Indian Chamber of Commerce & Industry ('FICCI'). He was also on the Board of Air India.

He was a member of the Executive Committee of FICCI, Confederation of Indian Industry and the Task Force on Chemicals appointed by the Government of India.

His immense contributions have been recognized by various awards. He, along with Mr. Hari S. Bhartia, was felicitated with the Entrepreneur of the Year Award at the prestigious AIMA Managing India Awards 2013, presented by the President of India. He also shared with Mr. Hari S. Bhartia, Ernst & Young Entrepreneur of the Year Award 2010 for Life Sciences & Consumer Products category.

He is on the Board of the Company since March 16, 1995 and hold one equity share of the Company. His re-appointment shall be as per Company's Appointment and Remuneration Policy.

During the Financial Year ended March 31, 2017, Mr. Shyam S. Bhartia attended six meetings of Board of Directors of the Company. He did not receive any remuneration during FY 2016-17 as he has opted out from receiving sitting fee and commission.

Mr. Shyam S. Bhartia is related to Mr. Hari S Bhartia, Co-Chairman and Non-Executive Director of the Company, being his brother and to Mr. Shamit Bhartia, Non-Executive Director of the Company, being his son. Except above, he is not related with any other Director or Key Managerial Personnel of the Company.

Directorship as on March 31, 2017:-

Indian Companies: Jubilant FoodWorks Limited, Jubilant Life Sciences Limited, Chambal Fertilisers and Chemicals Limited, Vam Holdings Limited, Jubilant Bhartia Foundation, Jubilant Capital Private Limited, SPB Trustee Company Private Limited, SSP Trustee Company Private Limited, SSB Consultants & Management Services Private Limited, SS Trustee Company Private Limited, SBS Trustee Company Private Limited, SSBSB Realty Trustee Company Private Limited, SBSSB Realty Trustee Company Private Limited, Jubilant Enpro Private Limited, KBHSB Property Trustee Company Private Limited and HSSS Investment Holding Private Limited.

Foreign Companies / Bodies Corporate: Jubilant Pharma Limited, Singapore, CFCL Venture Limited, Safe Foods Corporation, Jubilant Cadista Pharmaceuticals Inc., Cadista Holdings Inc., Jubilant Life Sciences NV, DAHI Animal Health (UK) Limited, Jubilant Life Sciences (BVI) Limited, Jubilant Biosys (BVI) Limited, Jubilant Innovation (BVI) Limited, Jubilant Drug Discovery & Development Services Inc., Jubilant Pharma Holdings Inc., HSL Holdings Inc., Draximage LLC., Deprenyl Inc., USA, Draxis Pharma LLC, Jubilant Discovery Services Inc., Jubilant Innovation (USA) Inc, Jubilant Life Sciences International Pte Limited, Jubilant Biosys (Singapore) Pte Limited, Jubilant Drug Development Pte Limited, Jubilant Innovation Pte Limited, Drug Discovery and Development Solutions Limited, Jubilant FoodWorks Lanka Private Limited, Jubilant DraxImage (USA) Inc, Jubilant Pharma Australia Pty Ltd., Draximage (UK) Ltd. and Jubilant Draximage RadioPharmacies Inc.

Chairmanship/membership of Committees of Indian Companies as on March 31, 2017:

S. no.	Name of the Company	Name of the Committee	Chairman/Member
1	Jubilant FoodWorks Limited	Nomination, Remuneration and Compensation Committee	Member
		Regulatory and Finance Committee	Chairman
2	Jubilant Life Sciences Limited	Stakeholders Relationship Committee	Member
		Sustainability & CSR Committee	Member
		Nomination, Remuneration & Compensation Committee	Member
		Finance Committee	Chairman
		Capital Issue Committee	Chairman
		Fund Raising Committee	Chairman
3	Vam Holdings Limited	Stakeholders Relationship Committee	Member
4	Chambal Fertilisers and Chemicals Limited	Banking & Finance Committee	Chairman
		Corporate Social Responsibility Committee	Chairman
		Risk Management Committee	Chairman
		Strategy Committee	Member
5	SSB Consultants & Management Services Pvt Ltd.	Corporate Social Responsibility Committee	Member

For further details, please refer to the Explanatory Statement pursuant to Section 102 of the Act of the accompanying Notice.

2. Mr. Berjis Minoo Desai, Independent Director

Mr. Berjis Desai, aged 60 years, is graduate with first class honours from the Elphinstone College and stood first in the University of Bombay in the final year law exams. He was awarded the Rotary International Scholarship to study post-graduate law at Cambridge University, U.K. where he secured a starred first. He also topped the solicitor exams conducted by the Bombay Incorporated Law Society.

He has been practicing law for last 37 years and was the Managing Partner of J. Sagar Associates. He has extensive experience and specializes in mergers and acquisitions, derivatives, corporate and financial laws, International business laws and international commercial arbitration.

He has been appointed on the Board of the Company with effect from May 29, 2017 and does not hold any equity share of the Company. His appointment shall be as per Company's Appointment and Remuneration Policy. Since he was appointed as Additional Director effective May 29, 2017, details related to Board meeting attended and remuneration last drawn are not applicable. As an Independent Director, Mr. Desai shall be entitled to sitting fee for attending Board/Committee meetings and commission, if paid, FY 2018 onwards.

Directorship as on May 29, 2017:-

Indian Companies: Jubilant FoodWorks Limited, Praj Industries Limited, Emcure Pharmaceuticals Ltd., The Great Eastern Shipping Company Limited, Greatship (India) Ltd., Edelweiss Financial Services Ltd. Man Infraconstruction Limited, Adani Enterprises Limited, Nuvoco Vistas Corporation Limited, Inventurus Knowledge Solutions Pvt. Ltd., Centrum Fiscal Pvt. Ltd., Capricorn Studfarm Pvt. Ltd., Capricorn Agrifarms & Developers Pvt. Ltd., Equine Bloodstock Pvt. Ltd. and Lodha Developers Pvt. Ltd.

Foreign Companies / Bodies Corporate: JSA Lex Holdings Ltd. (Mauritius)

Chairmanship/membership of Committees of Indian Companies as on May 29, 2017:

S. no.	Name of the Company	Name of the Committee	Chairman/Member
1	Praj Industries Limited	Audit Committee	Chairman
		Nomination & Remuneration Committee	Chairman
		Compensation and Share Allotment Committee	Member
2	Man Infraconstruction Ltd.	Stakeholders' Relationship Committee	Chairman
		Corporate Social Responsibility Committee	Member
		Nomination & Remuneration Committee	Member
		Management Committee	Chairman
3	The Great Eastern Shipping Company Ltd.	Audit Committee	Member
		Nomination & Remuneration Committee	Member
4	Edelweiss Financial Services Ltd.	Audit Committee	Member
		Nomination & Remuneration Committee	Member
		Share Transfer Committee	Member
		Stakeholders' Relationship Committee	Member
		Compensation (ESOP) Committee	Member
5	Greatship (India) Ltd.	Audit Committee	Member
		Nomination & Remuneration Committee	Member
6	Emcure Pharmaceuticals Ltd.	Audit Committee	Member
		Nomination & Remuneration Committee	Member
7	Nuvoco Vistas Corporation Ltd.	Social Responsibility Committee	Member

For further details, please refer to the Explanatory Statement pursuant to Section 102 of the Act of the accompanying Notice.

3. Mr. Shamit Bhartia, Non-Executive Director

Mr. Shamit Bhartia, aged 38 years, holds a bachelors' degree in Economics from Dartmouth College, USA.

He is on the board of Hindustan Media Ventures Limited and HT Media Limited, both of which operate in the media sector. He is also on the Board of Jubilant Industries Limited which operate in the specialty chemicals and consumer products space. His functional areas of expertise is Business Financial Analysis and Planning.

He was appointed as Non-Executive Director of the Company with effect from May 29, 2017 and does not hold any equity share of the Company. His appointment is as per the Company's Appointment and Remuneration Policy. Since he was appointed as Additional Director effective May 29, 2017, details related to Board meetings Attended and remuneration last drawn are not applicable. As a Non-Executive Director, Mr. Bhartia shall be entitled to sitting fee for attending Board/Committee meetings and commission, if paid, FY 2018 onwards.

Directorship as on May 29, 2017:-

Indian Companies / Bodies Corporate: Jubilant FoodWorks Limited, Hindustan Media Ventures Limited, HT Media Limited, Jubilant Industries Limited, Jubilant Agri and Consumer Products Limited, Goldmerry Investment & Trading Company Limited, Earthstone Holding (Two) Limited, Firefly E-Ventures Limited, The Hindustan Times Ltd, HT Digital Media Holdings Limited, HT Learning Centers Limited, Jubilant Motorworks Private Limited, Jubilant Motorworks (South) Private Limited, SBS Trustee Company Private Limited, SS Trustee Company Private Limited, SSB Trustee Company Private Limited, High Street Capital Private Limited, Indian Country Homes Private Limited, Shobhana Trustee Company Private Limited and India Education Services Private Limited.

Chairmanship/membership of Committees of Indian Companies as on May 29, 2017:

S. no.	Name of the Company	Name of the Committee	Chairman/Member
1	HT Media Limited	Audit Committee	Member
		Banking & Finance Committee	Member
2	The Hindustan Times Limited	Corporate Social Responsibility Committee	Member
3	Jubilant Industries Limited	Nomination Remuneration and Compensation Committee	Member
4	Jubilant Agri and Consumer Products Limited	Restructuring Committee	Member
		Finance Committee	Member
		Nomination and Remuneration Committee	Member
5	Jubilant Motorworks Private Ltd.	Corporate Social Responsibility Committee	Member

For further details, please refer to the Explanatory Statement pursuant to Section 102 of the Act of the accompanying Notice.

4. Ms. Aashti Bhartia, Non-Executive Director

Ms. Aashti Bhartia, aged 33 years, holds a bachelors' degree in Anthropology and History from Columbia University in NewYork, USA and Business Bridge Program from Tuck School of Business, Hanover, New Hampshire. She has expertise in management building and business expansion.

She is an Executive Director at Ogaan India Private Limited and is also on Board of number of Companies. She was head of Strategy and Business Development for Jubilant First Trust Hospitals during 2009-2014.

She was appointed as Non-Executive Director of the Company with effect from May 29, 2017 and does not hold any equity share of the Company. Her appointment is as per the Company's Appointment and Remuneration Policy. Since she was appointed as Additional Director effective May 29, 2017, details related to Board meetings attended and remuneration last drawn are not applicable. As a Non-Executive Director, Ms. Bhartia shall be entitled to sitting fee for attending Board/Committee meetings and commission, if paid, FY 2018 onwards.

Directorship as on May 29, 2017:-

Indian Companies / Bodies Corporate: Jubilant FoodWorks Limited, Jubilant First Trust Healthcare Limited, KBHB Investment Holding Private Limited, HSBKB Property Trustee Co. Private Limited, Incrementum Projects Private Limited, Squareinch Digital Private Limited, Priority Vendor Technologies Private Limited, KHB Trustee Company Private Limited, HS Trustee Company Private Limited, HKB Trustee Company Private Limited, HSB Trustee Company Private Limited, Jubilant Enpro Private Limited, Ogaan India Private Limited, Ogaan Media Private Limited, MyMapper Private Limited and Ogaan Cancer Foundation.

She does not hold Chairmanship/membership of Committees of any Indian Company as on May 29, 2017.

For further details, please refer to the Explanatory Statement pursuant to Section 102 of Act of the accompanying Notice.

5. Mr. Pratik Pota, CEO and Wholetime Director

Mr. Pratik Pota, aged 48 years, is the CEO and Wholetime Director of the Company. He is an alumnus of IIM Kolkata from where he holds MBA degree and did B.E. from BITS Pilani. He was earlier associated with PepsiCo. India where he was Chief Operating Officer, Foods & Beverages (Company Owned Operations). Prior to this, Mr. Pota held various leadership roles at Bharti Airtel and Hindustan Unilever.

He has over twenty-four years of diverse experience across Sales, Marketing and General Management in FMCG and Telecom Industry. He also have experience in leading large and established businesses, and also in managing turnarounds and start-ups.

He was appointed as CEO and Wholetime Director of the Company with effect from April 01, 2017 and holds 210 equity shares of the Company. His appointment is as per Company's Appointment and Remuneration Policy and terms as mentioned in resolution no. 9 and Explanatory Statement attached to Notice of AGM. Since he was appointed as CEO and WholeTime Director effective April 1, 2017, details related to Board meetings attended and last dawn remuneration are not applicable.

He is not related to any other Director or Key Managerial Personnel of the Company. He does not hold directorships in any other Company and Chairmanship/membership of Committees of any Indian Company as on March 31, 2017.

For further details, please refer to the Explanatory Statement pursuant to Section 102 of the Act, of the accompanying Notice.

By order of the Board of Directors
for **Jubilant FoodWorks Limited**

Sd/-
Mona Aggarwal
Company Secretary

Date: May 29, 2017
Place: Noida

Jubilant FoodWorks Limited

Regd. Office: Plot 1A, Sector 16A, Noida – 201 301, U.P.
CIN No. : L74899UP1995PLC043677
Phone: +91-120-4090500, Fax: +91-120-4090599
Website: www.jubilantfoodworks.com, E-mail: investor@jublfood.com

PROXY FORM

[Pursuant to Section 105 (6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014 – Form no. MGT-11]

CIN : L74899UP1995PLC043677

Name of the Company : Jubilant FoodWorks Limited

Registered Office : Plot 1A, Sector 16A, Noida – 201 301, U.P., India

Email id : investor@jublfood.com

Webiste : www.jubilantfoodworks.com

Name of the Member (s) : _____

Registered Address : _____

E-mail ID : _____

Master Folio No. : _____

DP ID* : _____

CLIENT ID* : _____

I/We being the member(s) of _____ shares of the above named Company, hereby appoint:

S. No.	Name	Address	E-mail ID	Signature	
1.					or failing him
2.					or failing him
3.					

as my/ our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 22nd Annual General Meeting of the Company, to be held on Monday, August 28, 2017 at 11.00 a.m. at International Trade Expo Centre, Expo Drive, A-11, Sector – 62, Noida 201301 (Uttar Pradesh), or any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Description	Assent	Dissent
Ordinary Business			
1	Adoption of Financial Statements (Standalone and Consolidated) of the Company and Reports thereon for the financial year ended March 31, 2017.		
2	Declaration of dividend on Equity Shares.		
3	Re-appointment of Mr. Shyam S. Bhartia (DIN 00010484), who retires by rotation.		
4	Appointment of M/s. Deloitte Haskins & Sells LLP, Chartered Accountants (ICAI Registration No. 117366W/W-100018) as Statutory Auditors and fixing their remuneration.		

Resolution No.	Description	Assent	Dissent
5	Appointment of Mr. Berjis Minoo Desai (DIN 00153675) as an Independent Director.		
6	Appointment of Mr. Shamit Bhartia (DIN 00020623) as Non-Executive Director.		
7	Appointment of Ms. Aashti Bhartia (DIN 02840983) as Non-Executive Director.		
8	Appointment of Mr. Pratik Rashmikant Pota (DIN 00751178) as a Director.		
9	Appointment of Mr. Pratik Rashmikant Pota (DIN 00751178) as Wholetime Director, designated as CEO & Wholetime Director.		

Signed this _____ day of _____2017

Affix
15 Paisa
Revenue
Stamp

Signature of Shareholder _____ Signature of Proxy _____

Note: 1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

2. Shareholders may give their assent or dissent against each resolution.

*Applicable for members holding shares in electronic form.