



## Jubilant FoodWorks Limited

CIN No.: L74899UP1995PLC043677

**Registered Office:** Plot 1A, Sector 16A, Noida - 201 301, U.P.

**Corporate Office:** 5<sup>th</sup> Floor, Tower D, Logix Techno Park, Sector 127, Noida - 201 304, U.P.

Phone: +91-120-4090500, Fax: +91-120-4090599

Website: [www.jubilantfoodworks.com](http://www.jubilantfoodworks.com), E-mail: [investor@jublfood.com](mailto:investor@jublfood.com)

# NOTICE OF ANNUAL GENERAL MEETING

**NOTICE** is hereby given that the Twenty-third (**23<sup>rd</sup>**) Annual General Meeting ("**Meeting**") of the member(s) of **JUBILANT FOODWORKS LIMITED ("Company")** will be held on Thursday, September 27, 2018 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:**

**Item no. 1** - To receive, consider and adopt:

- a) Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2018 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, 2018 and the Report of the Auditors thereon.

**Item no. 2** - To declare dividend on Equity Shares for the year ended March 31, 2018.

**Item no. 3** - To appoint a Director in place of Mr. Hari S. Bhartia (DIN 00010499), who retires by rotation and, being eligible, offers himself for re-appointment.

### **Item no. 4 - Ratify appointment of Statutory Auditors and to fix their remuneration**

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 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modifications(s) or re-enactment thereof, for the time being in force) and pursuant to the resolution passed by the members at the 22<sup>nd</sup> Annual General Meeting (AGM) held on August 28, 2017, the Company hereby ratifies the appointment of M/s Deloitte Haskins & Sells LLP, Chartered Accountants (Firm Registration No. 117366W/W - 100018), as the Statutory Auditors of the Company, to hold office from the conclusion of 23<sup>rd</sup> AGM until the conclusion of the 27<sup>th</sup> AGM of the Company to be held in the year 2022, without any further requirement of ratification at every intervening AGM, on such remuneration as may be

mutually determined between the Statutory Auditors and Board of Directors of the Company."

### **SPECIAL BUSINESS:**

#### **Item no. 5 - Appointment of Mr. Ashwani Windlass (DIN 00042686) 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 ("Listing Regulations") (including any statutory modification(s) or re-enactment thereof, for the time being in force), Articles of Association of the Company, **Mr. Ashwani Windlass (DIN 00042686)**, who was appointed as an Additional Director (Independent) of the Company with effect from July 25, 2018 and who holds office upto the date of 23<sup>rd</sup> Annual General Meeting of the Company in terms of Section 161 of the Act, and who has submitted a declaration that he meets the criteria for independence as provided under the Act and Listing Regulations and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director of the Company, be and is hereby appointed as an Independent Director of the Company to hold office for a term of five consecutive years upto July 24, 2023, not liable to retire by rotation."

#### **Item no. 6 - Appointment of Mr. Abhay Prabhakar Havaladar (DIN 00118280) 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 ("Listing Regulations") (including any statutory modification(s) or re-enactment thereof, for the time being in force), Articles of Association of the Company, **Mr. Abhay Prabhakar Havaladar (DIN 00118280)**, who was appointed as an Additional Director (Independent) of the Company with effect from

July 25, 2018 and who holds office upto the date of 23<sup>rd</sup> Annual General Meeting of the Company in terms of Section 161 of the Act and who has submitted a declaration that he meets the criteria for independence as provided under the Act and Listing Regulations and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director of the Company, be and is hereby appointed as an Independent Director of the Company to hold office for a term of five consecutive years upto July 24, 2023, not liable to retire by rotation."

#### NOTES:

1. The Explanatory Statement, pursuant to Section 102 of the Companies Act, 2013 ("the Act"), setting out material facts concerning the business under Item no. 5 & 6 of the Notice is annexed hereto. The relevant details, pursuant to Regulations 26(4) and 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Directors seeking appointment/re-appointment at this meeting are also annexed as **Annexure-A**.
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 carrying voting rights 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. SEBI has amended Regulation 40 of the Listing Regulations which will come into effect from December 5, 2018, pursuant to which the transfer of securities would be carried out in dematerialized form only. Therefore, our Registrar and Transfer Agent, Link Intime India Pvt. Ltd. will not accept any request for transfer of shares in physical form w.e.f. December 5, 2018. Shareholders holding shares in physical form are requested to arrange the dematerialization of said shares at the earliest to avoid any inconvenience in future for transferring those shares.
8. In case of joint holders, only such joint holder who is named first in the order of names will be entitled to vote.
9. The route map showing directions to reach the venue of the meeting is enclosed.
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 5<sup>th</sup> Floor, 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 Friday, September 21, 2018 to Thursday, September 27, 2018 (both days inclusive) for the purpose of determining eligibility for payment of dividend.
13. The Directors recommended Dividend of Rs. 5.00/- per equity share of Rs. 10/- each fully paid up for FY 2018 on pre Bonus share capital which works out to Rs. 2.50/- per equity share of Rs. 10/- each fully paid up post bonus issue capital. The dividend, if declared at the meeting, will be paid on or before Friday, October 26, 2018 to those member(s) or their mandates:-

- a. whose names appear as Beneficial Owners at the end of business hours on Thursday, September 20, 2018 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 Thursday, September 20, 2018.
14. Member(s) holding shares in electronic form may note that address/bank particulars or bank mandates 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. Deloitte Haskins & Sells 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. Thursday, September 20, 2018. 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. Thursday, September 20, 2018 only shall be entitled to avail the facility of remote e-voting / Poll.
  20. Any person who is not a member as on the cut-off date should treat this notice for the information purpose only.
  21. **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.**
  22. Notice of the Meeting and the Annual Report for FY 2017-18 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 2017-18 are being sent through the permitted mode.
  23. Member(s) may also note that the Notice of the Meeting and the Annual Report for FY 2017-18 will also be available on the Company's website [www.jubilantfoodworks.com](http://www.jubilantfoodworks.com) for their download.
  24. **Voting through electronic means**
    - i. In compliance with provisions of Section 108 of the Act read with Rules prescribed thereunder, as amended and Regulation 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, then vote casted through poll will be treated invalid.
    - iv. The remote e-voting period commences at 09.00 a.m. on Monday, September 24,

2018 and ends at 5:00 p.m. on Wednesday, September 26, 2018. 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 Thursday, September 20, 2018, 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](http://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](http://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) <ul style="list-style-type: none"> <li>• Shareholders/Members 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.</li> </ul>
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. <ul style="list-style-type: none"> <li>• 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).</li> </ul>

- (v) After entering these details appropriately, click on "SUBMIT" tab.
- (vi) Shareholders/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/Members 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](http://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](mailto: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](mailto: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](http://www.evotingindia.com) under help section or write e-mail to Mr. Rakesh Dalvi, Deputy Manager, CDSL at [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call on toll free no. 1800225533.
- (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. Thursday, September 20, 2018, may follow the same procedure as mentioned above for remote e-voting.
- (xix) The Company has appointed Mr. Shashikant Tiwari, Partner, M/s. Chandrasekaran Associates, Practicing Company Secretaries (Membership No. ACS 28994) failing him Mr. Lakhan Gupta, Partner, M/s. Chandrasekaran Associates, Practicing

Company Secretaries (Membership No. ACS 36583) 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 person authorized 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](http://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 23rd Meeting of the Company scheduled to be held on Thursday, September 27, 2018.

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

**Date:** July 26, 2018  
**Place:** Noida

Sd/-  
**Mona Aggarwal**  
**Company Secretary**

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

### **Item No. 5 & 6**

In terms of the Appointment and Remuneration Policy of the Company and based on the recommendations of Nomination, Remuneration and Compensation Committee, the Board of Directors had appointed, subject to the approval of the members at the AGM, Mr. Ashwani Windlass (DIN 00042686) and Mr. Abhay Prabhakar Havaladar (DIN 00118280) as Non-Executive Independent Director(s) of the Company, with effect from July 25, 2018, not liable to retire by rotation.

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

In the opinion of the Board, Mr. Windlass and Mr. Havaladar possess appropriate skills, experience & knowledge and fulfils the conditions for appointment as Independent Director(s) as specified in the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations,

2015 (Listing Regulations) and that they are independent of the management.

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

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

The disclosures prescribed under Regulation 26(4) and 36(3) 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. Windlass and Mr. Havaladar, being appointees, 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 no. 5 & 6. The Board recommends the passing of the resolutions as set out at item no. 5 & 6 as Ordinary Resolution(s).

## **Annexure "A"**

### **Details of Directors seeking appointment/re-appointment at the Annual General Meeting of the Company pursuant to Regulations 26(4) and 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India.**

#### **1. Mr. Hari S. Bhartia, Co-Chairman & Non-Executive Director**

Mr. Hari S. Bhartia, aged 61 years, is the Co-Chairman & Non-Executive Director of the Company. He holds a Bachelors' degree in Chemical Engineering from Indian Institute of Technology, Delhi.

He was awarded the Distinguished Alumni Award from the Indian Institute of Technology, Delhi in 2000. He has rich industrial experience of over 33 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 in various capacities with the IIT system and with the Ministry of Human Resource Development, Government of India.

He is a former President of the Confederation of Indian Industry (CII) and a member of several educational, scientific and technological programmes of the Government of India. He is the former Chairman of the Board of Governors of the Indian Institute of Management (IIM), Raipur and Indian Institute of Technology (IIT), Kanpur. He currently Chair's the Board of Governors, Indian Institute of Management, Vishakhapatnam.

He is a member of several CEO Forums and prominent being the India-USA CEO Forum and India-France CEO Forum. He is a regular participant at the World Economic Forum Annual Meeting in Davos and was Co-Chair of the Davos Annual Meeting of the World Economic Forum 2015.

His immense contributions have been recognized by various awards. He also shared with Mr. Shyam 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 held one equity share of the Company on March 31, 2018. His re-appointment shall be as per Company's Appointment and Remuneration Policy.

During the Financial Year ended March 31, 2018, Mr. Hari S. Bhartia attended five meetings of Board of Directors of the Company. He received Rs. 13.95 lakhs as remuneration (for sitting fee and commission) during FY 2017-18.

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

## Directorships in Companies / Body Corporates as on March 31, 2018:-

Jubilant FoodWorks Ltd., Jubilant Life Sciences Ltd., Shriram Piston & Rings Ltd., Jubilant Bhartia Foundation, Jaytee Pvt. Ltd., Jubilant Securities Pvt. Ltd., BT Telecom India Pvt. Ltd., HSB Trustee Company Pvt. Ltd., HKB Trustee Company Pvt. Ltd., HS Trustee Company Pvt. Ltd., KHB Trustee Company Pvt. Ltd., Jubilant Enpro Pvt. Ltd., Jubilant Pharma Limited, Singapore and HSB Corporate Consultants Pvt. Ltd.

Chairmanship/membership of Committees of Indian Companies as on March 31, 2018:

Sr. No.	Name of Company	Name of Committee	Chairman/Member
1	Jubilant Life Sciences Ltd.	Sustainability & CSR Committee	Member
		Finance Committee	Member
		Capital Issue Committee	Member
		Fund Raising Committee	Member
2	Jubilant FoodWorks Ltd.	Nomination, Remuneration and Compensation Committee	Member
		Sustainability & Corporate Social Responsibility Committee	Chairman
		Regulatory & Finance Committee	Member
3	HSB Corporate Consultants 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.

### 2. Mr. Ashwani Windlass, Independent Director

Mr. Ashwani Windlass, aged 62 years, is a university topper with a Gold Medal in his B.Com from Punjab University, Chandigarh, a graduate in Journalism and MBA from Faculty of Management Studies, University of Delhi.

He is a leading strategy, telecom and technology professional, having over four decades of wide and top management experience with an outstanding track record of value creation. He currently engages in advisory role, mentoring CEO's & entrepreneurs.

He is currently a non-executive Chairman - SA & JVs, MGRM Inc., USA, a global research initiative to develop and build a human life cycle based services platform and is a director of several leading companies such as Hindustan Media Ventures Limited, Hitachi MGRM Net Limited, Max India Limited, Vodafone India Limited etc. He is also a member of Executive Body, FMS Forum supporting Faculty of Management Studies, University of Delhi, India's front ranking management institution.

In his distinguished executive career, he also established and managed several new green field

ventures in particular across telecom and technology sectors including setting up and managing JV's in India with world's leading corporations -Hitachi Group, Japan, Hutchison Group, Hong Kong; British Telecom UK, Comsat Corporation, USA, Avnet USA and Royal Gist Brocades etc.

He has been appointed on the Board of the Company with effect from July 25, 2018 and does not hold any equity share of the Company. His appointment shall be as per Company's Appointment and Remuneration Policy. Since he is appointed as an Additional Director effective July 25, 2018, details related to Board meeting attended and remuneration last drawn are not applicable. As an Independent Director, Mr. Windlass shall be entitled to sitting fee for attending Board/Committee meetings and commission, if paid, FY 2019 onwards.

He is not related to any other Director or Key managerial personnel of the Company.

### Directorship of Companies / Bodies Corporate as on July 25, 2018:-

Jubilant FoodWorks Ltd., Hindustan Media Ventures Ltd., Max Financial Services Ltd., Max India Limited, Vodafone India Ltd., Hitachi MGRM Net Ltd., Antara Senior Living Ltd. and Max Ventures Pvt. Ltd.

Chairmanship/membership of Committees of Indian Companies as on July 25, 2018:

Sr. No.	Name of Company	Name of Committee	Chairman/Member
1	Max Financial Services Ltd.	Stakeholders Relationship Committee	Member
		Investment & Finance Committee	Member
		Nomination and Remuneration Committee	Member
		CSR Committee	Member
		Risk & Compliance Review Committee	Member
2.	Max India Ltd.	Stakeholders Relationship Committee	Chairman
		Investment & Finance Committee	Chairman
3.	Hindustan Media Ventures Limited	Audit Committee	Chairman
		Nomination and Remuneration Committee	Chairman
4.	Vodafone India Ltd.	Audit Committee	Chairman
		Nomination and Remuneration Committee	Member
		Compliance Committee	Member
		Risk Management Committee	Member
		Tax Management Committee	Member

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

**3. Mr. Abhay Prabhakar Havaladar, Independent Director**

Mr. Abhay Prabhakar Havaladar, aged 56 years, has done M. Sc. in Management from the Sloan Fellow program at London Business School in 1994 and completed B.E. in Electrical Engineering from Bombay University.

He is having over 20 years of experience in the venture capital and private equity industry and skilled in Corporate Finance, Venture Capital, Investment Banking and Strategy.

In his excellent career records, he held various technical and marketing positions at Tata Unisys and made significant contribution in both hardware and software industries in the United States, Europe and Asia. He also established General Atlantic's India office in 2002, Singapore office in 2011 and led its South East Asia investment initiatives with a focus on financial services and enterprise solutions.

He is also a Shareholder Director at National Stock Exchange of India Ltd and had served on the Board of various leading entities such as Jubilant Life Sciences Limited, Rediff.com India Limited, Geometric Limited, Cyient Limited, Hexaware Technologies Limited, IBS Software Services Private Limited, Lexsite.com etc.

He has been appointed on the Board of the Company with effect from July 25, 2018 and does not hold any

equity share of the Company. His appointment shall be as per Company's Appointment and Remuneration Policy. Since he is appointed as an Additional Director effective July 25, 2018, details related to Board meeting attended and remuneration last drawn are not applicable. As an Independent Director, Mr. Havaladar shall be entitled to sitting fee for attending Board/Committee meetings and commission, if paid, FY 2019 onwards.

He is not related to any other Director or Key managerial personnel of the Company.

**Directorship of Companies / Bodies Corporate as on July 25, 2018:-**

Jubilant FoodWorks Limited, National Stock Exchange of India Ltd. and IBS Software Services Pvt. Ltd.

He is not a member or Chairman of any Committee of Board in any Indian Company as on July 25, 2018.

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:** July 26, 2018

**Place:** Noida





## Jubilant FoodWorks Limited

CIN No.: L74899UP1995PLC043677

**Registered Office:** Plot 1A, Sector 16A, Noida - 201 301, U.P.

**Corporate Office:** 5<sup>th</sup> Floor, Tower D, Logix Techno Park, Sector 127, Noida - 201 304, U.P.

Phone: +91-120-4090500, Fax: +91-120-4090599

Website: [www.jubilantfoodworks.com](http://www.jubilantfoodworks.com), E-mail: [investor@jublfood.com](mailto: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](mailto:investor@jublfood.com)  
**Website** : [www.jubilantfoodworks.com](http://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.					

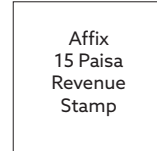
as my/ our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 23<sup>rd</sup> Annual General Meeting of the Company, to be held on Thursday, September 27, 2018 at 11.00 a.m. at International Trade Expo Centre, Expo Drive, A-11, Sector - 62, Noida 201301 (Uttar Pradesh), or any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Description	Assent	Dissent
<b>Ordinary Business</b>			
1	Adoption of Financial Statements (Standalone and Consolidated) of the Company and Reports thereon for the financial year ended March 31, 2018.		
2	Declaration of dividend on Equity Shares.		
3	Re-appointment of Mr. Hari S. Bhartia (DIN 00010499), who retires by rotation.		

Resolution No.	Description	Assent	Dissent
4	Ratify Appointment of M/s. Deloitte Haskins & Sells LLP, Chartered Accountants (ICAI Registration No. 117366W/W-100018) as Statutory Auditors and fixing their remuneration.		
5.	Appointment of Mr. Ashwani Windlass (DIN 00042686) as an Independent Director.		
6.	Appointment of Mr. Abhay Prabhakar Havaladar (DIN 00118280) as an Independent Director.		

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2018

Signature of Member \_\_\_\_\_ 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. Member(s) may give their assent or dissent against each resolution.

\*Applicable for members holding shares in electronic form.