



June 14, 2023

BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai-400001

National Stock Exchange of India Limited
Exchange Plaza
Bandra Kurla Complex
Bandra (E), Mumbai-400051

Scrip Code: 533320

Symbol: JUBLINDS

Sub: Certificate issued by the Merchant Banker pursuant to SEBI Circular No. SEBI/HO/CFD/DIL1/CIR/P/2021/0000000665 dated November 23, 2021 in relation to the Composite Scheme of Arrangement between HSSS Investment Holding Private Limited, SSBPB Investment Holding Private Limited, KBHB Investment Holding Private Limited, Jubilant Industries Limited and Jubilant Agri and Consumer Products Limited and their respective shareholders and creditors

Dear Sirs,

Pursuant to the Para A. 3(a) of Part I of the SEBI Master Circular No. SEBI/HO/CFD/DIL1/CIR/P/2021/0000000665 dated November 23, 2021, we enclose the Abridged Prospectus in the format specified in SEBI circular no. SEBI/HO/CFD/SSEP/CIR/P/2022/14 dated February 4, 2022 read with Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 alongwith the certificates issued by SEBI Registered Merchant Banker, Fast Track Finsec Private Limited thereon in respect of the following companies:

1. HSSS Investment Holding Private Limited
2. SSBPB Investment Holding Private Limited
3. KBHB Investment Holding Private Limited
4. Jubilant Agri and Consumer Products Limited

You are requested to take the same on record.

Thanking you,

Yours faithfully,
For **Jubilant Industries Limited**

Abhishek Kamra
Company Secretary

A Jubilant Bhartia Company

OUR VALUES



Jubilant Industries Limited
Plot No. 15, Knowledge Park II,
Greater Noida, Distt. Gautam
Budh Nagar - 201 306, UP, India
Tel: +91 120 7186000
Fax: +91 120 7186140
www.jubilantindustries.com

Regd Office:
Bhartiagram, Gajraula
Distt. Amroha-244 223
UP, India
CIN: L24100UP2007PLC032909

investorsjil@jubl.com



Fastrack Finsec
Category-I Merchant Banker

June 14, 2023

The Board of Directors
HSSS Investment Holding Private Limited
Sector-16A, Plot No. 1A Noida,
Gautam Buddha Nagar,
Uttar Pradesh - 201301 (India)

Dear Sir/Madam,

Subject: Due Diligence Certificate on adequacy and accuracy of disclosure of Information in Abridged Prospectus

Ref: Composite Scheme of Arrangement between HSSS Investment Holding Private Limited (“Amalgamating Company 1” or “the Company”) and KBHB Investment Holding Private Limited (“Amalgamating Company 2”) and SSBPB Investment Holding Private Limited (“Amalgamating Company 3”) and Jubilant Industries Limited (“JIL”) and Jubilant Agri and Consumer Products Limited (“Amalgamated Company”) and their respective shareholders and creditors under sections 230 to 232 and other applicable provisions of the Companies Act, 2013

We, Fast Track Finsec Private Limited, a Category-I Merchant Banker registered with SEBI vide Registration No **INM000012500** have been appointed for the purpose of certifying the adequacy and accuracy of disclosure of information in the Abridged Prospectus dated 14th June, 2023 pertaining to the Composite Scheme of Arrangement between HSSS Investment Holding Private Limited (“Amalgamating Company 1” or “the Company”) and KBHB Investment Holding Private Limited (“Amalgamating Company 2”) and SSBPB Investment Holding Private Limited (“Amalgamating Company 3”) and Jubilant Industries Limited (“JIL”) and Jubilant Agri and Consumer Products Limited (“Amalgamated Company”) and their respective shareholders and creditors under sections 230 to 232 and other applicable provisions of the Companies Act 2013 (“Scheme”).

Regulatory Requirement

Securities and Exchange Board of India (“SEBI”) vide Master Circular No. SEBI/HO/CFD/DIL1/CIR/P/2021/0000000665 dated November 23, 2021, as amended (“SEBI Master Circular”), prescribes that the listed company shall include the applicable information pertaining to the unlisted entity/ies involved in the Scheme in the format specified for the abridged prospectus as provided in PART E of Schedule VI of the SEBI (Issue of Capital and Disclosure Requirements) Regulations 2018 as amended, in the explanatory statement or notice or proposal accompanying resolution to be



Fast Track Finsec Private Limited

CIN : U65191DL2010PTC200381

Registration Code : INM000012500 | GST No. 07AABCF4818P1Z9

Regd. Off.: B-502 | Stateman House | 148 | Barakhamba Road | New Delhi-110001

Off.: +91-011-43029809, Web.: www.ftfinsec.com

passed, sent to the shareholders while seeking their approval for the same and that the accuracy and adequacy of such disclosures shall be certified by a SEBI Registered Merchant Banker after following the due diligence process. In this regard, Circular No. SEBI/HO/CFD/SSEP/CIR/P/2022/14 dated February 4, 2022 (“**SEBI Circular on Abridged Prospectus**”) issued by SEBI prescribes the revised format for disclosures in the Abridged Prospectus. Accordingly, this certificate is being issued in compliance of above-mentioned requirement under the SEBI Master Circular.

We, as SEBI registered Merchant Banker(s) state and confirm as follows in respect of the Abridged Prospectus:

1. The Board of Directors of the Company in their meeting held on 12th August, 2022 unanimously approved the Scheme. Thereafter, the Scheme was modified pursuant to and in compliance with the observation letters, both dated 17th February 2023 issued by the BSE Limited and the National Stock Exchange of India Limited, respectively (together, the “**Stock Exchanges**”) and the same was also approved by the Board of Directors of the Company vide resolution dated 13th March, 2023.
2. In this regard, please find enclosed the Abridged Prospectus dated 14th June, 2023 prepared by the Company in terms of the requirements specified in the SEBI Circular on Abridged Prospectus and issued pursuant to the SEBI Master Circular in connection with the Scheme.

3. Sources of Information:

We have received the following information from the management of the Company:

- (i) Draft Scheme;
 - (ii) Disclosures in the format of Abridged Prospectus prepared in accordance with the SEBI Circular on Abridged Prospectus; and
 - (iii) Information/documents/undertakings, etc. provided by the management of the Company pertaining to the disclosures made in the Abridged Prospectus dated 14th June, 2023.
4. As required under the SEBI Master Circular, we have examined the disclosures made in the Abridged Prospectus dated 14th June, 2023 issued by the Company and accordingly, we confirm that the information disclosed in the Abridged Prospectus contains the applicable information required in respect of the unlisted entity/ies involved in the Scheme (i.e. the Company), in the format specified for abridged prospectus as provided in the SEBI Circular on Abridged Prospectus.



Disclaimer

Our scope of work does not include the following:

- an audit of financial information
- Carrying our market survey/financial feasibility
- Financial and Legal Due Diligence

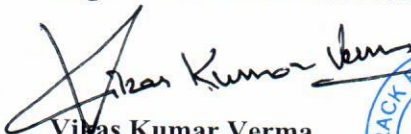
This Certificate is based on information as on 14th June, 2023. This Certificate is a specific purpose certificate issued in terms of the SEBI Master Circular and hence, it should not be used for any other purpose or transaction. The Certificate is not, nor should it be construed to be, a certification of compliance of the Scheme of Amalgamation with the provisions of the applicable Law including company, taxation and securities markets related laws or as regards to any legal implications or issues arising thereon, except for the purpose expressly mentioned herein.

No equity shares are proposed to be sold or offered pursuant to the Abridged Prospectus and we express no opinion whatsoever and make no recommendation at all as to the Company's underlying decisions to affect the scheme or to how the holders of equity shares are secured or how the equity shareholders/creditors should vote at their respective meetings held in connection with the purpose scheme. We do not express and should not have deemed to express any views on any other terms of the or its success. We also express no opinion, and accordingly accept no responsibility for or its financial performance.

We express no opinion whatsoever and make no recommendation at all (and accordingly take no responsibility) as to whether Shareholders/Investors should buy, sell or hold any stake in the Company or any of its related parties (Holding companies/subsidiaries/associates etc).

Thanking you

For Fast Track Finsec Private Limited
Registration No. INM000012500



Vinas Kumar Verma
Director
DIN: 05176480



Enclosure: Abridged Prospectus dated 14th June, 2023 of HSSS Investment Holding Private Limited.

HSSS INVESTMENT HOLDING PRIVATE LIMITED				
Corporate Identity Number: U67100UP2013PTC054927				
Registered Office	Corporate Office	Contact Person	Email and Telephone	Website
Plot 1A, Sector 16A, Noida, Gautam Buddha Nagar -201 301, Uttar Pradesh, India		Mr. Parveen Kumar Goyal	parveen.goyal@jepl.com / 0120-4361000	Not Available
NAMES OF THE PROMOTERS OF THE COMPANY				
(1) HSB Trustee Company Private Limited & HS Trustee Company Private Limited (Jointly acting as trustees on behalf of Hari Shanker Bhartia Family Trust) &				
(2) SPB Trustee Company Private Limited & SS Trustee Company Private Limited (Jointly acting as trustees on behalf of Shyam Sunder Bhartia Family Trust)				
DETAILS OF OFFER TO PUBLIC, PROMOTERS/SELLING SHAREHOLDERS				
NO EQUITY SHARES ARE PROPOSED TO BE SOLD OR OFFERED PURSUANT TO THIS ABRIDGED PROSPECTUS.				
GENERAL RISK				
Investments in equity and equity-related securities involve a degree of risk. Specific attention of the readers is invited to the sections titled " Scheme Details, Listing and Procedure " and " Internal Risk Factors " on pages 4, 5, 6 and 10 respectively of this Abridged Prospectus.				
COMPANY'S ABSOLUTE RESPONSIBILITY				
The Company, having made all reasonable inquiries, accepts responsibility for and confirms that this Abridged Prospectus contains all information with regard to the Company and the Scheme which is material in the context of the Scheme, that the information contained in the Abridged Prospectus is true and correct in all material aspects and is not misleading in any material respect, that the opinions and intentions expressed herein are honestly held and that there are no other facts, the omission of which make this Abridged Prospectus as a whole or any of such information or the expression of any such opinions or intentions misleading in any material respect.				
LISTING				
Upon Amalgamation-2 becoming effective, JIL shall stand dissolved without being wound up and the Amalgamated Company shall issue and allot 1 (one) fully paid up equity share of face value of Rs. 10/- (Rupees Ten only) each to the shareholders of JIL for every 1 (one) fully paid up equity share of face value of Rs. 10/- (Rupees Ten only) each held in JIL as on the Amalgamation-2 Record Date. The Amalgamated Company shall seek listing of the equity shares issued by it pursuant to Amalgamation-2 in terms of the SEBI Master Circular.				
BOOK RUNNING LEAD MANAGERS				
Not Applicable				
REGISTRAR TO THE OFFER				
Not Applicable				
BID/OFFER PERIOD				
Not Applicable				



This is an abridged prospectus (“Abridged Prospectus”) prepared in connection with the composite scheme of arrangement between HSSS Investment Holding Private Limited (“Company” or “Amalgamating Company 1”) and KBHB Investment Holding Private Limited (“Amalgamating Company 2”) and SSBPB Investment Holding Private Limited (“Amalgamating Company 3”) and Jubilant Industries Limited (“JIL”) and Jubilant Agri And Consumer Products Limited (“Amalgamated Company”) and their respective shareholders and creditors under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 (“Scheme”). You are encouraged to read greater details available in the Scheme <https://jubilantindustries.com/composite-scheme-of-arrangement.html>.

THIS ABRIDGED PROSPECTUS CONTAINS [11] PAGES. PLEASE ENSURE THAT YOU HAVE RECEIVED ALL THE PAGES.

This document is prepared in terms of the requirements specified in Circular No. SEBI/HO/CFD/SSEP/CIR/P/2022/14 dated February 4, 2022 issued by the Securities and Exchange Board of India (“SEBI”) and issued pursuant to the Master Circular No. SEBI/HO/CFD/DIL1/CIR/P/2021/0000000665 dated November 23, 2021, as amended, issued by SEBI (“SEBI Master Circular”).

NO EQUITY SHARES ARE PROPOSED TO BE SOLD OR OFFERED PURSUANT TO THIS ABRIDGED PROSPECTUS

The Amalgamating Companies and the Amalgamated Company are unlisted companies, whereas, the equity shares of JIL are listed on BSE Limited (“BSE”) and the National Stock Exchange of India Limited (“NSE”) (collectively, the “Stock Exchanges”).

The Scheme provides for amalgamation of the Amalgamating Companies into JIL, on a going concern basis (“Amalgamation-1”) and following Amalgamation-1, the amalgamation of JIL into the Amalgamated Company, on a going concern basis (“Amalgamation-2”). Thereafter, once the Scheme has become effective, the Amalgamated Company will seek listing/trading approval from the Stock Exchanges for the equity shares allotted by it under the Scheme.

As there is no issue of equity shares to the public at large, the requirements with respect to General Information Document (GID) are not applicable and this Abridged Prospectus should be ready accordingly.

You may also download the Abridged Prospectus along with the Scheme and other relevant documents from the websites of JIL (<https://www.jubilantindustries.com/>) and BSE (www.bseindia.com) or NSE (www.nseindia.com), the Stock Exchanges where the equity shares of JIL are listed.

This Abridged Prospectus dated June 14, 2023 should be read together with the Scheme and the notice sent to the equity shareholders of JIL.

HSSS Investment Holding Private Limited
CIN: U67100UP2013PTC054927, Date of Incorporation: February 11, 2013

Registered Office	Corporate Office	Contact Person	Email and Telephone	Website
Plot 1A, Sector 16A, Noida, Gautam Buddha Nagar -201 301, Uttar Pradesh, India		Mr. Parveen Kumar Goyal	parveen.goyal@jepl.com / 0120-4361000	Not Available

NAMES OF PROMOTERS OF THE COMPANY

- (1) HSB Trustee Company Private Limited & HS Trustee Company Private Limited
(Jointly acting as trustees on behalf of Hari Shanker Bhartia Family Trust)
&
- (2) SPB Trustee Company Private Limited & SS Trustee Company Private Limited
(Jointly acting as trustees on behalf of Shyam Sunder Bhartia Family Trust)

Details of Offer to Public

Type of Issue (Fresh/ OFS/ Fresh & OFS)	Fresh Issue Size (by no. of shares or by amount in Rs)	OFS Size (by no. of shares or by amount in Rs)	Total Issue Size (by no. of shares or by amount in Rs)	Issue Under 6(1)/ 6(2)	Share Reservation		
					QIB	NII	RII
Not Applicable							



Details of OFS by Promoter(s)/ Promoter Group/ Other Selling Shareholders

Name	Type	No of Shares offered/ Amount in Rs	WACA in Rs per Equity	Name	Type	No of Shares offered/ Amount in Rs	WACA in Rs per Equity
Not Applicable							

PRICE BAND, MINIMUM BID LOT & INDICATIVE TIMELINES

Not Applicable

Details of WACA of all shares transacted over the trailing eighteen months from the date of RHP

Period	Weighted Average Cost of Acquisition (in Rs.)	Upper End of the Price Band is 'X' times the WACA	Range of acquisition price Lowest Price-Highest Price (in Rs.)
Not Applicable			

RISKS IN RELATION TO THE FIRST OFFER

Not Applicable

GENERAL RISK

Investments in equity and equity-related securities involve a degree of risk. Specific attention of the readers is invited to the sections titled "Scheme Details, Listing and Procedure" and "Internal Risk Factors" on pages 4, 5, 6 and 10 respectively of this Abridged Prospectus.

PROCEDURE

You may also download the Abridged Prospectus along with the Scheme and other relevant documents from the websites of JIL (<https://www.jubilantindustries.com/>) and BSE (www.bseindia.com) or NSE (www.nseindia.com), the Stock Exchanges where the equity shares of JIL are listed.

As there is no issue of equity shares to the public at large, the requirements with respect to General Information Document (GID) are not applicable and this Abridged Prospectus should be ready accordingly.

PRICE INFORMATION OF BRLM's

Not Applicable

PROMOTERS OF THE COMPANY

Sr. No.	Name	Individual/ Corporate	Experience & Educational Qualifications
1.	<p>HSB Trustee Company Private Limited & HS Trustee Company Private Limited. (On behalf of Hari Shanker Bhartia Family Trust)</p> <p>HSB Trustee Company Private Limited, a company incorporated on January 18, 2013 bearing CIN no. U74120UP2013PTC054727, carrying on the activities of a trustee to various bodies corporate, individuals, funds, trust etc. and has its registered office at Sector-16A, Plot No.1A Noida, Gautam Buddha Nagar, Uttar Pradesh 201301.</p> <p>HS Trustee Company Private Limited, a company incorporated on January 18, 2013 bearing CIN no. U74120UP2013PTC054723, carrying on the activities of a trustee to various bodies corporate, individuals, funds, trust etc. and has its registered office at Sector-16A, Plot No.1A Noida, Gautam Buddha Nagar, Uttar Pradesh 201301.</p>	Corporate	N.A.
2.	<p>SPB Trustee Company Private Limited & SS Trustee Company Private Limited. (On behalf of Shyam Sunder Bhartia Family Trust)</p> <p>SPB Trustee Company Private Limited, a company incorporated on January 18, 2013 bearing CIN no. U74120UP2013PTC054736, carrying on</p>	Corporate	N.A.



the activities of a trustee to various bodies corporate, individuals, funds, trust etc. and has its registered office at Sector-16A, Plot No.1A Noida, Gautam Buddha Nagar, Uttar Pradesh 201301.

SS Trustee Company Private Limited, a company incorporated on February 01, 2013 bearing CIN no. U74120UP2013PTC054866, carrying on the activities of a trustee to various bodies corporate, individuals, funds, trust etc. and has its registered office at Sector-16A, Plot No.1A Noida, Gautam Buddha Nagar, Uttar Pradesh 201301.

SCHEME DETAILS

Scheme Details:

The Scheme has been presented pursuant to the provisions of Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 ("Act") read with Section 2(1B) and other applicable provisions of the Income-tax Act, 1961 and other applicable laws and provides for the amalgamation of the Amalgamating Companies into JIL, on a going concern basis, pursuant to Part B of the Scheme ("Amalgamation-1") and following Amalgamation-1, the amalgamation of JIL into the Amalgamated Company, on a going concern basis, pursuant to Part C of the Scheme ("Amalgamation-2"). Thereafter, once the Scheme becomes effective, the Amalgamated Company will seek listing/trading approval from the Stock Exchanges for the equity shares allotted by it under the Scheme.

The Appointed Date of the Scheme is July 1, 2022.

The Effective Date of the Scheme, means: (i) in relation to Amalgamation-1, such date or dates as of which the Amalgamating Companies and JIL shall have filed the certified copy of the NCLT's order sanctioning the Scheme with the Registrar of Companies ("RoC"); and (ii) in relation to Amalgamation-2, such date or dates as of which JIL and the Amalgamated Company shall have filed the certified copy of the NCLT's order sanctioning the Scheme with the RoC.

Capitalized terms used but not defined in this Abridged Prospectus shall have the meanings as ascribed to such terms under the Scheme.

Amalgamation-1

Upon the Effective Date and with effect from the Appointed Date, the Amalgamating Companies shall stand amalgamated and all their respective assets, liabilities, rights and obligations, as applicable, shall be transferred and vested in JIL, on a going concern basis without any requirement of a further act or deed so as to become as and from the Appointed Date, the assets, liabilities, interest and obligations, as applicable, of JIL.

The following shall be deemed to have occurred and taken effect with respect to Amalgamation-1:

(i) The Amalgamating Company 1 holds 71,64,048 equity shares in JIL and the entire issued and paid-up equity and preference share capital of the Amalgamating Company 1 is held by Hari Shanker Bhartia Family Trust ("**HSB Family Trust**") and Shyam Sunder Bhartia Family Trust ("**SSB Family Trust**"), in equal proportion, through their respective trustees/nominees. In so far as the amalgamation of the Amalgamating Company 1 into JIL is concerned, upon the Effective Date, 71,64,048 equity shares held by the Amalgamating Company 1 in JIL shall stand cancelled and be of no effect on and from the Effective Date. Simultaneously and concurrent with such cancellation, JIL shall issue and allot the same number of Amalgamation-1 Shares to the HSB Family Trust and the SSB Family Trust, respectively, in equal proportion, through their respective trustees/nominees;

(ii) The Amalgamating Company 2 holds 17,36,415 equity shares in JIL and the entire issued and paid-up equity and preference share capital of Amalgamating Company 2 is held by HSB Family Trust, through its trustees/nominees, being the sole equity and preference shareholder of the Amalgamating Company 2. In so far as the amalgamation of the Amalgamating Company 2 into JIL is concerned, upon the Effective Date, 17,36,415 equity shares held by the Amalgamating Company 2 in JIL shall stand cancelled and be of no effect on and from the Effective Date. Simultaneously and concurrent with such cancellation, JIL shall issue and allot the same number of Amalgamation-1 Shares to the HSB Family Trust, through its trustees/nominees; and

(iii) The Amalgamating Company 3 holds 16,51,879 equity shares in JIL and the entire issued and paid-up equity and preference share capital of the Amalgamating Company 3 is held by SSB Family Trust, through its trustees/nominees,



being the sole equity and preference shareholder of the Amalgamating Company 3. In so far as the amalgamation of the Amalgamating Company 3 into JIL is concerned, upon the Effective Date, 16,51,879 equity shares held by the Amalgamating Company 3 in JIL shall stand cancelled and be of no effect on and from the Effective Date. Simultaneously and concurrent with such cancellation, JIL shall issue and allot the same number of Amalgamation-1 Shares to the SSB Family Trust, through its trustees/nominees.

(iv) In the event the Amalgamating Company 1, Amalgamating Company 2 and/ or Amalgamating Company 3 acquire(s) any additional equity shares of JIL, without incurring any additional liability, or there occurs a reduction in the existing shareholding of the Amalgamating Company 1, Amalgamating Company 2 and/ or Amalgamating Company 3 in JIL, for any reason, whatsoever, as on the Effective Date, such additional/ reduced number of equity shares of JIL, as may be held by the Amalgamating Company 1, Amalgamating Company 2 and/ or Amalgamating Company 3 in JIL as on the Effective Date, shall also be cancelled; and the same number of Amalgamation-1 Shares shall also be issued and allotted to the equity and preference shareholders of the Amalgamating Company 1, Amalgamating Company 2 and/ or Amalgamating Company 3 pursuant to the above.

There would neither be any change in the existing number of shares nor in the percentage shareholding of the Promoters on an aggregate basis in JIL pursuant to Amalgamation-1.

Accordingly, upon the Effective Date, the equity shareholders of the Amalgamating Companies shall become equity shareholders of JIL to the extent of their respective equity shareholding in the Amalgamating Companies prior to the Effective Date.

Upon the Effective Date, the Amalgamating Companies shall stand dissolved without being wound up.

Thereafter, the Amalgamation-1 Shares allotted shall be listed and/or admitted to trading on the Stock Exchanges where the equity shares of JIL are listed and/or admitted to trading in accordance with applicable law.

Amalgamation-2

Upon the Effective Date and with effect from the Appointed Date, JIL shall stand amalgamated and all its assets, liabilities, rights and obligations, as applicable, shall be transferred and vested in the Amalgamated Company, on a going concern basis, without any requirement of a further act or deed, so as to become as and from the Appointed Date, the assets, liabilities, interests and obligations, as applicable, of the Amalgamated Company.

The Amalgamated Company is a wholly owned subsidiary of JIL. Upon the Effective Date, the equity shares of the Amalgamated Company held by JIL shall be automatically cancelled and have no effect on and from the Effective Date. Simultaneously and concurrent with such cancellation, the Amalgamated Company shall issue and allot the Amalgamation-2 Shares, such that for every 1 (One) fully paid up equity share of Rs. 10/- each of JIL held by the equity shareholders of JIL as on the Amalgamation-2 Record Date, 1 (One) Amalgamation-2 Shares shall be issued and allotted by the Amalgamated Company, to each equity shareholder of JIL whose name is recorded in the register of members of JIL as holder of shares as of the Amalgamation-2 Record Date.

Thereafter, upon the Effective Date, JIL shall stand dissolved without being wound up and the Amalgamated Company shall seek listing of the equity shares issued by it pursuant to Amalgamation-2 in terms of the SEBI Master Circular dated November 23, 2021.

Accordingly, upon the Effective Date, the equity shareholders of JIL shall become equity shareholders of the Amalgamated Company to the extent of their respective equity shareholding in JIL prior to the Effective Date. In other words, a mirror of shareholding pattern of JIL will be created in the Amalgamated Company and the beneficial economic interest of the promoters as well as public shareholders of JIL (upon the Effective Date) would be the same and the amalgamations would not have any economic impact on the ultimate value of the shareholders of JIL and thus be value-neutral to the shareholders of JIL.

All costs, charges, expenses and taxes (including stamp duty, registration charges and statutory amounts) arising out of or in connection with Amalgamation-1 shall be borne by the respective Amalgamating Companies and the balance, if any, shall be borne by the Identified Promoters. The Amalgamating Companies shall have no liabilities on the Effective Date. Additionally, the Scheme also provides that the Identified Promoters shall fully indemnify the Amalgamated Company and keep the Amalgamated Company indemnified for liability, claim, demand, if any, of past, present and future and which may devolve on the Amalgamated Company on account of Amalgamation-2.



For further details, please refer to the Scheme.

Upon Amalgamation-2 becoming effective, JIL shall stand dissolved without being wound up and the Amalgamated Company shall issue and allot 1 (one) fully paid up equity share of face value of Rs. 10/- (Rupees Ten only) each to the shareholders of JIL for every 1 (one) fully paid up equity share of face value of Rs. 10/- (Rupees Ten only) each held in JIL as on the Amalgamation-2 Record Date. The Amalgamated Company shall seek listing of the equity shares issued by it pursuant to Amalgamation-2 in terms of the SEBI Master Circular.

The procedure with respect to public issue/offer would not be applicable as the Scheme does not involve issue of any equity shares to the public at large. The Amalgamated Company shall issue equity shares to the shareholders of JIL only in accordance with the Scheme. Hence, the procedure with respect to GID is not applicable.

NAME OF THE STATUTORY AUDITOR	BGJC & Associates LLP (Firm's Registration No. 003304N/N500056)
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BUSINESS OVERVIEW AND STRATEGY

Company Overview:

The Company is an unlisted private limited company incorporated on February 11, 2013 under the provisions of Companies Act, 1956 and is *inter alia* engaged in the business of making, holding and nurturing investments in agri-products and performance polymer segments.

Product / Service Offering:

(Revenue segmentation by product/service offering)

The Company does not have any product or service offering.

Geographies Served:

(Revenue segmentation by geographies)

The Company does not serve any geographies.

Key Performance Indicators:

The Company does not use any key performance indicators.

Client Profile or Industries Served:

(Revenue segmentation in terms of top 5/10 clients or Industries)

The Company does not serve any clients or industries.

Intellectual Property, if any:

None.

Market Share:

Not Applicable.

Manufacturing plant, if any:

None.

Employee Strength:

One employee.



BOARD OF DIRECTORS

Sr. No.	Name	Designation	Experience & Educational Qualifications	Other Directorships
1.	Mr. Shyam Sunder Bhartia	Non-Executive Director	Mr. Shyam Sunder Bhartia 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. He has a rich industrial experience 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 companies. He has been appointed as director of the Company w.e.f. March 14, 2017.	<p>Indian Companies: Jubilant Pharmova Limited, Chambal Fertilisers and Chemicals Limited, Jubilant FoodWorks Limited, Jubilant Capital Private Limited, Jubilant Bhartia Foundation, SPB Trustee Company Private Limited, SSP Trustee Company Private Limited, SS Trustee Company Private Limited, SBS Trustee Company Private Limited, SBSSB Realty Trustee Co. Private Limited, SSBSB Realty Trustee Co. Private Limited, Jubilant Enpro Private Limited, SSBPB Investment Holding Private Limited, Jubilant Ingrevia Limited.</p> <p>Foreign Companies: Jubilant Pharma Limited, Singapore, TrialStat Solutions Inc., DP Eurasia N.V., Jubilant Innovation (USA) Inc., Jubilant Life Sciences International Pte Limited, Drug Discovery and Development Solutions Limited, Jubilant Pharma UK Limited, Jubilant Biosys Innovative Research Services Pte Limited, Summit Sky Limited, Sun Field Limited</p>
2.	Mrs. Kavita Bhartia	Non-Executive Director	Mrs. Kavita Bhartia holds Diploma in Textile Designing and having vast experience in the field of textile. She is a director in the Board of several companies. She has been appointed as director of the Company w.e.f. February 11, 2013.	<p>Indian Companies: Jubilant Properties Private Limited, KBHB Investment Holding Private Limited, Jaytee Private Limited, Ogaan Moira Private Limited, HSBKB Property Trustee Co Private Limited, KHB Trustee Company Private Limited, HS Trustee Company Private Limited, HKB Trustee Company Private Limited, HSB Trustee Company Private Limited, Ogaan India Private Limited, Ogaan Media Private Limited, Ogaan Cancer Foundation, Ogaan Retail Private Limited</p> <p>Foreign Companies: NIL</p>
3.	Mr. Takesh Mathur	Non-Executive Director	Mr. Takesh Mathur is a commerce graduate from Delhi University and a qualified Chartered Accountant from the Institute of Chartered Accountants of India (ICAI). He is having vast experience in strategic planning and re-engineering of the work processes, merchant banking, mergers and acquisitions, and	<p>Indian Companies: Craft Brewerkz Private Limited, Enpro Secan India Limited, NRPL Investment Holding Private Limited, VAM Holdings Limited, Jubilant Realty Private Limited, Jubilant Properties Private Limited, Squareinch Digital Private Limited, Geoenpro Petroleum Limited, Ogaan Media Private Limited, Jubilant Securities Private Limited, Common Ground Foundation, JE Energy Ventures Private Limited, Mymapper Private Limited, KBHB Investment Holding Private Limited, SSBPB Investment Holding Private Limited, IGOPL Offshore Private Limited</p>



			corporate finance. He is on the board of several companies. He has been appointed as director of the Company w.e.f. June 27, 2022.	Foreign Companies: NIL
4.	Mr. Parveen Kumar Goyal	Non-Executive Director	Mr. Parveen Kumar Goyal is a qualified Chartered Accountant from the Institute of Chartered Accountants of India and having an experience of more than 23 years in the field of accounts and finance. He is a director in the Board of several companies. He has been appointed as director of the Company w.e.f. May 14, 2019.	Indian Companies: Nikita Resources Private Limited, HSCPL Ventures Private Limited, Indian Country Homes Private Limited, Enpro Exports Private Limited, Jubilant Capital Private Limited, Jubilant Offshore Private Limited, SSBSB Realty Trustee Co Private Limited, SBSSB Realty Trustee Co Private Limited, KBHB Investment Holding Private Limited, SSBPB Investment Holding Private Limited Foreign Companies: NIL

OBJECTS / RATIONALE OF THE SCHEME

Rationale for Amalgamation-1:

- (i) Currently, a significant portion of the Promoters' shareholding in JIL is held indirectly, through the Amalgamating Companies. The proposed amalgamations will result in simplification and streamlining of the shareholding structure by elimination of shareholding tiers and simplification of a large part of the indirect Promoters' shareholding into a clearer structure directly identifiable with the Promoters;
- (ii) Further, such a simplified direct holding structure is expected to bring greater transparency in the Promoters' shareholding and demonstrate the Promoters' direct commitment and engagement from a shareholders' perspective; and
- (iii) The proposed simplification of holding structure will also make it simpler to identify the ultimate beneficial owner for various applicable know your customer (KYC) requirements.

Rationale for Amalgamation-2:

- i) The shareholders of JIL would directly hold shares in an operating company (i.e. the Amalgamated Company) instead of holding shares in a holding company (i.e. JIL), which would also lead to greater operational efficiencies, reduction in management overlaps and reduction in compliance requirements of multiple companies and associated expenses; and
- ii) Reduction in overheads, administrative, managerial and other expenditure, and optimal utilization of various resources due to consolidation of activities.

There would neither be any change in the existing number of shares nor in the percentage shareholding of the Promoters on an aggregate basis in JIL and the Amalgamated Company pursuant to Amalgamation-1 and Amalgamation-2.

For further details, please refer to the Scheme.

DETAILS OF MEANS OF FINANCE

Not Applicable

DETAILS AND REASONS FOR NON-DEPLOYMENT OR DELAY IN DEPLOYMENT OF PROCEEDS OR CHANGES IN UTILIZATION OF ISSUE PROCEEDS OF PAST PUBLIC ISSUES/RIGHTS ISSUES, IF ANY, OF THE COMPANY IN THE PRECEDING 10 YEARS



Not Applicable

NAME OF MONITORING AGENCY, IF ANY | Not Applicable

TERMS OF ISSUANCE OF CONVERTIBLE SECURITY, IF ANY | Not Applicable

SHAREHOLDING PATTERN

The pre-Amalgamation-1 shareholding pattern of the Company is as under:

Sr. No.	Particulars	Number of shares	% holding of Pre-Amalgamation-1
A	EQUITY SHAREHOLDERS		
1)	SPB Trustee Company Private Limited and SS Trustee Company Private Limited (jointly acting as Trustees on behalf of Shyam Sunder Bhartia Family Trust)	5,000	50.00
2)	HSB Trustee Company Private Limited and HS Trustee Company Private Limited (Jointly acting as Trustees on behalf of Hari Shanker Bhartia Family Trust)	5000	50.00
	Total (A)	10,000	100.00
B	7.60 % NON CUMULATIVE NON CONVERTIBLE REDEEMABLE PREFERENCE SHAREHOLDERS		
1)	SPB Trustee Company Private Limited and SS Trustee Company Private Limited (jointly acting as Trustees on behalf of Shyam Sunder Bhartia Family Trust)	16,20,000	50.00
2)	HSB Trustee Company Private Limited and HS Trustee Company Private Limited (Jointly acting as Trustees on behalf of Hari Shanker Bhartia Family Trust)	16,20,000	50.00
	Total (B)	32,40,000	100.00
	GRAND TOTAL (A+B)	32,50,000	

In terms of the Scheme, the Company will stand dissolved, without being wound up, upon the Effective Date.

AUDITED FINANCIALS

A. The summary of the standalone audited financial statements of the Company for the last 3 years is provided below:

(Rs. In Lakhs except per share data)

Sr. No	Particulars	FY 2023	FY 2022	FY 2021
1	Revenue from operations	-	-	-
2	Total Income	1.47	-	-
3	Net Profit / (Loss) before tax	(30.59)	(67.65)	(62.94)
4	Net Profit / (Loss) after tax	(30.98)	(67.65)	(62.94)
5	Equity Share Capital	1.00	1.00	1.00
6	Preference Share Capital	3,240.00	2,200.00	2,200.00
7	Reserves and Surplus	(331.86)	(300.88)	(233.23)
8	Net worth	2,909.14	1900.12	1967.77
9	Basic & Diluted ¹ earnings per share	(309.80)	(676.42)	(629.36)
10	Return on net worth (%) ²	-1.06%	-3.56%	-3.20%
11	Net asset value per Share ³	(3,308.60)	(2,998.80)	(2,322.30)

Notes:

- Basic & Diluted earnings per share is computed by dividing the profit for the year after tax by the weighted average number of equity shares outstanding during the year.
- Return on net worth (%) is computed by dividing the net profit/ (loss) after tax by the net worth.
- Net asset value per share is computed by dividing the net worth attributable to equity shareholders by the outstanding



number of equity shares.

B. The summary of the consolidated audited financial statements of the Company for the last 3 years is provided below:

(Rs. In Lakhs except per share data)

Sr. No.	Particulars	FY 2023	FY 2022	FY 2021
1	Revenue from operations	-	-	-
2	Total Income	1.47	-	-
3	Net Profit / (Loss) before tax	(30.59)	(67.65)	(62.94)
4	Net Profit / (Loss) after tax but before Investment in Associate	(30.98)	(67.65)	(62.94)
5	Net Profit / (Loss) after Investment in Associate	3,022.69	2,529.95	(491.51)
6	Equity Share Capital	1.00	1.00	1.00
7	Preference Share Capital	3,240.00	2,200.00	2,200.00
8	Reserves and Surplus	7,128.43	4,105.74	1,575.78
9	Net worth	10,369.43	6,306.74	3,776.78
10	Basic & Diluted ¹ earnings per share	30,226.92	25,299.49	(4,915.08)
11	Return on net worth (%) ²	29.15%	40.12%	-13.01%
12	Net asset value per Share ³	71,294.30	41,067.40	15,767.80

Notes:

1. Basic & Diluted earnings per share is computed by dividing the profit for the year after tax by the weighted average number of equity shares outstanding during the year.
2. Return on net worth (%) is computed by dividing the net profit/ (loss) after tax by the net worth.
3. Net asset value per share is computed by dividing the net worth attributable to equity shareholders by the outstanding number of equity shares.

INTERNAL RISK FACTORS

The Scheme is subject to the approval of the National Company Law Tribunal as well as the conditions/approvals as envisaged under the Scheme (including that the Scheme shall be acted upon only if vote cast by the public shareholders of JIL in favour of the proposal are more than the number of votes cast by the public shareholders against it) and any failure to receive such approvals will result in non-implementation of the Scheme.

SUMMARY OF OUTSTANDING LITIGATIONS, CLAIMS AND REGULATORY ACTION

A. Total number of outstanding litigations against the Company and amount involved: NIL

Name of Entity	Criminal Proceedings	Tax Proceedings	Statutory or Regulatory Proceedings	Disciplinary action by SEBI or Stock Exchanges against our Promoter	Material Civil Litigations	Aggregate amount involved (Rs. in crore)
Company						
By the Company	-	-	-	-	-	-
Against the Company	-	-	-	-	-	-
Directors						
By our Directors	-	-	-	-	-	-
Against the Directors	-	-	-	-	-	-
Promoters						
By Promoters	-	-	-	-	-	-
Against Promoters	-	-	-	-	-	-
Subsidiaries						
By Subsidiaries	-	-	-	-	-	-
Against Subsidiaries	-	-	-	-	-	-



B. Brief details of top 5 material outstanding litigations against the Company and amount involved: **NONE OF THE LITIGATIONS ARE MATERIAL.** (Case(s) in which amount involved is more than 1% of the turnover have been considered as material.)

C. Regulatory Action, if any - disciplinary action taken by SEBI or stock exchanges against the Promoters in last 5 financial years including outstanding action, if any:

SEBI had, vide its Adjudication Order (AO) dated January 31, 2018, inter alia, imposed a penalty of Rs. 10,00,000/- (Rupees Ten Lakh only) on Mr. Hari Shanker Bhartia and Others for alleged violation of Regulation 3 of the erstwhile SEBI (Prohibition of Insider Trading) Regulations, 1992 read with Regulation 12 of the SEBI (Prohibition of Insider Trading) Regulations, 2015. An appeal was filed against the AO before SAT, Mumbai on April 24, 2018. SAT has, vide its order dated November 7, 2019, disposed of the appeal upholding the penalty as imposed by the AO along with interest. The Penalty as imposed has been paid along with interest and hence, the matter has been closed.

D. Brief details of outstanding criminal proceedings against Promoters: **THERE ARE NO OUTSTANDING CRIMINAL PROCEEDINGS AGAINST THE PROMOTERS OF THE COMPANY.**

ANY OTHER IMPORTANT INFORMATION OF THE COMPANY

NIL

DECLARATION BY THE COMPANY

We hereby declare that all relevant provisions of the Companies Act, 2013 and the guidelines/regulations issued by the Government of India or the guidelines/regulations issued by the Securities and Exchange Board of India, established under Section 3 of the Securities and Exchange Board of India Act, 1992 ("SEBI Act"), as the case may be, have been complied with and no statement made in this Abridged Prospectus is contrary to the provisions of the Companies Act, 2013, the SEBI Act or rules made or guidelines or regulations issued thereunder, as the case may be. We further certify that all statements in this Abridged Prospectus are true and correct.

For HSSS Investment Holding Private Limited

Name: Parveen Kumar Goyal
Designation: Director
DIN: 05275246



Date: June 14, 2023

Place: Noida, Uttar Pradesh



Fastrack Finsec
Category-I Merchant Banker

June 14, 2023

The Board of Directors
KBHB Investment Holding Private Limited
Plot No. 1A, Sector-16A,
Noida, Gautam Buddha Nagar,
Uttar Pradesh - 201301 (India)

Dear Sir/Madam,

Subject: Due Diligence Certificate on adequacy and accuracy of disclosure of Information in Abridged Prospectus

Ref: Composite Scheme of Arrangement between HSSS Investment Holding Private Limited (“Amalgamating Company 1”) and KBHB Investment Holding Private Limited (“Amalgamating Company 2” or “the Company”) and SSBPB Investment Holding Private Limited (“Amalgamating Company 3”) and Jubilant Industries Limited (“JIL”) and Jubilant Agri and Consumer Products Limited (“Amalgamated Company”) and their respective shareholders and creditors under sections 230 to 232 and other applicable provisions of the Companies Act, 2013

We, Fast Track Finsec Private Limited, a Category-I Merchant Banker registered with SEBI vide Registration No **INM000012500** have been appointed for the purpose of certifying the adequacy and accuracy of disclosure of information in the Abridged Prospectus dated 14th June, 2023 pertaining to the Composite Scheme of Arrangement between HSSS Investment Holding Private Limited (“Amalgamating Company 1”) and KBHB Investment Holding Private Limited (“Amalgamating Company 2” or “the Company”) and SSBPB Investment Holding Private Limited (“Amalgamating Company 3”) and Jubilant Industries Limited (“JIL”) and Jubilant Agri and Consumer Products Limited (“Amalgamated Company”) and their respective shareholders and creditors under sections 230 to 232 and other applicable provisions of the Companies Act 2013 (“Scheme”).

Regulatory Requirement

Securities and Exchange Board of India (“SEBI”) vide Master Circular No. SEBI/HO/CFD/DIL1/CIR/P/2021/0000000665 dated November 23, 2021, as amended (“SEBI Master Circular”), prescribes that the listed company shall include the applicable information pertaining to the unlisted entity/ies involved in the Scheme in the format specified for the abridged prospectus as provided in PART E of Schedule VI of the SEBI (Issue of Capital and Disclosure Requirements) Regulations 2018 as amended, in the explanatory statement or notice or proposal accompanying resolution to be passed, sent to the shareholders while seeking their approval for the same and that the accuracy and adequacy of such disclosures shall be, certified by a SEBI Registered Merchant Banker after following the due diligence process. In this regard, Circular No. SEBI/HO/CFD/SSEP/CIR/P/2022/14 dated



Fast Track Finsec Private Limited

CIN : U65191DL2010PTC200381

Registration Code : INM000012500 | GST No. 07AABCF4818P1Z9

Regd. Off.: B-502 | Stateman House | 148 | Barakhamba Road | New Delhi-110001

Off.: +91-011-43029809, Web.: www.ftfinsec.com

February 4, 2022 (“SEBI Circular on Abridged Prospectus”) issued by SEBI prescribes the revised format for disclosures in the Abridged Prospectus. Accordingly, this certificate is being issued in compliance of above-mentioned requirement under the SEBI Master Circular.

We, as SEBI registered Merchant Banker(s) state and confirm as follows in respect of the Abridged Prospectus:

1. The Board of Directors of the Company in their meeting held on 12th August, 2022 unanimously approved the Scheme. Thereafter, the Scheme was modified pursuant to and in compliance with the observation letters, both dated February 17, 2023 issued by the BSE Limited and the National Stock Exchange of India Limited, respectively (together, the “Stock Exchanges”) and the same was also approved by the Board of Directors of the Company vide resolution dated 13th March, 2023.

2. In this regard, please find enclosed the Abridged Prospectus dated 14th June, 2023 prepared by the Company in terms of the requirements specified in the SEBI Circular on Abridged Prospectus and issued pursuant to the SEBI Master Circular in connection with the Scheme.

3. Sources of Information:

We have received the following information from the management of the Company:

(i) Draft Scheme;

(ii) Disclosures in the format of Abridged Prospectus prepared in accordance with the SEBI Circular on Abridged Prospectus; and

(iii) Information/documents/undertakings, etc. provided by the management of the Company pertaining to the disclosures made in the Abridged Prospectus dated 14th June, 2023.

4. As required under the SEBI Master Circular, we have examined the disclosures made in the Abridged Prospectus dated 14th June, 2023 issued by the Company and accordingly, we confirm that the information disclosed in the Abridged Prospectus contains the applicable information required in respect of the unlisted entity/ies involved in the Scheme (i.e. the Company), in the format specified for abridged prospectus as provided in the SEBI Circular on Abridged Prospectus.

Disclaimer

Our scope of work does not include the following:

- an audit of financial information
- Carrying our market survey/financial feasibility
- Financial and Legal Due Diligence



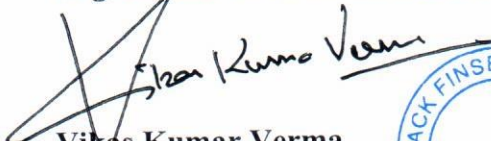
This Certificate is based on information as on 14th June, 2023. This Certificate is a specific purpose certificate issued in terms of the SEBI Master Circular and hence, it should not be used for any other purpose or transaction. The Certificate is not, nor should it be construed to be, a certification of compliance of the Scheme of Amalgamation with the provisions of the applicable Law including company, taxation and securities markets related laws or as regards to any legal implications or issues arising thereon, except for the purpose expressly mentioned herein.

No equity shares are proposed to be sold or offered pursuant to the Abridged Prospectus and we express no opinion whatsoever and make no recommendation at all as to the Company's underlying decisions to affect the scheme or to how the holders of equity shares are secured or how the equity shareholders/creditors should vote at their respective meetings held in connection with the purpose scheme. We do not express and should not have deemed to express any views on any other terms of the or its success. We also express no opinion, and accordingly accept no responsibility for or its financial performance.

We express no opinion whatsoever and make no recommendation at all (and accordingly take no responsibility) as to whether Shareholders/Investors should buy, sell or hold any stake in the Company or any of its related parties (Holding companies/subsidiaries/associates etc).

Thanking you

For Fast Track Finsec Private Limited
Registration No. INM000012500


Vikas Kumar Verma
Director
DIN: 05176480



Enclosure: Abridged Prospectus dated 14th June, 2023 of KBHB Investment Holding Private Limited.

KBHB INVESTMENT HOLDING PRIVATE LIMITED				
Corporate Identity Number: U67100UP2013PTC054992				
Registered Office	Corporate Office	Contact Person	Email and Telephone	Website
Plot 1A, Sector 16A, Noida, Gautam Buddha Nagar -201 301, Uttar Pradesh, India		Mr. Parveen Kumar Goyal	parveen.goyal@jepl.com / 0120-4361000	Not Available
NAMES OF THE PROMOTERS OF THE COMPANY				
<p>(1) HSB Trustee Company Private Limited & HS Trustee Company Private Limited (Jointly acting as trustees on behalf of Hari Shanker Bhartia Family Trust) & (2) Mr. Hari Shanker Bhartia (Holding 200 (Two Hundred) Equity Shares on behalf of Hari Shanker Bhartia Family Trust)</p>				
DETAILS OF OFFER TO PUBLIC, PROMOTERS/SELLING SHAREHOLDERS				
NO EQUITY SHARES ARE PROPOSED TO BE SOLD OR OFFERED PURSUANT TO THIS ABRIDGED PROSPECTUS.				
GENERAL RISK				
Investments in equity and equity-related securities involve a degree of risk. Specific attention of the readers is invited to the sections titled “Scheme Details, Listing and Procedure” and “Internal Risk Factors” on pages 4, 5, 6 and 9 respectively of this Abridged Prospectus.				
COMPANY’S ABSOLUTE RESPONSIBILITY				
The Company, having made all reasonable inquiries, accepts responsibility for and confirms that this Abridged Prospectus contains all information with regard to the Company and the Scheme which is material in the context of the Scheme, that the information contained in the Abridged Prospectus is true and correct in all material aspects and is not misleading in any material respect, that the opinions and intentions expressed herein are honestly held and that there are no other facts, the omission of which make this Abridged Prospectus as a whole or any of such information or the expression of any such opinions or intentions misleading in any material respect.				
LISTING				
Upon Amalgamation-2 becoming effective, JIL shall stand dissolved without being wound up and the Amalgamated Company shall issue and allot 1 (one) fully paid up equity share of face value of Rs. 10/- (Rupees Ten only) each to the shareholders of JIL for every 1 (one) fully paid up equity share of face value of Rs. 10/- (Rupees Ten only) each held in JIL as on the Amalgamation-2 Record Date. The Amalgamated Company shall seek listing of the equity shares issued by it pursuant to Amalgamation-2 in terms of the SEBI Master Circular.				
BOOK RUNNING LEAD MANAGERS				
Not Applicable				
REGISTRAR TO THE OFFER				
Not Applicable				
BID/OFFER PERIOD				
Not Applicable				



This is an abridged prospectus (“Abridged Prospectus”) prepared in connection with the composite scheme of arrangement between HSSS Investment Holding Private Limited (“Amalgamating Company 1”) and KBHB Investment Holding Private Limited (“Company” or “Amalgamating Company 2”) and SSBPB Investment Holding Private Limited (“Amalgamating Company 3”) and Jubilant Industries Limited (“JIL”) and Jubilant Agri And Consumer Products Limited (“Amalgamated Company”) and their respective shareholders and creditors under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 (“Scheme”). You are encouraged to read greater details available in the Scheme <https://jubilantindustries.com/composite-scheme-of-arrangement.html>.

THIS ABRIDGED PROSPECTUS CONTAINS [10] PAGES. PLEASE ENSURE THAT YOU HAVE RECEIVED ALL THE PAGES.

This document is prepared in terms of the requirements specified in Circular No. SEBI/HO/CFD/SSEP/CIR/P/2022/14 dated February 4, 2022 issued by the Securities and Exchange Board of India (“SEBI”) and issued pursuant to the Master Circular No. SEBI/ HO/CFD/DIL1/CIR/P/2021/0000000665 dated November 23, 2021, as amended, issued by SEBI (“SEBI Master Circular”).

NO EQUITY SHARES ARE PROPOSED TO BE SOLD OR OFFERED PURSUANT TO THIS ABRIDGED PROSPECTUS

The Amalgamating Companies and the Amalgamated Company are unlisted companies, whereas, the equity shares of JIL are listed on BSE Limited (“BSE”) and the National Stock Exchange of India Limited (“NSE”) (collectively, the “Stock Exchanges”).

The Scheme provides for amalgamation of the Amalgamating Companies into JIL, on a going concern basis (“Amalgamation-1”) and following Amalgamation-1, the amalgamation of JIL into the Amalgamated Company, on a going concern basis (“Amalgamation-2”). Thereafter, once the Scheme has become effective, the Amalgamated Company will seek listing/trading approval from the Stock Exchanges for the equity shares allotted by it under the Scheme.

As there is no issue of equity shares to the public at large, the requirements with respect to General Information Document (GID) are not applicable and this Abridged Prospectus should be ready accordingly.

You may also download the Abridged Prospectus along with the Scheme and other relevant documents from the websites of JIL (<https://www.jubilantindustries.com/>) and BSE (www.bseindia.com) or NSE (www.nseindia.com), the Stock Exchanges where the equity shares of JIL are listed.

This Abridged Prospectus dated June 14, 2023 should be read together with the Scheme and the notice sent to the equity shareholders of JIL.

KBHB Investment Holding Private Limited

CIN: U67100UP2013PTC054992, Date of Incorporation: February 13, 2013

Registered Office	Corporate Office	Contact Person	Email and Telephone	Website
Plot 1A, Sector 16A, Noida, Gautam Buddha Nagar -201 301, Uttar Pradesh, India		Mr. Parveen Kumar Goyal	parveen.goyal@jepl.com /0120-4361000	Not Available

NAMES OF PROMOTERS OF THE COMPANY

(1) HSB Trustee Company Private Limited & HS Trustee Company Private Limited
(Jointly acting as trustees on behalf of Hari Shanker Bhartia Family Trust)

&

(2) Mr. Hari Shanker Bhartia

(Holding 200 (Two Hundred) Equity Shares on behalf of Hari Shanker Bhartia Family Trust)

Details of Offer to Public

Type of Issue (Fresh/ OFS/ Fresh & OFS)	Fresh Issue Size (by no. of shares or by amount in Rs)	OFS Size (by no. of shares or by amount in Rs)	Total Issue Size (by no. of shares or by amount in Rs)	Issue Under 6(1)/ 6(2)	Share Reservation		
					QIB	NII	RII
Not Applicable							

Details of OFS by Promoter(s)/ Promoter Group/ Other Selling Shareholders

Name	Type	No of Shares offered/ Amount in Rs	WACA in Rs per Equity	Name	Type	No of Shares offered/ Amount in Rs	WACA in Rs per Equity
Not Applicable							



PRICE BAND, MINIMUM BID LOT & INDICATIVE TIMELINES

Not Applicable

Details of WACA of all shares transacted over the trailing eighteen months from the date of RHP

Period	Weighted Average Cost of Acquisition (in Rs.)	Upper End of the Price Band is 'X' times the WACA	Range of acquisition price Lowest Price-Highest Price (in Rs.)
Not Applicable			

RISKS IN RELATION TO THE FIRST OFFER

Not Applicable

GENERAL RISK

Investments in equity and equity-related securities involve a degree of risk. Specific attention of the readers is invited to the sections titled "Scheme Details, Listing and Procedure" and "Internal Risk Factors" on pages 4, 5, 6 and 9 respectively of this Abridged Prospectus.

PROCEDURE

You may also download the Abridged Prospectus along with the Scheme and other relevant documents from the websites of JIL (<https://www.jubilantindustries.com/>) and BSE (www.bseindia.com) or NSE (www.nseindia.com), the Stock Exchanges where the equity shares of JIL are listed.

As there is no issue of equity shares to the public at large, the requirements with respect to General Information Document (GID) are not applicable and this Abridged Prospectus should be ready accordingly.

PRICE INFORMATION OF BRLM's

Not Applicable

PROMOTERS OF THE COMPANY

Sr. No.	Name	Individual/ Corporate	Experience & Educational Qualifications
1.	<p>HSB Trustee Company Private Limited & HS Trustee Company Private Limited. (On behalf of Hari Shanker Bhartia Family Trust)</p> <p>HSB Trustee Company Private Limited (HSBTCPL), a company incorporated on January 18, 2013 bearing CIN no. U74120UP2013PTC054727, carrying on the activities of a trustee to various bodies corporate, individuals, funds, trusts, etc. and has its registered office at Sector-16A, Plot No.1A Noida, Gautam Buddha Nagar, Uttar Pradesh 201301.</p> <p>HS Trustee Company Private Limited (HSTCPL), a company incorporated on January 18, 2013 bearing CIN no. U74120UP2013PTC054723, carrying on the activities of a trustee to various bodies corporate, individuals, funds, trusts, etc. and has its registered office at Sector-16A, Plot No.1A Noida, Gautam Buddha Nagar, Uttar Pradesh 201301.</p> <p>HSBTCPL & HSTCPL act as trustees on behalf of Hari Shanker Bhartia Family Trust. Hari Shanker Bhartia Family Trust was registered on February 22, 2013 having its office address at 9th Floor, 18-20, Kasturba Gandhi Marg, New Delhi -110001. The trust is formed mainly <i>inter alia</i> for the purpose of having and holding the trust property solely and exclusively for and on behalf of and for the benefit of the beneficiaries of the trust.</p>	Corporate	N.A.



2.	Mr. Hari Shanker Bhartia (On behalf of Hari Shanker Bhartia Family Trust)	Individual	Mr. Hari Shanker Bhartia is a Chemical Engineering Graduate from the Indian Institute of Technology (IIT), Delhi. He is the Co-Chairman and Managing Director of Jubilant Bhartia Group (“ Jubilant Group ”), headquartered in Noida, Uttar Pradesh. Jubilant Group has presence in diverse sectors like pharmaceuticals, drug discovery services and life sciences ingredients, performance polymers, food service (QSR), automobile, retail and consulting in aerospace and oilfield services. Jubilant Group has four (4) companies listed on stock exchanges viz., Jubilant Pharmova Limited, Jubilant FoodWorks Limited, Jubilant Ingrevia Limited and Jubilant Industries Limited.
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SCHEME DETAILS

Scheme Details:

The Scheme has been presented pursuant to the provisions of Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 (“**Act**”) read with Section 2(1B) and other applicable provisions of the Income-tax Act, 1961 and other applicable laws and provides for the amalgamation of the Amalgamating Companies into JIL, on a going concern basis, pursuant to Part B of the Scheme (“**Amalgamation-1**”) and following Amalgamation-1, the amalgamation of JIL into the Amalgamated Company, on a going concern basis, pursuant to Part C of the Scheme (“**Amalgamation-2**”). Thereafter, once the Scheme becomes effective, the Amalgamated Company will seek listing/trading approval from the stock Exchanges for the equity shares allotted by it under the Scheme.

The Appointed Date of the Scheme is July 1, 2022.

The Effective Date of the Scheme, means: (i) in relation to Amalgamation-1, such date or dates as of which the Amalgamating Companies and JIL shall have filed the certified copy of the NCLT’s order sanctioning the Scheme with the Registrar of Companies (“**RoC**”); and (ii) in relation to Amalgamation-2, such date or dates as of which JIL and the Amalgamated Company shall have filed the certified copy of the NCLT’s order sanctioning the Scheme with the RoC.

Capitalized terms used but not defined in this Abridged Prospectus shall have the meanings as ascribed to such terms under the Scheme.

Amalgamation-1

Upon the Effective Date and with effect from the Appointed Date, the Amalgamating Companies shall stand amalgamated and all their respective assets, liabilities, rights and obligations, as applicable, shall be transferred and vested in JIL, on a going concern basis without any requirement of a further act or deed so as to become as and from the Appointed Date, the assets, liabilities, interest and obligations, as applicable, of JIL.

The following shall be deemed to have occurred and taken effect with respect to Amalgamation-1:

(i) The Amalgamating Company 1 holds 71,64,048 equity shares in JIL and the entire issued and paid-up equity and preference share capital of the Amalgamating Company 1 is held by Hari Shanker Bhartia Family Trust (“**HSB Family Trust**”) and Shyam Sunder Bhartia Family Trust (“**SSB Family Trust**”), in equal proportion, through their respective trustees/nominees. In so far as the amalgamation of the Amalgamating Company 1 into JIL is concerned, upon the Effective Date, 71,64,048 equity shares held by the Amalgamating Company 1 in JIL shall stand cancelled and be of no effect on and from the Effective Date. Simultaneously and concurrent with such cancellation, JIL shall issue and allot the same number of Amalgamation-1 Shares to the HSB Family Trust and the SSB Family Trust, respectively, in equal proportion, through their respective trustees/nominees;

(ii) The Amalgamating Company 2 holds 17,36,415 equity shares in JIL and the entire issued and paid-up equity and preference share capital of Amalgamating Company 2 is held by HSB Family Trust, through its trustees/nominees, being the sole equity and preference shareholder of the Amalgamating Company 2. In so far as the amalgamation of the Amalgamating Company 2 into JIL is concerned, upon the Effective Date, 17,36,415 equity shares held by the



Amalgamating Company 2 in JIL shall stand cancelled and be of no effect on and from the Effective Date. Simultaneously and concurrent with such cancellation, JIL shall issue and allot the same number of Amalgamation-1 Shares to the HSB Family Trust, through its trustees/nominees; and

(iii) The Amalgamating Company 3 holds 16,51,879 equity shares in JIL and the entire issued and paid-up equity and preference share capital of the Amalgamating Company 3 is held by SSB Family Trust, through its trustees/nominees, being the sole equity and preference shareholder of the Amalgamating Company 3. In so far as the amalgamation of the Amalgamating Company 3 into JIL is concerned, upon the Effective Date, 16,51,879 equity shares held by the Amalgamating Company 3 in JIL shall stand cancelled and be of no effect on and from the Effective Date. Simultaneously and concurrent with such cancellation, JIL shall issue and allot the same number of Amalgamation-1 Shares to the SSB Family Trust, through its trustees/nominees.

(iv) In the event the Amalgamating Company 1, Amalgamating Company 2 and/ or Amalgamating Company 3 acquire(s) any additional equity shares of JIL, without incurring any additional liability, or there occurs a reduction in the existing shareholding of the Amalgamating Company 1, Amalgamating Company 2 and/ or Amalgamating Company 3 in JIL, for any reason, whatsoever, as on the Effective Date, such additional/ reduced number of equity shares of JIL, as may be held by the Amalgamating Company 1, Amalgamating Company 2 and/ or Amalgamating Company 3 in JIL as on the Effective Date, shall also be cancelled; and the same number of Amalgamation-1 Shares shall also be issued and allotted to the equity and preference shareholders of the Amalgamating Company 1, Amalgamating Company 2 and/ or Amalgamating Company 3 pursuant to the above.

There would neither be any change in the existing number of shares nor in the percentage shareholding of the Promoters on an aggregate basis in JIL pursuant to Amalgamation-1.

Accordingly, upon the Effective Date, the equity shareholders of the Amalgamating Companies shall become equity shareholders of JIL to the extent of their respective equity shareholding in the Amalgamating Companies prior to the Effective Date.

Upon the Effective Date, the Amalgamating Companies shall stand dissolved without being wound up.

Thereafter, the Amalgamation-1 Shares allotted shall be listed and/or admitted to trading on the Stock Exchanges where the equity shares of JIL are listed and/or admitted to trading in accordance with applicable law.

Amalgamation-2

Upon the Effective Date and with effect from the Appointed Date, JIL shall stand amalgamated and all its assets, liabilities, rights and obligations, as applicable, shall be transferred and vested in the Amalgamated Company, on a going concern basis, without any requirement of a further act or deed, so as to become as and from the Appointed Date, the assets, liabilities, interests and obligations, as applicable, of the Amalgamated Company.

The Amalgamated Company is a wholly owned subsidiary of JIL. Upon the Effective Date, the equity shares of the Amalgamated Company held by JIL shall be automatically cancelled and have no effect on and from the Effective Date. Simultaneously and concurrent with such cancellation, the Amalgamated Company shall issue and allot the Amalgamation-2 Shares, such that for every 1 (One) fully paid up equity share of Rs. 10/- each of JIL held by the equity shareholders of JIL as on the Amalgamation-2 Record Date, 1 (One) Amalgamation-2 Shares shall be issued and allotted by the Amalgamated Company, to each equity shareholder of JIL whose name is recorded in the register of members of JIL as holder of shares as of the Amalgamation-2 Record Date.

Thereafter, upon the Effective Date, JIL shall stand dissolved without being wound up and the Amalgamated Company shall seek listing of the equity shares issued by it pursuant to Amalgamation-2 in terms of the SEBI Master Circular dated November 23, 2021.

Accordingly, upon the Effective Date, the equity shareholders of JIL shall become equity shareholders of the Amalgamated Company to the extent of their respective equity shareholding in JIL prior to the Effective Date. In other words, a mirror of shareholding pattern of JIL will be created in the Amalgamated Company and the beneficial economic interest of the promoters as well as public shareholders of JIL (upon the Effective Date) would be the same and the amalgamations would not have any economic impact on the ultimate value of the shareholders of JIL and thus be value-neutral to the shareholders of JIL.

All costs, charges, expenses and taxes (including stamp duty, registration charges and statutory amounts) arising out of or in connection with Amalgamation-1 shall be borne by the respective Amalgamating Companies and the balance, if any, shall be borne by the Identified Promoters. The Amalgamating Companies shall have no liabilities on the Effective Date.



Additionally, the Scheme also provides that the Identified Promoters shall fully indemnify the Amalgamated Company and keep the Amalgamated Company indemnified for liability, claim, demand, if any, of past, present and future and which may devolve on the Amalgamated Company on account of Amalgamation-2.

For further details, please refer to the Scheme.

Upon Amalgamation-2 becoming effective, JIL shall stand dissolved without being wound up and the Amalgamated Company shall issue and allot 1 (one) fully paid up equity share of face value of Rs. 10/- (Rupees Ten only) each to the shareholders of JIL for every 1 (one) fully paid up equity share of face value of Rs. 10/- (Rupees Ten only) each held in JIL as on the Amalgamation-2 Record Date. The Amalgamated Company shall seek listing of the equity shares issued by it pursuant to Amalgamation-2 in terms of the SEBI Master Circular.

The procedure with respect to public issue/offer would not be applicable as the Scheme does not involve issue of any equity shares to the public at large. The Amalgamated Company shall issue equity shares to the shareholders of JIL only in accordance with the Scheme. Hence, the procedure with respect to GID is not applicable.

NAME OF THE STATUTORY AUDITOR	BGJC & Associates LLP (Firm's Registration No. 003304N/N500056)
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BUSINESS OVERVIEW AND STRATEGY

Company Overview:

The Company is an unlisted private limited company incorporated on February 13, 2013 under the provisions of Companies Act, 1956 and is *inter alia* engaged in the business of making, holding and nurturing investments in agri-products and performance polymer segments.

Product / Service Offering:

(Revenue segmentation by product/service offering)

The Company does not have any product or service offering.

Geographies Served:

(Revenue segmentation by geographies)

The Company does not serve any geographies.

Key Performance Indicators:

The Company does not use any key performance indicators.

Client Profile or Industries Served:

(Revenue segmentation in terms of top 5/10 clients or Industries)

The Company does not serve any clients or industries.

Intellectual Property, if any:

None.

Market Share:

Not Applicable.

Manufacturing plant, if any:

None.

Employee Strength:

None.



BOARD OF DIRECTORS

Sr. No.	Name	Designation	Experience & Educational Qualifications	Other Directorships
1.	Mrs. Kavita Bhartia	Non-Executive Director	Mrs. Kavita Bhartia holds Diploma in Textile Designing and having vast experience in the field of textile. She is a director in the Board of several companies. She has been appointed as director of the Company w.e.f. February 13, 2013.	<p>Indian Companies: Jubilant Properties Private Limited, KBHB Investment Holding Private Limited, Jaytee Private Limited, Ogaan Moira Private Limited, HSBKB Property Trustee Co Private Limited, KHB Trustee Company Private Limited, HS Trustee Company Private Limited, HKB Trustee Company Private Limited, HSB Trustee Company Private Limited, Ogaan India Private Limited, Ogaan Media Private Limited, Ogaan Cancer Foundation, Ogaan Retail Private Limited</p> <p>Foreign Companies: NIL</p>
2.	Ms. Aashti Bhartia	Non-Executive Director	Ms. Aashti Bhartia holds Bachelor's degree in Anthropology and History from Columbia University, USA and Business Bridge Program from Tuck School of Business. She has expertise in management building and Business expansion. She is serving as Director on the Board of several companies including Jubilant Foodworks Limited. She has been appointed as director of the Company w.e.f. March 26, 2015.	<p>Indian Companies: Jubilant FoodWorks Limited, HSCPL Ventures Holding Private Limited, Ogaan Moira Private Limited, HSBKB Property Trustee Co Private Limited, Squareinch Digital Private Limited, KHB Trustee Company Private Limited, HSB Trustee Company Private Limited, HS Trustee Company Private Limited, HKB Trustee Company Private Limited, Jubilant Enpro Private Limited, Ogaan India Private Limited, Ogaan Media Private Limited, Ogaan Cancer Foundation, Ogaan Retail Private Limited, Mymapper Private Limited</p> <p>Foreign Companies: NIL</p>
3.	Mr. Takesh Mathur	Non-Executive Director	Mr. Takesh Mathur is a commerce graduate from Delhi University and a qualified Chartered Accountant from the Institute of Chartered Accountants of India (ICAI). He is having vast experience in strategic planning and re-engineering of the work processes, merchant banking, mergers and acquisitions, and corporate finance. He is on the board of several companies. He has been appointed as director of the Company w.e.f. June 30, 2022.	<p>Indian Companies: Craft Brewerkz Private Limited, Enpro Secan India Limited, NRPL Investment Holding Private Limited, VAM Holdings Limited, Jubilant Realty Private Limited, Jubilant Properties Private Limited, Squareinch Digital Private Limited, Geoenpro Petroleum Limited, Ogaan Media Private Limited, Jubilant Securities Private Limited, Common Ground Foundation, JE Energy Ventures Private Limited, Mymapper Private Limited, KBHB Investment Holding Private Limited, SSBPB Investment Holding Private Limited, IGOPL Offshore Private Limited</p> <p>Foreign Companies: NIL</p>
4.	Mr. Parveen Kumar Goyal	Non-Executive Director	Mr. Parveen Kumar Goyal is a qualified Chartered Accountant from the Institute of Chartered Accountants of India (ICAI) and having an experience of more than 23 years in the field of accounts and finance. He is a	<p>Indian Companies: Nikita Resources Private Limited, HSCPL Ventures Private Limited, Indian Country Homes Private Limited, Enpro Exports Private Limited, Jubilant Capital Private Limited, Jubilant Offshore</p>



			director in the Board of several companies. He has been appointed as director of the Company w.e.f. June 30, 2022.	Private Limited, SSBSB Realty Trustee Co Private Limited, SBSSB Realty Trustee Co Private Limited, KBHB Investment Holding Private Limited, SSBPB Investment Holding Private Limited Foreign Companies: NIL
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OBJECTS / RATIONALE OF THE SCHEME

Rationale for Amalgamation-1:

- (i) Currently, a significant portion of the Promoters' shareholding in JIL is held indirectly, through the Amalgamating Companies. The proposed amalgamations will result in simplification and streamlining of the shareholding structure by elimination of shareholding tiers and simplification of a large part of the indirect Promoters' shareholding into a clearer structure directly identifiable with the Promoters;
- (ii) Further, such a simplified direct holding structure is expected to bring greater transparency in the Promoters' shareholding and demonstrate the Promoters' direct commitment and engagement from a shareholders' perspective; and
- (iii) The proposed simplification of holding structure will also make it simpler to identify the ultimate beneficial owner for various applicable know your customer (KYC) requirements.

Rationale for Amalgamation-2:

- i) The shareholders of JIL would directly hold shares in an operating company (i.e. the Amalgamated Company) instead of holding shares in a holding company (i.e. JIL), which would also lead to greater operational efficiencies, reduction in management overlaps and reduction in compliance requirements of multiple companies and associated expenses; and
- ii) Reduction in overheads, administrative, managerial and other expenditure, and optimal utilization of various resources due to consolidation of activities.

There would neither be any change in the existing number of shares nor in the percentage shareholding of the Promoters on an aggregate basis in JIL and the Amalgamated Company pursuant to Amalgamation-1 and Amalgamation-2.

For further details, please refer to the Scheme.

DETAILS OF MEANS OF FINANCE	
	Not Applicable

DETAILS AND REASONS FOR NON-DEPLOYMENT OR DELAY IN DEPLOYMENT OF PROCEEDS OR CHANGES IN UTILIZATION OF ISSUE PROCEEDS OF PAST PUBLIC ISSUES/RIGHTS ISSUES, IF ANY, OF THE COMPANY IN THE PRECEDING 10 YEARS	
	Not Applicable

NAME OF MONITORING AGENCY, IF ANY	Not Applicable
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TERMS OF ISSUANCE OF CONVERTIBLE SECURITY, IF ANY	Not Applicable
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SHAREHOLDING PATTERN

The pre-Amalgamation-1 shareholding pattern of the Company is as under:

Sr. No.	Particulars	Number of shares	% holding of Pre-Amalgamation-1
A	EQUITY SHAREHOLDERS		
1)	HSB Trustee Company Private Limited and HS Trustee Company Private Limited (Jointly acting as Trustees on behalf of Hari Shanker Bhartia Family Trust)	9,800	98.00
2)	Mr. Hari Shanker Bhartia (Nominee on behalf of Hari Shanker Bhartia Family Trust)	200	2.00
	Total (A)	10,000	100.00
B	7.60 % NON CUMULATIVE NON CONVERTIBLE REDEEMABLE PREFERENCE SHAREHOLDERS		
1)	HSB Trustee Company Private Limited and HS Trustee Company Private Limited (Jointly acting as Trustees on behalf of Hari Shanker Bhartia Family Trust)	7,50,000	100.00
	Total (B)	7,50,000	100.00
	GRAND TOTAL (A+B)	7,60,000	

In terms of the Scheme, the Company will stand dissolved, without being wound up, upon the Effective Date.

AUDITED FINANCIALS

The summary of the standalone audited financial statements of the Company for the last 3 years is provided below:

(Rs. In Lakhs except per share data)

Sr. No	Particulars	FY 2023	FY 2022	FY 2021
1	Revenue from operations	-	-	-
2	Total Income	0.64	0.12	0.12
3	Net Profit / (Loss) before tax	(7.08)	(0.41)	(1.28)
4	Net Profit / (Loss) after tax	(7.25)	(0.44)	(1.31)
5	Equity Share Capital	1.00	1.00	1.00
6	Preference Share Capital	750.00	725.00	725.00
7	Reserves and Surplus	(36.23)	(28.98)	(28.55)
8	Net worth	714.77	697.02	697.45
9	Basic & Diluted ¹ earnings per share	(72.50)	(4.38)	(13.10)
10	Return on net worth (%) ²	-1.01%	-0.06%	-0.19%
11	Net asset value per Share ³	(352.30)	(279.80)	(275.50)

Notes:

- Basic & Diluted earnings per share is computed by dividing the profit for the year after tax by the weighted average number of equity shares outstanding during the year.
- Return on net worth (%) is computed by dividing the net profit/ (loss) after tax by the net worth.
- Net asset value per share is computed by dividing the net worth attributable to equity shareholders by the outstanding number of equity shares.

INTERNAL RISK FACTORS

The Scheme is subject to the approval of the National Company Law Tribunal as well as the conditions/approvals as envisaged under the Scheme (including that the Scheme shall be acted upon only if vote cast by the public shareholders of JIL in favour of the proposal are more than the number of votes cast by the public shareholders against it) and any failure to receive such approvals will result in non-implementation of the Scheme.



SUMMARY OF OUTSTANDING LITIGATIONS, CLAIMS AND REGULATORY ACTION

A. Total number of outstanding litigations against the Company and amount involved- **NIL**

Name of Entity	Criminal Proceedings	Tax Proceedings	Statutory or Regulatory Proceedings	Disciplinary action by SEBI or Stock Exchanges against our Promoter	Material Civil Litigations	Aggregate amount involved (Rs. in crore)
Company						
By the Company	-	-	-	-	-	-
Against the Company	-	-	-	-	-	-
Directors						
By our Directors	-	-	-	-	-	-
Against the Directors	-	-	-	-	-	-
Promoters						
By Promoters	-	-	-	-	-	-
Against Promoters	-	-	-	-	-	-
Subsidiaries						
By Subsidiaries	-	-	-	-	-	-
Against Subsidiaries	-	-	-	-	-	-

B. Brief details of top 5 material outstanding litigations against the Company and amount involved: **NONE OF THE LITIGATIONS ARE MATERIAL.** (Case(s) in which amount involved is more than 1% of the turnover have been considered as material.)

C. Regulatory Action, if any, disciplinary action taken by SEBI or stock exchanges against the Promoters in last 5 financial years including outstanding action, if any:

SEBI had, vide its Adjudication Order (AO) dated January 31, 2018, inter alia, imposed a penalty of Rs. 10,00,000/- (Rupees Ten Lakh only) on Mr. Hari Shanker Bhartia and Others for alleged violation of Regulation 3 of the erstwhile SEBI (Prohibition of Insider Trading) Regulations, 1992 read with Regulation 12 of the SEBI (Prohibition of Insider Trading) Regulations, 2015. An appeal was filed against the AO before SAT, Mumbai on April 24, 2018. SAT has, vide its order dated November 7, 2019, disposed of the appeal upholding the penalty as imposed by the AO along with interest. The Penalty as imposed has been paid along with interest and hence, the matter has been closed.

D. Brief details of outstanding criminal proceedings against Promoter – **THERE ARE NO OUTSTANDING CRIMINAL PROCEEDINGS AGAINST THE PROMOTERS OF THE COMPANY.**

ANY OTHER IMPORTANT INFORMATION OF THE COMPANY

NIL

DECLARATION BY THE COMPANY

We hereby declare that all relevant provisions of the Companies Act, 2013 and the guidelines/regulations issued by the Government of India or the guidelines/regulations issued by the Securities and Exchange Board of India, established under Section 3 of the Securities and Exchange Board of India Act, 1992 (“SEBI Act”), as the case may be, have been complied with and no statement made in this Abridged Prospectus is contrary to the provisions of the Companies Act, 2013, the SEBI Act or rules made or guidelines or regulations issued thereunder, as the case may be. We further certify that all statements in this Abridged Prospectus are true and correct.

For **KBHB Investment Holding Private Limited**

Name: Parveen Kumar Goyal
Designation: Director
DIN: 05275246



Date: June 14, 2023
Place: Noida, Uttar Pradesh



June 14, 2023

The Board of Directors
SSBPB Investment Holding Private Limited
Plot No. 1A, Sector-16A, Noida,
Gautam Buddha Nagar,
Uttar Pradesh - 201301 (India)

Dear Sir/Madam,

Subject: Due Diligence Certificate on adequacy and accuracy of disclosure of Information in Abridged Prospectus

Ref: Composite Scheme of Arrangement between HSSS Investment Holding Private Limited (“Amalgamating Company 1”) and KBHB Investment Holding Private Limited (“Amalgamating Company 2”) and SSBPB Investment Holding Private Limited (“Amalgamating Company 3” or “the Company”) and Jubilant Industries Limited (“JIL”) and Jubilant Agri and Consumer Products Limited (“Amalgamated Company”) and their respective shareholders and creditors under sections 230 to 232 and other applicable provisions of the Companies Act, 2013

We, Fast Track Finsec Private Limited, a Category-I Merchant Banker registered with SEBI vide Registration No **INM000012500** have been appointed for the purpose of certifying the adequacy and accuracy of disclosure of information in the Abridged Prospectus dated 14th June, 2023 pertaining to the Composite Scheme of Arrangement between HSSS Investment Holding Private Limited (“Amalgamating Company 1”) and KBHB Investment Holding Private Limited (“Amalgamating Company 2”) and SSBPB Investment Holding Private Limited (“Amalgamating Company 3” or “the Company”) and Jubilant Industries Limited (“JIL”) and Jubilant Agri and Consumer Products Limited (“Amalgamated Company”) and their respective shareholders and creditors under sections 230 to 232 and other applicable provisions of the Companies Act 2013 (“Scheme”).

Regulatory Requirement

Securities and Exchange Board of India (“SEBI”) vide Master Circular No. SEBI/HO/CFD/DIL1/CIR/P/2021/0000000665 dated November 23, 2021, as amended (“SEBI Master Circular”), prescribes that the listed company shall include the applicable information pertaining to the unlisted entity/ies involved in the Scheme in the format specified for the abridged prospectus as provided in PART E of Schedule VI of the SEBI (Issue of Capital and Disclosure Requirements)



Fast Track Finsec Private Limited

CIN : U65191DL2010PTC200381

Registration Code : INM000012500 | GST No. 07AABCF4818P1Z9

Regd. Off.: B-502 | Stateman House | 148 | Barakhamba Road | New Delhi-110001

Off.: +91-011-43029809, Web.: www.ftfinsec.com

Regulations 2018 as amended, in the explanatory statement or notice or proposal accompanying resolution to be passed, sent to the shareholders while seeking their approval for the same and that the accuracy and adequacy of such disclosures shall be, certified by a SEBI Registered Merchant Banker after following the due diligence process. In this regard, Circular No. SEBI/HO/CFD/SSEP/CIR/P/2022/14 dated February 4, 2022 (“**SEBI Circular on Abridged Prospectus**”) issued by SEBI prescribes the revised format for disclosures in the Abridged Prospectus. Accordingly, this certificate is being issued in compliance of above-mentioned requirement under the SEBI Master Circular.

We, as SEBI registered Merchant Banker(s) state and confirm as follows in respect of the Abridged Prospectus:

1. The Board of Directors of the Company in their meeting held on 12th August, 2022 unanimously approved the Scheme. Thereafter, the Scheme was modified pursuant to and in compliance with the observation letters, both dated February 17, 2023 issued by the BSE Limited and the National Stock Exchange of India Limited, respectively (together, the “**Stock Exchanges**”) and the same was also approved by the Board of Directors of the Company vide resolution dated 13th March, 2023.
2. In this regard, please find enclosed the Abridged Prospectus dated 14th June, 2023, prepared by the Company in terms of the requirements specified in the SEBI Circular on Abridged Prospectus and issued pursuant to the SEBI Master Circular in connection with the Scheme.
3. Sources of Information:

We have received the following information from the management of the Company:

- (i) Draft Scheme;
 - (ii) Disclosures in the format of Abridged Prospectus prepared in accordance with the SEBI Circular on Abridged Prospectus; and
 - (iii) Information/documents/undertakings, etc. provided by the management of the Company pertaining to the disclosures made in the Abridged Prospectus dated 14th June, 2023.
4. As required under the SEBI Master Circular, we have examined the disclosures made in the Abridged Prospectus dated 14th June, 2023 issued by the Company and accordingly, we confirm that the information disclosed in the Abridged Prospectus contains the applicable information required in respect of the unlisted entity/ies involved in the Scheme (i.e. the Company), in the format specified for abridged prospectus as provided in the SEBI Circular on Abridged Prospectus.



Disclaimer

Our scope of work does not include the following:

- an audit of financial information
- Carrying our market survey/financial feasibility
- Financial and Legal Due Diligence

This Certificate is based on information as on 14th June, 2023. This Certificate is a specific purpose certificate issued in terms of the SEBI Master Circular and hence, it should not be used for any other purpose or transaction. The Certificate is not, nor should it be construed to be, a certification of compliance of the Scheme of Amalgamation with the provisions of the applicable Law including company, taxation and securities markets related laws or as regards to any legal implications or issues arising thereon, except for the purpose expressly mentioned herein.

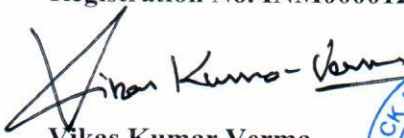
No equity shares are proposed to be sold or offered pursuant to the Abridged Prospectus and we express no opinion whatsoever and make no recommendation at all as to the Company's underlying decisions to affect the scheme or to how the holders of equity shares are secured or how the equity shareholders/creditors should vote at their respective meetings held in connection with the purpose scheme. We do not express and should not have deemed to express any views on any other terms of the or its success. We also express no opinion, and accordingly accept no responsibility for or its financial performance.

We express no opinion whatsoever and make no recommendation at all (and accordingly take no responsibility) as to whether Shareholders/Investors should buy, sell or hold any stake in the Company or any of its related parties (Holding companies/subsidiaries/associates etc).

Thanking you

Yours' Faithfully

For Fast Track Finsec Private Limited
Registration No. INM000012500



Vikas Kumar Verma
Director
DIN: 05176480



Enclosure: Abridged Prospectus dated 14th June, 2023 of SSBPB Investment Holding Private Limited.

SSBPB INVESTMENT HOLDING PRIVATE LIMITED				
Corporate Identity Number: U70102UP2013PTC054995				
Registered Office	Corporate Office	Contact Person	Email and Telephone	Website
Plot 1A, Sector 16A, Noida, Gautam Buddha Nagar -201 301, Uttar Pradesh, India		Mr. Parveen Kumar Goyal	parveen.goyal@jepl.com/ 0120-4361000	Not Available
NAMES OF THE PROMOTERS OF THE COMPANY				
(1) SPB Trustee Company Private Limited & SS Trustee Company Private Limited (Jointly acting as trustees on behalf of Shyam Sunder Bhartia Family Trust) & (2) Mr. Shamit Bhartia (Holding 200 (Two Hundred) Equity Shares on behalf of Shyam Sunder Bhartia Family Trust)				
DETAILS OF OFFER TO PUBLIC, PROMOTERS/SELLING SHAREHOLDERS				
NO EQUITY SHARES ARE PROPOSED TO BE SOLD OR OFFERED PURSUANT TO THIS ABRIDGED PROSPECTUS.				
GENERAL RISK				
Investments in equity and equity-related securities involve a degree of risk. Specific attention of the readers is invited to the sections titled “Scheme Details, Listing and Procedure” and “Internal Risk Factors” on pages 4, 5, 6 and 9 respectively of this Abridged Prospectus.				
COMPANY’S ABSOLUTE RESPONSIBILITY				
The Company, having made all reasonable inquiries, accepts responsibility for and confirms that this Abridged Prospectus contains all information with regard to the Company and the Scheme which is material in the context of the Scheme, that the information contained in the Abridged Prospectus is true and correct in all material aspects and is not misleading in any material respect, that the opinions and intentions expressed herein are honestly held and that there are no other facts, the omission of which make this Abridged Prospectus as a whole or any of such information or the expression of any such opinions or intentions misleading in any material respect.				
LISTING				
Upon Amalgamation-2 becoming effective, JIL shall stand dissolved without being wound up and the Amalgamated Company shall issue and allot 1 (one) fully paid up equity share of face value of Rs. 10/- (Rupees Ten only) each to the shareholders of JIL for every 1 (one) fully paid up equity share of face value of Rs. 10/- (Rupees Ten only) each held in JIL as on the Amalgamation-2 Record Date. The Amalgamated Company shall seek listing of the equity shares issued by it pursuant to Amalgamation-2 in terms of the SEBI Master Circular.				
BOOK RUNNING LEAD MANAGERS				
Not Applicable				
REGISTRAR TO THE OFFER				
Not Applicable				
BID/OFFER PERIOD				
Not Applicable				



This is an abridged prospectus (“Abridged Prospectus”) prepared in connection with the composite scheme of arrangement between HSSS Investment Holding Private Limited (“Amalgamating Company 1”) and KBHB Investment Holding Private Limited (“Amalgamating Company 2”) and SSBPB Investment Holding Private Limited (“Company” or “Amalgamating Company 3”) and Jubilant Industries Limited (“JIL”) and Jubilant Agri And Consumer Products Limited (“Amalgamated Company”) and their respective shareholders and creditors under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 (“Scheme”). You are encouraged to read greater details available in the Scheme <https://jubilantindustries.com/composite-scheme-of-arrangement.html>.

THIS ABRIDGED PROSPECTUS CONTAINS [10] PAGES. PLEASE ENSURE THAT YOU HAVE RECEIVED ALL THE PAGES.

This document is prepared in terms of the requirements specified in Circular No. SEBI/HO/CFD/SSEP/CIR/P/2022/14 dated February 4, 2022 issued by the Securities and Exchange Board of India (“SEBI”) and issued pursuant to the Master Circular No. SEBI/HO/CFD/DIL1/CIR/P/2021/0000000665 dated November 23, 2021, as amended, issued by SEBI (“SEBI Master Circular”).

NO EQUITY SHARES ARE PROPOSED TO BE SOLD OR OFFERED PURSUANT TO THIS ABRIDGED PROSPECTUS

The Amalgamating Companies and the Amalgamated Company are unlisted companies, whereas, the equity shares of JIL are listed on BSE Limited (“BSE”) and the National Stock Exchange of India Limited (“NSE”) (collectively, the “Stock Exchanges”).

The Scheme provides for amalgamation of the Amalgamating Companies into JIL, on a going concern basis (“Amalgamation-1”) and following Amalgamation-1, the amalgamation of JIL into the Amalgamated Company, on a going concern basis (“Amalgamation-2”). Thereafter, once the Scheme has become effective, the Amalgamated Company will seek listing/trading approval from the Stock Exchanges for the equity shares allotted by it under the Scheme.

As there is no issue of equity shares to the public at large, the requirements with respect to General Information Document (GID) are not applicable and this Abridged Prospectus should be ready accordingly.

You may also download the Abridged Prospectus along with the Scheme and other relevant documents from the websites of JIL (<https://www.jubilantindustries.com/>) and BSE (www.bseindia.com) or NSE (www.nseindia.com), the Stock Exchanges where the equity shares of JIL are listed.

This Abridged Prospectus dated June 14, 2023 should be read together with the Scheme and the notice sent to the equity shareholders of JIL.

SSBPB Investment Holding Private Limited

CIN: U70102UP2013PTC054995, Date of Incorporation: February 13, 2013

Registered Office	Corporate Office	Contact Person	Email and Telephone	Website
Plot 1A, Sector 16A, Noida, Gautam Buddha Nagar -201 301, Uttar Pradesh, India		Mr. Parveen Kumar Goyal	parveen.goyal@jepl.com /0120-4361000	Not Available

NAMES OF PROMOTERS OF THE COMPANY

(1) SPB Trustee Company Private Limited & SS Trustee Company Private Limited
(Jointly acting as trustees on behalf of Shyam Sunder Bhartia Family Trust)

&

(2) Mr. Shamit Bhartia

(Holding 200 (Two Hundred) Equity Shares on behalf of Shyam Sunder Bhartia Family Trust)

Details of Offer to Public

Type of Issue (Fresh/ OFS/ Fresh & OFS)	Fresh Issue Size (by no. of shares or by amount in Rs)	OFS Size (by no. of shares or by amount in Rs)	Total Issue Size (by no. of shares or by amount in Rs)	Issue Under 6(1)/ 6(2)	Share Reservation		
					QIB	NII	RII
Not Applicable							

Details of OFS by Promoter(s)/ Promoter Group/ Other Selling Shareholders

Name	Type	No of Shares offered/ Amount in Rs	WACA in Rs per Equity	Name	Type	No of Shares offered/ Amount in Rs	WACA in Rs per Equity
Not Applicable							



PRICE BAND, MINIMUM BID LOT & INDICATIVE TIMELINES

Not Applicable

Details of WACA of all shares transacted over the trailing eighteen months from the date of RHP

Period	Weighted Average Cost of Acquisition (in Rs.)	Upper End of the Price Band is 'X' times the WACA	Range of acquisition price Lowest Price-Highest Price (in Rs.)

Not Applicable

RISKS IN RELATION TO THE FIRST OFFER

Not Applicable

GENERAL RISK

Investments in equity and equity-related securities involve a degree of risk. Specific attention of the readers is invited to the sections titled "Scheme Details, Listing and Procedure" and "Internal Risk Factors" on pages 4, 5, 6 and 9 respectively of this Abridged Prospectus.

PROCEDURE

You may also download the Abridged Prospectus along with the Scheme and other relevant documents from the websites of JIL (<https://www.jubilantindustries.com/>) and BSE (www.bseindia.com) or NSE (www.nseindia.com), the Stock Exchanges where the equity shares of JIL are listed.

As there is no issue of equity shares to the public at large, the requirements with respect to General Information Document (GID) are not applicable and this Abridged Prospectus should be ready accordingly.

PRICE INFORMATION OF BRLM's

Not Applicable

PROMOTERS OF THE COMPANY

Sr. No.	Name	Individual/ Corporate	Experience & Educational Qualifications
1.	<p>SPB Trustee Company Private Limited & SS Trustee Company Private Limited. (On behalf of Shyam Sunder Bhartia Family Trust)</p> <p>SPB Trustee Company Private Limited (SPBTCPL), a company incorporated on January 18, 2013 bearing CIN no. U74120UP2013PTC054736, carrying on the activities of a trustee to various bodies corporate, individuals, funds, trusts, etc. and has its registered office at Sector-16A, Plot No.1A Noida, Gautam Buddha Nagar, Uttar Pradesh 201301</p> <p>SS Trustee Company Private Limited (SSTCPL), a company incorporated on February 01, 2013 bearing CIN no. U74120UP2013PTC054866, carrying on the activities of a trustee to various bodies corporate, individuals, funds, trusts, etc. and has its registered office at Sector-16A, Plot No.1A Noida, Gautam Buddha Nagar, Uttar Pradesh 201301.</p> <p>SPBTCPL & SSTCPL act as trustees on behalf of Shyam Sunder Bhartia Family Trust. Shyam Sunder Bhartia Family Trust was registered on February 22, 2013 having its office address at 9th Floor, 18-20, Kasturba Gandhi Marg, New Delhi - 110001. The trust is formed mainly <i>inter alia</i> for the purpose of having and holding the trust</p>	Corporate	N.A.



	property solely and exclusively for and on behalf of and for the benefit of the beneficiaries of the trust.		
2.	Mr. Shamit Bhartia (On behalf of Shyam Sunder Bhartia Family Trust)	Individual	Mr. Shamit Bhartia holds a degree in Economics from Dartmouth College, USA. He is holding the position of Director of several companies of Hindustan Times Group (“ HT Group ”) & Jubilant Bhartia Group (“ Jubilant Group ”). HT Group has significant presence in print, electronic and digital media sectors & Jubilant Group has presence in diverse sectors like pharmaceuticals, drug discovery services and life sciences ingredients, performance polymers, food service (QSR), automobile, retail and consulting in aerospace and oilfield services.

SCHEME DETAILS

Scheme Details:

The Scheme has been presented pursuant to the provisions of Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 (“**Act**”) read with Section 2(1B) and other applicable provisions of the Income-tax Act, 1961 and other applicable laws and provides for the amalgamation of the Amalgamating Companies into JIL, on a going concern basis, pursuant to Part B of the Scheme (“**Amalgamation-1**”) and following Amalgamation-1, the amalgamation of JIL into the Amalgamated Company, on a going concern basis, pursuant to Part C of the Scheme (“**Amalgamation-2**”). Thereafter, once the Scheme becomes effective, the Amalgamated Company will seek listing/trading approval from the Stock Exchanges for the equity shares allotted by it under the Scheme.

The Appointed Date of the Scheme is July 1, 2022.

The Effective Date of the Scheme, means: (i) in relation to Amalgamation-1, such date or dates as of which the Amalgamating Companies and JIL shall have filed the certified copy of the NCLT’s order sanctioning the Scheme with the Registrar of Companies (“**RoC**”); and (ii) in relation to Amalgamation-2, such date or dates as of which JIL and the Amalgamated Company shall have filed the certified copy of the NCLT’s order sanctioning the Scheme with the RoC.

Capitalized terms used but not defined in this Abridged Prospectus shall have the meanings as ascribed to such terms under the Scheme.

Amalgamation-1

Upon the Effective Date and with effect from the Appointed Date, the Amalgamating Companies shall stand amalgamated and all their respective assets, liabilities, rights and obligations, as applicable, shall be transferred and vested in JIL, on a going concern basis without any requirement of a further act or deed so as to become as and from the Appointed Date, the assets, liabilities, interest and obligations, as applicable, of JIL.

The following shall be deemed to have occurred and taken effect with respect to Amalgamation-1:

(i) The Amalgamating Company 1 holds 71,64,048 equity shares in JIL and the entire issued and paid-up equity and preference share capital of the Amalgamating Company 1 is held by Hari Shanker Bhartia Family Trust (“**HSB Family Trust**”) and Shyam Sunder Bhartia Family Trust (“**SSB Family Trust**”), in equal proportion, through their respective trustees/nominees. In so far as the amalgamation of the Amalgamating Company 1 into JIL is concerned, upon the Effective Date, 71,64,048 equity shares held by the Amalgamating Company 1 in JIL shall stand cancelled and be of no effect on and from the Effective Date. Simultaneously and concurrent with such cancellation, JIL shall issue and allot the same number of Amalgamation-1 Shares to the HSB Family Trust and the SSB Family Trust, respectively, in equal proportion, through their respective trustees/nominees;

(ii) The Amalgamating Company 2 holds 17,36,415 equity shares in JIL and the entire issued and paid-up equity and preference share capital of Amalgamating Company 2 is held by HSB Family Trust, through its trustees/nominees, being the sole equity and preference shareholder of the Amalgamating Company 2. In so far as the amalgamation of the Amalgamating Company 2 into JIL is concerned, upon the Effective Date, 17,36,415 equity shares held by the Amalgamating Company 2 in JIL shall stand cancelled and be of no effect on and from the Effective Date. Simultaneously and concurrent with such cancellation, JIL shall issue and allot the same number of Amalgamation-1 Shares to the HSB



Family Trust, through its trustees/nominees; and

(iii) The Amalgamating Company 3 holds 16,51,879 equity shares in JIL and the entire issued and paid-up equity and preference share capital of the Amalgamating Company 3 is held by SSB Family Trust, through its trustees/nominees, being the sole equity and preference shareholder of the Amalgamating Company 3. In so far as the amalgamation of the Amalgamating Company 3 into JIL is concerned, upon the Effective Date, 16,51,879 equity shares held by the Amalgamating Company 3 in JIL shall stand cancelled and be of no effect on and from the Effective Date. Simultaneously and concurrent with such cancellation, JIL shall issue and allot the same number of Amalgamation-1 Shares to the SSB Family Trust, through its trustees/nominees.

(iv) In the event the Amalgamating Company 1, Amalgamating Company 2 and/ or Amalgamating Company 3 acquire(s) any additional equity shares of JIL, without incurring any additional liability, or there occurs a reduction in the existing shareholding of the Amalgamating Company 1, Amalgamating Company 2 and/ or Amalgamating Company 3 in JIL, for any reason, whatsoever, as on the Effective Date, such additional/ reduced number of equity shares of JIL, as may be held by the Amalgamating Company 1, Amalgamating Company 2 and/ or Amalgamating Company 3 in JIL as on the Effective Date, shall also be cancelled; and the same number of Amalgamation-1 Shares shall also be issued and allotted to the equity and preference shareholders of the Amalgamating Company 1, Amalgamating Company 2 and/ or Amalgamating Company 3 pursuant to the above.

There would neither be any change in the existing number of shares nor in the percentage shareholding of the Promoters on an aggregate basis in JIL pursuant to Amalgamation-1.

Accordingly, upon the Effective Date, the equity shareholders of the Amalgamating Companies shall become equity shareholders of JIL to the extent of their respective equity shareholding in the Amalgamating Companies prior to the Effective Date.

Upon the Effective Date, the Amalgamating Companies shall stand dissolved without being wound up.

Thereafter, the Amalgamation-1 Shares allotted shall be listed and/or admitted to trading on the Stock Exchanges where the equity shares of JIL are listed and/or admitted to trading in accordance with applicable law.

Amalgamation-2

Upon the Effective Date and with effect from the Appointed Date, JIL shall stand amalgamated and all its assets, liabilities, rights and obligations, as applicable, shall be transferred and vested in the Amalgamated Company, on a going concern basis, without any requirement of a further act or deed, so as to become as and from the Appointed Date, the assets, liabilities, interests and obligations, as applicable, of the Amalgamated Company.

The Amalgamated Company is a wholly owned subsidiary of JIL. Upon the Effective Date, the equity shares of the Amalgamated Company held by JIL shall be automatically cancelled and have no effect on and from the Effective Date. Simultaneously and concurrent with such cancellation, the Amalgamated Company shall issue and allot the Amalgamation-2 Shares, such that for every 1 (One) fully paid up equity share of Rs. 10/- each of JIL held by the equity shareholders of JIL as on the Amalgamation-2 Record Date, 1 (One) Amalgamation-2 Shares shall be issued and allotted by the Amalgamated Company, to each equity shareholder of JIL whose name is recorded in the register of members of JIL as holder of shares as of the Amalgamation-2 Record Date.

Thereafter, upon the Effective Date, JIL shall stand dissolved without being wound up and the Amalgamated Company shall seek listing of the equity shares issued by it pursuant to Amalgamation-2 in terms of the SEBI Master Circular dated November 23, 2021.

Accordingly, upon the Effective Date, the equity shareholders of JIL shall become equity shareholders of the Amalgamated Company to the extent of their respective equity shareholding in JIL prior to the Effective Date. In other words, a mirror of shareholding pattern of JIL will be created in the Amalgamated Company and the beneficial economic interest of the promoters as well as public shareholders of JIL (upon the Effective Date) would be the same and the amalgamations would not have any economic impact on the ultimate value of the shareholders of JIL and thus be value-neutral to the shareholders of JIL.

All costs, charges, expenses and taxes (including stamp duty, registration charges and statutory amounts) arising out of or in connection with Amalgamation-1 shall be borne by the respective Amalgamating Companies and the balance, if any, shall be borne by the Identified Promoters. The Amalgamating Companies shall have no liabilities on the Effective Date. Additionally, the Scheme also provides that the Identified Promoters shall fully indemnify the Amalgamated Company and



keep the Amalgamated Company indemnified for liability, claim, demand, if any, of past, present and future and which may devolve on the Amalgamated Company on account of Amalgamation-2.

For further details, please refer to the Scheme.

Upon Amalgamation-2 becoming effective, JIL shall stand dissolved without being wound up and the Amalgamated Company shall issue and allot 1 (one) fully paid up equity share of face value of Rs. 10/- (Rupees Ten only) each to the shareholders of JIL for every 1 (one) fully paid up equity share of face value of Rs. 10/- (Rupees Ten only) each held in JIL as on the Amalgamation-2 Record Date. The Amalgamated Company shall seek listing of the equity shares issued by it pursuant to Amalgamation-2 in terms of the SEBI Master Circular.

The procedure with respect to public issue/offer would not be applicable as the Scheme does not involve issue of any equity shares to the public at large. The Amalgamated Company shall issue equity shares to the shareholders of JIL only in accordance with the Scheme. Hence, the procedure with respect to GID is not applicable.

NAME OF THE STATUTORY AUDITOR	BGJC & Associates LLP (Firm's Registration No. 003304N/N500056)
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BUSINESS OVERVIEW AND STRATEGY

Company Overview:

The Company is an unlisted private limited company incorporated on February 13, 2013 under the provisions of Companies Act, 1956 and is *inter alia* engaged in the business of making, holding and nurturing investments in agri-products and performance polymer segments.

Product / Service Offering:

(Revenue segmentation by product/service offering)

The Company does not have any product or service offering.

Geographies Served:

(Revenue segmentation by geographies)

The Company does not serve any geographies.

Key Performance Indicators:

The Company does not use any key performance indicators.

Client Profile or Industries Served:

(Revenue segmentation in terms of top 5/10 clients or Industries)

The Company does not serve any clients or industries.

Intellectual Property, if any:

None.

Market Share:

Not Applicable.

Manufacturing plant, if any:

None.

Employee Strength:

None.



BOARD OF DIRECTORS

Sr. No.	Name	Designation	Experience & Educational Qualifications	Other Directorships
1.	Mr. Shyam Sunder Bhartia	Non-Executive Director	Mr. Shyam Sunder Bhartia 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. He has a rich industrial experience 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 companies. He has been appointed as director of the Company w.e.f. March 14, 2017.	<p>Indian Companies: Jubilant Pharmova Limited, Chambal Fertilisers and Chemicals Limited, Jubilant FoodWorks Limited, Jubilant Capital Private Limited, Jubilant Bhartia Foundation, SPB Trustee Company Private Limited, SSP Trustee Company Private Limited, SS Trustee Company Private Limited, SBS Trustee Company Private Limited, SBSSB Realty Trustee Co. Private Limited, SSBSB Realty Trustee Co. Private Limited, Jubilant Enpro Private Limited, SSBPB Investment Holding Private Limited, Jubilant Ingrevia Limited</p> <p>Foreign Companies: Jubilant Pharma Limited, Singapore, TrialStat Solutions Inc., DP Eurasia N.V., Jubilant Innovation (USA) Inc., Jubilant Life Sciences International Pte Limited, Drug Discovery and Development Solutions Limited, Jubilant Pharma UK Limited, Jubilant Biosys Innovative Research Services Pte Limited, Summit Sky Limited, Sun Field Limited</p>
2.	Mr. Priyavrat Bhartia	Non-Executive Director	Mr. Priyavrat Bhartia, holds a Bachelors' Degree in Economics from Dartmouth College, USA and Masters in Business Administration from Stanford University (USA). He is serving on the Board of several companies including Jubilant Pharmova Limited, Jubilant Ingrevia Limited, Jubilant Industries Limited, HT Media Limited, Hindustan Media Ventures Limited, The Hindustan Times Limited and Jubilant Enpro Private Limited. He has been appointed as director of the Company w.e.f. March 14, 2017.	<p>Indian Companies: Jubilant Ingrevia Limited, Digicontent Limited, HT Media Limited, The Hindustan Times Ltd, Hindustan Media Ventures Limited, Jubilant Pharmova Limited, Jubilant Industries Limited, ARS Trustee Company Private Limited, SPB Trustee Company Private Limited, Jubilant Enpro Private Limited, Earthstone Holding (Two) Private Limited, SSP Trustee Company Private Limited, SB Trusteeship Services Private Limited, PSB Trustee Company Private Limited, Jubilant Agri And Consumer Products Limited, Jubilant Realty Private Limited</p> <p>Foreign Companies: NIL</p>
3.	Mr. Takesh Mathur	Non-Executive Director	Mr. Takesh Mathur is a commerce graduate from Delhi University and a qualified Chartered Accountant from the Institute of Chartered Accountants of India	<p>Indian Companies: Craft Brewerkz Private Limited, Enpro Secan India Limited, NRPL Investment Holding Private Limited, VAM Holdings Limited, Jubilant Realty Private Limited, Jubilant Properties Private Limited, Squareinch Digital Private Limited, Geoenpro Petroleum Limited, Ogaan Media Private Limited,</p>



			(ICAI). He is having vast experience in strategic planning and re-engineering of the work processes, merchant banking, mergers and acquisitions, and corporate finance. He is on the board of several companies. He has been appointed as director of the Company w.e.f. June 27, 2022.	Jubilant Securities Private Limited, Common Ground Foundation, JE Energy Ventures Private Limited, Mymapper Private Limited, KBHB Investment Holding Private Limited, SSBPB Investment Holding Private Limited, IGOPL Offshore Private Limited Foreign Companies: NIL
4.	Mr. Parveen Kumar Goyal	Non-Executive Director	Mr. Parveen Kumar Goyal is a qualified Chartered Accountant from the Institute of Chartered Accountants of India (ICAI) and having an experience of more than 23 years in the field of accounts and finance. He is a director in the Board of several companies. He has been appointed as director of the Company w.e.f. June 27, 2022.	Indian Companies: Nikita Resources Private Limited, HSCPL Ventures Private Limited, Indian Country Homes Private Limited, Enpro Exports Private Limited, Jubilant Capital Private Limited, Jubilant Offshore Private Limited, SSBSB Realty Trustee Co Private Limited, SBSSB Realty Trustee Co Private Limited, KBHB Investment Holding Private Limited, SSBPB Investment Holding Private Limited Foreign Companies: NIL

OBJECTS / RATIONALE OF THE SCHEME

Rationale for Amalgamation-1:

- (i) Currently, a significant portion of the Promoters' shareholding in JIL is held indirectly, through the Amalgamating Companies. The proposed amalgamations will result in simplification and streamlining of the shareholding structure by elimination of shareholding tiers and simplification of a large part of the indirect Promoters' shareholding into a clearer structure directly identifiable with the Promoters;
- (ii) Further, such a simplified direct holding structure is expected to bring greater transparency in the Promoters' shareholding and demonstrate the Promoters' direct commitment and engagement from a shareholders' perspective; and
- (iii) The proposed simplification of holding structure will also make it simpler to identify the ultimate beneficial owner for various applicable know your customer (KYC) requirements.

Rationale for Amalgamation-2:

- i) The shareholders of JIL would directly hold shares in an operating company (i.e. the Amalgamated Company) instead of holding shares in a holding company (i.e. JIL), which would also lead to greater operational efficiencies, reduction in management overlaps and reduction in compliance requirements of multiple companies and associated expenses; and
- ii) Reduction in overheads, administrative, managerial and other expenditure, and optimal utilization of various resources due to consolidation of activities.

There would neither be any change in the existing number of shares nor in the percentage shareholding of the Promoters on an aggregate basis in JIL and the Amalgamated Company pursuant to Amalgamation-1 and Amalgamation-2.

For further details, please refer to the Scheme.

DETAILS OF MEANS OF FINANCE

Not Applicable



DETAILS AND REASONS FOR NON-DEPLOYMENT OR DELAY IN DEPLOYMENT OF PROCEEDS OR CHANGES IN UTILIZATION OF ISSUE PROCEEDS OF PAST PUBLIC ISSUES/RIGHTS ISSUES, IF ANY, OF THE COMPANY IN THE PRECEDING 10 YEARS

Not Applicable

NAME OF MONITORING AGENCY, IF ANY | Not Applicable

TERMS OF ISSUANCE OF CONVERTIBLE SECURITY, IF ANY | Not Applicable

SHAREHOLDING PATTERN

The pre-Amalgamation-1 shareholding pattern of the Company is as under:

Sr. No.	Particulars	Number of shares	% holding of Pre-Amalgamation-1
A	EQUITY SHAREHOLDERS		
1)	SPB Trustee Company Private Limited and SS Trustee Company Private Limited (jointly acting as Trustees on behalf of Shyam Sunder Bhartia Family Trust)	9,800	98.00
2)	Mr. Shamit Bhartia (Nominee on behalf of Shyam Sunder Bhartia Family Trust)	200	2.00
	Total (A)	10,000	100.00
B	7.60 % NON CUMULATIVE NON CONVERTIBLE REDEEMABLE PREFERENCE SHAREHOLDERS		
1)	SPB Trustee Company Private Limited and SS Trustee Company Private Limited (jointly acting as Trustees on behalf of Shyam Sunder Bhartia Family Trust)	7,10,000	100.00
	Total (B)	7,10,000	100.00
	GRAND TOTAL (A+B)	7,20,000	

In terms of the scheme, the Company will stand dissolved, without being wound up, upon the Effective Date.

AUDITED FINANCIALS

The summary of the standalone audited financial statements of the Company for the last 3 years is provided below:

(Rs. In Lakhs except per share data)

Sr. No	Particulars	FY 2023	FY 2022	FY 2021
1	Revenue from operations	-	-	-
2	Total Income	0.54	-	-
3	Net Profit / (Loss) before tax	(6.96)	(0.55)	(0.63)
4	Net Profit / (Loss) after tax	(7.10)	(0.55)	(0.63)
5	Equity Share Capital	1.00	1.00	1.00
6	Preference Share Capital	710.00	685.00	685.00
7	Reserves and Surplus	(33.02)	(25.92)	(25.37)
8	Net worth	677.98	660.08	660.63
9	Basic & Diluted ¹ earnings per share	(71.00)	(5.48)	(6.30)
10	Return on net worth (%) ²	-1.05%	-0.08%	-0.10%
11	Net asset value per Share ³	(320.20)	(249.20)	(243.70)

Notes:

- Basic & Diluted earnings per share is computed by dividing the profit for the year after tax by the weighted average number of equity shares outstanding during the year.
- Return on net worth (%) is computed by dividing the net profit/ (loss) after tax by the net worth.
- Net asset value per share is computed by dividing the net worth attributable to equity shareholders by the outstanding number of equity shares.

INTERNAL RISK FACTORS

The Scheme is subject to the approval of the National Company Law Tribunal as well as the conditions/approvals as envisaged under the Scheme (including that the Scheme shall be acted upon only if vote cast by the public shareholders of JIL in favour of the proposal are more than the number of votes cast by the public shareholders against it) and any failure to receive such approvals will result in non-implementation of the Scheme.



SUMMARY OF OUTSTANDING LITIGATIONS, CLAIMS AND REGULATORY ACTION

A. Total number of outstanding litigations against the Company and amount involved- **NIL**

Name of Entity	Criminal Proceedings	Tax Proceedings	Statutory or Regulatory Proceedings	Disciplinary action by SEBI or Stock Exchanges against our Promoter	Material Civil Litigations	Aggregate amount involved (Rs. in crore)
Company						
By the Company	-	-	-	-	-	-
Against the Company	-	-	-	-	-	-
Directors						
By our Directors	-	-	-	-	-	-
Against the Directors	-	-	-	-	-	-
Promoters						
By Promoters	-	-	-	-	-	-
Against Promoters	-	-	-	-	-	-
Subsidiaries						
By Subsidiaries	-	-	-	-	-	-
Against Subsidiaries	-	-	-	-	-	-

B. Brief details of top 5 material outstanding litigations against the Company and amount involved: **NONE OF THE LITIGATIONS ARE MATERIAL.** (Case(s) in which amount involved is more than 1% of the turnover have been considered as material.)

C. Regulatory Action, if any, disciplinary action taken by SEBI or stock exchanges against the Promoters in last 5 financial years including outstanding action, if any:

SEBI had, vide its Adjudication Order (AO) dated January 31, 2018, inter alia, imposed a penalty of Rs. 10,00,000/- (Rupees Ten Lakh only) on Mr. Hari Shanker Bhartia and Others for alleged violation of Regulation 3 of the erstwhile SEBI (Prohibition of Insider Trading) Regulations, 1992 read with Regulation 12 of the SEBI (Prohibition of Insider Trading) Regulations, 2015. An appeal was filed against the AO before SAT, Mumbai on April 24, 2018. SAT has, vide its order dated November 7, 2019, disposed of the appeal upholding the penalty as imposed by the AO along with interest. The Penalty as imposed has been paid along with interest and hence, the matter has been closed.

D. Brief details of outstanding criminal proceedings against Promoter – **THERE ARE NO OUTSTANDING CRIMINAL PROCEEDINGS AGAINST THE PROMOTERS OF THE COMPANY.**

ANY OTHER IMPORTANT INFORMATION OF THE COMPANY

NIL

DECLARATION BY THE COMPANY

We hereby declare that all relevant provisions of the Companies Act, 2013 and the guidelines/regulations issued by the Government of India or the guidelines/regulations issued by the Securities and Exchange Board of India, established under Section 3 of the Securities and Exchange Board of India Act, 1992 (“SEBI Act”), as the case may be, have been complied with and no statement made in this Abridged Prospectus is contrary to the provisions of the Companies Act, 2013, the SEBI Act or rules made or guidelines or regulations issued thereunder, as the case may be. We further certify that all statements in this Abridged Prospectus are true and correct.

For SSBPB Investment Holding Private Limited

Name: Parveen Kumar Goyal
Designation: Director
DIN: 05275246



Date: June 14, 2023

Place: Noida, Uttar Pradesh



Fastrack Finsec

Category-I Merchant Banker

June 14, 2023

**The Board of Directors
Jubilant Agri and Consumer Products
Limited
Bhartiagram Gajraula,
Jyotiba Phule Nagar,
Uttar Pradesh - 244223 (India)**

Dear Sir/Madam,

Subject: Due Diligence Certificate on adequacy and accuracy of disclosure of Information in Abridged Prospectus

Ref: Composite Scheme of Arrangement between HSSS Investment Holding Private Limited (“Amalgamating Company 1”) and KBHB Investment Holding Private Limited (“Amalgamating Company 2”) and SSBPB Investment Holding Private Limited (“Amalgamating Company 3”) and Jubilant Industries Limited (“JIL”) and Jubilant Agri and Consumer Products Limited (“Amalgamated Company” or “the Company”) and their respective shareholders and creditors under sections 230 to 232 and other applicable provisions of the Companies Act, 2013

We, Fast Track Finsec Private Limited, a Category-I Merchant Banker registered with SEBI vide Registration No INM000012500 have been appointed for the purpose of certifying the adequacy and accuracy of disclosure of information in the Abridged Prospectus dated 14th June, 2023 pertaining to the Composite Scheme of Arrangement between HSSS Investment Holding Private Limited (“Amalgamating Company 1”) and KBHB Investment Holding Private Limited (“Amalgamating Company 2”) and SSBPB Investment Holding Private Limited (“Amalgamating Company 3”) and Jubilant Industries Limited (“JIL”) and Jubilant Agri and Consumer Products Limited (“Amalgamated Company” or “the Company”) and their respective shareholders and creditors under sections 230 to 232 and other applicable provisions of the Companies Act 2013 (“Scheme”).

Regulatory Requirement

Securities and Exchange Board of India (“SEBI”) vide Master Circular No. SEBI/HO/CFD/DIL1/CIR/P/2021/0000000665 dated November 23, 2021, as amended (“SEBI Master Circular”), prescribes that the listed company shall include the applicable information pertaining to the unlisted entity/ies involved in the Scheme in the format specified for the abridged prospectus as provided in PART E of Schedule VI of the SEBI (Issue of Capital and Disclosure Requirements) Regulations 2018 as amended, in the explanatory statement or notice or proposal accompanying resolution to be passed, sent to the shareholders while seeking their approval for the same and that the accuracy and



Fast Track Finsec Private Limited

CIN : U65191DL2010PTC200381

Registration Code : INM000012500 | GST No. 07AABCF4818P1Z9

Regd. Off.: B-502 | Stateman House | 148 | Barakhamba Road | New Delhi-110001

Off.: +91-011-43029809, Web.: www.ftfinsec.com

adequacy of such disclosures shall be certified by a SEBI Registered Merchant Banker after following the due diligence process. In this regard, Circular No. SEBI/HO/CFD/SSEP/CIR/P/2022/14 dated February 4, 2022 (“**SEBI Circular on Abridged Prospectus**”) issued by SEBI prescribes the revised format for disclosures in the Abridged Prospectus. Accordingly, this certificate is being issued in compliance of above-mentioned requirement under the SEBI Master Circular.

We, as SEBI registered Merchant Banker(s) state and confirm as follows in respect of the Abridged Prospectus:

1. The Board of Directors of the Company in their meeting held on 12th August, 2022 unanimously approved the Scheme. Thereafter, the Scheme was modified pursuant to and in compliance with the observation letters, both dated February 17, 2023 issued by the BSE Limited and the National Stock Exchange of India Limited, respectively (together, the “**Stock Exchanges**”) and the same was also approved by the Board of Directors of the Company vide resolution dated 13th March, 2023.
2. In this regard, please find enclosed the Abridged Prospectus dated 14th June, 2023 prepared by the Company in terms of the requirements specified in the SEBI Circular on Abridged Prospectus and issued pursuant to the SEBI Master Circular in connection with the Scheme.

3. Sources of Information:

We have received the following information from the management of the Company:

- (i) Draft Scheme;
- (ii) Disclosures in the format of Abridged Prospectus prepared in accordance with the SEBI Circular on Abridged Prospectus; and
- (iii) Information/documents/undertakings, etc. provided by the management of the Company pertaining to the disclosures made in the Abridged Prospectus dated 14th June, 2023.

4. As required under the SEBI Master Circular, we have examined the disclosures made in the Abridged Prospectus dated 14th June, 2023 issued by the Company and accordingly, we confirm that the information disclosed in the Abridged Prospectus contains the applicable information required in respect of the unlisted entity/ies involved in the Scheme (i.e. the Company), in the format specified for abridged prospectus as provided in the SEBI Circular on Abridged Prospectus.



Disclaimer

Our scope of work does not include the following:

- an audit of financial information
- Carrying our market survey/financial feasibility
- Financial and Legal Due Diligence

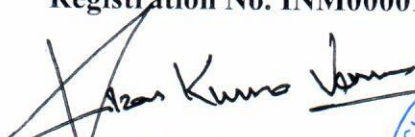
This Certificate is based on information as on 14th June, 2023. This Certificate is a specific purpose certificate issued in terms of the SEBI Master Circular and hence, it should not be used for any other purpose or transaction. The Certificate is not, nor should it be construed to be, a certification of compliance of the Scheme of Amalgamation with the provisions of the applicable Law including company, taxation and securities markets related laws or as regards to any legal implications or issues arising thereon, except for the purpose expressly mentioned herein.

No equity shares are proposed to be sold or offered pursuant to the Abridged Prospectus and we express no opinion whatsoever and make no recommendation at all as to the Company's underlying decisions to affect the scheme or to how the holders of equity shares are secured or how the equity shareholders/creditors should vote at their respective meetings held in connection with the purpose Scheme. We do not express and should not have deemed to express any views on any other terms of the or its success. We also express no opinion, and accordingly accept no responsibility for or its financial performance.

We express no opinion whatsoever and make no recommendation at all (and accordingly take no responsibility) as to whether Shareholders/Investors should buy, sell or hold any stake in the Company or any of its related parties (Holding companies/subsidiaries/associates etc).

Thanking you

For Fast Track Finsec Private Limited
Registration No. INM000012500


Vikas Kumar Verma
Director
DIN: 05176480



Enclosure: Abridged Prospectus dated 14th June, 2023 of Jubilant Agri and Consumer Products Limited.

JUBILANT AGRI AND CONSUMER PRODUCTS LIMITED

Corporate Identity Number: U52100UP2008PLC035862

Registered Office	Corporate Office	Contact Person	Email and Telephone	Website
Bhartiagram, Gajraula, District - Amroha, Uttar Pradesh - 244223, India	Plot 1A, Sector 16A, Institutional Area, Noida, Gautam Buddha Nagar -201301, UP	Abhishek Kamra	investorsjil@jubl.com 01207186000	www.jacpl.co.in

NAME OF THE PROMOTER OF THE COMPANY

Jubilant Industries Limited

DETAILS OF OFFER TO PUBLIC, PROMOTERS/SELLING SHAREHOLDERS

NO EQUITY SHARES ARE PROPOSED TO BE SOLD OR OFFERED PURSUANT TO THIS ABRIDGED PROSPECTUS

GENERAL RISK

Investments in equity and equity-related securities involve a degree of risk. Specific attention of the readers is invited to the sections titled "Scheme Details, Listing and Procedure" and "Internal Risk Factors" on pages 1, 4 and 12, respectively, of this Abridged Prospectus.

COMPANY'S ABSOLUTE RESPONSIBILITY

The Company, having made all reasonable inquiries, accepts responsibility for and confirms that this Abridged Prospectus contains all information with regard to the Company and the Scheme which is material in the context of the Scheme, that the information contained in the Abridged Prospectus is true and correct in all material aspects and is not misleading in any material respect, that the opinions and intentions expressed herein are honestly held and that there are no other facts, the omission of which make this Abridged Prospectus as a whole or any of such information or the expression of any such opinions or intentions misleading in any material respect.

LISTING

Upon Amalgamation-2 becoming effective, JIL shall stand dissolved without being wound up and the Amalgamated Company shall issue and allot 1 (one) fully paid up equity share of face value of Rs. 10/- (Rupees Ten only) each to the shareholders of JIL for every 1 (one) fully paid up equity share of face value of Rs. 10/- (Rupees Ten only) each held in JIL as on the Amalgamation-2 Record Date. The Amalgamated Company shall seek listing of the equity shares issued by it pursuant to Amalgamation-2 in terms of the SEBI Master Circular.

BOOK RUNNING LEAD MANAGERS

Not Applicable

REGISTRAR TO THE OFFER

Not Applicable

BID/OFFER PERIOD

Not Applicable

This is an abridged prospectus (“Abridged Prospectus”) prepared in connection with the composite scheme of arrangement between HSSS Investment Holding Private Limited (“Amalgamating Company 1”) and KBHB Investment Holding Private Limited (“Amalgamating Company 2”) and SSBPB Investment Holding Private Limited (“Amalgamating Company 3”) and Jubilant Industries Limited (“JIL”) and Jubilant Agri and Consumer Products Limited (“Company” or “Amalgamated Company”) and their respective shareholders and creditors under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 (“Scheme”). You are encouraged to read greater details available in the Scheme (<https://jubilantindustries.com/composite-scheme-of-arrangement.html>)

THIS ABRIDGED PROSPECTUS CONTAINS 14 PAGES. PLEASE ENSURE THAT YOU HAVE RECEIVED ALL THE PAGES.

This document is prepared in terms of the requirements specified in Circular No. SEBI/HO/CFD/SSEP/CIR/P/2022/14 dated February 4, 2022 issued by the Securities and Exchange Board of India (“SEBI”) and issued pursuant to the Master Circular No. SEBI/HO/CFD/DIL1/CIR/P/2021/0000000665 dated November 23, 2021, as amended, issued by SEBI (“SEBI Master Circular”).

NO EQUITY SHARES ARE PROPOSED TO BE SOLD OR OFFERED PURSUANT TO THIS ABRIDGED PROSPECTUS

The Amalgamating Companies and the Amalgamated Company are unlisted companies, whereas, the equity shares of JIL are listed on BSE Limited (“BSE”) and the National Stock Exchange of India Limited (“NSE”) (collectively, the “Stock Exchanges”).

The Scheme provides for amalgamation of the Amalgamating Companies into JIL, on a going concern basis (“Amalgamation-1”) and following Amalgamation-1, the amalgamation of JIL into the Amalgamated Company, on a going concern basis (“Amalgamation-2”). Thereafter, once the Scheme has become effective, the Amalgamated Company will seek listing/trading approval from the Stock Exchanges for the equity shares allotted by it under the Scheme.

As there is no issue of equity shares to the public at large, the requirements with respect to General Information Document (GID) are not applicable and this Abridged Prospectus should be ready accordingly.

You may also download the Abridged Prospectus along with the Scheme and other relevant documents from the websites of JIL (<https://www.jubilantindustries.com/>) and BSE (www.bseindia.com) or NSE (www.nseindia.com), the Stock Exchanges where the equity shares of JIL are listed.

This Abridged Prospectus dated June 14, 2023 should be read together with the Scheme and the notice sent to the equity shareholders of JIL.

JUBILANT AGRI AND CONSUMER PRODUCTS LIMITED
CIN: U52100UP2008PLC035862, Date of Incorporation: August 21, 2008

Registered Office	Corporate Office	Contact Person	Email and Telephone	Website
Bhartiagram, Gajraula, District - Amroha, Uttar Pradesh - 244223, India	Plot 1A, Sector 16A, Institutional Area, Noida, Gautam Buddha Nagar - 201301, Uttar Pradesh	Abhishek Kamra	investorsjil@jubl.com 01207186000	www.jacpl.co.in

NAME OF PROMOTER OF THE COMPANY

Jubilant Industries Limited

Details of Offer to Public

Type of Issue (Fresh/OFS/Fresh & OFS)	Fresh Issue Size (by no. of shares or by amount in Rs.)	OFS Size (by no. of shares or by amount in Rs.)	Total Issue Size (by no. of shares or by amount in Rs.)	Issue Under 6(1)/ 6(2)	Share Reservation		
					QIB	NII	RII
Not Applicable							

Details of OFS by Promoter(s)/ Promoter Group/ Other Selling Shareholders

Name	Type	No of Shares offered/ Amount in Rs.	WACA in Rs. per Equity	Name	Type	No of Shares offered/ Amount in Rs.	WACA in Rs. per Equity
Not Applicable							

Price Band, Minimum Bid Lot & Indicative Timelines

Not Applicable

Details of WACA of all shares transacted over the trailing eighteen months from the date of RHP

Period	Weighted Average Cost of Acquisition (in Rs.)	Upper End of the Price Band is 'X' times the WACA	Range of acquisition price Lowest Price-Highest Price (in Rs.)
Not Applicable			

RISKS IN RELATION TO THE FIRST OFFER

Not Applicable

GENERAL RISK

Investments in equity and equity-related securities involve a degree of risk. Specific attention of the readers is invited to the sections titled "**Scheme Details, Listing and Procedure**" and "**Internal Risk Factors**" on pages 1, 4 and 12, respectively, of this Abridged Prospectus.

PROCEDURE

You may also download the Abridged Prospectus along with the Scheme and other relevant documents from the websites of JIL (<https://www.jubilantindustries.com/>) and BSE (www.bseindia.com) or NSE (www.nseindia.com), the Stock Exchanges where the equity shares of JIL are listed.

As there is no issue of equity shares to the public at large, the requirements with respect to General Information Document (GID) are not applicable and this Abridged Prospectus should be ready accordingly.

PRICE INFORMATION OF BRLM's

Not Applicable

PROMOTER OF THE COMPANY

Sr. No.	Name	Individual/Corporate	Experience & Educational Qualifications
1.	Jubilant Industries Limited ("JIL") , was incorporated on February 23, 2007 under the provisions of the Companies Act, 1956. The Corporate Identification Number of JIL is L24100UP2007PLC032909 and its registered office is situated at Bhartiagram, Gajraula, District - Amroha, Uttar Pradesh – 244223, India. JIL is a holding company of the Amalgamated Company and had been engaged in the business of manufacturing Indian made foreign liquor. The equity shares of JIL are listed on the Stock Exchanges.	Corporate	N.A.

SCHEME DETAILS

Scheme Details:

The Scheme has been presented pursuant to the provisions of Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 (“**Act**”) read with Section 2(1B) and other applicable provisions of the Income-tax Act, 1961 and other applicable laws and provides for the amalgamation of the Amalgamating Companies into JIL, on a going concern basis, pursuant to Part B of the Scheme (“**Amalgamation-1**”) and following Amalgamation-1, the amalgamation of JIL into the Amalgamated Company, on a going concern basis, pursuant to Part C of the Scheme (“**Amalgamation-2**”). Thereafter, once the Scheme becomes effective, the Amalgamated Company will seek listing/trading approval from the Stock Exchanges for the equity shares allotted by it under the Scheme.

The Appointed Date of the Scheme is July 1, 2022.

The Effective Date of the Scheme, means: (i) in relation to Amalgamation-1, such date or dates as of which the Amalgamating Companies and JIL shall have filed the certified copy of the NCLT’s order sanctioning the Scheme with the Registrar of Companies (“**RoC**”); and (ii) in relation to Amalgamation-2, such date or dates as of which JIL and the Amalgamated Company shall have filed the certified copy of the NCLT’s order sanctioning the Scheme with the RoC.

Capitalized terms used but not defined in this Abridged Prospectus shall have the meanings as ascribed to such terms under the Scheme.

Amalgamation-1

Upon the Effective Date and with effect from the Appointed Date, the Amalgamating Companies shall stand amalgamated and all their respective assets, liabilities, rights and obligations, as applicable, shall be transferred and vested in JIL, on a going concern basis without any requirement of a further act or deed so as to become as and from the Appointed Date, the assets, liabilities, interest and obligations, as applicable, of JIL.

The following shall be deemed to have occurred and taken effect with respect to Amalgamation-1:

(i) The Amalgamating Company 1 holds 71,64,048 equity shares in JIL and the entire issued and paid-up equity and preference share capital of the Amalgamating Company 1 is held by Hari Shanker Bhartia Family Trust (“**HSB Family Trust**”) and Shyam Sunder Bhartia Family Trust (“**SSB Family Trust**”), in equal proportion, through their respective trustees/nominees. In so far as the amalgamation of the Amalgamating Company 1 into JIL is concerned, upon the Effective Date, 71,64,048 equity shares held by the Amalgamating Company 1 in JIL shall stand cancelled and be of no effect on and from the Effective Date. Simultaneously and concurrent with such cancellation, JIL shall issue and allot the same number of Amalgamation-1 Shares to the HSB Family Trust and the SSB Family Trust, respectively, in equal proportion, through their respective trustees/nominees;

(ii) The Amalgamating Company 2 holds 17,36,415 equity shares in JIL and the entire issued and paid-up equity and preference share capital of Amalgamating Company 2 is held by HSB Family Trust, through its trustees/nominees, being the sole equity and preference shareholder of the Amalgamating Company 2. In so far as the amalgamation of the Amalgamating Company 2 into JIL is concerned, upon the Effective Date, 17,36,415 equity shares held by the Amalgamating Company 2 in JIL shall stand cancelled and be of no effect on and from the Effective Date. Simultaneously and concurrent with such cancellation, JIL shall issue and allot the same number of Amalgamation-1 Shares to the HSB Family Trust, through its trustees/nominees; and

(iii) The Amalgamating Company 3 holds 16,51,879 equity shares in JIL and the entire issued and paid-up equity and preference share capital of the Amalgamating Company 3 is held by SSB Family Trust, through its trustees/nominees, being the sole equity and preference shareholder of the Amalgamating Company 3. In so far as the amalgamation of the Amalgamating Company 3 into JIL is concerned, upon the Effective Date, 16,51,879 equity shares held by the Amalgamating Company 3 in JIL shall stand cancelled and be of no effect on and from the Effective Date. Simultaneously and concurrent with such cancellation, JIL shall issue and allot the same number of Amalgamation-1 Shares to the SSB Family Trust, through its trustees/nominees.

(iv) In the event the Amalgamating Company 1, Amalgamating Company 2 and/ or Amalgamating Company 3 acquire(s) any additional equity shares of JIL, without incurring any additional liability, or there occurs a reduction in the existing shareholding of the Amalgamating Company 1, Amalgamating Company 2 and/ or Amalgamating Company 3 in JIL, for any reason, whatsoever, as on the Effective Date, such additional/ reduced number of equity shares of JIL, as may be held by the Amalgamating Company 1, Amalgamating Company 2 and/ or Amalgamating Company 3 in JIL as on the Effective

Date, shall also be cancelled; and the same number of Amalgamation-1 Shares shall also be issued and allotted to the equity and preference shareholders of the Amalgamating Company 1, Amalgamating Company 2 and/ or Amalgamating Company 3 pursuant to the above.

There would neither be any change in the existing number of shares nor in the percentage shareholding of the Promoters on an aggregate basis in JIL pursuant to Amalgamation-1.

Accordingly, upon the Effective Date, the equity shareholders of the Amalgamating Companies shall become equity shareholders of JIL to the extent of their respective equity shareholding in the Amalgamating Companies prior to the Effective Date.

Upon the Effective Date, the Amalgamating Companies shall stand dissolved without being wound up.

Thereafter, the Amalgamation-1 Shares allotted shall be listed and/or admitted to trading on the Stock Exchanges where the equity shares of JIL are listed and/or admitted to trading in accordance with applicable law.

Amalgamation-2

Upon the Effective Date and with effect from the Appointed Date, JIL shall stand amalgamated and all its assets, liabilities, rights and obligations, as applicable, shall be transferred and vested in the Amalgamated Company, on a going concern basis, without any requirement of a further act or deed, so as to become as and from the Appointed Date, the assets, liabilities, interests and obligations, as applicable, of the Amalgamated Company.

The Amalgamated Company is a wholly owned subsidiary of JIL. Upon the Effective Date, the equity shares of the Amalgamated Company held by JIL shall be automatically cancelled and have no effect on and from the Effective Date. Simultaneously and concurrent with such cancellation, the Amalgamated Company shall issue and allot the Amalgamation-2 Shares, such that for every 1 (One) fully paid up equity share of Rs. 10/- each of JIL held by the equity shareholders of JIL as on the Amalgamation-2 Record Date, 1 (One) Amalgamation-2 Shares shall be issued and allotted by the Amalgamated Company, to each equity shareholder of JIL whose name is recorded in the register of members of JIL as holder of shares as of the Amalgamation-2 Record Date.

Thereafter, upon the Effective Date, JIL shall stand dissolved without being wound up and the Amalgamated Company shall seek listing of the equity shares issued by it pursuant to Amalgamation-2 in terms of the SEBI Master Circular.

Accordingly, upon the Effective Date, the equity shareholders of JIL shall become equity shareholders of the Amalgamated Company to the extent of their respective equity shareholding in JIL prior to the Effective Date. In other words, a mirror of shareholding pattern of JIL will be created in the Amalgamated Company and the beneficial economic interest of the promoters as well as public shareholders of JIL (upon the Effective Date) would be the same and the amalgamations would not have any economic impact on the ultimate value of the shareholders of JIL and thus be value-neutral to the shareholders of JIL.

All costs, charges, expenses and taxes (including stamp duty, registration charges and statutory amounts) arising out of or in connection with Amalgamation-1 shall be borne by the respective Amalgamating Companies and the balance, if any, shall be borne by the Identified Promoters. The Amalgamating Companies shall have no liabilities on the Effective Date. Additionally, the Scheme also provides that the Identified Promoters shall fully indemnify the Amalgamated Company and keep the Amalgamated Company indemnified for liability, claim, demand, if any, of past, present and future and which may devolve on the Amalgamated Company on account of Amalgamation-2.

For further details, please refer to the Scheme.

Upon Amalgamation-2 becoming effective, JIL shall stand dissolved without being wound up and the Amalgamated Company shall issue and allot 1 (one) fully paid up equity share of face value of Rs. 10/- (Rupees Ten only) each to the shareholders of JIL for every 1 (one) fully paid up equity share of face value of Rs. 10/- (Rupees Ten only) each held in JIL as on the Amalgamation-2 Record Date. The Amalgamated Company shall seek listing of the equity shares issued by it pursuant to Amalgamation-2 in terms of the SEBI Master Circular.

The procedure with respect to public issue/offer would not be applicable as the Scheme does not involve issue of any equity shares to the public at large. The Amalgamated Company shall issue equity shares to the shareholders of JIL only in accordance with the Scheme. Hence, the procedure with respect to GID is not applicable.

NAME OF THE STATUTORY AUDITOR	BGJC & Associates LLP, Chartered Accountants (Firm Regn. No.003304N)
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BUSINESS OVERVIEW AND STRATEGY

Company Overview:

The Company was incorporated on August 21, 2008 under the provisions of the Companies Act, 1956. The Corporate Identification Number of the Company is U52100UP2008PLC035862 and its registered office is situated at Bhartiagram, Gajraula, District - Amroha, Uttar Pradesh - 244223, India. The Company is *inter-alia* engaged in the business of manufacturing of agri products comprising single superphosphate, a wide range of crop nutrition, crop growth, performance polymers and chemicals. The Company is a wholly owned subsidiary of JIL.

Product/Service Offering:

(Revenue segmentation by product/service offering)

The Company offers Agri Products comprising of Single Super Phosphate (“SSP”), a wide range of Crop Nutrition, Crop Growth and Performance Polymers & Chemicals.

During the FY 2022-23, the Agri Products business contributed a revenue of Rs. 5,421.00 million (37.74% of total revenue from operations) and the Performance Polymers & Chemicals business contributed a revenue of Rs. 8,944.49 million (62.26% of total revenue from operations).

Geographies Served:

(Revenue segmentation by geographies)

The Company sells its products across all geographies in India and also exports Performance Polymer Products to South East Asia, USA and European Countries.

During the FY 2022-23, the domestic sales contributed a revenue of Rs. 11,755.36 million (81.83% of total revenue from operations) and the export sales contributed a revenue of Rs. 2,610.13 million (18.17% of total revenue from operations).

Key Performance Indicators:

In the last three Financial Years, i.e. FY 2023, FY 2022, FY 2021, JACPL revenue from operations was Rs. 14,365.49 million, Rs. 11,551.66 million and Rs. 6,221.04 million, respectively, and net profit/loss after tax of Rs 528.56 million, Rs. 566.81 million and Rs. -108.34 million, respectively. It has reported Return on Net Worth of 30%, 48% and -12% for the FY 2023, FY 2022 and FY 2021, respectively.

Client Profile or Industries Served:

(Revenue segmentation in terms of top 5/10 clients or Industries)

Company sells its Fertilizer and Consumer products through a network of Dealers and Distributors across the country (B2C), whereas, Business to Business products in Performance Polymer segment are sold to the manufacturers of Tyres and Confectionery products (B2B).

During the FY 2022-23, the B2C business contributed a revenue of Rs. 9904.29 million (68.95% of total revenue from operations), whereas, B2B business contributed a revenue of Rs. 4461.20 million (31.05% of total revenue from operations).

Intellectual Property, if any:

The Company has over 10 trademarks registered in India to sell its various products.

Market Share:

The Company has a diversified business, comprising of Agri Products (Single Super Phosphate) and Performance Polymers & Chemicals. In SSP, Company has approx. 45% market share in Uttar Pradesh and approx. 6% in India. The market share percentage in Performance Polymers and Chemicals segment is not identifiable due to diversified products comprising in this segment. However, the Company is one of the leading manufacturer of Polyvinyl Acetate and VP Latex in India.

Manufacturing plant, if any:

The Company has four manufacturing plants, situated at the following locations:

1. Kapasan, Chittorgarh, Rajasthan
2. Savli, Gujarat
3. Sahibabad, Uttar Pradesh
4. Gajraula, Uttar Pradesh

Employee Strength:

As on March 31, 2023, the Company has 871 employees at various levels of the organization.

Strategy

The Strategy of the management is to facilitate growth, operational efficiency, business synergies and focus on Market Penetration in Performance Polymers and Chemical segments, Fertilizers and Agri Nutrients business.

To increase market share in Agri products in key command areas of the plants i.e. Gajraula (UP) and Kapasan (Rajasthan) and also entering into new territories through channel expansion and better product offering. Introduce new products at regular intervals in all product segment, identify good channel partners for deeper penetration into new areas. Leverage digitization for better customer experience and connect, focus on Environment, Social and Governance.

BOARD OF DIRECTORS

Sr. No.	Name	Designation	Experience & Educational Qualifications	Other Directorships
1.	Mr. Priyavrat Bhartia	Non-executive Director	<p>Mr. Priyavrat Bhartia is a Non-executive Director of Jubilant Agri and Consumer Products Limited. He started as a financial analyst with Wasserstein Perella & Co., New York, in 1998. With a Masters degree in Business Administration from Stanford University (USA), Mr. Bhartia is also a director with a number of companies including Jubilant Industries Limited, Jubilant Ingrevia Limited, Jubilant Pharmova Limited, HT Media Limited, Digicontent Limited and Hindustan Media Ventures Limited.</p> <p>He has been on the Board of the company from May 9, 2011.</p>	<p>Indian Companies:</p> <p>Hindustan Media Ventures Limited, HT Media Limited, Jubilant Pharmova Limited, Jubilant Ingrevia Limited, Digicontent Limited, Jubilant Realty Private Limited, Jubilant Agri And Consumer Products Limited, Earthstone Holding (Two) Private Limited, SSBPB Investment Holding Private Limited, SPB Trustee Company Private Limited, SSP Trustee Company Private Limited, Jubilant Enpro Private Limited, PSB Trustee Company Private Limited, The Hindustan Times Ltd, ARS Trustee Company Private Limited, SB Trusteeship Services Private Limited.</p> <p>Foreign Companies: Nil</p>
2.	Mr. Shamit Bhartia	Non-executive Director	<p>Mr. Shamit Bhartia is a Non-executive Director of Jubilant Agri and Consumer Products Limited. He holds a degree in Economics from Dartmouth College, USA. He has worked in the Corporate Finance and M&A Group, Lazard Frere, New York, from July 2001 till August 2002. He is also a director with a number of companies including Jubilant Industries Limited, Jubilant Foodworks Limited, HT Media Limited, Hindustan Media Ventures Limited and Jubilant Motorworks Private Limited.</p> <p>He has been on the Board of the company from January 18, 2012.</p>	<p>Indian Companies:</p> <p>Hindustan Media Ventures Limited, HT Media Limited, Jubilant Industries Limited, Jubilant Foodworks Limited, Jubilant Motorworks Private Limited, Jubilant Agri and Consumer Products Limited, Goldmerry Investment & Trading Company Limited, Earthstone Holding (Two) Private Limited, SBS Trustee Company Private Limited, SS Trustee Company Private Limited, SSB Trustee Company Private Limited,</p>

				The Hindustan Times Ltd, Indian Country Homes Private Limited, Shobhana Trustee Company Private Limited. Foreign Companies: Nil
3.	Ms. Shivpriya Nanda	Independent Director	<p>Ms. Shivpriya Nanda holds a Bachelor's degree with Honours in History from Lady Shri Ram College, New Delhi and a Bachelor's degree in Law from University of Delhi. As a lawyer, she has extensive experience in all aspects of corporate commercial law, including mergers & acquisitions and joint ventures. She has represented and advised several multinational corporations and enterprises on large scale cross-border transactions, establishment of new business operations, corporate structuring, joint ventures, asset & share acquisition, divestment, franchising, real estate, employment and commercial contract issues. She advises international majors on large infrastructure projects in the transport, aviation and mining sector.</p> <p>She has advised clients such as Wal-Mart Inc, Michelin Asia-Pacific Pte Ltd, Pernod-Ricard, Fidelity Group, POSCO, Fraport AG Frankfurt Airport Services Worldwide, Menzies Aviation, KFC and Pizza Hut, regarding their India Operations. Having worked with one of the premier litigation firms of Delhi prior to her current practice, she has substantial experience in litigation & arbitration, including international arbitration. She is currently the Joint Managing Partner of J. Sagar Associates, a leading Indian law firm.</p> <p>She has been on the Board of the company from August 6, 2014.</p>	<p>Indian Companies:</p> <p>Jubilant Industries Limited and Greenpanel Industries Limited</p> <p>Foreign Companies: Nil</p>
4.	Mr. Manu Ahuja	CEO & Whole-time Director	<p>Mr. Manu Ahuja is an alumnus of XLRI Jamshedpur and Thapar Institute of Engineering, Patiala, has rich experience in diverse businesses & industries across India and South East Asia. Prior to joining the Company, he was associated with ASSA ABLOY Asia Pacific as President South Asia, for over 7 years, where he managed 18 countries - India, SAARC & ASEAN. He started his career with Coats Viyella in the year 1991. He has also been in leadership positions with Whirlpool & Akzo Nobel.</p> <p>He has been on the Board of the company from May 10, 2018.</p>	<p>Indian Companies:</p> <p>Jubilant Industries Limited</p> <p>Foreign Companies: Nil</p>

5.	Mr. Radhey Shyam Sharma	Independent Director	<p>Mr. Radhey Shyam Sharma holds Bachelor's Degree in Commerce from Delhi University. He is a fellow member of the Institute of Cost Accountant of India and an associate member of the Indian Institute of Bankers (CAIIB). He has also attended various management programs in India and overseas more specific to Oil and Gas Industry & Management Strategies. Mr. Sharma has over four decades of rich experience in Banking, Finance & Treasury in India and abroad. He had joined Union Bank of India in 1972 with experience in branch banking and specialization in Credit Appraisal. Further, he was the member of middle level finance team of another PSU engaged in construction in roads and bridges in foreign countries, including functioning as Regional Head of Finance for Iraq region from October 1982 to July 1986. He had joined Oil and Natural Gas Corporation Limited (ONGC) in 1988 and handled various key areas of his expertise like Financial Management, Financial Appraisal, Project Appraisals, Treasury Management at middle and senior level in various Projects as well as the Corporate Office. Further, he had been appointed as Director - Finance of ONGC in 2002 and also headed the additional position of Director - Finance of ONGC Videsh Limited and rose to the position of Chairman & Managing Director of ONGC in May, 2006. He had been a member of various Committees like Search Committee for Selection of Chairman & Members of Competition Commission of India, Committee constituted by the Ministry of Corporate Affairs (MCA) to formulate a Policy Document on Corporate Governance, Chairperson of Quality Review Board, Institute of Cost Accountants of India and Chairperson of expert committee constituted by MCA to examine issues relating to maintenance of Cost Records & Cost Audit.</p> <p>He has been on the Board of the company from October 25, 2018.</p>	<p>Indian Companies:</p> <p>Jubilant Industries Limited, Polycab India Limited, SEIL Energy India Limited, Sembcorp Green Infra Limited, Hinduja Leyland Finance Limited, Corevalues Consulting Private Limited, Indian Gas Exchange Limited and Independent Energy Policy Institute.</p> <p>Foreign Companies: Nil</p>
6.	Mr. Ravindra Pal Sharma	Independent Director	<p>Mr. Ravinder Pal Sharma holds a Bachelors' Degree in 'Commerce' and 'Law' from 'Delhi University'. He is a fellow member of the 'Institute of Chartered Accountant of India ('ICAI')'. Mr. Sharma is a Chartered Accountant in practice and is Managing Partner of M/s. P.R. Mehra & Co. (established since 1921), with over three decades of</p>	<p>Indian Companies:</p> <p>Jubilant Industries Limited</p> <p>Foreign Companies: Nil</p>

			<p>experience in the areas of auditing, accounting, finance, and corporate regulatory consultancy. He has been awarded by ICAI on numerous occasions. He has also authored several books on topics of professional interest viz. Goods & Services Tax Act, Foreign Exchange Management Act, Company Directors, Internal Audit etc., and a journal on Legal & Commercial Regulatory Matters. He has contributed various articles in leading newspapers on topics of professional interest and has been a regular speaker at seminars and also a visiting faculty to the courses organised by ICAI.</p> <p>He has been on the Board of the company from September 3, 2020.</p>	
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OBJECTS / RATIONALE OF THE SCHEME

Rationale for Amalgamation-1:

- (i) Currently, a significant portion of the Promoters' shareholding in JIL is held indirectly, through the Amalgamating Companies. The proposed amalgamations will result in simplification and streamlining of the shareholding structure by elimination of shareholding tiers and simplification of a large part of the indirect Promoters' shareholding into a clearer structure directly identifiable with the Promoters;
- (ii) Further, such a simplified direct holding structure is expected to bring greater transparency in the Promoters' shareholding and demonstrate the Promoters' direct commitment and engagement from a shareholders' perspective; and
- (iii) The proposed simplification of holding structure will also make it simpler to identify the ultimate beneficial owner for various applicable know your customer (KYC) requirements.

Rationale for Amalgamation-2:

- i) The shareholders of JIL would directly hold shares in an operating company (i.e. the Amalgamated Company) instead of holding shares in a holding company (i.e. JIL), which would also lead to greater operational efficiencies, reduction in management overlaps and reduction in compliance requirements of multiple companies and associated expenses; and
- ii) Reduction in overheads, administrative, managerial and other expenditure, and optimal utilization of various resources due to consolidation of activities.

There would neither be any change in the existing number of shares nor in the percentage shareholding of the Promoters on an aggregate basis in JIL and the Amalgamated Company pursuant to Amalgamation-1 and Amalgamation-2.

For further details, please refer to the Scheme.

DETAILS OF MEANS OF FINANCE

Not Applicable

DETAILS AND REASONS FOR NON-DEPLOYMENT OR DELAY IN DEPLOYMENT OF PROCEEDS OR CHANGES IN UTILIZATION OF ISSUE PROCEEDS OF PAST PUBLIC ISSUES/RIGHTS ISSUES, IF ANY, OF THE COMPANY IN THE PRECEDING 10 YEARS

Not Applicable

NAME OF MONITORING AGENCY, IF ANY	Not Applicable
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TERMS OF ISSUANCE OF CONVERTIBLE SECURITY, IF ANY	Not Applicable
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SHAREHOLDING PATTERN

The pre-Amalgamation-2 shareholding pattern of the Company is as under:

Sr. No.	Particulars	Number of shares	% holding of Pre-Scheme
	EQUITY SHAREHOLDERS		
1)	Jubilant Industries Limited	56,08,545	100.00
2)	Jubilant Industries Limited jointly with Mr. Parveen Kumar Goyal	1	-
3)	Jubilant Industries Limited jointly with Mr. Prakash Chandra Bisht	1	-
4)	Jubilant Industries Limited jointly with Mr. Umesh Sharma	1	-
5)	Jubilant Industries Limited jointly with Mr. Sanjay Das	1	-
6)	Jubilant Industries Limited jointly with Mr. Arun Kumar Sharma	1	-
7)	Jubilant Industries Limited jointly with Mr. Ashwani Malhotra	1	-
8)	Jubilant Industries Limited jointly with Mr. Takesh Mathur	1	-
	Total (A)	56,08,552	100.00

The Company does not have any preference or any other class of shareholders.

The post-Amalgamation-2 shareholding pattern (expected) of the Company is as under:

Sr. No.	Category of Shareholders	Nos.	No. of Equity Shares	Percentage (%) of Equity
1	Promoter & Promoter Group	17	1,12,66,637	74.78
	Sub Total (1)	17	1,12,66,637	74.78
2	Public (A+B+C+D)	23,530	38,00,464	25.22
A	Banks / Mutual Funds / Financial Intuitions			
	Mutual Funds	1	80	0
	Venture Capital Funds	0	0	0
	Alternate Investment Funds	0	0	0
	Financial Intuitions / Banks	6	342	0
	Foreign Venture Capital Investors	0	0	0
	Foreign Portfolio Investors	2	1,370	0.01
	Insurance Companies	1	2,500	0.02
	Provident / Pension Funds	0	0	0
	Any Other (Specify)	0	0	0
	Sub Total (A)	10	4,292	0.03
B	Central Government / State Government(s) / President of India	0	0	0
	Sub Total (B)	0	0	0
C	Individuals			
	i. Individual Shareholders holding nominal share capital up to Rs. 2 Lakhs	22,419	22,85,527	15.17
	ii. Individual Shareholders holding nominal share capital excess of Rs. 2 Lakhs	11	8,80,663	5.84
	Sub Total (C)	22,430	31,66,190	21.01
D	Any Others			
	Non Resident Indians	612	1,22,772	0.82
	Trusts	0	0	0
	Clearing Member	13	1,688	0.01
	Individual (HUF)	316	2,71,921	1.80
	Bodies Corporate	148	1,71,845	1.14
	JIL-Unclaimed or Suspense Account	0	0	0

	Investor Education and Protection Fund	1	61,756	0.41
	Sub Total (D)	1,090	6,29,982	4.18
	Grand Total (1+2)	23,547	1,50,67,101	100

AUDITED FINANCIALS

The summary of the standalone, audited financial statements of the Company for the last 3 years is provided below:

(Rs. in million except per share data)

Sr. No	Particulars	FY 2023	FY 2022	FY 2021
1	Revenue from operations	14,365.49	11,551.66	6,221.04
2	Total Income	14,393.88	11,561.39	6,248.93
3	Net Profit / (Loss) before tax	714.89	750.70	234.97
4	Net Profit / (Loss) after tax	528.56	566.81	(108.34)
5	Equity Share Capital	56.09	56.09	56.09
6	Preference Share Capital	-	-	-
7	Reserves and Surplus	1,960.00	1,418.09	846.34
8	Net worth	2,016.09	1,474.18	902.43
9	Basic & Diluted ¹ earnings per share	94.24	101.06	(21.04)
10	Return on net worth (%) ²	26.22%	38.45%	-12.01%
11	Net asset value per Share ³	359.47	262.85	160.90

Notes:

1. Basic & Diluted earnings per share is computed by dividing the profit for the year after tax by the weighted average number of equity shares outstanding during the year.
2. Return on net worth (%) is computed by dividing the net profit/ (loss) after tax by the net worth.
3. Net asset value per share is computed by dividing the net worth attributable to equity shareholders by the outstanding number of equity shares.

INTERNAL RISK FACTORS

1. Company is subject to costs, risks and uncertainties, including those associated with laws and regulations in jurisdictions in which it operates, tariffs and trade relations. Breach of applicable laws and regulations, including those related to environmental, health and safety regulations could adversely affect the business, operations and reputation of the Company. New or changed laws, regulations and standards may lack specificity and are subject to varying interpretations. Their application in practice may evolve over time, as new guidance is provided by regulatory and governing bodies. This could result in continuing uncertainty regarding compliance matters and higher costs of compliance as a result of ongoing revisions to such corporate governance standards.
2. Any disruption of the operations of the manufacturing, design, engineering and other facilities of the Company, could materially and adversely affect the business, financial condition and results of operations of the Company.
3. If the Company is unable to anticipate, identify, understand and respond timely to rapidly evolving technological and market trends and preferences and develop new products to meet the customers' demands and to adapt to major changes and shifts in the automotive market, business operations of the Company may be materially adversely affected.
4. The Company relies on the skill and experience of its management team and other key personnel and the loss of any of these team members or the inability to attract and retain qualified personnel could have a material adverse effect on its business operations.
5. The Company extends significant credit terms to its customers and are subject to counterparty credit risk. Any deterioration in such customers' financial position and their ability to pay or the Company's inability to extend credit in line with market practice may adversely impact the Company's profitability.
6. The Company do not have firm commitment of long-term supply agreements with its customers. If the customers choose not to source their requirements from the Company, there may be a material adverse effect on the business and results of operations.

7. The Company's insurance coverage may not adequately protect the Company against all material hazards and the policies do not cover all risks.
8. There are certain outstanding legal proceedings involving the Company. Any failure to defend these proceedings successfully may have an adverse effect on the financial conditions of the Company, business, reputation and result of ongoing operations.
9. The Company operates in a competitive business environment in each of its business segments. Climatic conditions, global supply chain disruptions, aggressive promotional offerings by competition have a pivotal role to play in all business segments
10. The Scheme is subject to the approval of the National Company Law Tribunal as well as the conditions/approvals as envisaged under the Scheme (including that the Scheme shall be acted upon only if vote cast by the public shareholders of JIL in favour of the proposal are more than the number of votes cast by the public shareholders against it) and if the proposed Scheme does not receive the requisite approvals, the objects and benefits mentioned in the proposed Scheme may not be achieved.

SUMMARY OF OUTSTANDING LITIGATIONS, CLAIMS AND REGULATORY ACTION

- A. Total number of outstanding litigations against the Company and amount involved:

Name of Entity	Criminal Proceedings	Tax Proceedings	Statutory or Regulatory Proceedings	Disciplinary action by SEBI or Stock Exchanges against our Promoter	Civil Litigations	Aggregate amount involved (Rs. in crore)
Company						
By the Company	91*	-	-	-	6	5.69
Against the Company	14	5	-	-	9	32.29
Directors						
By our Directors	-	-	-	-	1	0.66
Against the Directors	-	-	-	-	-	-
Promoters						
By our Promoters	-	-	-	-	-	-
Against the Promoters	-	-	-	-	-	-
Subsidiaries						
By Subsidiaries	-	-	-	-	-	-
Against Subsidiaries	-	-	-	-	-	-

**Also include 89 cases involving Rs. 3.54 crores of amount under Section 138 of the Negotiable Instruments Act, 1881, which are considered as quasi-criminal.*

- B. Brief details of top 5 material* outstanding litigations against the Company and amount involved:

Sr. No.	Particulars	Litigation filed by	Current Status	Amount involved (INR in Crores)
1	Lease deed dated September 18, 2010 executed to take on lease the property bearing Sr. No. 10 & 12 Ramagondanahalli village Varthur – Hobli, Bangalore, lease was terminated by Jubilant due to non-availability of OC & Power Back-up systems etc., within agreed	Shivasakhti Builders and Developers & ORS.	On the 21st of April, 2023, the matter was most recently listed for additional arguments and to provide any necessary clarifications to the Hon'ble Court. Both parties were	21.89

	<p>time. The other party filed civil suit to recover the amount spend by him for structure of property as per Jubilant requirements along with interest and loss of profit and rent.</p> <p>Court - City Civil Court Bangalore.</p>		<p>present and declared that written arguments had been submitted and that oral arguments had been completed. The Hon'ble Court duly noted the submissions and postponed the case to the next date for the issuance of a verdict.</p>	
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**Case(s) in which amount involved is more than 1% of the turnover have been considered as material.*

- B. Regulatory Action, if any - disciplinary action taken by SEBI or stock exchanges against the Promoter in last 5 financial years including outstanding action, if any: **No regulatory/disciplinary action has been taken by SEBI or the Stock Exchanges against the Promoter in the last 5 years nor is any such matter is pending for disposal.**
- C. Brief details of outstanding criminal proceedings against the Promoter: **There are no pending litigations against the Promoter.**

ANY OTHER IMPORTANT INFORMATION OF THE COMPANY

NIL

DECLARATION BY THE COMPANY

We hereby declare that all relevant provisions of the Companies Act, 2013 and the guidelines/regulations issued by the Government of India or the guidelines/regulations issued by the Securities and Exchange Board of India, established under Section 3 of the Securities and Exchange Board of India Act, 1992 (“**SEBI Act**”), as the case may be, have been complied with and no statement made in this Abridged Prospectus is contrary to the provisions of the Companies Act, 2013, the SEBI Act or rules made or guidelines or regulations issued thereunder, as the case may be. We further certify that all statements in this Abridged Prospectus are true and correct.

For Jubilant Agri and Consumer Products Limited

Name: Manu Ahuja
Designation: CEO & Whole-time Director
DIN: 05123127

Date: June 14, 2023
Place: Gurugram